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December 17, 1999

FILED

DEC 21 1999

Mr. Dale Hardy Roberts
Public Service Commission
301 West High Street, Suite 530
Jefferson City, MO 65101

**Missouri Public
Service Commission**

**Re: In the Matter of the Application of W2COM
International, LLC for a Certificate of Service
Authority to Provide Intrastate Telecommunications
Services in the State of Missouri.**

Our File No.: 343

TA-2000-379

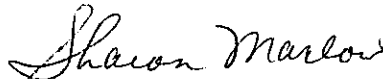
Dear Sir or Madam:

Enclosed please find an original and fourteen (14) copies of an Application regarding the above-referenced corporation. Please file these applications accordingly. I am enclosing two extra copies of the Application for return in the enclosed self-addressed, stamped envelopes.

Additionally, please be advised that a copy of the Application has been sent to the Office of Public Counsel.

Thank you for your cooperation and assistance in this regard.

Sincerely,



Sharon Marlow
Legal Assistant

jd
Enclosures
cc: Office of Public Counsel
(w/Enclosures)
Monica Borne

200000571

FILED

DEC 21 1999

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

Missouri Public
Service Commission

IN THE MATTER OF THE APPLICATION OF)
W2COM INTERNATIONAL, LLC FOR A)
CERTIFICATE OF SERVICE AUTHORITY)
TO PROVIDE RESOLD INTEREXCHANGE)
TELECOMMUNICATIONS SERVICES IN THE)
STATE OF MISSOURI AND TO CLASSIFY)
SAID SERVICES AND THE COMPANY AS)
COMPETITIVE)

Case No. TA-2000-379

APPLICATION FOR CERTIFICATE OF SERVICE AUTHORITY
AND FOR COMPETITIVE CLASSIFICATION

Comes now **W2COM International, LLC** by its undersigned counsel, and hereby applies pursuant to Sections 392.361 and 392.410 through 392.455 RSMo 1994, and the Federal Telecommunications Act of 1996, for authority to provide resold interexchange telecommunications service in the State of Missouri, and to classify said services and the company-as competitive. In support of its applications, the Company states as follows:

1. Applicant is a limited liability company duly organized and existing under and by virtue of the laws of the State of Ohio. (Articles of Organization attached as **Exhibit A.**) The Company is authorized to conduct business within Missouri as evidenced by its certificate of authority issued by the Missouri Secretary of State which is attached hereto as **Exhibit B.**

2. All inquiries, correspondence, communications, pleadings, notices, orders and decisions relating to the case should be addressed to:

Monica R. Borne
Nowalsky, Bronston & Gothard
3500 N. Causeway Blvd.
Suite 1442
Metairie, Louisiana 70002
Phone: (504) 832-1984
Fax: (504) 831-0892

with copies to local counsel:

William M. Wunderlich
Wunderlich & Associates
1504 Gravois
High Ridge, MO 63049
Phone: (314) 677-5669

All general correspondence from the Commission should be forwarded to the Company at its principal address as follows:

Mitchell Jones
Manager/Member, President & CEO
W2COM International, LLC
3500 Park Center Drive
Dayton, Ohio 45414
Phone: Ph. (937) 415-1100

3. Applicant proposes to provide resold long distance interexchange service to residential and business customers on a statewide basis. The Company will not offer operator service.
4. The Company possesses the technical and managerial expertise and experience necessary to provide the services it proposes. Profiles of the Company's management team experience and expertise, are attached hereto as **Exhibit C**.

5. The Applicant also possesses the necessary financial resources as evidenced by its most current financial statements attached hereto as **Exhibit D**. Applicant will comply with the reasonable requests for financial and operating data to allow the Commission to monitor the intralata toll market.
6. In accordance with 4 CSR 240-2.060(4)(H), which requires that an application for a certificate of service authority to provide interexchange service shall include a proposed tariff with a forty-five day effective date, the Applicant has attached its tariff as **Exhibit E**. The Company requests that the Commission approve MO P.S.C. Tariff No. 1 simultaneously with a granting of authority in this Case. Applicant agrees to comply with notice requirements for filing new or amended Tariffs.
7. Applicant will not unjustly discriminate amongst its customers as is prohibited under Section 392.200 RSMo.
8. Applicant is a competitive reseller of long distance telecommunications services and thus requests a competitive classification pursuant to Section 392.361 RSMo. and as set forth in the Commission Report and Order in its Case No. TO-88-142; Further, when granted the Certificate requested herein, Applicant will be competing with other telecommunications companies in Missouri offering the same or similar services as Applicant.

9. Applicant is willing to comply with all applicable Commission rules, except those which are specifically waived by the Commission. Consistent with the Commission's treatment of other certificated competitive telecommunications companies, Applicant requests that the following statutes and regulations be waived for Applicant and its interexchange service offerings:

Statutes:

- 392.240(1) - ratemaking
- 392.270 - valuation of property (ratemaking)
- 392.280 - depreciation accounts
- 392.290 - issuance of securities
- 392.310 - stock and debt issuance
- 392.320 - stock dividend payment
- 392.330 - issuance of securities, debt and notes
- 392.340 - reorganization(s)

Missouri Public Service Commission Rules:

- 4 CSR 240-10.020 - depreciation fund income
- 4 CSR 240-30.010(2)(C) - rate schedules
- 4 CSR 240-30.040 - Uniform System of Accounts
- 4 CSR 240-32.030(1)(B) - exchange boundary maps
- 4 CSR 240-32.030(1)(C) - record keeping
- 4 CSR 240-32.030(2) - in-state record keeping
- 4 CSR 240-32.050(3) - local office record keeping
- 4 CSR 240-32.050(4) - telephone directories
- 4 CSR 240-32.050(5) - call intercept
- 4 CSR 240-32.050(6) - telephone number changes
- 4 CSR 240-32.070(4) - public coin telephone
- 4 CSR 240-33.030 - minimum charges rule
- 4 CSR 240-33.040(5) - financing fees

10. Applicant is willing to comply with all applicable Commission rules now in effect or hereinafter enacted, and is willing to meet all relevant service standards, including, but not limited to, quality of service, billing, and tariff filing and maintenance.

11. Applicant submits that the public interest will be served by Commission approval of this application because Applicant's proposed services will create and enhance competition and expand customer service options, and offer service options consistent with the legislative goals set forth in the federal Telecommunications Act of 1996 and Chapter 392 RSMo. Prompt approval of this application also will expand the availability of innovative, high quality, and reliable telecommunications services within the State of Missouri.
12. Applicant, if required, will file Missouri specific annual reports pursuant to Section 392.210 RSMo. Applicant, if required, will submit Percentage of Interstate Use Reports including the percentage of interstate use and percentage of intrastate use, on a quarterly basis to the local exchange companies. In addition, if required, Applicant will submit to the Commission Staff on a quarterly basis reports showing the percentage of intralata use.
13. The Company will not resell its services to other telecommunications companies.
14. The Company is authorized to provide services in Idaho, Utah and Virginia. Applications will be made for authority in all of the contiguous United States.

WHEREFORE, Applicant, **W2COM International, LLC** respectfully requests that the Commission (i) grant it a certificate of service authority to provide interexchange telecommunications services as requested herein; (ii) classify the Company and its proposed services as competitive; (iii) grant waivers of certain statutes and regulations as they apply to the Company; and (iv) approve its tariff submitted with this Application.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "William M. Wunderlich", written in a cursive style.

William M. Wunderlich
Bar No. 23302
Wunderlich & Associates
1504 Gravois
High Ridge, MO 63049
Phone: (314) 677-5669

Local Counsel for Applicant

VERIFICATION OF APPLICANT

STATE OF Louisiana)
)
COUNTY OF Jefferson)

SS:

I, Mitchell Jones being first duly sworn, state that I am the Manager/Member, President
(Name of Officer) (Title)
of W2COM International, LLC, the Applicant herein; that I am authorized to sign this Verification
on its behalf; that I have reviewed the matters set forth in the Application and Exhibits; and that the
statements contained therein are true to the best of my knowledge, except as to those matters which
are stated on information or belief, and as to those matters I believe them to be true.

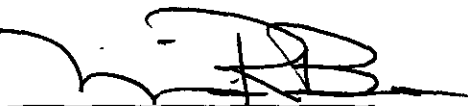
I declare under penalty of perjury that the foregoing is true and correct.

Executed this 8th day of December, 1999

W2COM International, LLC


(Signature)

Sworn to and subscribed before me this 8th day of December, 1999



Notary Public

EXHIBIT A

ARTICLES OF ORGANIZATION



Prescribed by **J. Kenneth Blackwell**

Please obtain fee amount and mailing instructions from the Forms Inventory List (using the 3 digit form # located at the bottom of this form). To obtain the Forms Inventory List or for assistance, please

call Customer Service:

Central Ohio: (614)-466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

ARTICLES OF ORGANIZATION

(Under Section 1705.04 of the Ohio Revised Code)

Limited Liability Company

The undersigned, desiring to form a limited liability Company, under Chapter 1705 of the Ohio Revised Code, do hereby state the following:

FIRST: The name of said limited liability company shall be:

W²COM International, LLC

(the name must include the words "limited liability company", "limited", "Ltd.", "Ltd.", "LLC", or "L.L.C.")

SECOND This limited liability company shall exist for a period of perpetuity

THIRD: The address to which interested persons may direct requests for copies of any operating agreement and any bylaws of this limited liability company is:

3500 Park Center Drive

(street name or post office box)

Dayton

(city, village, or township)

Ohio

(state)

45414

(zip code)

☐ Please check this box if additional provisions are attached hereto

Provisions attached hereto are incorporated herein and made a part of these articles of organization.

J. Kenneth Blackwell

Secretary of State

FOURTH: Purpose (optional)N/A

IN WITNESS WHEREOF, we have hereunto subscribed our names on

8/16/99

(date)

Signed _____

Name: _____

Signed _____

Name: _____

Signed _____

Name: _____

Signed _____

Name: _____

Signed _____

Name: _____

Signed _____

Name: _____

Signed _____

Name: _____

Signed _____

Name: _____

Signed _____

Name: _____

Signed _____

Name: _____

Gerard D. Sower

Gerard D. Sower

Authorized Representative

(If insufficient space for all signatures, please attach a separate sheet containing additional signatures)



J. Kenneth Blackwell

Prescribed by:
J. Kenneth Blackwell
 Secretary of State
 30 East Broad St. 14th Floor
 Columbus, Ohio 43266-0418

ORIGINAL APPOINTMENT OF AGENT

(for limited liability company)

The undersigned, being at least a majority of the members of W²COM International, LLC,

(name of limited liability company)

hereby appoint Gerard D. Sower to be the agent upon whom any process, notice or

(name of agent)

demand required or permitted by statute to be served upon the limited liability company may be served. The complete address of the agent is:

10 Courthouse Plaza, S.W., Suite 1100

(street name)

Dayton

(city, village, township)

, Ohio

45402

(zip)

By: _____
 (authorized member, manager, or representative)

Name: _____

By: _____
 (authorized member, manager, or representative)

Name: _____

By: _____
 (authorized member, manager, or representative)

Name: _____

By: Gerard D. Sower
 (authorized member, manager, or representative)

Name: Gerard D. Sower

By: _____
 (authorized member, manager, or representative)

Name: _____

By: _____
 (authorized member, manager, or representative)

Name: _____

ACCEPTANCE OF APPOINTMENT

The undersigned, named herein as the statutory agent for W²COM International, LLC

(name of limited liability company)

hereby acknowledges and accepts the appointment of agent for said limited liability Company.

Gerard D. Sower
 Gerard D. Sower Agent's signature

EXHIBIT B

MISSOURI SECRETARY OF STATE
CERTIFICATE OF AUTHORITY

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

**CERTIFICATE OF REGISTRATION
 FOREIGN LIMITED LIABILITY COMPANY**

WHEREAS,
 W2COM INTERNATIONAL, LLC

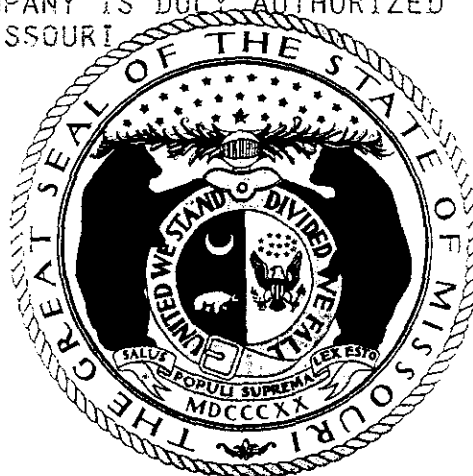
USING IN MISSOURI THE NAME
 W2COM INTERNATIONAL, LLC

AND EXISTING UNDER THE LAWS OF THE STATE OF OHIO
 HAS FILED WITH THIS STATE ITS APPLICATION FOR REGISTRATION AND
 WHEREAS THIS APPLICATION FOR REGISTRATION CONFORMS TO THE
 MISSOURI LIMITED LIABILITY COMPANY ACT;

NOW, THEREFORE, I, REBECCA McDOWELL COOK, SECRETARY OF STATE,
 STATE OF MISSOURI, BY VIRTUE OF AUTHORITY VESTED IN ME BY LAW,
 DO CERTIFY AND DECLARE THAT ON THE 29TH DAY OF SEPTEMBER, 1999,
 THE ABOVE FOREIGN LIMITED LIABILITY COMPANY IS DULY AUTHORIZED
 TO TRANSACT BUSINESS IN THE STATE OF MISSOURI
 AND IS ENTITLED TO ANY RIGHTS GRANTED
 LIMITED LIABILITY COMPANIES.

IN TESTIMONY WHEREOF, I HAVE SET MY
 HAND AND IMPRINTED THE GREAT SEAL OF
 THE STATE OF MISSOURI, ON THIS, THE
 29TH DAY OF SEPTEMBER, 1999.

Rebecca McDowell Cook
 Secretary of State



\$105.00



STATE OF MISSOURI

Rebecca McDowell Cook, Secretary of State
P.O. Box 778, Jefferson City, MO 65102
Corporation Division

FILED

SEP 29 1999

Application for Registration of a Foreign Limited Liability Company (Submit in duplicate with registration fee of \$105.00)

- (1) The name of the foreign limited liability company is:

W²COM International, LLC

Rebecca McDowell Cook
SECRETARY OF STATE

- (2) The name under which the foreign limited liability company will conduct business in Missouri is (must contain "limited company", "limited liability company", "LC", "LLC", "L.C.", or "L.L.C.") (must be filled out if different from line (1)):

- (3) The foreign limited liability company was formed under the laws of Ohio on the date of 8/18/88 (state or jurisdiction)
and is to dissolve on company is perpetual (month/date/year or event)

- (4) The purpose of the foreign limited liability company or the general character of the business it proposes to transact in this state is:

the sale of telecommunications services and products

- (5) The name and address of the limited liability company's registered agent in Missouri is (this line must be completed and include a street address):

National Registered Agents, Inc. 300-B East High Street, Jefferson City, MO 65101
Name Address City/State/Zip

The Secretary of State is appointed agent for service of process if the foreign limited liability company fails to maintain a registered agent. Note: failure to maintain a registered agent constitutes grounds to cancel the registration of the foreign limited liability company.

- (6) The address of the registered office in the jurisdiction organized. If none required, then the principal office address of the foreign limited liability company is:

3500 Park Center Drive Dayton, Ohio 45414
Name Address City/State/Zip

- (7) For tax purposes, is the limited liability company considered a corporation? yes no

In affirmation thereof, the facts stated above are true.

Mitchell Jones, Manager

Authorized signature (please sign and print name)

Authorized signature (please sign and print name)

Authorized signature (please sign and print name)

EXHIBIT C

MANAGEMENT PROFILES ATTACHED

and

TECHNICAL CAPABILITY

The Company will provide service on a resale basis. Therefore, its technical capability is reliant on that of its underlying carrier(s) whose technical capability has been proven to this Commission. The Company will utilize the services of only Commission certificated carriers.

In addition, the Company is not currently certified to provide interexchange services in any states, but is in the process of applying for authority in a majority of the states. Applications are pending in Alabama, Arkansas, Connecticut, Kentucky, and Louisiana.

EXHIBIT D

FINANCIAL STATEMENTS

Mitchell E. Jones, President & CEO

In addition to W2COM, Mitch also owns and operates North Central Kentucky Industrial Development Corporation and M.E. Jones, Inc.—all of which are companies he personally founded. Another previous business specializing in office design and furniture, Space and Asset Management, was sold in 1995. That same year, Mitch opened THE Office Center, which has now evolved into W2COM. In 1993, Mitch was named the Entrepreneur of the Year for southwest Ohio, and his businesses have appeared on the Inc. 500 list of top companies.

**W2COM INTERNATIONAL
OPENING
BALANCE SHEET**

Cash	\$ 100,000.00
Accounts Receivable, net	-
Inventory	-
Vendor Deposits and other	-
Equipment and Leasehold Improvements	-
Other Assets	-
Total Assets	<u>\$ 100,000</u>
Accounts Payable	\$ -
Accruals	-
Equity	<u>100,000</u>
Total Liabilities and Equity	<u>\$ 100,000</u>

W2COM INTERNATIONAL 1999 YTD FINANCIAL RESULTS

	<u>Actual</u>
Network Services Commissions	-
Total Revenues	-
Allocation for IVC Install and Service	-
Total Cost of Sales	-
Total Margins	-
Salaries and Related Expenses	-
Allocation for IVC Install and Service	-
Emp. Agency & Recruiting Fees	-
Rent	-
Travel and Entertainment	-
Marketing and Advertising	-
Telephone	-
Employee Benefits	-
Professional Fees	-
Depreciation	-
Other	-
Total SG&A	-
Earnings Before Interest & Taxes	-
Interest Expense	-
Loss on Disposal of Fixed Assets	-
Interest Income	-
Total Loss	<u>\$ -</u>