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REGULATORY CONSULTANT

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April 16, 1999

FILED

APR 16 1999

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

Missouri
Service Commission

RE: *In the matter of the Application of Fidelity Long Distance, Inc. for a Certificate of Service Authority to Provide Competitive Intrastate, Interexchange Telecommunications Service in the State of Missouri*

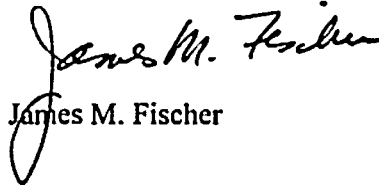
TA-99-468

Dear Mr. Roberts:

Enclosed are the original and fourteen (14) copies of the Application of Fidelity Long Distance, Inc. for filing in the above-referenced matter. A copy of the foregoing Application has been hand-delivered or mailed this date to parties of record.

Thank you for your attention to this matter.

Sincerely,



James M. Fischer

/jr
Enclosures

cc: Office of the Public Counsel

9900803

FILED

APR 16 1999

BEFORE THE PUBLIC SERVICE COMMISSION
STATE OF MISSOURI

Missouri Public
Service Commission

In the matter of the Application of Fidelity Long)
Distance, Inc. for a Certificate of Service Authority)
to Provide Competitive Intrastate, Interexchange)
Telecommunications Service in the State of Missouri.)

Case No. TA-99- 468

APPLICATION

COMES NOW Fidelity Long Distance, Inc. ("FLD"), by and through its counsel, and requests a Certificate of Service Authority to provide competitive intrastate, interexchange telecommunications services between and among locations within the state of Missouri pursuant to Section 392.410, RSMo 1994,¹ and 4 CSR 240-2.060(4). In support of its request, FLD provides the following information:

1. FLD is a corporation organized under the laws of Missouri. Its principal office is located at:

Fidelity Long Distance, Inc.
64 North Clark
Sullivan, Missouri 63080
Contact: John Colbert
Telephone: (573) 468-1218

A copy of FLD's Articles of Incorporation and Certificate of Incorporation are attached hereto as Exhibit I and incorporated herein by reference. FLD is a separate subsidiary of Fidelity Communications Company and is structurally separated from its sister company Fidelity Telephone Company.

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

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2. FLD proposes to provide direct One Plus, 800, debit card and travel card services throughout the state of Missouri. FLD's rates are competitive with the rates of other interexchange carriers providing similar services, including AT&T, MCI and Sprint. Intrastate services will be provided in conjunction with interstate services. FLD will provide its service within the state of Missouri and to other points within the United States.

3. FLD intends to provide resold interLATA and intraLATA interexchange telecommunications service to customers between points within Missouri. Service is provided twenty-four hours a day, seven days a week. One Plus service is offered to business and residential customers for presubscribed interLATA calls and intraLATA calls. Discounted prices are available for volume commitments. FLD will pass all operator calls to its underlying carrier.

4. FLD's tariff containing the rules and regulations applicable to its customers, a description of services offered, and a list of rates associated with such services, is being simultaneously filed with this Application, and has a forty-five (45) day effective date.

5. FLD requests classification as a competitive telecommunications company operating within the state of Missouri. FLD further requests classification of services described in FLD's tariff as competitive services.

6. Applicant will not unjustly discriminate among its customers, which discrimination is prohibited pursuant to Section 392.200.

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

8. FLD also respectfully requests, pursuant to Section 392.420, that the Commission suspend, waive or modify the application of the following rules and statutory provisions as they relate to the regulation of the Applicant:

4 CSR 240-10.020	–	Depreciation fund income
4 CSR 240-30.010(2)(C)	–	Posting of exchange rates at central operating offices
4 CSR 240-30.040	–	Uniform system of accounts
4 CSR 240-32.030(1)(B) and (C)	–	Exchange area maps and record of access lines
4 CSR 240-32.030(2)	–	In-state record keeping
4 CSR 240-32.050(3) through (6)	–	Information concerning local service tariffs, maps, directories, and telephone numbers
4 CSR 240-32.070(4)	–	Coin telephones
4 CSR 240-33.030	–	Minimum charge rules
4 CSR 240-33.040(5)	–	Finance fee
Section 392.240(1)	–	Rates – Reasonable average return on investment.
Section 392.270	–	Property valuation
Section 392.280	–	Depreciation rates
Section 392.290	–	Issuance of securities
Section 392.310	–	Stock dividends
Section 392.330	–	Issuance of securities, debt, and notes
Section 392.340	–	Reorganization

The above-referenced rules and statutory provisions have been waived with regard to other interexchange carriers in prior cases. These rules or statutory provisions are principally designed to apply to noncompetitive telecommunications carriers. It would be inconsistent with the goal and purpose of Section 392.530 to apply them to a competitive telecommunications carrier such as the Applicant.

9. Correspondence or communications pertaining to this application should be addressed to:

James M. Fischer
101 West McCarty Street, Suite 215
Jefferson City, Missouri 65101
Telephone: (573) 636-6758
Fax: (573) 636-0383

WHEREFORE, Fidelity Long Distance, Inc. respectfully requests the Commission to grant it a certificate of authority to offer intrastate, interexchange telecommunications service to the public in the state of Missouri, an order classifying it as a competitive telecommunications company providing competitive service, an order waiving the above-referenced statutory and regulatory provisions, and for such further orders as the Commission deems appropriate.

Respectfully submitted,

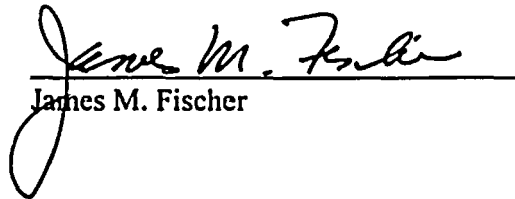

James M. Fischer, Esq. MBN 27543
JAMES M. FISCHER, P.C.
101 West McCarty Street, Suite 215
Jefferson City, Missouri 65101
Telephone: (573) 636-6758
Fax: (573) 636-0383

ATTORNEY FOR APPLICANT

CERTIFICATE OF SERVICE

I do hereby certify that a true and correct copy of the foregoing document has been hand-delivered or mailed, postage prepaid, this 16th day of April, 1999, to:

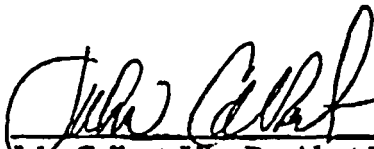
Office of the Public Counsel
P.O. Box 7800
Jefferson City, MO 65102


James M. Fischer

VERIFICATION

STATE OF MISSOURI)
) ss.
COUNTY OF FRANKLIN)

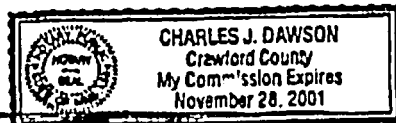
I, John Colbert, first being duly sworn upon oath depose and say I am Vice President of Fidelity Long Distance, Inc., a Missouri Corporation; that I have read the above and foregoing Application by me subscribed and know the contents thereof; that said contents are true in substance and in fact, except as to those matters stated upon information and belief, and as to those, I believe same to be true.


John Colbert, Vice President-Finance
Fidelity Long Distance, Inc.

Subscribed and sworn to before me this 16th day of April, 1999.


Notary Public

My Commission Expires:



STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

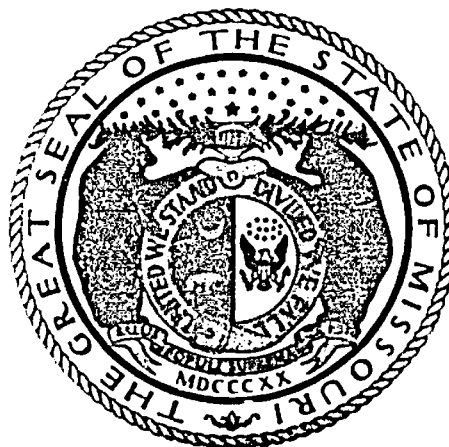
CORPORATION DIVISION
CERTIFICATE OF CORPORATE RECORDS

FIDELITY LONG DISTANCE, INC.

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI AND KEEPER OF THE GREAT SEAL THEREOF, DO HEREBY CERTIFY THAT THE ANNEXED PAGES CONTAIN A FULL, TRUE AND COMPLETE COPY OF THE ORIGINAL DOCUMENTS ON FILE AND OF RECORD IN THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 16TH DAY OF APRIL, 1999.

Rebecca McDowell Cook
Secretary of State



STATE OF MISSOURI



ROY D. BLUNT
SECRETARY OF STATE

CORPORATION DIVISION

CERTIFICATE OF INCORPORATION

WHEREAS, DUPLICATE ORIGINALS OF ARTICLES OF INCORPORATION OF
FIDELITY LONG DISTANCE, INC.

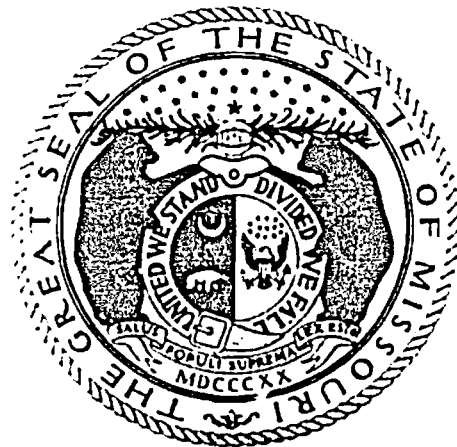
HAVE BEEN RECEIVED AND FILED IN THE OFFICE OF THE SECRETARY OF
STATE, WHICH ARTICLES, IN ALL RESPECTS, COMPLY WITH THE
REQUIREMENTS OF THE GENERAL AND BUSINESS CORPORATION LAW;

NOW, THEREFORE, I, ROY D. BLUNT, SECRETARY OF STATE OF THE STATE
OF MISSOURI, BY VIRTUE OF THE AUTHORITY VESTED IN ME BY LAW, DO
HEREBY CERTIFY AND DECLARE THIS ENTITY A BODY CORPORATE, DULY
ORGANIZED THIS DATE AND THAT IT IS ENTITLED TO ALL RIGHTS AND
PRIVILEGES GRANTED CORPORATIONS ORGANIZED UNDER THE GENERAL AND
BUSINESS CORPORATION LAW.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
19TH DAY OF MARCH, 1992.

Roy D. Blunt
Secretary of State

\$53.00



ARTICLES OF INCORPORATION

OF

MAR 19 1992

FIDELITY LONG DISTANCE, INC.

Roy D. Blunt

The following Articles of Incorporation are adopted by the undersigned natural person of the age of eighteen (18) years or more, for the purpose of forming a corporation under "The General and Business Corporation Law of Missouri":

ARTICLE ONE

The name of the corporation is Fidelity Long Distance, Inc.

ARTICLE TWO

The address of its initial registered office in the State of Missouri is 64 North Clark, Sullivan, Missouri, 63080 and the name of its initial registered agent at such address is John T. Davis.

ARTICLE THREE

The aggregate number of shares which the corporation shall have authority to issue is THIRTY THOUSAND (30,000) shares of common stock, all of a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE FOUR

The name and place of residence of the incorporator is as follows:

<u>NAME</u>	<u>RESIDENCE</u>
Sheldon K. Stock	7120 Wydown Boulevard Clayton, Missouri 63105

ARTICLE FIVE

The number of directors to constitute the Board of Directors is one (1). Thereafter the number of Directors to constitute the Board

~~of Directors~~ of the corporation shall be as fixed by, or as determined in the manner provided in, the Bylaws of the corporation. Any change in such number shall be reported to the Secretary of State of Missouri within thirty (30) days after such change becomes effective.

The power to make, alter, amend or repeal the By-Laws of the corporation is vested in the Board of Directors.

ARTICLE SIX

The duration of the corporation is PERPETUAL.

ARTICLE SEVEN

The corporation is formed for the following purposes:

To design, develop, experiment with, manufacture, assemble, install, repair, purchase, or otherwise acquire, sell, lease, operate, manage and maintain in any manner all rights, franchises, patents, machinery and apparatus providing telephone and related services, including cellular telecommunication services of all types and in all areas permitted by law, and including all related equipment, apparatus, instruments, devices, machines and accessories thereto, and such other equipment and devices of all kinds for transmitting, conducting and receiving sound by any method or process now in use or hereafter discovered or which may be advantageously dealt in by the corporation in connection therewith;

To purchase, acquire, rent, manage, lease, sell and otherwise deal with and in real and personal property of every kind and description, wherever situated, including, but not by way of limitation, profits, concessions, rights, franchises, licenses, privileges, processes, trademarks, formulae, copyrights, and patents, for its own account and for the account of others, and furthermore to purchase, sell, mortgage, lease, take in exchange or trade, rent and otherwise to acquire, hold and generally deal in real estate, improved and unimproved, either within or without the State of Missouri, and any interest or estate therein or appurtenant thereto including leaseholds, easements, rights-of-way, reversions, remainders, leases, tax liens or other estates created by State or Municipal authority for the purpose of buying, satisfying or otherwise discharging unpaid taxes; to own, hold, operate, improve, develop,

buy, sell, exchange and build, alter, decorate, furnish, own, lease, operate, manage and maintain office buildings, factories, plants, shops, warehouses, offices, stores, garages, theaters, hotels, apartment buildings, houses and dwellings of any kind all kinds and to conduct a general real estate and construction business, together with allied and interdependent lines of business connected with said real estate and construction business;

To manufacture, make, convert, buy or otherwise, acquire, hold, sell, market, merchandise, distribute, warehouse, import, export, job and otherwise deal in either as principal or agent, upon commission or otherwise, at wholesale and retail, all such goods, wares, merchandise and property of every class and description as the corporation may see fit;

To buy, sell, own, operate, hire and lease trucks, conveyances, machinery, tools and equipment of any and all types;

To buy, sell, trade, acquire, dispose of, pledge, encumber and otherwise deal in stocks, bonds and securities of every nature, and evidences of indebtedness, on margin or otherwise, created by any other corporation or corporations of the State of Missouri or of any other state, the District of Columbia, country, nation or government, and to buy, sell, trade, acquire, dispose of, pledge, encumber and otherwise deal in commodities of every nature and contracts for the future delivery of commodities of every nature, on margin or otherwise, and while owner of said stocks, bonds, securities, evidences of indebtedness, commodities and contracts for the future delivery of commodities, to exercise all the rights, powers and privileges of ownership, including the right to vote therefore as the corporation may from time to time find to be for its advantage or in furtherance of its purposes, and to conduct all such business in the State of Missouri and all other states, the District of Columbia and territories of the United States and any foreign countries where the same can be done without violating the laws of such states, territories or foreign countries;

To borrow money and contract debts and issue and dispose of its notes or other obligations or evidences of indebtedness for any amount so borrowed, and to mortgage and pledge its property and franchises to secure the payment of such obligations and of any debts so contracted;

To conduct business in the State of Missouri and in all other States, the District of Columbia, the territories, possessions and dependencies of the United

~~and in~~ and in any and all foreign countries; and to have one or more offices outside the State of Missouri;

To purchase or otherwise acquire or obtain, hold, own, possess, sell, transfer, assign, convey or otherwise dispose of and deal in shares of its own capital stock, and the shares of the capital stock of any other corporation, but only to the extent and in the manner now or hereafter provided by law, provided that shares of its own capital stock belonging to the corporation shall not be voted by the corporation;

To carry on any other lawful business or operation deemed advantageous or desirable, and to do any and every thing incidental to, growing out of or germane to any of the foregoing powers or objects, either for itself or as agent for any person, firm or corporation, either alone or in association with other corporations, or with any firm or individual, and to have and exercise all of the powers and rights conferred by the laws of the State of Missouri upon corporations formed under the law hereinabove referred to, and all acts amendatory thereof and supplemental thereto, it being expressly provided that the foregoing clauses shall be construed both as objects and powers, and shall be in furtherance and not in limitation of the powers conferred by the laws of the State of Missouri, and that the foregoing enumeration of specific powers and objects shall not be held to alter or restrict in any manner the general powers of the corporation.

The corporation shall have and may exercise all powers which are necessary or convenient to effect the foregoing purposes, and all powers which are now or may hereafter be conferred upon or permitted to corporations formed under The General and Business Corporation Law of Missouri.

ARTICLE EIGHT

The Board of Directors shall have power to adopt, repeal, or amend the Bylaws of the corporation and to adopt new or additional Bylaws, subject to the paramount right of the shareholders to limit or divest such power and to assume such power to the exclusion of the Board of Directors as the shareholders may determine.

ARTICLE NINE

The corporation shall indemnify all its directors and officers as permitted by The General and Business Corporation law of Missouri, as amended.

IN WITNESS WHEREOF, these Articles of Incorporation, have been signed this 18th day of March, 1992.

Sheldon K. Stock
Sheldon K. Stock

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

I, Diane M. Schneider, a Notary Public, do hereby certify that on this 18th day of March, 1992, personally appeared before me Sheldon K. Stock, who, being by me first duly sworn, declared that he is the incorporator of Fidelity Long Distance, Inc.; that he signed the foregoing instrument as such incorporator of the corporation, and that the statements therein contained are true.

Diane M. Schneider
Notary Public

My commission expires:

DIANE M. SCHNEIDER
NOTARY PUBLIC, STATE OF MISSOURI
MY COMMISSION EXPIRES 3/17/94
ST. LOUIS COUNTY

3697/207

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

MAR 19 1992

Ray D. Blunt