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CARL J. LUMLEY

EMAIL ADDRESS
clumley@cohgs.com

June 20, 2001

FILED

JUN 20 2001

Secretary of the Public Service Commission
Missouri Public Service Commission
200 Madison Street, Suite 100
P.O. Box 360
Jefferson City, Missouri 65102

Missouri Public
Service Commission

TA-2001-699

Re: In the matter of the Application of Big River Telephone Company, LLC for certificates of service authority to provide Basic Local, Local Exchange, Exchange Access, and Interexchange Telecommunications Services in the State of Missouri and to classify said services and the company as competitive.

Dear Secretary of the Commission:

Enclosed please find for filing with the Commission the following:

1. An original and nine (9) copies of Big River's Application for Certificates of Service Authority to Provide Basic Local and Local Exchange Access, and Interexchange Telecommunications Services and for Competitive Classification filed under seal;
2. An original and nine (9) copies of Big River's Application for Certificates of Service Authority to Provide Basic Local and Local Exchange Access, and Interexchange Telecommunications Services and for Competitive Classification as public record;
3. An original and nine (9) copies of Motion for Protective Order;
4. An original and nine (9) copies of Motion for Expedited Treatment.

Upon your receipt, please file stamp the extra copies received and return to the undersigned in the enclosed, self-addressed, stamped envelope. If you have any questions, please do not hesitate to contact us.

Very truly yours,

Carl J. Lumley

CJL:dn
Enclosures

cc. Office of Public Counsel (W/Enclosures)
General Counsel (W/Enclosures)

FILED

BEFORE THE MISSOURI PUBLIC SERVICE COMMISSION

JUN 20 2001

In the matter of the Application of)
Big River Telephone Company, LLC for)
certificates of service authority to)
provide Basic Local, Local Exchange, Exchange)
Access, and Interexchange Telecommunications)
Services in the State of Missouri and to classify)
said services and the company as competitive.)

Missouri Public
Service Commission

Case No. TA-2001-699

**APPLICATION FOR CERTIFICATES OF SERVICE AUTHORITY
TO PROVIDE BASIC LOCAL, LOCAL EXCHANGE, EXCHANGE ACCESS,
AND INTEREXCHANGE TELECOMMUNICATIONS SERVICE AND FOR
COMPETITIVE CLASSIFICATION**

COMES NOW Big River Telephone Company, LLC ("Big River"), by its undersigned counsel, and hereby applies pursuant to Sections 392.361, 392.410, 392.420, 392.430, 392.440, 392.450, 392.451, and 392.455 RSMo, the Federal Telecommunications Act of 1996, and 4 CSR 240-2.060, for authority to provide all forms of resold and facilities-based basic local, local exchange, exchange access, and interexchange telecommunications services in the State of Missouri and to classify said services and company as competitive. In support of its application Big River states as follows:

1. Applicant Big River is a limited liability company duly organized and existing under and by virtue of the laws of the State of Delaware, duly authorized to do business in the State of Missouri. Exhibit A attached hereto and incorporated herein by reference is a copy of Big River's certificate of authority to conduct business in Missouri. Big River's principal place of business in Missouri is currently located at 24 S. Minnesota, Cape Girardeau, Missouri 63072 (573) 651-5298, (800) 747-9434.

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

Carl J. Lumley
Leland B. Curtis
Curtis, Oetting, Heinz, Garrett & Soule, P.C.
130 S. Bemiston, Suite 200
St. Louis, Missouri 63105
(314) 725-8788
(314) 725-8789 (FAX)
clumley@cohgs.com
lcurtis@cohgs.com

Notice, correspondence, communications, orders, decisions, and other papers may be served upon Big River's attorneys and such service shall be deemed to be service upon Big River in this matter.

3. Big River proposes to provide facilities-based and resold basic local, local exchange, exchange access, and interexchange telecommunications services. Basic local and exchange access service authority is only sought for the exchanges currently served by Southwestern Bell Telephone Company (SWBT). The specific SWBT exchanges within which Big River seeks authority to offer basic local and exchange access service are listed in SWBT's local exchange tariffs. Big River seeks authority to provide all services other than basic local and exchange access throughout the State of Missouri.

4. Pursuant to this application Big River seeks to offer and provide all forms of basic local, local exchange, exchange access, and interexchange telecommunications services. Big River is in the process of acquiring the assets and customer base of LDD, Inc., and will assume provision of all services of LDD, Inc. and adopt its tariffs. Big River and LDD are seeking Commission approval of this transfer of assets and subscribers by separate application.

5. Big River possesses the technical and managerial expertise and experience necessary to provide the services it proposes. Description of the backgrounds of Big River's management, which demonstrate such experience and expertise, are attached hereto marked Exhibit B and incorporated herein by reference. Big River also possesses the necessary financial resources to

provide the services it proposes, as demonstrated in the materials submitted herewith under seal as Exhibit C pursuant to Motion for Protective Order filed herein, which Exhibit is incorporated herein by reference. This financial information reflects the historic operations of LDD's business and Big River's projected operations after closing. Big River is in the process of acquiring the assets and customer base of LDD, Inc., which will further enable it to provide service.

6. Big River seeks classification of itself and its services as competitive.

7. Big River will offer basic local telecommunications services as a separate and distinct service in accordance with applicable law. Big River will give consideration to equitable access for all Missourians, regardless of where they might reside or their income, to affordable telecommunications services in Big River's proposed service areas in accordance with applicable law.

8. Big River is willing to comply with all applicable Commission rules and is willing to meet all relevant service standards, including, but not limited to billing, quality of service, and tariff filing and maintenance in a manner consistent with the Commission's requirements for incumbent local exchange carrier SWBT with whom Big River seeks authority to compete. Additionally, Big River agrees that, pursuant to Section 392.455(3) & (4) RSMo, its local service area shall be no smaller than an exchange and will follow the exchange boundaries of SWBT. Consistent with the Commission's treatment of other certificated competitive telecommunications companies, Big River requests that the following statutes and regulations be waived for Big River and its telecommunications services offerings:

StatutesMissouri Public Service Commission Rules

392.210.2	4 CSR 240-10.020
392.240 (1)	4 CSR 240-30.010 (2) (C)
392.270	4 CSR 240-30.040
392.280	4 CSR 240-32.030 (4) (C)
392.290	4 CSR 240-33.030
392.300.2	4 CSR 240-35
392.310	
392.320	
392.330	
392.340	

9. Big River further requests a temporary waiver of 4 CSR 240-2.060(6)(C). This rule requires that an application for a certificate of service authority to provide basic local exchange service shall include a proposed tariff with a forty-five (45) day effective date. Big River currently plans to adopt the interconnection agreement and tariffs of LDD, Inc. Big River proposes to submit the appropriate pleadings and tariffs to accomplish such adoption effective as of the closing date of its acquisition of the assets and customer base of LDD, Inc. to assure a seamless transition and no interruption of service. At such time as all facts necessary for the development of such pleadings and tariffs are known to Big River, it will promptly file said tariffs seeking the necessary effective date with the Commission in a manner consistent with the Commission's practices. In any circumstance, Big River will file its proposed tariffs no later than 30 days after Commission approval of Big River's interconnection and/or resale agreement.

10. Big River submits that the public interest will be served by Commission approval of this application because Big River's proposed services will create and enhance competition and expand customer 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.

11. Big River submits, notwithstanding the provisions of Section 392.500 RSMo., as a condition of certification and competitive classification, that Big River agrees that, unless otherwise ordered by the Commission, Big River originating and terminating switched exchange access rates will be no greater than the lowest Commission-approved corresponding access rates in effect for SWBT, the ILEC within whose service area Big River seeks authority to provide basic local and exchange access service. Additionally, pursuant to the Commission's Report and Order in Case No. TO-99-596, Big River agrees that if SWBT decreases its originating and/or terminating access service rates, Big River shall file an appropriate tariff amendment to reduce its originating and/or terminating access rates within thirty (30) days of SWBT's reduction of its originating and/or terminating access rates in order to maintain the cap on switched exchange access rates.

12. Big River has no pending action or final unsatisfied judgments or decisions against it from any state or federal agency or court which involve customer services or rates, which action, judgment or decision has occurred within three (3) years of the date of this application. Big River has no overdue annual reports or assessment fees.

WHEREFORE, applicant Big River Telephone Company, LLC respectfully requests that the Commission grant it certificates of service authority to provide basic local, local exchange, exchange access, and interexchange telecommunications services as herein requested, classify Big River and its proposed services as competitive, grant a waiver of the aforesaid statutes and regulations, and such other and further relief as it deems meet and proper.

STATE OF MISSOURI)
) SS.
COUNTY OF ST. LOUIS)

VERIFICATION

I, GERARD J. HOWE, first being duly sworn, state on my oath that I am over the age of twenty-one years, sound of mind, and the CEO and President of Big River Telephone Co., LLC. I am authorized to act on behalf of Big River Telephone Co., LLC, regarding the foregoing application. I have read the application and I am informed and believe the matters contained therein are true. Further, I hereby confirm that Carl J. Lumley and Leland B. Curtis of Curtis, Oetting, Heinz, Garrett & Soule, P.C. are authorized to sign all pleadings and documents necessary to receive the approval of the Missouri Public Service Commission of the foregoing application, and to represent Big River Telephone Company, LLC in this proceeding.

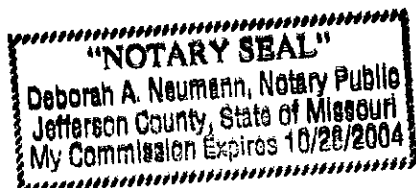
Gerard J. Howe

On this 19th day of June, 2001, before me, a Notary Public, personally appeared GERARD J. HOWE, and being first duly sworn upon his/her oath stated that he/she is over twenty-one, sound of mind and the CEO and President of applicant Big River Telephone Company, LLC, and that he/she signed and foregoing document as CEO and President, and the facts contained therein are true and correct according to the best of his/her information, knowledge and belief.

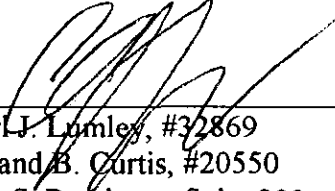
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year above-written.

Deborah A. Neumann
Notary Public

My Commission Expires: _____



Respectfully submitted,



Carl J. Lumley, #32869
Leland B. Curtis, #20550
130 S. Bemiston, Suite 200
St. Louis, Missouri 63105
(314) 725-8788
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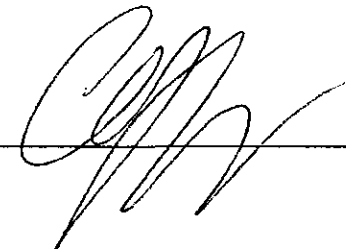
Attorneys for Big River
Telephone Company, LLC

Certificate of Service

A true and correct copy of the foregoing document was mailed this 20th day of June, 2001, by placing same in the U.S. Mail, postage paid to:

Office of Public Counsel
P.O. Box 7800
Jefferson City, Missouri 65102

General Counsel
Missouri Public Service Commission
P.O. Box 360
Jefferson City, Missouri 65102



No. FL0051606

STATE OF MISSOURI



Matt Blunt
Secretary of State

CERTIFICATE OF REGISTRATION
FOREIGN LIMITED LIABILITY COMPANY

WHEREAS,
BIG RIVER TELEPHONE COMPANY, LLC

using in Missouri the name
BIG RIVER TELEPHONE COMPANY, LLC

and existing under the laws of the State of DELAWARE
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, MATT BLUNT, Secretary of State of the
State of Missouri, by virtue of authority vested in me by law,
do certify and declare that on the 4th day of JUNE, 2001,
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
4th day of JUNE, 2001.

A handwritten signature in cursive script that reads "Matt Blunt".

\$105.00

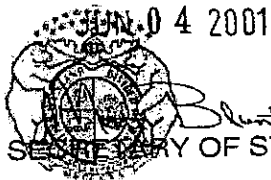
Secretary of State



EXHIBIT

A

FILED



State of Missouri
Matt Blunt, Secretary of State

Corporations Division
P.O. Box 778, Jefferson City, MO 65102

James C. Kirkpatrick State Information Center
600 W. Main Street, Rm 322, Jefferson City, MO 65101

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

- (1) The name of the foreign limited liability company is:
Big River Telephone Company, LLC
- (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 Delaware on the
(state or jurisdiction)
date of May 2, 2001, and is to dissolve on perpetual
(month/day/year, event, or perpetual)
- (4) The purpose of the foreign limited liability company or the general character of the business it proposes to transact in this state is:
Regional, local and long distance telephone and internet service provider and
any and all lawful business which a limited liability company may perform.
- (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):
Gerard J. Howe 24 South Minnesota Avenue Cape Girardeau, MO 63703
Name Address (P.O. Box may only be used in conjunction with a physical street 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:
The Corporation Trust Company, 1209 Orange Street, Wilmington, DE 19801
Name Address (P.O. Box may only be used in conjunction with a physical street address) City/State/Zip
- (7) For tax purposes, is the limited liability company considered a corporation? yes X no

In affirmation thereof, the facts stated above are true.

Gerard J. Howe
(Authorized Signature)

Gerard J. Howe
(Printed Name)

5/18/01
(Date)

(Authorized Signature)

(Printed Name)

(Date)

(Authorized Signature)

(Printed Name)

(Date)

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BIG RIVER TELEPHONE COMPANY, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF MAY, A.D. 2001.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3387666 8300

AUTHENTICATION: 1113576

010212677

DATE: 05-03-01

Gerard J. Howe

Mr. Howe is President and CEO of Big River Telephone Company.

Prior to Big River, Mr. Howe has spent 23 years in various telecommunications companies, including 18 years at SBC Communications, formerly Southwestern Bell. Immediately prior to joining Big River, Mr. Howe was the President and Chief Operating Officer of Gabriel Communications, a full service communications company providing local, long distance and Internet services. Gabriel Communications provided communications services in 13 markets, including St. Louis, Kansas City, and Springfield, MO; Little Rock, AR; Tulsa and Oklahoma City, OK; Wichita, KS; Indianapolis, IN; Akron, Dayton, Cincinnati and Columbus, OH; and Lexington KY. Gabriel merged with Trivergent Communications of Greenville, SC and now operates in 28 markets across the Midwest and Southeast U.S.

Immediately prior to founding Gabriel Communications, Mr. Howe spent 2 years with Brooks Fiber Properties ("BFP") as Senior Vice President - Finance. Brooks Fiber Properties was a leading full-service provider of competitive local telecommunications and long distance services in 44 metropolitan areas across the United States. The company, which competed directly with the regional Bell operating companies, constructed and operated digital fiber optic networks providing reliable high-capacity voice, video, data, and other enhanced telecommunications services to business, government, and carrier customers. BFP, which successfully completed its initial public offering in May 1996, closed a transaction with WorldCom, Inc. ("WorldCom"), in which WorldCom acquired BFP in a stock swap valued at approximately \$3.0 billion.

During his tenure with SBC Communications, Mr. Howe held a variety of executive positions in the areas of Finance, Regulatory Affairs, Information Technology, and Customer Service. From 1993 through 1995, Mr. Howe served as the Chief Financial Officer of SBC Cablecomms, U.K., a competitive cable/telephone service provider in the U.K.

Mr. Howe has a B.S. in Mathematics from Southern Illinois University and an MBA from St. Louis University.

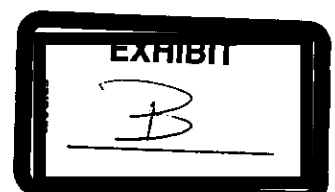
John K. Brooks

John Brooks is Chairman of Big River.

He is also Chairman of Brooks Investments, Inc., an investment fund focused on emerging telecommunication and Internet opportunities.

Prior to Brooks Investments, Mr. Brooks has been an entrepreneur and a key executive in three other successful start-up businesses. In 1997, he was a founding executive of Millennium Digital Media, L.L.C. ("MDM"), an early provider of full-service competitive broadband services in the Seattle, WA, Portland, OR, Baltimore, MD, Lansing, MI and metropolitan areas across the United States. The company, which competes primarily with incumbent cable TV operators and local exchange carriers, constructs and operates digital networks to provide high capacity video, data and voice services to residential customers. At MDM, Mr. Brooks served as Chief Operating Officer.

In 1992, he was a founding executive of Brooks Fiber Properties, Inc. ("BFP"). At BFP, Mr. Brooks held several senior management positions, including Executive Vice President of Operations, with operating responsibility for all of the CLEC networks and operations support systems, and Senior Vice President of Corporate Development.



Prior to founding BFP, Mr. Brooks was Vice President of Operations for Cencom Cable Associates, Inc. ("Cencom"), a multiple cable television system operator serving 550,000 subscribers in 16 states. Cencom was founded in 1982 with initial capitalization of approximately \$300,000 and was acquired in 1991 by Crown Media, Inc. (an affiliate of Hallmark Cards, Inc.) in a transaction valued at approximately \$1 billion.

Mr. Brooks is a graduate of the University of Missouri.

Philip W. Abbenhaus

Mr. Abbenhaus is Sr. Vice President – Chief Financial Officer of Big River Telephone Company.

Prior to joining Big River, Mr. Abbenhaus has spent 15 years in various financial, software development, and consulting companies. Immediately prior to joining Big River, Mr. Abbenhaus was the President of WebBizApps, LLC, a software development company offering and administrating remotely hosted business applications. WebBizApps was a Microsoft based ASP software used by small-to-medium business to enhance business productivity. The Company was a joint venture between Gabriel Communications and Solutech, Inc.

Immediately prior to WebBizApps, Mr. Abbenhaus was the CFO of Solutech, Inc, a rapidly growing Internet solutions provider. Solutech grew from 250 to 500 employees, while its revenue based expanded from \$15 million to \$40 million. Mr. Abbenhaus was responsible for all budgeting, financial administration and capital formation. Prior to Solutech, Inc., Mr. Abbenhaus spent the previous three years in corporate transactions and application integration at KPMG, a global accounting and consulting firm.

Mr. Abbenhaus has a B.S. in Business from University of Missouri-Columbia and a Masters of Finance from St. Louis University.

Exhibit C
Consisting of 9 Pages
Filed Under Seal
and Classified as Highly Confidential