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FILED²

NOV 08 2005

**Missouri Public
Service Commission**

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November 7, 2005

Via Overnight Courier

Dale Hardy Roberts, Chief Regulatory Law Judge/Secretary
Missouri Public Service Commission
Governor Office Building
Records Department
200 Madison, Suite 100
Jefferson City, Missouri 65102

**Re: AmeriVon LLC
Application for a Certificate of Service Authority
and for Competitive Classification**

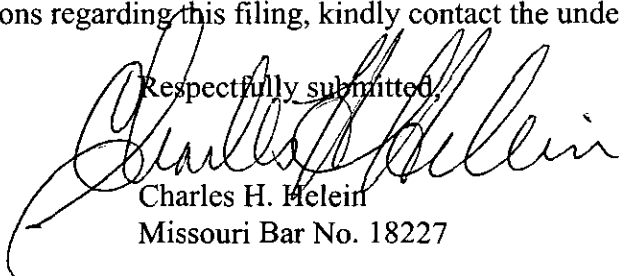
Dear Mr. Roberts:

On behalf of AmeriVon LLC ("AmeriVon"), transmitted herewith is an original plus eight (8) copies of its Application for a Certificate of Service Authority to Provide Interexchange Service and for Competitive Classification. Pursuant to Commission Rules, a copy of this filing has been served on the Office of Public Counsel.

An additional copy of this filing is also enclosed, to be date-stamped and returned in the postage-prepaid envelope provided.

Should there be any questions regarding this filing, kindly contact the undersigned.

Respectfully submitted,


Charles H. Helein
Missouri Bar No. 18227

Enclosures

cc: Office of Public Counsel
Governor Office Building
200 Madison, Suite 650
Jefferson City, Missouri 65102

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

In the Matter of the Application of)
AmeriVon LLC)
for Certificate of Service Authority to)
Provide Switched Interexchange)
And Non-Switched Local Exchange)
Service in the State of Missouri)
and to Classify Said Services and the Company)
as Competitive)

Case No. _____

**APPLICATION FOR CERTIFICATE OF SERVICE AUTHORITY
AND FOR COMPETITIVE CLASSIFICATION**

COMES NOW, AmeriVon LLC ("Applicant"), by and through its attorneys, and hereby applies pursuant to Sections 392.361, 392.420, and 392.430 RSMo 1994, 392.410 and 392.450 RSMo Supp. 1996, the federal Telecommunications Act of 1996, and 4 CSR 240-2.060, for authority to provide switched interexchange and non-switched local exchange telecommunications service, on a resold basis, in the State of Missouri, and to classify said services and company as competitive.

In support of its Application for a Certificate of Authority to provide resold interexchange and non-switched local exchange telecommunications services in the State of Missouri, as set forth more specifically herein, Applicant provides the following information:

1. Applicant is a limited liability company duly organized and existing under and by virtue of the laws of the State of Nevada. Applicant's Articles of Organization and amendments thereto are attached hereto as **Exhibit A**. Applicant is authorized to transact business in Missouri. Applicant's Certificate of Authority to transact business in Missouri is attached hereto as **Exhibit B**.

2. The legal name of the Applicant, street and mailing address of the Applicant's principal place of business, and telephone number are as follows:

AmeriVon LLC
800 Southwood Boulevard, Suite 212
Incline Village, Nevada 89451
Tel: (425) 458-5760
Fax: (775) 832-5355
Web Address: www.AmeriVon.com

3. All inquiries, correspondence, communications, pleadings, notices, orders, decisions relating to this application should be addressed to:

Robert B. Segal
President and CEO
AmeriVon LLC
27 Skymeadow Road
Suffern, New York 10901
Tel: (845) 406-3416
Fax: (845) 362-1801
E-mail: RBSegal@AmeriVon.com

Charles H. Helein
Regulatory Counsel
The Helein Law Group, P.C.
8180 Greensboro Drive, Suite 700
McLean, VA 22102
Tel.: (703) 714-1300
Fax: (703) 714-1330
E-mail: chh@thlglaw.com

4. Applicant proposes to provide switched interexchange and non-switched local exchange telecommunications services on a resold basis throughout the State of Missouri.

5. Applicant possesses the technical and managerial expertise and experience necessary to provide the services it proposes. A narrative description of the backgrounds of Applicant's management, as well as management resumes, which together demonstrate the extensive experience and expertise of Applicant's management team, are attached hereto as **Exhibit C**.

Applicant is a start-up company, funded entirely through the investments of the company's President and CEO, Robert B. Segal, and other private investors. Applicant's initial funding exceeds \$6 million in start-up capital. Attached is a copy of Applicant's financial statements, including projected income statement, balance sheet and cash flow statement. See

Exhibit D. As evidenced by the financial statements, Applicant possesses more than adequate financial resources to provide resold competitive telecommunications services in Missouri.

6. Applicant seeks classification of itself as a competitive telecommunications service provider and its services as competitive telecommunications services.

7. Applicant will offer switched interexchange telecommunications service as a separate and distinct service 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 will comply with all applicable Commission rules and will meet all relevant service standards, including, but not limited to, billing, quality of service, and tariff filing and maintenance. Consistent with the Commission's treatment of other certificated competitive switched interexchange telecommunications companies, Applicant requests that the following statutes and regulations be waived for Applicant and its competitive service offerings:

<u>Statutes</u>	<u>Missouri Public Service Commission Rules</u>
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 240-33.030
392.290	4 CSR 240-35
392.300.2	
392.310	
392.320	
392.330	
392.340	

9. In compliance with Commission Rule 4 CSR 240-2.060(1)(K), Applicant hereby certifies that it does not have any pending action or final unsatisfied judgments or decisions against it from any state or federal agency or court which involve customer service or rates,

which action, judgment or decision has occurred within three (3) years of the date on which this Application was filed with the Commission.

10. In compliance with Commission Rule 4 CSR 240-2.060(1)(L), AmeriVon LLC hereby certifies the following statement to be true: No annual report or assessment fees are overdue.

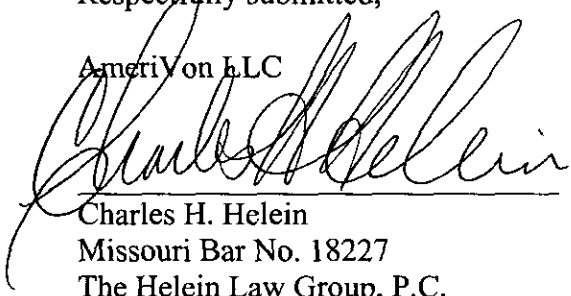
11. A copy of Applicant's proposed tariff is attached hereto as **Exhibit E**.

12. Applicant submits that the public interest will be served by Commission approval of this application because Applicant's proposed services will create and enhance competition and expand customer service options 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.

WHEREFORE, Applicant AmeriVon LLC, respectfully requests that the Commission grant it a certificate of service authority to provide switched interexchange and non-switched local exchange telecommunications services as herein requested, classify Applicant and its proposed services as competitive, and grant a waiver of the aforesaid statutes and regulations.

Respectfully submitted,

AmeriVon LLC



Charles H. Helein
Missouri Bar No. 18227
The Helein Law Group, P.C.
8180 Greensboro Drive, Suite 700
McLean, VA 22102

Dated this 7th day of NOVEMBER, 2005.

VERIFICATION

STATE OF NEW YORK)

) ss

COUNTY OF Rockland)

I, Robert B. Segal, being duly sworn, depose and state that I am the President and Chief Executive Officer of AmeriVon LLC, and that the contents set forth in this Application for Certificate of Authority to provide Competitive Telecommunications Services in the State of Missouri has been prepared under my direction, from the original books, papers and records of said company, that I have examined same, and declare same to be true, accurate and correct to the best of my knowledge and belief.

RB Segal
Robert B. Segal, President/CEO
AmeriVon LLC

Subscribed and sworn to before me, this 2nd day of November, 2005

My commission expires: December 2, 2006

Michele Long
Notary Public

(Seal)

MICHELE LONG
Notary Public, State of New York
No. 01105009770
Qualified in Rockland County
Commission Expires Dec. 2, 2006

CERTIFICATE OF SERVICE

The Undersigned hereby certifies that the foregoing Application and accompanying testimony and exhibits were served upon the following entities in accordance with the Rules of the Missouri Public Service Commission:

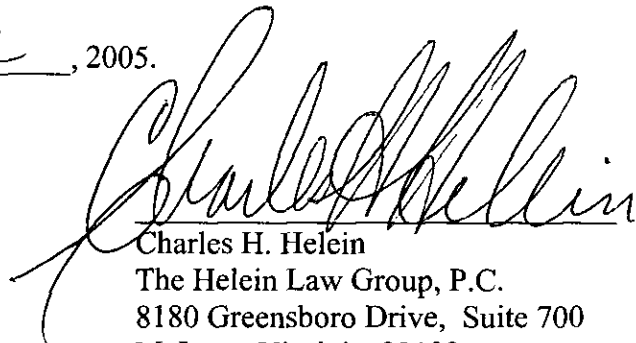
An original and 14 copies to:

Mr. Dale Hardy Roberts, Chief Regulatory Law Judge/Secretary
Missouri Public Service Commission
200 Madison Street
Jefferson City, MO 65102

One copy to:

Office of Public Counsel
200 Madison Street, Suite 650
Jefferson City, MO 65102

on this the 1st day of NOVEMBER, 2005.



Charles H. Helein
The Helein Law Group, P.C.
8180 Greensboro Drive, Suite 700
McLean, Virginia 22102
Tel: (703) 714-1300
Fax: (703) 714-1330

Attorney for Applicant

EXHIBIT A

APPLICANT'S ARTICLES OF ORGANIZATION

**ARTICLES OF ORGANIZATION
OF
AmeriVon LLC**

FILED # LLC 8144-2003

ARTICLE I: NAME

The name of the Limited Liability Company is:

JUN 04 2003

AmeriVon LLC

IN THE OFFICE OF
Dean Heller
DEAN HELLER, SECRETARY OF STATE

ARTICLE II: RESIDENT AGENT

The Resident Agent of the Limited Liability Company is:

Nevada Corporation Services Ltd

The address of the Resident Agent where process may be served is:

237 Tramway Dr., Suite B, Lake Tahoe (Stateline), Nevada 89449

ARTICLE III: DISSOLUTION DATE

The existence of this company is to be perpetual.

ARTICLE IV: MANAGEMENT

The company shall be managed by managers. The names and addresses of the manager's listed as follows:

**SILVER STATE MANAGEMENT SERVICES LLC
P.O. Box 6957, Lake Tahoe, NV 89449-6957**

ARTICLE V: PURPOSE

The Purpose of the Limited Liability Company shall be general business and any legal activity.


ARTICLE VI: ORGANIZER

The Name and address of the organizer is listed as follows:

**Nevada Corporation Services Ltd
237 Tramway Dr., Suite B, Box 6957, Lake Tahoe, Nevada 89449-6957**

I, the undersigned, being the organizer herein before named for the purpose of forming a Limited Liability Company pursuant to NRS 86, do make and file these Articles of Organization, hereby declaring and certifying that the facts herein stated are true.

Nevada Corporation Services Ltd

By: 

Authorized Officer

Date: June 4, 2003

EXHIBIT B

**APPLICANT'S CERTIFICATE OF AUTHORITY
TO TRANSACT BUSINESS IN MISSOURI**

STATE OF MISSOURI



Robin Carnahan
Secretary of State

CERTIFICATE OF REGISTRATION FOREIGN LIMITED LIABILITY COMPANY

WHEREAS,

AMERIVON LLC
FL0693833

Using in Missouri the name

AMERIVON LLC

and existing under the laws of the State of Nevada has filed with this state its Application for Registration and whereas this Application for Registration conforms to the Missouri Limited Company Act.

NOW, THEREFORE, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, by virtue of authority vested in me by law, do hereby certify and declare that on the 24th day of October, 2005, 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 24th day of October, 2005.



Secretary of State



EXHIBIT C

**NARRATIVE AND
RESUMES OF APPLICANT'S MANAGEMENT PERSONNEL**

Management Biographies

Tod Turley, Chairman

Mr. Turley was the Senior Vice President, Business Development of AmeriVon from 2001 to 2003. Since 2003, he has served as the CEO. Previously, Mr. Turley was the co-founder and Senior Vice President of Encore Wireless, Inc. (private label wireless service provider). Earlier, he served for 13 years as a corporate attorney and executive with emerging growth companies in the telecommunications industry. He currently serves as a Director on a number of Boards, including Wireless Advocates and The Wright Company (Financial Services Advisory Company).

Robert B. Segal, President and Chief Executive Officer

Mr. Segal joined AmeriVon LLC as President and CEO. Mr. Segal founded Segal & Co. Incorporated, a merchant and investment banking firm to invest in and assist companies with their strategic development, growth and financing. Recently, Segal & Co. provided start-up capital and strategic and financial planning to Oceanic Digital Communications, a mobile wireless telecommunications operator in the Caribbean and Latin America, where Mr. Segal served as Chairman and CEO. Segal & Co. has provided financial advisory services including arranging private equity and debt financing for a variety of companies, including CLECs, wireless communications, teleservices, entertainment and paging companies. Segal & Co. has invested in private equity positions in selected situations. Mr. Segal provided investment banking services at Smith Barney & Co. from 1975 to 1989, rising to a Managing Director and head of Smith Barney's Mid-Atlantic region. In 1989, he committed his full attention to developing Segal & Co. to provide investment banking services to high growth companies in return for fees paid in cash and the opportunity to invest in private equity securities of clients. Since 1989, he has operating Segal & Co. on a stand-alone basis and through a series of joint ventures with C.J. Lawrence, Morgan Grenfell Incorporated, Charterhouse Inc. and Lepercq, de Neuflyze Incorporated. Between 1995 and 1997, Mr. Segal has served as head of the Corporate Finance Group of Lepercq, de Neuflyze, an investment banking firm. From 1992 through 1995 he was the senior investment banker at Charterhouse Inc. From 1989 through 1991, he was Managing Director of C.J. Lawrence, Morgan Grenfell. At Smith Barney, Mr. Segal led investment banking deal terms to buy and sell divisions of large companies as private equity leveraged buy-out transactions on behalf of clients. Mr. Segal's investment banking experience extends over three decades and includes numerous transactions ranging from cross-border mergers and acquisitions and financing, to leveraged buyouts and public and private debt and equity financings, project finance, derivatives, initial public offerings and tax-exempt bonds. His varied industry expertise ranges from telecommunications to building materials, chemicals, environment, leisure, natural resources and technology to food and paper and forest products. Mr. Segal is a graduate of the Harvard Business School and the University of Manitoba.

John E. Tyson, Chief Financial Officer and Secretary

Mr. Tyson joined AmeriVon Holdings LLC, in 2005, as its President. Previously and for 15 years, Tyson was the Chairman & CEO of Compression Labs, Inc. (CLI), a NASDAQ company and a world leader in the development of Video Communications Systems. CLI pioneered the development of compressed digital video, interactive videoconferencing, and digital broadcast television, including the systems used in today's highly successful Hughes DirecTV DTH

entertainment network (now worth \$32+ billion). Prior to CLI, Mr. Tyson held executive management positions with AT&T, General Electric, and General Telephone & Electronics. Since CLI, Mr. Tyson has been the President of Xplane Corporation (information design firm using visual maps to make complex processes easier to understand), Corporate Visions (sales consulting) and founder/CEO of etNetworks (IT training via satellite directly to the Desktop PC). He has served as a Board Member of several companies, including The Wright Company, founder of the Sierra Angels (Investment Fund), is an Advisory Board Member of the University of Nevada Engineering School, and is a Trustee for the Sierra Nevada College.

David Keysor, Vice President, Sales and Marketing

Mr. Keysor joined AmeriVon in 2003. Previously Mr. Keysor was a Director of Marketing and Business Development for Siebel Systems, Inc. Earlier, he was director of Marketing for Nextel Communications, Inc. and Vice President of Sales and Marketing for Prime Matrix Wireless Communications, Inc.

EXHIBIT D

APPLICANT'S FINANCIALS

Balance Sheet

Scenario: Base Case

in thousands

	Actual FYE June 30						Transaction			Projected FYE December 31					
	1999	2000	2001	2002	2003	2004	Debits	Credits	Opening	2005P	2006P	2007P	2008P	2009P	2010P
ASSETS															
Cash & Equivalents (1)	\$0	\$0	\$0	\$0	\$0	\$0	\$250	\$0	\$250	\$341	\$1,559	\$6,344	\$17,132	\$32,409	\$58,017
Accounts Receivable	0	0	0	0	0	0	0	0	0	0	227	739	1,447	2,454	4,022
Commissions receivable	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Inventories	0	0	0	0	0	0	5,757	0	5,757	5,600	4,678	2,398	684	1,144	1,784
Prepaid Expenses	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Total Current Assets	0	0	0	0	0	0	6,007	0	6,007	5,942	6,464	9,481	19,263	36,007	63,823
Net Fixed Assets	0	0	0	0	0	0	0	0	\$0	0	0	0	0	0	0
Property and equipment, net	0	0	0	0	0	0	0	0	\$0	0	0	0	0	0	0
Notes receivable	0	0	0	0	0	0	200	0	\$200	171	0	0	0	0	0
Other Assets	0	0	0	0	0	0	0	0	\$0	0	0	0	0	0	0
Organizational Expenses	0	0	0	0	0	0	0	0	\$0	0	0	0	0	0	0
Non-Compete	0	0	0	0	0	0	0	0	\$0	0	0	0	0	0	0
Goodwill	0	0	0	0	0	0	0	0	\$0	0	0	0	0	0	0
Total Non-Current Assets	0	0	0	0	0	0	200	0	\$200	171	0	0	0	0	0
TOTAL ASSETS	\$0	\$0	\$0	\$0	\$0	\$0	\$6,207	\$0	\$6,207	\$6,113	\$6,464	\$9,481	\$19,263	\$36,007	\$63,823
LIABILITIES															
Accounts Payable	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$13	\$280	\$903	\$1,755	\$2,977	\$4,875
Accrued Expenses	0	0	0	0	0	0	0	0	\$0	10	201	650	1,264	2,144	3,510
Note Payable	0	0	0	0	0	0	0	0	\$0	0	0	0	0	0	0
Taxes Payable	0	0	0	0	0	0	0	0	\$0	0	0	0	0	0	0
Deferred Revenue	0	0	0	0	0	0	0	0	\$0	0	0	0	0	0	0
Receivables financing arrangement	0	0	0	0	0	0	0	0	\$0	0	0	0	0	0	0
Other current liabilities	0	0	0	0	0	0	0	0	\$0	0	0	0	0	0	0
Commissions Payable	0	0	0	0	0	0	0	0	\$0	0	0	0	0	0	0
Bonus Payable	0	0	0	0	0	0	0	0	\$0	0	0	0	0	0	0
Total Current Liabilities	0	0	0	0	0	0	0	0	\$0	23	481	1,554	3,019	5,121	8,386
Debt:															
Revolver	0	0	0	0	0	0	0	0	\$0	0	0	0	0	0	0
Term Loan	0	0	0	0	0	0	0	2,401	\$2,401	2,314	1,649	0	0	0	0
Existing Debt	0	0	0	0	0	0	0	0	\$0	0	0	0	0	0	0
Subordinated Debt	0	0	0	0	0	0	0	400	\$400	400	400	400	400	400	400
Seller Note	0	0	0	0	0	0	0	0	\$0	0	0	0	0	0	0
Total Debt	0	0	0	0	0	0	0	2,801	\$2,801	2,714	2,049	400	400	400	400
Deferred Taxes	0	0	0	0	0	0	0	0	\$0	0	0	0	0	0	0
Other Liabilities	0	0	0	0	0	0	0	0	\$0	0	0	0	0	0	0
TOTAL LIABILITIES	0	0	0	0	0	0	0	2,801	2,801	2,737	2,530	1,954	3,419	5,521	8,786
SHAREHOLDERS' EQUITY															
St/Prt Preferred	0	0	0	0	0	0	0	0	\$0	0	0	0	0	0	0
Convertible Preferred	0	0	0	0	0	0	0	0	\$0	0	0	0	0	0	0
Additional paid-in capital	0	0	0	0	0	0	0	0	\$0	0	0	0	0	0	0
Common Stock	0	0	0	0	0	0	0	3,406	\$3,406	3,406	3,406	3,406	3,406	3,406	3,406
Retained Earnings/(Deficit)	0	0	0	0	0	0	0	0	\$0	(30)	528	4,121	12,438	27,081	51,632
Total Shareholders' Equity	0	0	0	0	0	0	0	3,406	\$3,406	3,375	3,934	7,527	15,844	30,487	55,038
LIABILITIES & NET WORTH	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$6,207	\$6,207	\$6,113	\$6,464	\$9,481	\$19,263	\$36,007	\$63,823
Parity Check	0	0	0	0	0	0	-6,207	6,207	0	0	0	0	0	0	0

Scenario: Base Case

	Actual FYE June 30							Projected FYE December 31						
in thousands	1999	2000	2001	2002	2003	2004		2005P	2006P	2007P	2008P	2009P	2010P	2011P
Net Income	\$0	\$0	\$0	\$0	\$0	\$0	\$0	(\$61)	\$1,116	\$7,187	\$16,633	\$29,286	\$49,101	\$54,106
Depreciation	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Organizational Expenses	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Non-Compete	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Provision for doubtful accounts	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Goodwill	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Stock options granted to non-employees and stock issued for services	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Accrued Interest	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Deferred Income Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Dividends	0	0	0	0	0	0	0	30	(558)	(3,593)	(8,317)	(14,643)	(24,551)	(27,053)
Funds from Operations	0	0	0	0	0	0	0	(30)	558	3,593	8,317	14,643	24,551	27,053
Accounts Receivable		0	0	0	0	0	0	0	(227)	(512)	(708)	(1,007)	(1,568)	(402)
Inventories		0	0	0	0	0	0	157	922	2,279	1,714	(460)	(640)	(178)
Prepaid Expenses		0	0	0	0	0	0	0	0	0	0	0	0	0
Accounts Payable		0	0	0	0	0	0	13	267	624	852	1,222	1,898	488
Accrued Expenses		0	0	0	0	0	0	10	192	449	613	880	1,367	351
Taxes Payable	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Deferred Revenue		0	0	0	0	0	0	0	0	0	0	0	0	0
Commissions Payable		0	0	0	0	0	0	0	0	0	0	0	0	0
Total Change in Working Capital	0	0	0	0	0	0	0	179	1,154	2,840	2,472	634	1,057	258
Cash Flow From Operations	0	0	0	0	0	0	0	149	1,712	6,434	10,789	15,277	25,608	27,311
Less: Capital Expenditures	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Free Cash Flow	0	0	0	0	0	0	0	149	1,712	6,434	10,789	15,277	25,608	27,311
(Inc)/Dec in Other Assets								29	171	0	0	0	0	0
Inc/(Dec) in Deferred Taxes								0	0	0	0	0	0	0
Inc/(Dec) in Other Liabilities								0	0	0	0	0	0	0
Dividends								0	0	0	0	0	0	0
Cash Available For Debt Repayment	0	0	0	0	0	0	0	178	1,883	6,434	10,789	15,277	25,608	27,311
Debt Amortization:														
Term Loan								(86)	(666)	(1,649)	0	0	0	0
Existing Debt								0	0	0	0	0	0	0
Convertible Preferred								0	0	0	0	0	0	0
Subordinated Debt								0	0	0	0	0	0	0
Seller Note								0	0	0	0	0	0	0
Total Amortization	0	0	0	0	0	0	0	(86)	(666)	(1,649)	0	0	0	0
Cash Flow After Debt Repayment	0	0	0	0	0	0	0	91	1,217	4,785	10,789	15,277	25,608	27,311
Increase in Revolver								0	0	0	0	0	0	0
Decrease in Revolver								0	0	0	0	0	0	0
Cash to Balance Sheet	0	0	0	0	0	0	0	91	1,217	4,785	10,789	15,277	25,608	27,311
Beginning Cash								250	341	1,559	6,344	17,132	32,409	58,017
Ending Cash								341	1,559	6,344	17,132	32,409	58,017	85,328

EXHIBIT E

APPLICANT'S PROPOSED TARIFF