

NEWMAN, COMLEY & RUTH

PROFESSIONAL CORPORATION

ATTORNEYS AND COUNSELORS AT LAW

MONROE BLUFF EXECUTIVE CENTER

601 MONROE STREET, SUITE 301

P.O. BOX 537

JEFFERSON CITY, MISSOURI 65102-0537

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ROBERT K. ANGSTEAD
ROBERT J. BRUNDAGE
MARK W. COMLEY
CATHLEEN A. MARTIN
STEPHEN G. NEWMAN
JOHN A. RUTH

January 7, 2000

FILED

JAN 7 2000

Missouri Public
Service Commission

The Honorable Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
P.O. Box 360
Jefferson City, MO 65102-0360

Re: Vectris Telecom, Inc.

Dear Judge Roberts:

TA-2000-409

Enclosed for filing on behalf of Vectris Telecom, Inc. please find the original and fourteen copies of:

1. An Application for a Certificate of Service Authority to Provide Interexchange and Local Exchange Telecommunications Services; and
2. A Motion for Protective Order.

The financial statements of the Company are marked Highly Confidential and are being filed under seal, pursuant to the terms of the Motion for Protective Order. Accordingly, enclosed are eight copies of Exhibit 3 under seal.

I enclose the original and five copies of the proposed tariffs, which are also attached to the Application.

Please contact me if you have any questions regarding this filing. Thank you.

Very truly yours,

NEWMAN, COMLEY & RUTH P.C.

By:


Mark W. Comley
comleym@ncrpc.com

MWC:ab

Enclosure

cc: Office of Public Counsel
Brian M. McDermott

200000619

BEFORE THE PUBLIC SERVICE
COMMISSION OF THE STATE OF MISSOURI

FILED

JAN 7 2000

Missouri Public
Service Commission

In the Matter of the Application of)
)
Vectris Telecom, Inc.)
)
for a Certificate of Service Authority to Provide)
Interexchange and Local Exchange)
Telecommunications Services)
in the State of Missouri)
and for Competitive Classification)

Case No. TA - 2000 - 409

APPLICATION FOR A CERTIFICATE OF SERVICE AUTHORITY AND
FOR COMPETITIVE CLASSIFICATION

Vectris Telecom, Inc. ("Vectris" or "Applicant"), a Delaware corporation, files this verified Application respectfully requesting that the Missouri Public Service Commission ("Commission") issue an order that:

- (a) grants Applicant a Certificate of Service Authority to provide all forms of resold and facilities-based interexchange and local exchange telecommunications services in the State of Missouri pursuant to Section 392.440 RSMo.
- (b) grants competitive status to Applicant; and
- (c) waives certain Commission rules and statutory provisions pursuant to Section 392.420, RSMo.

Pursuant to Section 392.455, RSMo. Supp. 1996, Applicant is simultaneously filing an application for basic local telecommunications certification. In support of its request, Applicant states:

1. Applicant's legal name is Vectris Telecom, Inc. ("Vectris" or "Applicant"). Applicant maintains its principal place of business at:

Vectris Telecom, Inc.
5000 Plaza on the Lake, Suite 305
Austin, TX 78746
Telephone: (512) 327-2442
Facsimile: (512) 327-2794

Vectris, a Delaware corporation, is a direct, wholly-owned subsidiary of Vectris Communications, Inc., a Delaware corporation. A copy of Vectris' Certificate of Authority to Transact Business in the State of Missouri and Articles of Incorporation are attached hereto as Exhibit 1.

2. Vectris' primary business interest is the provision of telecommunications services, and it is in the process of acquiring authorization in this state as well as Oklahoma, Ohio, Illinois, Michigan, Wisconsin, Arkansas, Indiana, Kansas and Texas.

3. Correspondence or communications pertaining to this Application should be directed to Applicant's attorneys of record:

Mark W. Comley
NEWMAN, COMLEY & RUTH, P.C.
601 Monroe Street, Suite 301
P.O. Box 537
Jefferson City, Missouri 65102-0537
Telephone: (573) 634-2266
Facsimile: (573) 636-3306

and

Dana Frix
Brian McDermott
SWIDLER BERLIN SHEREFF FRIEDMAN, LLP
3000 K Street, N.W., Suite 300
Washington, DC 20007
Telephone: (202) 424-7500
Facsimile: (202) 424-7645

4. Description of Services

Vectris seeks authority to provide facilities-based and resold local exchange and resold intrastate interexchange telecommunications services to subscribers to and from all points in the

State of Missouri, and, therefore, seeks statewide authorization. Applicant's services will be available on a full-time basis, 24 hours a day, seven days a week. Initially, Vectris intends to provide data transmission services only, but requests authority to provide all forms of local and interexchange telecommunications services so that it may expand its service offering to include voice services in the future. Applicant proposes to provide service to prospective customers throughout the State of Missouri.

5. Vectris has not yet obtained a toll free customer service number, but will obtain one before providing service.

6. Technical, Managerial & Financial Qualifications

Vectris is technically and managerially qualified to provide the proposed services within the State of Missouri. A description of the qualifications of Vectris' key management team are attached hereto as Exhibit 2. In addition to Missouri, Vectris is in the process of seeking authorization to provide local exchange and interexchange telecommunications services in other states, including: Arkansas, Ohio, Illinois, Michigan, Wisconsin, Indiana, Oklahoma, Kansas and Texas. Vectris has not been denied authority to provide telecommunications services in any state.

Vectris proposes to provide service through its own electronic equipment collocated at ILEC central offices, through the use of unbundled network elements leased from other certificated carriers, and/or through the resale of the service of other carriers. Vectris may later construct its own switching and transmission facilities as market conditions warrant. Vectris will deploy xDSL technology to provide high-speed, high quality data connections. Vectris plans to install an Asynchronous Transfer Mode ("ATM") switched network to carry its data traffic. Vectris will establish a hub in each metropolitan area in which it provides service. The hub will be connected

to Vectris' collocated facilities in the incumbent LEC's central offices via DS3 and OC3 interconnects.

Vectris possesses the financial qualifications required of applicants for the authority requested herein. Vectris has access to the financing and capital necessary to conduct its telecommunications operations as specified in this application. As a wholly-owned subsidiary of Vectris Communications, Inc., Vectris will rely upon the financial resources of its corporate parent to provide the initial capital investment and to fund operating costs. Vectris Communications, Inc. will provide any and all financing and working capital necessary to fulfill any obligations Vectris may undertake with respect to the operation and maintenance of the requested service. Vectris submits that information concerning its financial condition is highly confidential and therefore is being filed under seal and accompanied by a Motion for Protective Order. For purposes of this application the financial information has been marked as Exhibit 3 (Highly Confidential) to this application.

7. Tariff Requirement

Vectris' proposed local exchange and interexchange tariffs are being filed simultaneously with this Application. The tariffs contain the rules and regulations applicable to its customers, a description of the services offered, a list of rates associated with such services, and has a forty-five (45) day effective date as required by 4 CSR 240-060(4)(H).

8. Classification as a Competitive Company

Vectris also seeks classification as a competitive company, with accompanying reduced regulation, pursuant to Section 392.361.2 and 392.361.3, RSMo. Vectris further requests classification of services described in its Tariff as competitive services pursuant to §392.361 RSMo, with accompanying reduced regulation. Vectris believes that its proposed services will be subject

to sufficient competition to justify a lesser degree of regulation. Granting of this application will allow greater price and service options for telephone users.

9. Vectris will not unjustly discriminate among its subscribers, as prohibited by Section 392.200 RSMo.

10. Requests for Waiver

Vectris will comply with all applicable statutes and Commission rules, regulations, decisions, and orders governing the provision of Vectris' proposed services. Vectris, however, requests that, at a minimum, the following statutes and regulations be waived at this time consistent with the Commission's previous decisions regarding other telecommunications providers:

Statutes

392.210.2	-	Uniform System of Accounts
392.240(1)	--	rate making
392.270	--	valuation of property (rate making)
392.280	--	depreciation accounts
392.290	--	issuance of securities
392.300.2	-	acquisition of stock
392.310	--	stock and debt issuance
392.320	--	stock dividend payment
392.330 RSMo. Supp. 1997	--	issuance of securities, debts & notes
392.340	--	reorganization(s)

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)	-	Records regarding access lines
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
4 CSR 240-35 - Bypass

11. Vectris, consistent with Section 386.570, RSMo. will comply with all applicable Commission rules except those which are specifically waived by the Commission pursuant to a request filed by Vectris.

12. Questions concerning the ongoing operations of Vectris following certification should be directed to:

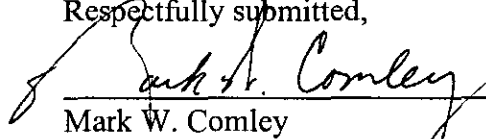
Carey Balzer, President
Vectris Telecom, Inc.
5000 Plaza on the Lake, Suite 305
Austin, TX 78746
Telephone: (512) 327-2442
Facsimile: (512) 327-2794

CONCLUSION

The telecommunications industry is characterized by unprecedented growth and increasing opportunity. Vectris' entry into the telecommunications market will enhance competition in the provision of telecommunications services throughout the State of Missouri, one of the primary goals of both state and federal telecommunications legislation. Approval of its application will serve the public interest.

WHEREFORE, Vectris Telecom, Inc. requests that the Missouri Public Service Commission grant it a Certificate of Service Authority to provide all forms of resold and facilities-based interexchange and local exchange telecommunications services, classify Vectris as a Competitive Company, and grant Vectris a waiver of the statutes and regulations referenced above.

Respectfully submitted,



Mark W. Comley

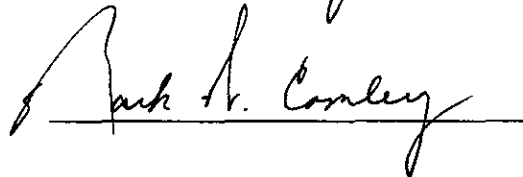
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601 Monroe Street, Suite 301
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Telephone: (573) 634-2266
Facsimile: (573) 636-3306

Dana Frix
Brian McDermott
SWIDLER BERLIN SHEREFF FRIEDMAN, LLP
3000 K Street, N.W., Suite 300
Washington, DC 20007
Telephone: (202) 424-7500
Facsimile: (202) 424-7645

Counsel for Vectris Telecom, Inc.

Certificate of Service

I hereby certify that a copy of this document has been hand delivered or mailed by first-class mail, postage prepaid, to the Office of Public Counsel, on this 7th day of January, 2000.



Mark W. Comley

EXHIBITS

Exhibit 1 Articles of Incorporation and
Certificate of Authority to Transact Business

Exhibit 2 Managerial and Technical Qualifications

Exhibit 3 Financial Statements

(Exhibit 3 is HIGHLY CONFIDENTIAL and is filed separately under seal.)

Tariffs

Affidavit

EXHIBIT 1

**Articles of Incorporation
and
Certificate of Authority to Transact Business**

Vectris Telecom, Inc.

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CMB TELECOM, INC.", CHANGING ITS NAME FROM "CMB TELECOM, INC." TO "VECTRIS TELECOM, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF NOVEMBER, A.D. 1999, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Edward J. Freel, Secretary of State

3128610 8100

991510942

AUTHENTICATION: 0110269

DATE: 12-01-99

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
CMB TELECOM, INC.**

CMB Telecom, Inc. (the "Company"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: The name of the corporation is CMB Telecom, Inc.

SECOND: The date on which the original Certificate of Incorporation of the Company was filed with the Secretary of State of the State of Delaware was November 18, 1999.

THIRD: The Board of Directors of the Company, acting in accordance with the provisions of Sections 141(f) and 242 of the General Corporation Law of the State of Delaware, adopted resolutions to amend and restate Article I of the Company's Certificate of Incorporation to read in full as follows:


"The name of the Corporation is Vectris Telecom, Inc. (the "Corporation")."

FOURTH: Thereafter, pursuant to a resolution of the Board of Directors, this Certificate of Amendment was submitted to the stockholders of the Company for their approval and was approved by them in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

{The remainder of this page is intentionally left blank.}

IN WITNESS WHEREOF, The Company has caused this Certificate of Amendment of Certificate of Incorporation to be signed by its President and attested to by its Secretary this 30th day of November, 1999.

CMB Telecom, Inc.


Carey Balzer
President

ATTEST:


Carey Balzer
Secretary

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "CMB TELECOM, INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF NOVEMBER, A.D. 1999, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3128610 8100

991495397

A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

0093366

AUTHENTICATION:

DATE:

11-19-99

CERTIFICATE OF INCORPORATION

OF

CMB TELECOM, INC.

ARTICLE ONE

The name of the corporation is CMB Telecom, Inc. (the "Corporation").

ARTICLE TWO

The address of the Corporation's registered office in the State of Delaware is 1013 Centre Road, City of Wilmington, County of New Castle, Delaware 19805. The name of its registered agent at such address is Corporation Service Company.

ARTICLE THREE

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE FOUR

The Corporation shall be authorized to issue two classes of stock to be designated respectively "Preferred Stock" and "Common Stock"; the total number of shares which the Corporation shall have the authority to issue is three thousand (3,000); the total number of shares of Preferred Stock shall be one thousand (1000) and each such share shall have a par value of \$.001; and the total number of shares of Common Stock shall be two thousand (2,000) and each such share shall have a par value of \$.001.

The Board of Directors is authorized, subject to limitations prescribed by law, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the State of Delaware, to establish from time to time the number of shares to be included in each such series, and to fix the designation, voting power, or other powers, preferences and rights of the shares of each such series and any qualifications, limitations or restrictions thereof.

ARTICLE FIVE

The name and mailing address of the sole incorporator is as follows: Alan Green, Gray Cary Ware & Freidenrich LLP, 100 Congress Avenue, Suite 1440, Austin, TX 78701-4042.

ARTICLE SIX

The Corporation is to have perpetual existence.

ARTICLE SEVEN

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, alter or repeal the Bylaws of the Corporation.

ARTICLE EIGHT

The initial Board of Directors shall consist of one (1) member, and the name and address of the individual who is to serve as director until the first annual meeting of the stockholders, or until his successor or successors are elected and qualified, is as follows:

Name

Mailing Address

Carey M. Balzer

3601 Tekoa Cove
Austin, TX 78746

ARTICLE NINE

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation. Election of directors need not be by written ballot unless the Bylaws of the Corporation so provide.

ARTICLE TEN

The Corporation shall indemnify, to the fullest extent permitted by Section 145 of the General Corporation Law of Delaware, as amended from time to time, all persons who it may indemnify pursuant thereto. The personal liability of a director of the Corporation to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director shall be limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as it now exists or may hereafter be amended. Any repeal or modification of this paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE ELEVEN

The Corporation expressly elects not to be governed by Section 203 of the General Corporation Law of the State of Delaware.

ARTICLE TWELVE

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter

No. F00476930

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
AMENDED CERTIFICATE OF AUTHORITY
OF A FOREIGN CORPORATION

WHEREAS,

VECTRIS TELECOM, INC.

FORMERLY,

CMB TELECOM, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND NOW IN EXISTENCE AND IN GOOD STANDING IN SAID STATE, AND QUALIFIED TO TRANSACT BUSINESS IN MISSOURI HAS DELIVERED TO ME, DULY AUTHENTICATED EVIDENCE OF AN AMENDMENT TO ITS ARTICLES OF INCORPORATION AS PROVIDED BY LAW, AND HAS, IN ALL RESPECTS, COMPLIED WITH THE REQUIREMENTS OF THE THE GENERAL AND BUSINESS CORPORATION LAW OF MISSOURI, GOVERNING AMENDMENTS TO THE ARTICLES OF INCORPORATION OF FOREIGN CORPORATIONS AND IN ACCORDANCE THEREWITH ISSUE THIS CERTIFICATE OF AMENDMENT.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 9TH DAY OF DECEMBER, 1999.

Rebecca McDowell Cook
Secretary of State



\$25.00



State of Missouri
Rebecca McDowell Cook, Secretary of State
 P.O. Box 778, Jefferson City, Mo. 65102

FILED
 Corporation Division
 AND AMENDED CERTIFICATE OF
 AUTHORITY ISSUED

**Application for an Amended Certificate of
 Authority for a Foreign Corporation** **DEC 09 1999**

(Submit in duplicate with filing fee of \$25.00)

Rebecca McDowell Cook
 SECRETARY OF STATE

The below corporation, relating to amending its certificate of authority of Foreign Corporation, does hereby state:

(1) Its name is: CMB Telecom, Inc.

and is incorporated in the State of: Delaware; and it was qualified

in the State of Missouri on 12/1/99
(month/day/year)

(2) By appropriate corporate action on: 11/30/99, the corporation:
(month/day/year)

(1) Changed its corporate name to: Vectris Telecom, Inc.

Name it will use in Missouri if new name not available: _____

(2) Changed its period of duration to: _____

(3) Changed the state or country of its incorporation to: _____

(3) There is attached hereto a Certificate of the Secretary of State of the State of Delaware relating to the amendment(s), set forth in item 2 above and showing that the Corporation is in existence and in good standing in said State.

(4) The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows: _____
(Date may not be more than 90 days after the filing date in this office)

In affirmation thereon, the facts stated above are true.

Carey M. Balzer President 12-3-99
(Authorized signature of officer or chairman of the board) (Title) (Date of signature)

Carey M. Balzer

Attached is a current certificate attesting to the change, duly authenticated by the secretary of state or other official having custody of corporate records in the state or country of incorporation.

Jeff City Filing
222 E. Dunklin, Suite 102
Jefferson City O+MO 65101
(573) 634-3894
fax (573) 634-5159
jcfiling@midamerica.net

December 01, 1999

Ms. Heather Pelczar
Gray, Cary, Ware & Freidenrich
100 Congress Avenue
Suite 1440
Austin, TX 78701

Re: CT Corporation Order# 1976012

Dear Ms. Pelczar,

Enclosed you will find your Certificate of Authority for Missouri. The Qualification was filed on Wednesday, December 01, 1999.

These documents are being forwarded to you per the instruction of Mr. Edwin Manning-Tano @ CT Corporation System. If you have any questions, please feel free to call Mr. Manning-Tano @ (800) 324-0754.

Thank you for your business!

Sincerely,



Jodi Fowler
Jeff City Filing Representative



STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE
JEFFERSON CITY 65102

Dear Corporation:

We have enclosed the Certificate of Incorporation/ Authority and Articles of Incorporation/Application for Authority which have been filed in this office. We wish you every success in the new business enterprise.

The law requires that the first annual registration report and a franchise tax report be completed and returned to this office as of the due date shown on the report. Some corporations will be exempt from filing the franchise tax report if their outstanding shares and surplus at the date of incorporation/qualification is less than \$200,000. These reports will be sent to the corporation's registered agent within the next few weeks.

The officers of the corporation may wish to familiarize themselves with the Missouri Uniform Securities Act (Chapter 409 RSMo). The act defines a security and provides that it is unlawful for any person to offer or sell any security in the State of Missouri unless it is registered under the Act or the security or transaction is exempted under Section 409.402 of the Act. Additionally, the Act provides that unless the transaction in which a security is offered for sale or sold is exempt from registration, or the person is excluded by definition, such person must be registered as a Securities Agent. This requirement does not apply to not-for-profit corporations.

Please feel free to contact our corporation or the Securities Division if we can be of any further assistance to you.

Sincerely,

REBECCA M. COOK
Secretary of State

Ltr. #11

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION - CERTIFICATE OF AUTHORITY

WHEREAS,
CMB TELECOM, INC.

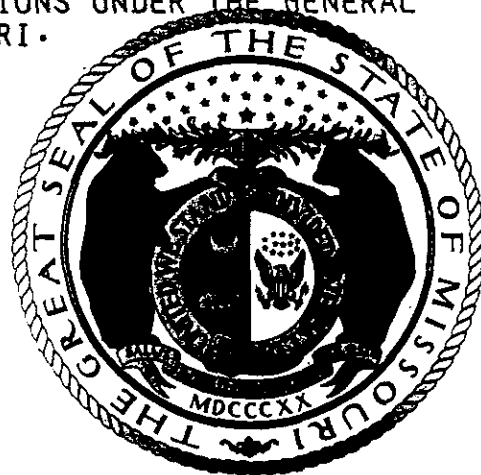
USING IN MISSOURI THE NAME
CMB TELECOM, INC.

HAS COMPLIED WITH THE GENERAL AND BUSINESS CORPORATION LAW WHICH GOVERNS FOREIGN CORPORATIONS; BY FILING IN THE OFFICE OF THE SECRETARY OF STATE OF MISSOURI AUTHENTICATED EVIDENCE OF ITS INCORPORATION AND GOOD STANDING UNDER THE LAWS OF THE STATE OF DELAWARE.

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT SAID CORPORATION IS FROM THIS DATE DULY AUTHORIZED TO TRANSACT BUSINESS IN THIS STATE, AND IS ENTITLED TO ALL RIGHTS AND PRIVILEGES GRANTED TO FOREIGN CORPORATIONS UNDER THE GENERAL AND BUSINESS CORPORATION LAW OF MISSOURI.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 1ST DAY OF DECEMBER, 1999.

Rebecca McDowell Cook
Secretary of State



\$155.00



State of Missouri

Rebecca McDowell Cook, Secretary of State

P.O. Box 778, Jefferson City, Mo. 65102
Corporation Division

FILED

AND CERTIFICATE OF
FIDELITY ISSUED

Application for Foreign Corporation
for a Certificate of Authority

DEC 01 1999

(Submit in duplicate with filing fee of \$155.00)

Rebecca McDowell Cook
SECRETARY OF STATE

(1) The corporation's name is CMB Telecom, Inc.
and it is organized and existing under the laws of Delaware
(2) The name it will use in Missouri is CMB Telecom, Inc.
(3) The date of its incorporation was 11/18/99, (month/day/year),
and the period of its duration is perpetual

(4) The address of its principal place of business (Address/City/State/Zip)
3601 Tekoa Cove, Austin, Texas 78746

(5) The name and address of its registered agent and office in the State of
Missouri is (Name, Address, City/State/Zip)

C T CORPORATION SYSTEM, 120 South Central Avenue, Clayton, Missouri 63105

(6) The specific purpose(s) of its business in Missouri are: Telecommunications service
provider offering digital subscriber lines to individuals and businesses.

(7) The name of its officers and directors and their business addresses are as
follows:

Officers (Name/Address/City/State/Zip)

President Carey M. Balzer, 3601 Tekoa Cove, Austin, Texas 78746

Vice President _____

Secretary Carey M. Balzer, 3601 Tekoa Cove, Austin, Texas 78746

Treasurer _____

Board of Directors (Name/Address/City/State/Zip)

Director Carey M. Balzer, 3601 Tekoa Cove, Austin, Texas 78746

Director _____

Director _____

Director _____

(8) The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows:

(Date may not be more than 90 days after the filing date in this office)

In affirmation thereof, the facts stated above are true.

Carey M. Balzer 11.23.99
(Authorized signature of officer or chairman of the board) (Title) (Date)
Carey M. Balzer, President

Note: You must have a current certificate of good standing or certificate of existence with this application. This may be obtained from the Secretary of State or other authority that issues corporate charters.

FILED
AND
DEC 01 1999
Rebecca McDowell Cook
SECRETARY OF STATE

EXHIBIT 2

Managerial and Technical Qualifications

Carey Balzer

Carey Balzer is the President and Chief Executive Officer of Vectris Telecom, Inc. He previously held a similar position with ChoiceCom, a facilities-based CLEC that provided local, long distance and data services in the southwest region. Structured as a limited partnership between subsidiaries of ICG Communications, Inc. ("ICG") and Central and South West Corporation ("CSW"), the Company was wholly acquired by ICG in December of 1998, at which time he became head of ICGOs marketing and product development efforts. He has over fifteen years experience in the communications industry with demonstrated success in marketing, sales and general management, holding executive roles with US West Communications and Sprint in addition to those above.

John Moshier

John Moshier, Senior Vice President of Products and Technology, is responsible for Vectris product development, product management and CTO functions. He previously spent over twelve years with Sprint where he held numerous roles relating to the development and management of key data and internet services within their local and long distance divisions. While there, he was instrumental in the development and launch of the Sprint ION product offering, providing him with recent, relevant experience in the development and deployment of DSL services.

Gordon Sitton

Gordon Sitton, Senior Vice President of Network, is responsible for the design, engineering, construction and management of the Company's network, including oversight of the provisioning function and Network Operations Center. Most recently serving as Vice President of Infrastructure Deployment for ICG, his telecommunications experience also includes heading up the Network Operations and Engineering function for ChoiceCom and over fourteen years with Southwestern Bell in various operational and financial roles. Additionally, Gordon founded, built and sold to Time-Warner seven Texas-based, franchised and independent Cable Television Companies over a nine-year period.

Steve Guastella

Steve Guastella, Vice President of Data Engineering, brings over fifteen years experience as a communications engineer, hardware/software design and support engineer. Most recently he oversaw the management of the world's largest electronic transaction network for Transaction Network Services, since acquired by PSI Net. Prior to that he spent nine years in various engineering assignments with Sprint, providing design, implementation and network management support for their X.25 Packet Data, Frame Relay, and their Intranet and Internet public and private IP networks.

Joe Samples

Joe Samples, Vice President of Information Services, brings over fifteen years experience in building and managing information technology and systems. He previously served as CIO for ChoiceCom, where he was responsible for the evaluation and implementation of all systems to support their business. The remainder of his information technology experience has been largely within the communications division of CSW, where he also held regulatory and project management roles.

Nancy Hayes

Nancy Hayes serves as Vice President of Finance, HR and Administration for Vectris. She previously served as CFO and VP of HR/Administration for ChoiceCom, where she oversaw all financial functions for the Company as well as helped build it from a three- person start-up to over two hundred employees in a two-year period. Prior to that, she held various accounting, treasury and financial forecasting functions with Southwestern Electric Power, a CSW subsidiary.

HIGHLY CONFIDENTIAL
EXHIBIT 3

Financial Statements

[Filed under Seal]

AFFIDAVIT

STATE OF TEXAS

COUNTY OF TRAVIS

)
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I, Carey M. Balzer, declare under penalty of perjury that I am authorized to make this affidavit on behalf of Vectris Telecom, Inc., the Applicant in the subject proceeding; that I have read the foregoing information and know the contents thereof; that the same are true of my knowledge, except as to matters which are therein stated on information or belief, and as to those matters I believe to be true.

Carey M. Balzer
BY: Carey M. Balzer
TITLE: President
Vectris Telecom, Inc.

Sworn and subscribed before me this 13th day of December 1999.

Heather Pelczar
Signature of official administering oath

My commission expires: 7-14-01

