

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

In the matter of the application of
NorVergence, Inc.,
for a certificate of service authority to resell
intrastate interexchange telecommunications
services within the state of Missouri.

Case No.

APPLICATION

COMES NOW NorVergence, Inc. ("NorVergence" or "Applicant"), a New Jersey corporation, and submits its Application respectfully requesting that the Missouri Public Service Commission ("Commission") issue Applicant a Certificate of Service Authority to provide competitive intrastate telecommunications services between and among locations within the state of Missouri pursuant to Section 392.440, RSMo 2000,¹ an order classifying Applicant as a competitive telecommunications carrier, and an order waiving or suspending certain Commission rules and statutory provisions pursuant to Section 392.420. In support of its request, Applicant provides the following information:

1. The legal name and principal office or place of business of the Applicant are: NorVergence, Inc., 550 Broad Street, 3rd Floor, Newark, New Jersey 07102. A copy of the Articles of Incorporation is attached hereto as Exhibit A and incorporated herein by reference. Applicant is qualified to transact business in the state of Missouri and holds a certificate of authority as a foreign corporation to transact business in the state of Missouri, which is attached hereto as Exhibit B and incorporated herein by reference.

2. Applicant does not do business under a fictitious name.

3. Copies of correspondence, communications and orders and decisions of the Commission are to be sent are as follows:

¹ All citations to statutory sections are to the 2000 Revised Statutes of Missouri, as currently supplemented, unless otherwise indicated.

Jim Gattuso
Directory of Corporate Affairs
NorVergence, Inc.
550 Broad Street, 3rd Floor
Newark, New Jersey 07102
Tel: (973) 242-7500
Fax: (973) 242-8807
Email:jim.gattuso@norvergence.com

and to Applicant's in-state counsel of record:

James M. Fischer
Fischer & Dority, P.C.
101 Madison Street, Suite 400
Jefferson City, Missouri 65101
Tel: (573) 636-6758
Fax: (573) 636-0383

4. The name and address of the Applicant's registered agent is:

National Registered Agents, Inc.
300-B East High Street
Jefferson City, MO 65101

5. Applicant has approved applications for certificates of authority to resell long distance interexchange services in California, Colorado, Connecticut, Georgia, Illinois, Massachusetts, Michigan, Montana, New Jersey, Nevada, New York, North Carolina, Oregon, Pennsylvania, Texas, and Wisconsin. Applicant has filed or is in the process of filing applications for certificates of authority to resell long distance services in all states where required except Alaska. The Applicant is operating or plans to begin operation in the following states that do not require a certificate of authority to resell: Iowa, Utah and Virginia.

6. Applicant intends to provide telecommunications services to business customers statewide in the state of Missouri as a switched-based reseller of the interexchange services utilizing the network facilities of Qwest. Applicant's switch is located in New Jersey. Applicant does not plan to deploy any switches or transmission facilities in Missouri. The customer will become a customer of the Applicant, not of the underlying carrier. Applicant assumes responsibility for billing, trouble reporting, and customer service. Applicant plans to provide telecommunication services from points of origin in Missouri

to destination points in Missouri, other parts of the United States, and foreign countries. In the future, the Applicant may resell the services of other interexchange carriers.

7. Applicant is not a facilities based carrier. The Applicant does not own, operate, control or manage any telecommunications transmission facility. Applicant does not own or operate a switch.

8. Applicant applies for a certificate of authority under Chapter 392.440, to operate as an intrastate reseller of telecommunication services and also applies pursuant to Section 392.361, for designation as a competitive telecommunications company. Applicant proposes to offer 1+ services, which are already classified as competitive telecommunications services in the state of Missouri. Applicant will not provide 0+ dialing to presubscribed customers. Both the company and its services will be subject to sufficient competition to justify a lesser degree of regulation. Such regulation will be consistent with the protection of the ratepayer and promote the public interest.

Applicant plans to resell statewide in the state of Missouri.

9. Applicant submits the following reasons in support of its belief that the public interest will be served by approval of this Application. By purchasing a package of interstate, intrastate, and international telecommunication services in large volume, Applicant has been able to obtain a significant discount in the price of those services. The benefits of that discount are passed along in part to the Applicant's customers who, acting individually, could not generate a sufficient volume of business to command a discount from an interexchange carrier on their own.

10. Applicant 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 it relates to the regulation of the applicant interexchange company:

4 CSR 240-10.020	-	Depreciation and income
4 CSR 240-3.545(2)(C)	-	Posting of exchange rates at central operating offices
4 CSR 240-30.040	-	Uniform system of accounts
4 CSR 240-33.030	-	Minimum charge rules

Section 392.210.2	-	Establish uniform system of accounts for annual reports
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 392.300.2	-	Acquisition of stock
Section 392.310	-	Issuance of stocks and debt
Section 392.320	-	Stock dividend payment
Section 392.330	-	Issuance of securities, debt, and notes
Section 392.340	-	Reorganization(s)

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 purposes of Section 392.530 to apply them to a competitive telecommunications carrier such as the Applicant.

11. Applicant's tariff, setting out the proposed services and charges offered by Applicant, is being filed simultaneously with this Application and has a forty-five (45) day effective date.

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

13. Applicant has no annual reports or regulatory assessment fees that are overdue in Missouri.

14. Applicant has no pending actions 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 of this Application.

WHEREFORE, Applicant NorVergence, Inc., respectfully requests the Public Service Commission of the State of Missouri to grant it a Certificate of Service Authority to provide competitive intrastate interexchange telecommunications service within the state of Missouri; an order classifying it as a competitive telecommunications company providing competitive service; an order suspending, waiving,

or modifying the above-referenced rules and statutory provisions as they relate to the regulation of the Applicant in the state of Missouri; and for such further orders as the Commission deems appropriate.

Respectfully submitted,

/s/ James M. Fischer

James M. Fischer, MBN 27543
FISCHER & DORITY, P.C.
101 Madison Street, Suite 400
Jefferson City, Missouri 65101
Telephone: (573) 636-6758
Facsimile: (573) 636-0383
E-mail: jfischerpc@aol.com

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, First Class, U.S. Mail, postage prepaid, this 25th day of November 2003, to:

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

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

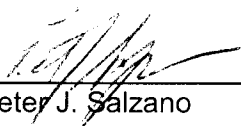
/s/ James M. Fischer

James M. Fischer

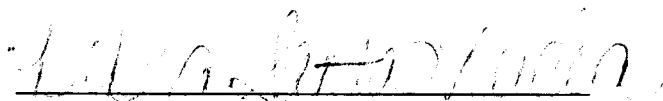
STATE OF NEW JERSEY)
)
COUNTY OF ESSEX) ss

VERIFICATION

Peter J. Salzano, on oath, states that he is CEO of NorVergence, Inc., that he is authorized to make this Verification on its behalf, that he has read the foregoing application and is familiar with its contents and that the matters set forth therein are true to the best of his knowledge, information and belief.



Peter J. Salzano



Notary Public

My Commission expires: 4/6/2016

LIST OF EXHIBITS

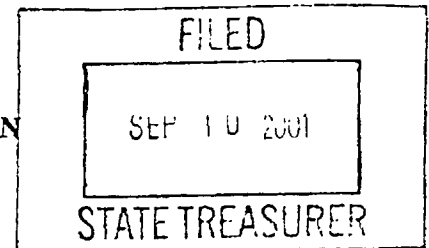
	EXHIBIT
Copy of Articles of Incorporation	A
Copy of Certificate of Authority as a Foreign Corporation To Transact Business in the State of Missouri	B

EXHIBIT A

ARTICLES OF INCORPORATION

DP

**CERTIFICATE OF INCORPORATION
OF
NorVergence, Inc.**



The undersigned, acting as an incorporator for the purpose of forming a corporation under and by virtue of the provisions of the "New Jersey Business Corporation Act," NJS 14A:1-1 et seq. adopts the following Certificate of Incorporation:

FIRST: The name of the Corporation is **NorVergence, Inc.**

SECOND: The address of said Corporation's initial registered office is 36 Mountain View Boulevard, Wayne, New Jersey 07470, and the name of said Corporation's initial registered agent is Walter E. Hanley III, Esq.

THIRD: The aggregate number of shares which said Corporation shall have authority to issue is 50,000,000. The common shares shall constitute a single class and the par value of each of these shares shall be \$.01.

FOURTH: The purpose for which the Corporation is organized is to engage in the business of any lawful act or activity for which corporations may be organized under the New Jersey Business Corporation Act (NJS 14A:1-1 et. seq.), including but not limited to converging solutions from Nortel Networks with Data Circuit Networking to create Wholesale Cost Pricing for the End-User Marketplace.

FIFTH: The Corporation shall indemnify every corporate agent as defined in and to the full extent permitted by Section 14A:3-5 of the New Jersey Business Corporation Act and to the full extent otherwise permitted by law.

The Corporation shall indemnify its officers, directors, employees and agents and former officers, directors, employees and agents, and any other persons serving at the request of the Corporation as an officer, director, employee or agent of another corporation, association, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) incurred in connection with any pending or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, with respect to which such officer, director, employee, agent or other person is a party, or is threatened to be made a party, to the full extent permitted by the New Jersey Business Corporation Act. The indemnification provided herein (i) shall not be deemed exclusive of any other right to which any person seeking indemnification may be entitled under any by-law, agreement, or vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in any other capacity, and (ii) shall inure to the benefit of the heirs, executors, and the administrators of any such person. The Corporation shall have the power, but shall not be obligated, to purchase and maintain insurance on behalf of any

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J 1910682

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person or persons enumerated above against any liability asserted against or incurred by them or any of them arising out of their status as corporate directors, officers, employees, or agents whether or not the Corporation would have the power to indemnify them against such liability under the provisions of this article. When a board of directors does not consist of a majority of disinterested directors, the board may nevertheless advance expenses to one or more directors or all of them provided each executes the undertaking to repay required by law.

SIXTH: The number of Director(s) constituting the first board is one (1) and the name and addresses of the persons who are to serve as Director(s) until the first annual meeting of the shareholders or until their successors are elected and qualify are as follows:

Peter Salzano
550 Broad Street, 3rd Floor
Newark, New Jersey 07102

Pursuant to Section 14A:6-6(i), a Director may only be removed for cause.

SEVENTH: The Board of Directors of the Corporation shall consist of nine members, who shall be divided into three classes of three each. Directors of the First Class first chosen shall hold office for one year or until the first annual meeting following their election; Directors of the Second Class first chosen shall hold office for two years or until the second annual meeting following their election; and Directors of the Third Class first chosen shall hold office for three years or until the third annual meeting following their election; and, in each case, until their successors shall be elected and shall qualify. After each class is first chosen, when the term of director shall expire, his or her successor shall be elected to hold office for a term of three years, so that the term of office of one class of Directors shall expire in each year. Each Director shall hold office until his or her successor shall be elected and shall qualify.

Any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office of a director (the "Prior Director") or other cause may be filled by a majority vote of the remaining Directors, though less than a quorum, and the Director so chosen shall hold office for a term expiring at the expiration of the term of the Prior Director. If a successor is not so chosen by the Board, then at the next annual meeting of shareholders, the shareholders shall elect a director to replace the Prior Director to hold office for a term expiring at the expiration of the term of the Prior Director, and until his or her successor shall be elected and shall qualify.

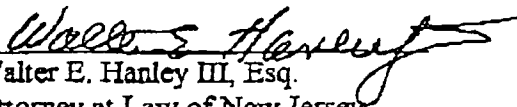
EIGHTH: The name and address of the incorporator is as follows:

Walter E. Hanley, III, Esq.
Fuhro & Hanley
36 Mountain View Boulevard
Wayne, New Jersey 07470

NINTH: This Corporation shall have perpetual existence.

TENTH: The Common Stock of the corporations shall not be sold, assigned or in any way transferred unless the Stockholder of record gives each member of the Board of Directors written notice of the desire of said Stockholder to sell, assign or transfer same including the identity of the purchaser and the consideration to be paid. Upon such notice, the Board of Directors shall have thirty (30) days, from the date of said notice, within which to purchase said stock upon the same terms and conditions. If the Board of Directors shall fail to decide to purchase said stock, then the individual Shareholders shall have an additional fifteen (15) days within which to purchase said stock on the same terms and conditions. This restriction shall be placed upon each share of stock issued by the Corporation.

ELEVENTH: Pursuant to NJS 14A: 2-7, the effective date of this Certificate of Incorporation shall be the date of this filing.


Walter E. Hanley III, Esq.
Attorney at Law of New Jersey

Dated: September 10, 2001

CERT INCORP.DOC

EXHIBIT B

**CERTIFICATE OF AUTHORITY
AS A FOREIGN CORPORATION**

No. F00519917

STATE OF MISSOURI



Matt Blunt
Secretary of State

CORPORATION DIVISION - CERTIFICATE OF AUTHORITY

WHEREAS,
NORVERGENCE, INC.

using in Missouri the name
NORVERGENCE, 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 NEW JERSEY.

NOW, THEREFORE, I, MATT BLUNT, 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 4th day of APRIL, 2003.


Secretary of State

\$155.00

