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**STATE OF MISSOURI
PUBLIC SERVICE COMMISSION**

At a session of the Public Service
Commission held at its office
in Jefferson City on the 29th
day of October, 1997.

In the Matter of the Application of USA eXchange,)
LLC, d/b/a Omniplex Communications Group, for)
Certificates of Authority to Provide Basic Local) **Case No. TA-97-506**
Exchange and Local Exchange Telecommunications)
Services Within the State of Missouri.)
)

**ORDER GRANTING CERTIFICATE TO PROVIDE
BASIC LOCAL TELECOMMUNICATIONS SERVICES**

Procedural History

USA eXchange, LLC, d/b/a Omniplex Communications Group (Omniplex) applied to the Commission on May 20, 1997, for certificates of service authority to provide interexchange, basic local exchange, and local exchange telecommunications services in Missouri under Sections 392.420 - .440, RSMo 1994¹, and Sections 392.410 and .450, RSMo Supp. 1996. Omniplex asked the Commission to classify it as a competitive company and waive certain statutes and rules as authorized by Sections 392.361 and 392.420. Omniplex is a limited liability company organized under the laws of the state of Texas. Omniplex's offices are at 743 Spirit 40 Park, Suite 250, Chesterfield, Missouri 63005.

Omniplex filed a Motion to Bifurcate Proceeding on June 12, asking that its request for interexchange certification be processed in a separate case. The motion was granted and Omniplex was issued a certificate of

¹ All statutory references are to Revised Statutes of Missouri 1994 unless otherwise indicated.

service authority to provide interexchange services on August 26, 1997, in Case No. TA-97-538. The company's interexchange tariff was approved in the same order.

In its order bifurcating the proceedings, issued on June 16, the Commission directed that notice be given to all telecommunications companies. The Commission directed interested parties wishing to intervene in Case No. TA-97-506 to do so by June 24. The Commission granted permission to intervene to Southwestern Bell Telephone Company (SWBT) on July 28.

The parties filed a Stipulation and Agreement (SA) which is included with this order as Attachment 1 on September 12. The Staff of the Commission (Staff) filed Suggestions in Support of the SA on October 6. In the SA the parties waived their rights to present testimony, cross-examine witnesses, present oral argument or briefs, and to seek rehearing or judicial review. The requirement for a hearing is met when the opportunity for hearing has been provided and no proper party has requested the opportunity to present evidence. State ex rel. Rex Deffenderfer Enterprises, Inc. v. Public Service Commission, 776 S.W.2d 494, 496 (Mo. App. 1989). Since no one has requested a hearing in this case, the Commission may grant the relief requested based on the verified application.

Background

Omniplex, which is certificated to provide intrastate interexchange services in Missouri, wishes certification to provide resold basic local and local exchange telecommunications services as well. Local exchange services are considered competitive services and are subject to

different rules and statutory requirements than are basic local services. Therefore, they will be considered separately in the discussion below.

Omniplex wants to provide basic local services in portions of Missouri that are currently served by SWBT. Omniplex is not asking for certification in any area that is served by a small incumbent local exchange provider (ILEC). The specific exchanges in which Omniplex proposes to operate are described in Exhibit D to its application (Attachment 2 to this order). Omniplex is requesting that its basic local and local exchange services be classified as competitive and that the application of certain statutes and regulatory rules be waived.

Discussion

A. Requirements of 4 CSR 240-2.060(4)

Commission rule 4 CSR 240-2.060(4) requires a foreign corporation applying for certification to provide telecommunications services to include in its application a certificate from the Secretary of State showing it is authorized to do business in Missouri, a description of the types of service it intends to provide, a description of the exchanges where it will offer service, and a proposed tariff with a 45-day effective date. Omniplex has provided all the required documentation except for the proposed tariff. The company requested a temporary waiver of 4 CSR 240-2.060(4)(H) because, when it applied for certification, it was not party to an approved interconnection agreement with SWBT. The Commission has since approved a Resale Agreement between Omniplex and SWBT in Case No. TO-97-543 (Order Approving Resale Agreement issued on September 10, 1997). Therefore, there are no longer any obstacles to the filing of a tariff for basic local and local exchange services. The company agreed to

submit to the Commission for approval a proposed tariff with a minimum 45-day effective date. Omniplex will file the tariff in Case No. TA-97-506 and give notice of the tariff filing to all parties and participants. Along with that filing Omniplex has agreed to provide a written disclosure of all interconnection agreements it has entered into which affect its Missouri service areas.

B. Local Exchange Certification

The Commission finds that Omniplex's entry into competition in the local exchange telecommunications market is in the public interest and the company should be granted a certificate of service authority. The Commission finds that the local exchange services Omniplex proposes to offer are competitive and the company should be classified as a competitive company. The Commission is of the opinion that waiving the statutes and Commission rules set out in Ordered Paragraph 4 is reasonable and not detrimental to the public interest.

The Commission determines, by authority of Section 392.470, that Omniplex should comply with the following regulatory requirements as reasonable and necessary conditions of certification:

- (1) Omniplex must comply with reasonable requests by Staff for financial and operating data to allow Staff to monitor the intraLATA toll market. § 386.320.3, RSMo Supp. 1996.
- (2) Omniplex must file tariffs containing rules and regulations applicable to customers, a description of the services provided, and a list of rates associated with those services in accordance with 4 CSR 240-30.010 and Section 392.220, RSMo Supp. 1996.
- (3) Omniplex may not unjustly discriminate between its customers. §§ 392.200, RSMo Supp. 1996, and 392.400.
- (4) Omniplex must comply with all applicable rules of the Commission except those specifically waived by this order. §§ 386.570, 392.360.

- (5) Omniplex must file a Missouri-specific annual report. §§ 392.210, 392.390.1.
- (6) Omniplex must comply with jurisdictional reporting requirements as set out in each local exchange company's access services tariffs. § 392.390.3.
- (7) Omniplex must submit to the Staff, on a confidential basis, a copy of the jurisdictional report it submits to local exchange companies. The report must be submitted within ten days of the date on which it is submitted to the local exchange company.

C. Basic Local Service Certification

Section 392.455, RSMo Supp. 1996, sets out the requirements for granting certificates to provide basic local telecommunications service to new entrants. A new entrant must: (1) possess sufficient technical, financial and managerial resources and abilities to provide basic local telecommunications service; (2) demonstrate that the services it proposes to offer satisfy the minimum standards established by the Commission; (3) set forth the geographic area in which it proposes to offer service and demonstrate that such area follows exchange boundaries of the incumbent local exchange telecommunications company and is no smaller than an exchange; and (4) offer basic local telecommunications service as a separate and distinct service. In addition, the Commission must give due consideration to equitable access for all Missourians to affordable telecommunications services, regardless of where they live or their income.

1. Technical, financial and managerial resources and abilities.

Omniplex submitted Exhibit E with its application that lists the names and qualifications of its management team. In addition to academic credentials, the team members have experience in various areas of the telecommunications industry including sales, sales management, operations management, client services, and marketing. Omniplex submitted as

Exhibit F its Income Statement and Balance Sheet for January through March of 1997. The parties agreed that Omniplex possesses sufficient technical, financial and managerial resources and abilities to provide basic local telecommunications service.

2. The entrant's proposed services satisfy the minimum standards established by the Commission. Omniplex stated in its application that it will meet the minimum basic local service standards, including quality of service and billing standards, required by Commission. Since Omniplex will be reselling SWBT's basic local services, the quality of service it provides will be dependent upon, and equivalent to, the quality of SWBT's services. The parties agreed that Omniplex proposes to offer basic local services that satisfy the minimum standards established by the Commission.

3. The geographic area in which the company proposes to offer service. Omniplex set out in Exhibit D all the exchanges in which it proposes to offer services. The company has agreed that its service area must follow ILEC exchange boundaries and be no smaller than an exchange. The parties agreed that Omniplex has sufficiently identified the geographic area in which it proposes to offer basic local service and that the area follows ILEC exchange boundaries and is no smaller than an exchange.

4. The offering of basic local telecommunications service as a separate and distinct service. Omniplex has agreed to offer basic local telecommunications service as a separate and distinct service.

5. Equitable access for all Missourians to affordable telecommunications services. Omniplex has agreed to provide equitable access, as determined by the Commission, for all Missourians within the geographic area in which it will offer basic local services in compliance with Section 392.455(5), RSMo Supp. 1996.

D. Competitive Classification

The Commission may classify a telecommunications provider as a competitive company if the Commission determines it is subject to sufficient competition to justify a lesser degree of regulation. § 392.361.2. In making that determination the Commission may consider such factors as market share, financial resources and name recognition, among others. In the matter of the investigation for the purpose of determining the classification of the services provided by interexchange telecommunications companies within the State of Missouri, 30 Mo. P.S.C. (N.S.) 16 (1989); In the matter of Southwestern Bell Telephone Company's application for classification of certain services as transitionally competitive, 1 Mo. P.S.C. 3d 479, 484 (1992). In addition, all the services a competitive company provides must be classified as competitive. § 392.361.3. The Commission has found that whether a service is competitive is a subject for case-by-case examination and that different criteria may be given greater weight depending upon the service being considered. *Id.* at 487.

The parties have agreed that Omniplex should be classified as a competitive telecommunications company. The parties have also agreed that Omniplex's switched exchange access services may be classified as a competitive service, conditioned upon certain limitations on Omniplex's ability to charge for its access services. Omniplex has agreed that, unless otherwise ordered by the Commission, its originating and terminating access rates will be no greater than the lowest Commission-approved corresponding access rates in effect at the date of certification for the large incumbent LECs within those service areas in which Omniplex seeks to operate. The parties have agreed that the grant of service authority and

competitive classification to Omniplex should be expressly conditioned on the continued applicability of Section 392.200, RSMo Supp. 1996, and on the requirement that any increases in switched access services rates above the maximum switched access service rates set forth in the agreement must be cost-justified pursuant to Sections 392.220, RSMo Supp. 1996, and 392.230, rather than Sections 392.500 and 392.510.

The parties agreed that waiver of the following statutes is appropriate: Sections 392.210.2, 392.270, 392.280, 392.290.1, 392.300.2, 392.310, 392.320, 392.330, RSMo Supp. 1996, and 392.340. The parties also agreed that application of these Commission rules could be waived: 4 CSR 240-10.020, 4 CSR 240-30.040, and 4 CSR 240-35.

Findings of Fact

The Missouri Public Service Commission, having considered all of the competent and substantial evidence upon the whole record, makes the following findings of fact:

- A. The Commission finds that competition in the local exchange and basic local exchange telecommunications markets is in the public interest.
- B. The Commission finds that Omniplex has met the requirements of 4 CSR 240-2.060(4) for applicants for certificates of service authority to provide telecommunications services with the exception of the filing of a tariff with a 45-day effective date.
- C. The Commission finds that Omniplex has demonstrated good cause to support a temporary waiver of the tariff filing requirement and the waiver shall be granted. The Commission also finds that Omniplex is party to an approved Resale Agreement and is

now capable of filing a tariff setting out the terms and conditions under which it will offer basic local exchange telecommunications services.

- D. The Commission finds that the local exchange services market is competitive and that granting Omniplex a certificate of service authority to provide local exchange telecommunications services is in the public interest. Omniplex's certificate should become effective when its tariff becomes effective.
- E. The Commission finds that Omniplex meets the statutory requirements for provision of basic local telecommunications services and has agreed to abide by those requirements in the future. The Commission determines that granting Omniplex a certificate of service authority to provide basic local exchange telecommunications services is in the public interest. Omniplex's certificate shall become effective when its tariff becomes effective.
- F. The Commission finds that Omniplex is a competitive company and should be granted waiver of the statutes and rules set out in Ordered Paragraph 4.
- G. The Commission finds that Omniplex's certification and competitive status are expressly conditioned upon the continued applicability of Section 392.200, RSMo Supp. 1996, and on the requirement that any increases in switched access services rates above the maximum switched access service rates set forth in the agreement must be cost-justified pursuant to Sections 392.220, RSMo Supp. 1996, and 392.230, rather than Sections 392.500 and 392.510.

Conclusions of Law

The Missouri Public Service Commission has reached the following conclusions of law:

The Commission has the authority to grant certificates of service authority to provide telecommunications service within the state of Missouri. Omniplex has requested certification under Sections 392.420 - .440, and Sections 392.410 and .450, RSMo Supp. 1996. Those statutes permit the Commission to grant a certificate of service authority where the grant of authority is in the public interest. Sections 392.361 and .420 authorize the Commission to modify or suspend the application of its rules and certain statutory provisions for companies classified as competitive or transitionally competitive.

The Federal Telecommunications Act of 1996 and Section 392.455, RSMo Supp. 1996, were designed to institute competition in the basic local exchange telecommunications market in order to benefit all telecommunications consumers. Section 392.185, RSMo Supp. 1996, states that "the provisions of this chapter shall be construed to: (1) Promote universally available and widely affordable telecommunications services; . . . (3) Promote diversity in the supply of telecommunications services and products throughout the state of Missouri; . . . (6) Allow full and fair competition to function as a substitute for regulation when consistent with the protection of ratepayers and otherwise consistent with the public interest . . ."

The Commission has the legal authority to accept a Stipulation and Agreement as offered by the parties as a resolution of the issues raised in this case, pursuant to Section 536.060, RSMo Supp. 1996. Based upon the information contained within the Stipulation and Agreement of the parties,

and upon its findings of fact, the Commission concludes that the Stipulation and Agreement should be approved.

IT IS THEREFORE ORDERED:

1. That the stipulation of the parties, filed on September 12, 1997, is approved.

2. That USA eXchange, LLC, d/b/a Omniplex Communications Group is granted a certificate of service authority to provide local exchange telecommunications services in the state of Missouri, subject to the conditions of certification set out above, to become effective when the company's tariff becomes effective.

3. That USA eXchange, LLC, d/b/a Omniplex Communications Group is granted a certificate of service authority to provide basic local telecommunications services in the state of Missouri, subject to the conditions of certification set out above, to become effective when the company's tariff becomes effective.

4. That USA eXchange, LLC, d/b/a Omniplex Communications Group is classified as a competitive telecommunications company. The following statutes and regulatory rules shall be waived:

Statutes

392.210.2 - uniform system of accounts
392.270 - valuation of property (ratemaking)
392.280 - depreciation accounts
392.290.1 - issuance of securities
392.300.2 - acquisition of stock
392.310 - stock and debt issuance
392.320 - stock dividend payment
392.340 - reorganization(s)
392.330, RSMo Supp. 1996 - issuance of securities,
debts and notes

Commission Rules

- 4 CSR 240-10.020 - depreciation fund income
- 4 CSR 240-30.040 - uniform system of accounts
- 4 CSR 240-35 - reporting of bypass and
customer-specific arrangements

5. That the request for waiver of the filing of 4 CSR 240-2.060(4)(H) which requires the filing of a 45-day tariff is granted.

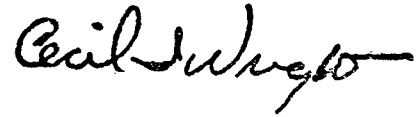
6. That USA eXchange, LLC, d/b/a Omniplex Communications Group shall file tariff sheets for approval reflecting the rates, rules, regulations and the services it will offer within 30 days after the effective date of this order. The tariff shall be filed in Case No. TO-97-506 and shall include a listing of the statutes and Commission rules waived under Ordered Paragraph 4.

7. That USA eXchange, LLC, d/b/a Omniplex Communications Group shall give notice of the filing of the tariffs described in Ordered Paragraph 6 to all parties or participants. In addition, USA eXchange, LLC, d/b/a Omniplex Communications Group shall file a written disclosure of all interconnection agreements which affect its Missouri service areas, all portion of Missouri service areas for which it does not have an interconnection agreement, and an explanation of why no interconnection agreement is necessary for those areas.

8. That USA eXchange, LLC, d/b/a Omniplex Communications Group's certification and competitive status are expressly conditioned upon the continued applicability of Section 392.200, RSMo Supp. 1996, and on the requirement that any increases in switched access service rates above the maximum switched access service rates set forth in the agreement must be cost-justified pursuant to Sections 392.220, RSMo Supp. 1996, and 392.230, rather than Sections 392.500 and 392.510.

9. That this order shall become effective on November 11, 1997.

BY THE COMMISSION

A handwritten signature in black ink, appearing to read "Cecil I. Wright", with a long horizontal flourish extending to the right.

**Cecil I. Wright
Executive Secretary**

(S E A L)

Lumpe, Ch., Crumpton, Drainer
and Murray, CC., concur.

Wickliffe, Deputy Chief Regulatory Law Judge

BEFORE THE PUBLIC SERVICE COMMISSION
STATE OF MISSOURI

FILED

SEP 12 1997

MISSOURI
PUBLIC SERVICE COMMISSION

In the Matter of the Application of USA eXchange)
LLC, d/b/a OMNIPLEX Communications Group)
for a Certificate of Authority to Provide)
Basic Local Exchange and Local Exchange)
Telecommunications Services with the)
State of Missouri.)

Case No. TA-97-506

STIPULATION AND AGREEMENT

USA eXchange, LLC d/b/a OMNIPLEX Communications Group (hereinafter "OMNIPLEX") initiated this proceeding on May 20, 1997 by filing an Application requesting, among other relief, a certificate of service authority to provide local exchange and basic local exchange services in exchanges currently served by Southwestern Bell Telephone Company.

The Commission has granted the timely application to intervene of Southwestern Bell Telephone Company (SWB).

A. STANDARDS AND CRITERIA

The parties employed the following standards and criteria, which are intended to meet the requirements of existing law and Sections 392.450 and 392.455, RSMo Cum. Supp. 1996, regarding applications for certificates of local exchange service authority to provide or resell basic local telecommunications service, in negotiating the provisions of this Stipulation and Agreement.

1. For purposes of this Stipulation and Agreement, the parties agree that applications for local exchange and basic local exchange service authority in exchanges served by "large" local exchange companies (LECs)¹ should be processed in a manner similar to that in which

¹Large LECs are defined as LECs who serve 100,000 or more access lines. Section 386.020 RSMo. Cum. Supp. 1996. In Missouri, the current large LECs are SWBT, GTE and United.

applications for interexchange authority are currently handled.

2. In determining whether OMNIPLEX's application for certificate of service authority should be granted, the Commission should consider OMNIPLEX's technical, financial and managerial resources and abilities to provide basic local telecommunications service. OMNIPLEX must demonstrate that the basic local services it proposes to offer satisfy the minimum standards established by the Commission, including but not limited to the applicant agreeing to file and maintain basic local service tariff(s) with the Commission in the same manner and form as the Commission requires of incumbent local exchange telecommunications companies with which applicant seeks to compete. Further, OMNIPLEX must agree to meet the minimum basic local service standards, including quality of service and billing standards, as the Commission requires of the incumbent local exchange telecommunications companies with which the applicant seeks to compete. Notwithstanding the provisions of Section 392.500 RSMo (1994), as a condition of certification and competitive classification, OMNIPLEX must agree that, unless otherwise ordered by the Commission, its originating and terminating access rates will be no greater than the lowest Commission approved corresponding access rates in effect at the date of certification for the large incumbent LEC(s) within those service area(s) applicant seeks authority to provide service. Further, OMNIPLEX must agree to offer basic local telecommunications service as a separate and distinct service and must sufficiently identify the geographic service area in which it proposes to offer basic local service. Such area must follow exchange boundaries of the incumbent local exchange telecommunications companies in the same area and must be no smaller than an exchange. Finally, OMNIPLEX must agree to provide equitable access as determined by the Commission for all Missourians within the geographic area in which it proposes to offer basic local service, regardless of where they live or their income,

to affordable telecommunications services. See Section 392.455 RSMo (1996 Supp.).

3. OMNIPLEX submitted its application without tariffs and seeks a temporary waiver of 4 CSR 240-2.060(4)(H).² OMNIPLEX has agreed to file its initial tariff(s) in the certification docket and serve all parties thereto with written notice at the time the initial tariff(s) are submitted to afford them an opportunity to participate in the tariff approval process. Copies of the tariff(s) will be provided by OMNIPLEX to such parties immediately upon request. Any service authority shall be regarded as conditional and shall not be exercised until such time as tariff(s) for services have become effective. When filing its initial basic local tariff, OMNIPLEX shall also file and serve a written disclosure of all interconnection agreements which affect its Missouri service areas, all portions of its Missouri service areas for which it does not have an interconnection agreement with the incumbent local exchange carrier; and its explanation of why such an interconnection agreement is unnecessary for such areas.

4. OMNIPLEX has, pursuant to §392.420 RSMo. requested that the Commission waive the application of any or all of the following statutory provisions and rules to basic local telecommunications services, and the parties agree that the Commission should grant such request provided that Section 392.200 RSMo should continue to apply to all of OMNIPLEX's services:

²Good cause for failure to file proposed tariffs with the Application must be shown. The lack of an approved interconnection agreement (47 USC §252) constitutes good cause.

STATUTORY PROVISIONS

§392.210.2
§392.270
§392.280
§392.290.1
§392.300.2
§392.310
§392.320
§392.330
§392.340

COMMISSION RULES

4 CSR 240-10.020
4 CSR 240-30.040
4 CSR 240-35

B. OMNIPLEX CERTIFICATION

5. OMNIPLEX hereby agrees that its application should be deemed amended to include by reference the terms and provisions described in paragraphs 2-4 hereinabove.

6. Based upon its verified application, OMNIPLEX asserts, and no party makes a contrary assertion, that there is sufficient evidence from which the Commission can find and conclude that OMNIPLEX:

- A. possesses sufficient technical, financial and managerial resources and abilities to provide basic local telecommunications service and local exchange telecommunications service, including exchange access service;
- B. proposes and agrees to offer basic local services that satisfy the minimum standards established by the Commission;
- C. has sufficiently identified the geographic area in which it proposes to offer basic local service and such area follows exchange boundaries of the incumbent local exchange telecommunications companies in the same areas, and such area is no smaller than an exchange;³

³ The identification of specific geographic areas within which OMNIPLEX proposes to offer service as referred to in this paragraph shall not be construed to foreclose OMNIPLEX from petitioning the Commission pursuant to Section 392.200.4 and .8, RSMo.

- D. will offer basic local telecommunications service as a separate and distinct service;
- E. has agreed to provide equitable access for all Missourians as determined by the Commission for all Missourians within the geographic area in which it proposes to offer basic local service, regardless of where they live or their income, to affordable telecommunications services;⁴
- F. has sought authority which will serve the public interest.

7. OMNIPLEX asserts, and no party opposes, that OMNIPLEX's application and request for authority to provide basic local telecommunications services and local exchange telecommunications services (including exchange access service) should be granted. All services authorized herein should be classified as competitive telecommunications services provided that the requirements of Section 392.200 continue to apply, and OMNIPLEX shall remain classified as a competitive telecommunications company. OMNIPLEX asserts, and no party opposes, such services will be subject to sufficient competition by the services of the incumbent LECs to justify a lesser degree of regulation of OMNIPLEX's services consistent with the protection of ratepayers and the promotion of the public interest. Such classification should become effective upon the tariffs for the services becoming effective. Such authority should be conditional, not to be exercised until such time as tariffs for those services have been filed (together with the written disclosure as stipulated above) and have become effective. The Commission's Order should state the foregoing conditions substantially as follows:

⁴The agreement in Paragraph 6 E. of this Stipulation and Agreement is without prejudice to OMNIPLEX's right to appear, after proper application and in accord with Commission rules and regulations, in any rulemaking proceeding or other proceeding regarding the Commission's considerations of equitable access under Section 392.455.(5), RSMo. Furthermore, such agreement should not be construed as an admission or conclusion by OMNIPLEX that Section 392.455.(5), RSMo. creates new or specific duties or obligations on telecommunications companies to provide equitable access.

"The service authority and service classification herein granted are subject to the requirements of Section 392.200 and are conditional and shall not be exercised until such time as tariffs for services have become effective."

The parties agree that the applicant's switched exchange access services may be classified as competitive services. The parties further agree that the applicant's switched exchange access services are subject to Section 392.200. Any increases in switched access service rates above the maximum switched access service rates as set forth in paragraph 2 herein shall be cost-justified and be made pursuant to Sections 392.220 and 392.230 and not 392.500 and 392.510.

The Commission's order should state the foregoing conditions substantially as follows:

The service authority and service classification for switched exchange access granted herein is expressly conditioned on the continued applicability of Section 392.200 and the requirement that any increases in switched access service rates above the maximum switched access service rates set forth herein shall be cost-justified and pursuant to Sections 392.220 and 392.230 and not Sections 392.500 and 392.510.

8. OMNIPLEX's request for a waiver of 4 CSR 240-2.060(4)(H), which requires applications to include a proposed tariff with a 45-day effective date, is not opposed by the parties and should be granted because at the time of its application, it did not yet have approved interconnection agreements with the large incumbent LECs. Since the filing of OMNIPLEX's application, it and SWB have filed with the Commission a Joint Petition for Approval of Resale Agreement (June 13, 1997; Case No. TO-97-539). OMNIPLEX agrees that at such time as all facts necessary for the development of tariffs become known it will submit tariffs in this docket, with a minimum 45-day proposed effective date, to the Commission for its approval, together with the written disclosure as stipulated above. OMNIPLEX shall serve notice to all parties and participants in this docket of the filing of its tariffs at the time they are filed with the Commission and serve them with the aforesaid written disclosure and shall upon request immediately provide any party with a copy of those tariffs. The Commission's order should

state these obligations as conditions to the waiver of 4 CSR 240-2.060(4)(H), substantially as follows:

Applicant's request for temporary waiver of 4 CSR 240-2.060(4)(H) is hereby granted for good cause in that Applicant does not yet have an approved interconnection agreement with the incumbent local exchange carriers within whose service areas it seeks authority to provide service; provided when Applicant submits its tariffs in this docket to the Commission, such tariffs shall have a minimum of a 30-day effective date and the applicant shall serve written notice upon the parties hereto of such submittal, and shall provide copies of such tariffs to such parties immediately upon request. When filing its initial basic local tariff in this docket, the applicant shall also file and serve upon the parties hereto a written disclosure of: all interconnection agreements which affect its Missouri service areas; all portions of its Missouri service areas for which it does not have an interconnection agreement with the incumbent local exchange carrier; and its explanation of why such an interconnection agreement is unnecessary for any such areas.

9. OMNIPLEX's request for waiver of the application of the following rules and statutory provisions as they relate to the regulation of OMNIPLEX's services should be granted:

STATUTORY PROVISIONS

§392.210.2
§392.270
§392.280
§392.290.1
§392.300.2
§392.310
§392.320
§392.330
§392.340

COMMISSION RULES

4 CSR 240-10.020
4 CSR 240-30.040
4 CSR 240-35

10. This Stipulation and Agreement has resulted from extensive negotiations among the signatories and the terms hereof are interdependent. In the event the Commission does not adopt this Stipulation in total, then this Stipulation and Agreement shall be void and no signatory

shall be bound by any of the agreements or provisions hereof. The Stipulations herein are specific to the resolution of this proceeding, and all stipulations are made without prejudice to the rights of the signatories to take other positions in other proceedings.

11. In the event the Commission accepts the specific terms of this Stipulation and Agreement, the parties and participants waive, with respect to the issues resolved herein: their respective rights pursuant to §536.080.1, RSMo 1994, to present testimony, to cross examine witnesses, and to present oral argument or written briefs; their respective rights to the reading of the transcript by the Commission pursuant to §536.080.2, RSMo 1994; and their respective rights to seek rehearing pursuant to §386.500 RSMo 1994 and to seek judicial review pursuant to §386.510, RSMo 1994. The parties agree to cooperate with the Applicant and with each other in presenting this Stipulation and Agreement for approval to the Commission and shall take no action, direct or indirect, in opposition to the request for approval of the OMNIPLEX application made herein.

12. The Staff may submit a Staff Recommendation concerning matters not addressed in this Stipulation. In addition, if requested by the Commission, the Staff shall have the right to submit to the Commission a memorandum explaining its rationale for entering into this Stipulation and Agreement. Each party of record and participant herein shall be served with a copy of any memorandum and shall be entitled to submit to the Commission, within five (5) days of receipt of Staff's memorandum, a responsive memorandum which shall also be served on all parties and participants. All memoranda submitted by the parties shall be considered privileged in the same manner as settlement discussions under the Commission's rules, shall be maintained on a confidential basis by all parties and participants, and shall not become a part of the record of this proceeding or bind or prejudice the party submitting such memorandum in

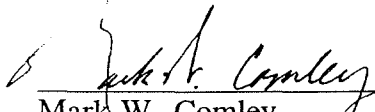
any future proceeding or in this proceeding whether or not the Commission approves this Stipulation and Agreement. The contents of any memorandum provided by any party are its own and are not acquiesced in or otherwise adopted by the other signatories to the Stipulation and Agreement, whether or not the Commission approves and adopts this Stipulation and Agreement.

The Staff shall also have the right to provide, at any agenda meeting at which this Stipulation and Agreement is noticed to be considered by the Commission, whatever oral explanation the Commission requests, provided that the Staff shall, to the extent reasonably practicable, provide the other parties and participants with advance notice of when the Staff shall respond to the Commission's request for such explanation once such explanation is requested from Staff. Staff's oral explanation shall be subject to public disclosure.

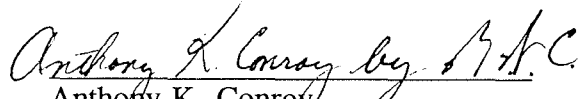
13. Finally, OMNIPLEX will comply with all applicable Commission rules and regulations except those which are specifically waived by the Commission.

WHEREFORE, the signatories respectfully request the Commission to issue its Order approving the terms of this Stipulation and Agreement and issue its Order granting authority and classification as requested by OMNIPLEX, subject to the conditions described above.

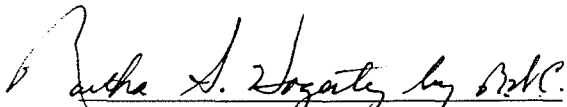
Respectfully submitted,


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SOUTHWESTERN BELL MISSOURI EXCHANGES

Adrian	Essex	Malden	Sikeston
Advance	Eureka	Manchester	Slater
Agency	Excelsior Springs	Marble Hill	Smithville
Altenburg-Frohna	Farley	Marceline	Springfield
Antonia	Farmington	Marionville	Stanberry
Archie	Fayette	Marshall	Trenton
Argyle	Fenton	Marston	Tuscumbia
Armstrong	Festus-Crystal City	Maxville	Union
Ash Grove	Fisk	Meta	Valley Park
Beaufort	Flat River	Mexico	Versailles
Bell City	Frankford	Moberly	Vienna
Benton	Fredericktown	Monette	Walnut Grove
Billings	Freeburg	Montgomery City	Wardell
Bismarck	Fulton	Morehouse	Ware
Bloomfield	Gideon	Neosho	Washington
Bloomsdale	Glasgow	Nevada	Webb City
Bonne Terre	Grain Valley	New Franklin	Wellsville
Boonville	Gravois Mills	New Madrid	Westphalia
Bowling Green	Gray Summit	Oak Ridge	Wyatt
Brookfield	Greenwood	Old Appleton	
Camdenton	Hannibal	Oran	
Campbell	Harvester	Pacific	
Cape Girardeau	Hayti	Patton	
Cardwell	Herculaneum-Pevely	Paynesville	
Carl Junction	Higbee	Perryville	
Carrollton	High Ridge	Pierce City	
Carthage	Hillsboro	Pocohontas-New Wells	
Caruthersville	Holcomb	Pond	
Cedar Hill	Hornersville	Poplar Bluff	
Center	Imperial	Portage Des Sioux	
Chaffee	Jackson	Portageville	
Charleston	Jasper	Puxico	
Chesterfield	Joplin	Qulin	
Chillicothe	Kansas City Metro	Richmond	
Clarksville	Kennett	Richwoods	
Clever	Kirksville	Risco	
Climax Springs	Knob Noster	Rushville	
Deering	Lake Ozark-Osage Beach	Ste. Genevieve	
DeKalb	Lamar	St. Charles	
Delta	LaMonte	St. Clair	
DeSoto	Lancaster	St. Joseph	
Dexter	Leadwood	St. Louis Metro	
Downing	Lilbourn	St. Marys	
East Prairie	Linn	San Antonio	
Edina	Lockwood	Scott City	
Eldon	Louisiana	Sedalia	
Elsberry	Macks Creek	Senath	