

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI**

In the matter of the Application of)
)
ALEC, INC.)
)
For Certificates of Service Authority to)
Provide Basic Local Exchange)
Telecommunications Services and)
Interexchange Telecommunications)
Services in the State of Missouri and to)
Classify Said Services and the)
Company as Competitive)

Case No. _____

**APPLICATION FOR CERTIFICATE OF SERVICE AUTHORITY
TO PROVIDE BASIC LOCAL EXCHANGE AND INTEREXCHANGE SERVICES AND
FOR COMPETITIVE CLASSIFICATION**

Comes now **ALEC, Inc. ("ALEC" or "Applicant")**, by its undersigned counsel, and hereby applies pursuant to Sections 392.361, 392.410, 392.420, 392.430, and 392.450 RSMo 2000, 4 CSR 240-3.510 and 4 CSR 240-2.060 and the Federal Telecommunications Act of 1996, for authority to provide basic local exchange telecommunications services and interexchange telecommunications services in the State of Missouri and to classify said service and company as competitive. In support of its application, Applicant states as follows:

1. Applicant ALEC, Inc. is a corporation duly organized and existing under and by virtue of the laws of the State of Kentucky. See **Exhibit 1** for a certified copy of ALEC's Certificate of Existence as issued by the Kentucky Secretary of State, and its Articles of Incorporation, as amended. See **Exhibit 2** for ALEC's Certificate of Authority to conduct business in Missouri.

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

Counsel

Gregory C. Lawhon
Missouri Bar No. 34292
Scudder Law Firm, P.C.
222 West Gregory Boulevard
Suite 203
Kansas City, MO 64114
816-994-9940
glawhon@scudderlaw.com

and

Paul B. Hudson
Brian J. Hurh
Davis Wright Tremaine LLP
1919 Pennsylvania Ave NW, Suite 200
Washington, DC 20006
Tel: (202) 973-4279
Fax: (202) 973-4299
Email: paulhudson@dwt.com, brianhurh@dwt.com

And to ALEC

Mark Hayes
Senior Vice President of CLEC Operations
250 W Main St Suite 1920
Lexington, KY 40507
Phone: (859) 721-4200
Fax: (859) 721-4201
Mhayes@alec.net

3. Applicant seeks authority to provide basic local exchange telecommunications services using its own facilities and facilities leased from other carriers throughout all exchanges currently served by the incumbent local exchange telecommunications companies of Southwestern Bell Telephone, L.P. d/b/a AT&T Missouri, Embarq Missouri, Inc. d/b/a

Embarq, CenturyTel of Missouri, LLC d/b/a CenturyTel, and Spectra Communications Group, LLC d/b/a CenturyTel. The AT&T, Embarq, CenturyTel and Spectra d/b/a CenturyTel exchanges within which ALEC seeks authority to offer service are listed in the incumbent providers' respective local exchange tariffs. Applicant may seek authority to provide service in other areas of the state in a subsequent proceeding. Applicant seeks to provide its interexchange telecommunications services on a statewide basis.

4. Applicant seeks authority to offer and provide all forms of basic local exchange and interexchange telecommunications services. These services may include retail and private line services, resold services, and wholesale telecommunications services and support to other telephone service providers. Applicant intends to collocate switching, signaling systems and other equipment in ILEC and non-ILEC collocation facilities such as carrier hotels, and to lease capacity on fiber circuits from other carriers.
5. Applicant possesses the technical and managerial expertise and experience necessary to provide the services it proposes. Description of backgrounds of Applicant's management team, which demonstrate the extensive experience and expertise, are attached hereto and incorporated herein by reference as **Exhibit 3**.

Applicant also possesses the necessary financial resources, as its parent company, SinglePipe Communications, Inc., will provide Applicant with financial support as evidenced by its financial statements attached as *Proprietary and Highly Confidential Exhibit 4*. These statements include a copy of Applicant's audited financial information

since the inception of the company. Because Applicant does not currently provide any services in Missouri, the financial statements attached to this Application are company-wide, and not Missouri specific.

6. Applicant seeks classification of itself and its services as competitive.
7. Applicant will offer basic local telecommunications service as a separate and distinct service at least to the extent required by, and in such case in accordance with, applicable law. Applicant will give consideration to equitable access for all Missourians, regardless of where they might reside or their income, to affordable telecommunications services in Applicant's proposed service areas in accordance with applicable law.
8. Applicant is willing to and will comply with all applicable Commission rules and is willing to and will 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(s) with whom Applicant seeks authority to compete.

Additionally, Applicant agrees that, pursuant to Section 392.455(3) & (4) RSMo 2000, its local service area shall be no smaller than an exchange. Consistent with the Commission's treatment of other certificated competitive local exchange telecommunications companies, Applicant requests the following statutes and regulations be waived for Applicant and its service offerings:

<u>Statutes</u>	<u>Missouri Public Service Commission Rule</u>
392.210.2	4 CSR 240-10.020
392.240.1	
392.270	4 CSR 240-30.040
392.280	4 CSR 240-3.550(5)(C)
392.290	
392.300.2	
392.310	
392.320	
392.330	
392.340	

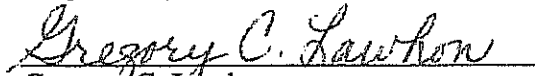
9. Applicant will promptly file a tariff bearing no less than 45 day effective date with the Commission in a manner consistent with the Commission's practice in similar cases. In any circumstance, Applicant will file its proposed basic local exchange telecommunications service tariff no later than 30 days after Commission approval of Applicant's first interconnection agreement.

10. The Commission has repeatedly found that competition in the intrastate telecommunications market is in the public interest. Grant of this Application and ALEC's entry into the local telecommunications marketplace in Missouri will serve the public interest, including by expanding the availability of competitive telecommunications services (offered both by ALEC directly and by its wholesale customers) that enhance the telecommunications infrastructure in Missouri and thereby facilitate economic development. Grant of this application will also benefit the public directly – through the use of the services offered by ALEC – and indirectly, because the presence of ALEC in the market will increase the incentives for other carriers to operate more efficiently and offer more innovative service at more competitive prices.

11. ALEC states that (1) there are no pending actions, and there have been no final unsatisfied judgments or decisions, against Applicant from any state or federal agency or court involving customer service or rates within three years of the date of this Application; and (2) Applicant has no overdue annual reports and/or assessment fees.
12. Notwithstanding the provisions of Section 392.500 RSMo., as a condition of certification and competitive classification, Applicant agrees that, unless otherwise ordered by the Commission, any originating and terminating switched exchange access rates charged by Applicant will be no greater than the lowest Commission-approved corresponding access rates in effect for each ILEC within those service area(s) Applicant seeks authority to provide service.
13. Additionally, pursuant to the Commission's Report and Order in Case No. TO-99-596, Applicant agrees that if the ILEC in whose service area Applicant is operating decreases its originating and/or terminating access service rates, Applicant shall if necessary to comply with the foregoing file an appropriate tariff amendment to reduce its originating and/or terminating access rates within thirty (30) days of the ILEC's reduction of its originating and/or terminating access rates in order to maintain the cap on switched exchange access rates.

WHEREFORE, Applicant ALEC, Inc. respectfully requests that the Commission grant it a certificate of service authority to provide resold and facilities-based basic local and interexchange telecommunications services as herein requested, classify ALEC, Inc. and its proposed services as competitive, and grant a waiver of the aforesaid statutes and regulations.

Respectfully submitted,



Gregory C. Lawhon

Missouri Bar No. 34292

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Suite 203

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816-994-9940

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Washington, DC 20006

Tel: (202) 973-4279

Fax: (202) 973-4299

E-mail: paulhudson@dwt.com; brianhurh@dwt.com

ATTORNEYS FOR ALEC, INC.

Dated: October 15, 2008

VERIFICATION

STATE OF KENTUCKY)
)
COUNTY OF FAYETTE) ss.

VERIFICATION

I, Mark I. Hayes, state that I am Senior Vice President of CLEC Operations of ALEC, Inc.; that I am authorized to make this Verification on behalf of ALEC, Inc.; that the foregoing Application was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information and belief.

ALEC, INC.

Mark I. Hayes
Mark I. Hayes
Senior Vice President of CLEC Operations

Sworn and subscribed before me this 14th day of October, 2008.

Melissa Hackworth
Notary Public

My commission expires September 5, 2012.

CERTIFICATE OF SERVICE

On this 15th day of October, 2008, a true and correct copy of the above document was served upon each of the parties set forth below via United States Mail postage prepaid.


Rose Mulvany-Henry

Office of the Public Counsel
Governor Office Building
P.O. Box 7800
200 Madison, Suite 650
Jefferson City, MO 65102

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

EXHIBIT 1

ALEC, Inc.

Certificate of Existence as issued by the Kentucky Secretary of State, and Articles of
Incorporation, as amended

Commonwealth of Kentucky
Trey Grayson
Secretary of State

Certificate of Existence

I, Trey Grayson, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

ALEC, INC.

is a corporation duly incorporated and existing under KRS Chapter 271B, whose date of incorporation is April 28, 1997 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 271B.16-220 has been delivered to the Secretary of State.

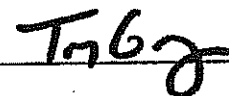
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 26th day of October, 2007.

Certificate Number: 54938

Jurisdiction: TEXAS

Visit <http://apps.sos.ky.gov/business/obdb/certvalidate.aspx> to validate the authenticity of this certificate.




Trey Grayson
Secretary of State
Commonwealth of Kentucky
54938/0432067

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ARTICLES OF INCORPORATION
OF
ALEC, Inc.

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GIBB

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, John L. Campbell, Jr and Jeffrey T. Carneal, do hereby form a private corporation under the laws of the State of Kentucky.

ARTICLE I

The name of the corporation shall be: ALEC, Inc.

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The purpose of the corporation shall be the transaction of any and all lawful business for which corporations may be incorporated under KRS Chapter 271B, and to do any and all acts, and to execute and perform any and all other powers necessary, proper, incident or convenient in carrying out the purpose above set forth, as fully as any natural person might do.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue shall be One Thousand (1,000) shares of common stock of no par value. Each share shall have equal voting rights.

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ARTICLE V

The name and address of the registered agent shall be J.T. Carneal, 975 Tenne-Vue Drive, Paducah, Kentucky 42003, and the address of the principal office of the corporation shall be 1158 Jefferson Street, Paducah, Kentucky 42001.

ARTICLE VI

The initial Board of Directors of the corporation shall consist of three directors who are to serve until the first annual meeting of the shareholders of the corporation, or until their successors are elected and qualified. The number of directors thereafter shall be as the By-Laws of the corporation may from time to time provide.

ARTICLE VII

The names and address of the incorporators are: John L. Campbell, Jr. and Jeffrey T. Carneal, 1158 Jefferson Street, Paducah, Kentucky 42001.

ARTICLE VIII

The private property of the stockholders shall not be liable for any debts, liabilities or obligations of the corporation.

ARTICLE IX

The Corporation elects to have preemptive rights.

ARTICLE X


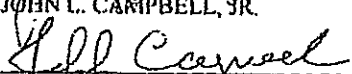
The business and affairs of the Corporation may be carried on by one or more of the Shareholders of the Corporation who shall have all of the duties otherwise vested in the Board of Directors. Further, such Shareholder(s), when acting with the authority otherwise vested in the

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Board of Directors, shall be subject to the standards of conduct for Directors, as provided under the provisions of KRS Chapter 271B. Further, the liability of such Shareholder(s), when acting with the authority which is otherwise vested in the Board of Directors may be limited as from time to time approved by the Shareholders in accordance with KRS 271B.8-300, and may be indemnified under the provisions of KRS Chapter 271B.

IN WITNESS WHEREOF, the incorporators have hereunto subscribed triplicate originals, this the 23rd day of April, 1997.


JOHN L. CAMPBELL, JR.

JEFFREY T. CARNEAL

STATE OF KENTUCKY)
COUNTY OF MCCRACKEN)

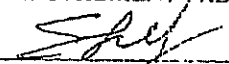
I, the undersigned, a Notary Public, in and for the state and county aforesaid, do hereby certify that John L. Campbell, Jr and Jeffrey T. Carneal appeared before me and acknowledged and delivered the foregoing Articles of Incorporation of ALEC, Inc to be their free act and deed as incorporators of said corporation.

Witness my hand and seal of office this 23 day of April, 1997.

My commission expires: 5/14/2004


NOTARY PUBLIC, STATE AT LARGE

THIS INSTRUMENT PREPARED BY:


EDWARD L. YANK
Attorney at Law
P.O. Box 23817
Lexington, Kentucky, 40523-3817
Telephone: (606) 233-3355

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EXHIBIT 2

ALEC, Inc.

Certificate of Authority to Conduct Business in Missouri

STATE OF MISSOURI



Robin Carnahan
Secretary of State

CERTIFICATE OF AUTHORITY

WHEREAS,

ALEC, INC.
F00853101

using in Missouri the name

ALEC, 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 Kentucky.

NOW, THEREFORE, I, ROBIN CARNAHAN, 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 hereunto
set my hand and cause to be affixed the
GREAT SEAL of the State of Missouri.
Done at the City of Jefferson, this
1st day of November, 2007.

Robin Carnahan

Secretary of State



EXHIBIT 3

ALEC, Inc.

Description of ALEC Management Team

Matt Phillips, Chief Executive Officer

Experience: approximately 14 years

Matthew J. Phillips serves as CEO of ALEC following fourteen years of telecommunications experience. Prior to ALEC, Mr. Phillips served as Regional Vice President for the Midwest Region for Level 3, and was a founding employee of two start-up telecommunications ventures. Mr. Phillips also served as Vice President of Engineering and Construction for ACSI Technologies and Senior Vice President of Engineering and Operations for Global Metro Networks. He is a graduate of the United States Military Academy and holds a MBA from Xavier University.

Jeffrey Carr, Chief Operating Officer

Experience: approximately 14 years

Jeff Carr brings fourteen years of technology and business experience in various roles as entrepreneur, operator and consultant. Mr. Carr was one of the key leaders of Zoomtown, a subsidiary of Cincinnati Bell Inc. He served as Chief Operations Officer, running the day-to-day business of this high-speed internet and data services company. Most recently, he was a Partner in Accenture's Global Technology Consulting practice.

Scott Edelen, Chief Financial Officer

Experience: approximately 16 years

Scott Edelen has over sixteen years experience in corporate accounting and finance. Scott spent the last nine years of his career in the CLEC and Wireless industries. He most recently served as a Business Financial Manager at Level 3 Communications in Louisville, Kentucky and was previously with Powertel PCS Wireless as a Finance Director also in Louisville. Scott began his career as the Corporate Controller for Royal Oak Charcoal, Inc. in Atlanta, Georgia and is a 1989 graduate of the University of Kentucky with a Bachelor of Science degree in Accounting.

Mark Hayes, Senior Vice President of CLEC Operations

Experience: approximately 20 years

Mark Hayes has over twenty years of ILEC/CLEC operations experience. He was founder, co-owner and President of CLEC services for WISPNET LLC. Prior to WISPNET, Mark was Director of CLEC operations for DURO Communications based in Orlando, Florida. Before his role at DURO Communications, Mark was Operations Manager for Xspedius Networks and ACSI Inc. where he has designed, developed and

maintained CLEC networks. In addition, Mark has held technical positions with independent telephone companies and Siemens, Inc.

Proprietary and Highly Confidential EXHIBIT 4

ALEC, Inc.

Description of Financial Resources