

Lance J.M. Steinhart
Attorney At Law
6455 East Johns Crossing
Suite 285
Duluth, Georgia 30097

Also Admitted in New York
and Maryland

Telephone: (770) 232-9200
Facsimile: (770) 232-9208

May 3, 2000

VIA FEDERAL EXPRESS

Mr. Cecil Wright
Executive Secretary
Missouri Public Service Commission
PO Box 360
Jefferson City, Missouri 65102

FILED

MAY 4 2000

Missouri Public
Service Commission

TA-2000-732

Re: U.S. Telepacific Corp. d/b/a TelePacific Communications – LOCAL EXCHANGE

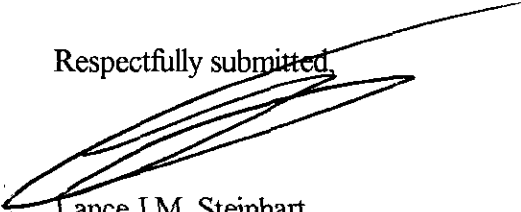
Dear Mr. Wright:

Enclosed please find one original and fourteen (14) copies of U.S. Telepacific Corp. d/b/a TelePacific Communications' Application for Certificate of Service Authority to Provide Local Exchange Telecommunications Services Within the State of Missouri, along with a Motion for Protective Order for information that is "highly confidential".

I have also enclosed an extra copy of this letter to be date stamped and returned to me in the enclosed, self addressed, postage prepaid envelope. If you have any questions or if I may provide you with any additional information, please do not hesitate to contact me.

Please note that this Application is being submitted by myself and Judith A. Rau, Esq., Missouri Counsel, Bar # 24856.

Respectfully submitted,


Lance J.M. Steinhart
GA Bar No. 678222
Attorney for U.S. Telepacific Corp. d/b/a TelePacific Communications

Enclosures

cc: Jane Delahanty
Office of Public Counsel

FILED

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

MAY 4 2000

In the matter of the application
of U.S. TelePacific Corp.
d/b/a TelePacific Communications
for a certificate of service authority to
provide resold and facilities-based
Basic Local Telecommunications Services
in Portions of the State of Missouri and
to Classify Such Services and the Company
as Competitive

) Missouri Public
) Service Commission

) Case No. TA-2000-732

APPLICATION

U.S. TelePacific Corp. d/b/a TelePacific Communications
("Applicant" or "TelePacific"), a California corporation, files
this verified application respectfully requesting that the
Missouri Public Service Commission ("Commission") issue an order
that:

- (a) grants Applicant a Certificate of Service Authority to
provide resold and facilities-based Basic Local
Telecommunications Services in Portions of the State of
Missouri pursuant to Sections 392.455 and 392.420 -
.44055 of the Revised Statutes of Missouri (RSMo) 1994
and Sections 392.410 and .450, RSMo Supp. 1996.
- (b) grants competitive status to Applicant pursuant to
Section 392.361 RSMo Supp 1996., and classifies the
Applicant's services as competitive.
- (c) waives certain Commission rules and statutory
provisions pursuant to Section 392.420, RSMo Cumm.
Supp. 1996.

In support of its request, Applicant states:

1. The legal name and principal office or place of business of the Applicant are:

U.S. TelePacific Corp. d/b/a TelePacific Communications
515 S. Flower Street; 49th Floor
Los Angeles, CA 90071
213-213-3000
213-213-3100 (Fax)

A copy of Applicant's Articles of Incorporation, and certificate of authority from the Missouri Secretary of State to transact business in Missouri are attached hereto as Exhibit I.

2. The name and address of Applicant's in-state attorney is:

Judith A. Rau, Esq.
Rau & Rau
119 E. Mill Street
Waterloo, Illinois 62298

3. Applicant proposes to provide resold and facilities-based basic local telecommunications service as a separate and distinct service within portions of the State of Missouri. Applicant will comply with billing, quality of service and tariff requirements of the Commission. Applicant proposes to provide services to prospective customers in exchanges currently served by Southwestern Bell Telephone Company, GTE Midwest Inc., and United Telephone Company of Missouri d/b/a Sprint, as set forth in the list of exchanges attached hereto as Exhibit II.

When it initiates service in Missouri, U.S. TelePacific Corp. d/b/a TelePacific Communications, (TelePacific) proposes initially to provide resold local exchange telecommunications services, and thereafter to provide facilities-based local exchange services through the use of its own facilities and unbundled network elements. Initially, the services TelePacific intends to offer are likely to be those local exchange telecommunications services offered by incumbent local exchange carriers in the proposed service area. TelePacific intends to provide local exchange services that may include but are not limited to the following:

- * Basic Residential Exchange Services
- * Residential Custom and Class Features (call waiting, caller ID, call forwarding, call blocking, speed calling, etc.)
- * Basic Business Exchange Services
- * Business Customer Calling and Class Features
- * Adjunct Provided Features (voice messaging, etc.)
- * Business and Residential Ancillary Services (911, E911, 411, Relay Service, directory listing, directory assistance, etc.)
- * Centrex
- * xDSL and ISDN
- * DID Trunks and Lines
- * Private Lines

TelePacific does not initially intend to install any switching equipment for the provision of local exchange service in the State of Missouri, but will install such equipment in the future.

When TelePacific installs facilities in Missouri, it will probably use the following or a similar configuration of equipment: TelePacific will provide voice and high speed data services through a combination of the latest technology switching and transport media comprised of the Lucent Technology 5 ESS Generic 13 switch module, xDSL transport and Internet service equipment and the latest Optical multiplexer DAC's configurations. The switching system consists of a central processing and control complex capable of interconnection as a peer to the incumbent as well as competitive local exchange companies. The hub portion of the switch will interconnect with the public switched network on Signaling System 7 ("SS7") or Feature Group D ("FGD") facilities. The system's remote module capability will allow properties to be served in a manner that provides the exchange of appropriate signaling, control and calling/caller information to the network in accordance with network standards and specifications. Additionally, these services will be delivered over a combination of delivery mechanisms through incumbent local carriers' unbundled loop network, both copper and fiber and transport networks, as well as via TelePacific constructed facilities.

4. Applicant has the experience in the telecommunications industry and the technical and financial resources to provide telecommunications services within Missouri. A brief description of the qualifications and experience of the key management employees is attached hereto as Exhibit III. A copy of the financial information to demonstrate Applicant's financial ability to provide service, Exhibit III, contains confidential and proprietary information, and is being submitted under separate cover with a Motion for Protective Order.

Applicant is currently authorized in California, Colorado, Nevada, New Jersey, Nevada and Oregon to provide local exchange and long distance services. Applicant is in the process of applying for authorization to provide competitive local exchange and interexchange services in the 48 contiguous states. Applicant has not been denied authority for any of the services for which it seeks authority in this Application. Applicant is currently providing service in California, Colorado and Nevada, and is planning and developing facilities in other states.

5. Applicant hereby respectfully requests a temporary waiver of 4 CSR 240-2.060 (4) (H) that requires Applicant to file a draft tariff simultaneously with this application until Applicant has executed interconnection agreements with the incumbent LECs and those agreements have been approved by the Commission.

6. Applicant hereby respectfully requests classification as a competitive telecommunications company within the State of Missouri and receive a lesser degree of regulation as permitted by Sections 392.361 and 392.420 RSMo. Applicant also requests that its services be classified as competitive. Applicant believes that its proposed services will be subject to sufficient competition to justify a lesser degree of regulation. Granting of this application will allow greater price and service options for telephone users.

7. Applicant also respectfully requests, pursuant to Section 392.420 RSMo (Cum. Supp. 1992), that the Commission waive the application of the following rules and statutory provisions as it relates to the regulation of Applicant:

Statutes

392.210.2 Establish Uniform System of Accounts for Annual reports
392.240(1) Setting just and reasonable rates
392.270 Ascertain Property values
392.280 Establish Depreciation accounts
392.290 Issuance of securities
392.300.2 Acquisition of stock
392.310 Issuance of stock and debt
392.320 Stock Dividend Payment
392.330 Issuance of securities, debts and notes
392.340 Reorganization(s)

Commission Rules

4 CSR 240-10.020	Depreciation fund income
4 CSR 240-30.010(2)C)	Posting exchange rates at central offices.
4 CSR 240-33.030	Inform customers of lowest price
4 CSR 240-32.030(4)C)	File Exchange boundary maps with Commission
4 CSR 240-35	Reporting of bypass
4 CSR 240-30.040	Uniform System of Accounts

The above-referenced rules and statutory provisions have been waived as to other carriers in prior cases.

8. Applicant, pursuant to Section 386.570, Cum. Supp. 1992, will comply with all applicable Commission rules except those which are specifically waived by the Commission pursuant to a request filed by the Applicant.

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

Lance J.M. Steinhart
6455 East Johns Crossing
Suite 285
Duluth, Georgia 30097
(770) 232-9200
(770) 232-9208 (Fax)

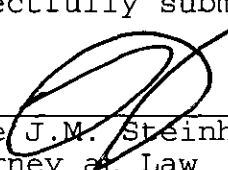
10. TelePacific submits the following arguments to demonstrate that the public interest will be served by the approval of this Application:

The grant of a certificate to provide competitive basic local telecommunications services to the Applicant will serve the public interest. The Applicant's presence in the market will expand customer choice for telecommunications service. The increased competition brought by the Applicant to the market will have the effect of improving the quality of telecommunications services in Missouri and decreasing the cost of such services through increased innovation and efficiency. The result will be beneficial to economic development in Missouri. The granting of a certificate to the Applicant will contribute to the availability of reasonably affordable local exchange services in the State of Missouri.

Applicant will give consideration to equitable access for all Missourians, regardless of where they live or their income, to Affordable telecommunications services in the area where the applicant is proposing to serve.

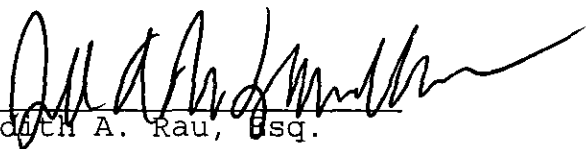
WHEREFORE, Applicant, U.S. TelePacific Corp. d/b/a TelePacific Communications, respectfully requests that the Missouri Public Service Commission grant it a certificate of service authority to provide resold and facilities-based Basic Local Telecommunications Services within portions of the State of Missouri. Applicant also respectfully requests classification as a competitive telecommunications company and requests that its services be classified as competitive. In addition, Applicant respectfully requests a waiver of the above-referenced rules and statutory provisions and a temporary waiver of the tariff filing requirement.

Respectfully submitted,



Lance J.M. Steinhart, Esq.
Attorney at Law
6455 East Johns Crossing, Suite 285
Duluth, Georgia 30097
(770) 232-9200
GA Bar No. 678222

and



Judith A. Rau, Esq.
Rau & Rau
119 E. Mill Street
Waterloo, Illinois 62298
(618) 939-7186
MO Bar No. 24856

Attorneys for Applicant

ATTACHED EXHIBITS

- Exhibit I Missouri Secretary of State Authorization
 Articles of Incorporation
- Exhibit II List of Exchanges
- Exhibit III Executive Officers' Qualifications and Experience
 Company's Telecommunications Background
- Exhibit IV Financial Information

Exhibit I
Missouri Secretary of State Authorization
&
Articles of Incorporation

See Attached

No. F00480416

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION - CERTIFICATE OF AUTHORITY

WHEREAS,
U.S. TELEPACIFIC CORP.

using in Missouri the name
U.S. TELEPACIFIC CORP.

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 CALIFORNIA.

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, 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 24th day of FEBRUARY, 2000.

Rebecca McDowell Cook
Secretary of State

\$155.00





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

State of Missouri
Rebecca McDowell Cook, Secretary of State

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

FILED

**AND CERTIFICATE OF
AUTHORITY ISSUED**

**Application for Certificate of Authority
For a Foreign For-Profit Corporation**
(Submit in duplicate with filing fee of \$155.00)

FEB 24 2000

1. The corporation's name is U.S. Telepacific Corp.
and it is organized and existing under the laws of California
2. The name it will use in Missouri is U.S. Telepacific Corp.
3. The date of its incorporation was July 17, 1996 and the period of its duration is Perpetual
month/day/year
4. The address of its principal place of business is 42nd Floor, 515 E. Flower Street, Los Angeles, CA 90071
Address City/State/Zip
5. The name and address of its registered agent and office in the State of Missouri is
Corporation Service Company d/b/a CSC-Lawyers Incorporating Service Company
221 Bolivar Street, Jefferson City, MO 65101
Name Address City/State/Zip
6. The specific purpose(s) of its business in Missouri are:
Telecommunications service provider. To engage in any act or activity for which
corporations may be organized.
7. The name of its officers and directors and their business addresses are as follows:
(Officers) Name Address City/State/Zip
President See attached officers/directors rider
Vice President _____
Secretary _____
Treasurer _____
(Board of Directors) see attached officers/directors rider
Director _____
Director _____
Director _____
8. The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows:
(Date may not be more than 90 days after the filing date in this office)

In affirmation thereof, the facts stated above are true.

Kirstin Gooldy
(Authorized Signature)

Kirstin Gooldy, Secretary
(Printed Name)

2-21-00

(Title)

(Date)

Note: You must submit current original certificate of good standing or certificate of existence with this application. This may be obtained from your Secretary of State or other authority that issues corporate charters.



State of Missouri
Rebecca McDowell Cook, Secretary of State

Corporations Division
P.O. Box 712, Jefferson City, MO 65102

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

FILED

**AND CERTIFICATE OF
AUTHORITY ISSUED**

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month/day/year
4. The address of its principal place of business 48th Floor, 315 S. Flower Street, Los Angeles, CA 90071
Address City/State/Zip
5. The name and address of its registered agent and office in the State of Missouri is
Corporation Service Company d/b/a CSC-Lawyers Incorporating Service Company
221 Bolivar Street, Jefferson City, MO 65101
Name Address City/State/Zip
6. The specific purpose(s) of its business in Missouri are:
Telecommunications service provider. To engage in any act or activity for which
corporations may be organized.
7. The name of its officers and directors and their business addresses are as follows:
(Officers) Name Address City/State/Zip
President See attached officers/directors rider
Vice President
Secretary
Treasurer
(Board of Directors) See attached officers/directors rider
Director
Director
Director
8. The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows:
(Date may not be more than 90 days after the filing date in this office)

In affirmation thereof, the facts stated above are true.

Kevin Gooldy Kevin Gooldy, Secretary 2-21-00
(Authorized Signature) (Printed Name) (Title) (Date)

Note: You must submit current original certificate of good standing or certificate of existence with this application. This may be obtained from your Secretary of State or other authority that issues corporate charters.



CSC - SACRAMENTO
SUITE 100
2730 GATEWAY OAKS DRIVE
SACRAMENTO CA 95833
800-222-2122
916-563-2121 FAX

May 2, 2000

Attn: Kirstin Gooldy
U.S. Telepacific Corp
515 So. Flower Street
49th Floor
Los Angeles, CA 90071

RE: U.S. TELEPACIFIC CORP.
d/b/a
TELEPACIFIC COMMUNICATIONS

Dear Ms. Gooldy:

The document listed below has been filed with the
State of Missouri as of April 25, 2000. Proof
of filing is enclosed for your use.

CERTIFICATE OF FICTITIOUS NAME

Please do not hesitate to contact our office if
you have any questions.

Very truly yours,

Karen Rose

KLR/mrh
Enclosure



State of Missouri
Rebecca McDowell Cook, Secretary of State

X 372340

Corporations Division

Registration of Fictitious Name

(Submit in duplicate with filing fee of \$7)

(Must be typed or printed)

This information is for the use of the public and gives no protection to the name. There is no provision in this Chapter to keep another person or business from adopting and using the same name. (Chapter 417, RSMo.)

We, the undersigned, are doing business under the following name, and at the following address:

Name to be registered: TelePacific Communications
Missouri Business Address: 515 S. Flower Street, 49th Floor
(P.O. Boxes not accepted)
City, State and Zip Code: Los Angeles, CA 90071

The parties having an interest in the business, and the percentage they own are (if a business entity is owner, indicate business name and percentage owned. If all parties are jointly and severally liable, percentage of ownership need not be listed):

Name of Owners, Individual or Business Entity	Street and Number	City	State and Zip Code	If listed, Percentage of ownership must equal 100%
U.S. TelePacific Corp.	515 S. Flower St.,	Los Angeles	CA 90071	100

Return to: Secretary of State
Corporations Division
P.O. Box 778
Jefferson City, Mo. 65102

(Over)

Corp. #56 (5/99)

FILED

APR 25 2000

Rebecca McDowell Cook
SECRETARY OF STATE

The undersigned, being all the parties owning interest in the above company, being duly sworn, upon their oaths each did say that the statements and matters set forth herein are true.

Individual
Owners
Sign Here

{ X _____ X _____
X _____ X _____
X _____ X _____

The undersigned business entity has caused this application to be executed in its name by its

Secretary _____ on this March 16, 2000
Title of Authorized Person month/day/year

If
Business Entity
Is
Owner,
Authorized
Person
Executes
Here

JANE Z. DELAHANTY AP
Authorized Signature (If corporation, President or Vice President) Printed Name Title
Kirstin Gooldy Secretary
If corporation, Signature of Secretary or Asst. Secretary Printed Name Title

(Corporate Seal)
If no seal, state "none".

S.N. CA
State of Missouri
County of Los Angeles } ss

I, Simin Nandi, A Notary Public, do hereby certify that on 3/16/00
month/day/year

personally appeared before me Jane Delahanty & Kirstin Gooldy, and being duly sworn by me, acknowledged that he/she signed as his/her own free act and deed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

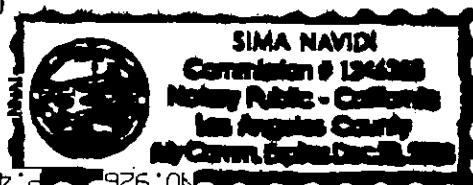
(Notarial Seal or Stamp)

Simin Nandi
Notary Public

My commission expires Dec. 20th, 2003

My County of Commission Los Angeles

Corp. #56 (\$/99)



State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 17th day of July, 19 96,

U.S. TELEPACIFIC CORP.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

January 24, 2000.



A handwritten signature in cursive script that reads "Bill Jones".

Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 26 PM 3:52

The seal of the State of California, featuring the word "EUREKA" at the top, a central shield with a grizzly bear, and the word "CALIFORNIA" at the bottom. The shield is surrounded by a wreath of oak and grape leaves.

State of California

SECRETARY OF STATE

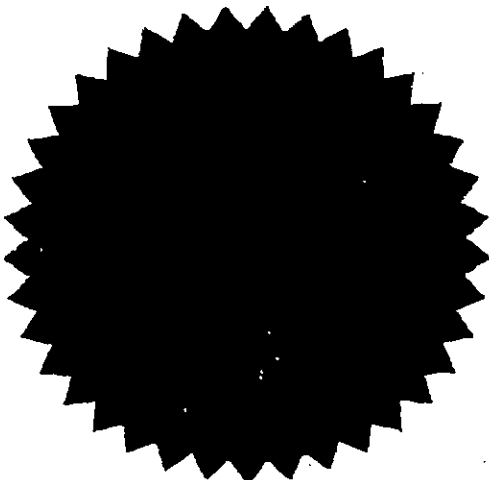


I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

OCT 9 1997

A handwritten signature in cursive script that reads "Bill Jones".

Bill Jones

Secretary of State

State of California

SECRETARY OF STATE



I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 17 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

DEC 1960



Bill Jones

Secretary of State

1974331
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
U.S. TELEPACIFIC CORP.
a California corporation

FILED NGP
In the office of the Secretary of State
of the State of California
NOV 18 1999
Bill Jones
BILL JONES, Secretary of State

The undersigned, David P. Glickman and Kirstin Gooldy, hereby certify that:

1. They are the Chief Executive Officer and Assistant Secretary, respectively, of U.S. TelePacific Corp. (the "Corporation").
2. The Articles of Incorporation of the Corporation are amended and restated in their entirety to read as follows:

ARTICLE I.

The name of the Corporation is U.S. TelePacific Corp.

ARTICLE II.

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE III.

Section A. Authorized Capital. The Corporation shall be authorized to issue two classes of stock to be designated, respectively, "Preferred Stock" and "Common Stock"; the total number of shares which the Corporation shall have authority to issue is One Hundred Million Four Hundred Fifteen (100,000,415); the total number of shares of Preferred Stock shall be Four Hundred Fifteen (415); and the total number of shares of Common Stock shall be One Hundred Million (100,000,000).

Section B. Preferred Stock. The Preferred Stock shall be divided into series. The first series shall consist of Two Hundred Fifty (250) shares and shall be designated "Series A Preferred Stock" and the second series shall consist of One Hundred Sixty-Five (165) shares and shall be designated "Series B Preferred Stock."

Section C. The powers, preferences, rights, restrictions and other matters relating to the Preferred Stock are as follows:

1. Dividend Rights

A. The holders of record of the Series A Preferred Stock (collectively, the "Series A Holders," and individually, a "Series A Holder") and the holders of record of the Series B Preferred Stock (collectively, the "Series B Holders," individually, a "Series B Holder" and collectively with the Series A Holders, the "Preferred Holders") of the Corporation shall be entitled to receive, when, as and if declared by the Board of Directors of the Corporation (the "Board"), out of the funds of the Corporation legally available therefor, a cumulative cash dividend (the "Preferred Stock Dividend") at a simple interest rate of 10% of the Funded Portion (as specified below) of the Liquidation Value (as specified below) per share per annum, payable upon a conversion, liquidation or redemption of each share of Series A Preferred Stock (each, a "Series A Preferred Share") and each share of Series B Preferred Stock (each, a "Series B Preferred Share" and collectively with the Series A Preferred Shares, the "Preferred Shares"). The Funded Portion means with respect to the Series A Preferred Shares and the Series B Preferred Shares, respectively, the amount of consideration paid for such shares in accordance with the terms of the Preferred Stock Purchase Agreement, dated as of April 14, 1999 (as amended, modified or restated from time to time), between the Corporation and the Series A Holders or the Series B Preferred Stock Purchase Agreement, dated as of November 9, 1999 (as amended, modified or restated from time to time), between the Corporation and the Series B Holders, respectively, and as shown from time to time on the certificate(s) representing the Series A Preferred Shares or the Series B Preferred Shares, as the case may be. The Liquidation Value will be \$100,000 (or such lesser Funded Portion) per share. Preferred Stock Dividends will accrue on the Funded Portion of each Preferred Share on a quarterly basis (pro rata for periods shorter than a full quarter) from and excluding the date of payment by a Preferred Holder for such portion of the Preferred Share to and including the date of payment of the Preferred Stock Dividends on such Preferred Share, whether or not such Preferred Stock Dividends have been declared from time to time and whether or not there are funds of the Corporation legally available from time to time for the payment of the Preferred Stock Dividends.

B. If the funds of the Corporation legally available for payment of Preferred Stock Dividends on any date when such dividends are payable are insufficient to pay the total amount of Preferred Stock Dividends then accrued with respect to the Series A Preferred Stock or the Series B Preferred Stock, or if the Corporation is prohibited from paying such Preferred Stock Dividends by applicable law or by any contract or agreement, including, but not limited to, any loan agreement, to which the Corporation is a party, the Corporation will use those funds legally available and not so prohibited for the payment of any such Preferred Stock Dividends. Subject to Section C.5.F., on such date as additional funds of the Corporation are legally available for the payment of such Preferred Stock Dividends, or such prohibition no longer applies, such funds will be used to pay accrued and unpaid Preferred Stock Dividends.

C. Upon a Qualified Initial Public Offering (as defined below), the Corporation may elect to pay accrued and unpaid Preferred Stock Dividends to Series A Holders in Series A Preferred Shares and to Series B Holders in Series B Preferred Shares (with each Series A

Preferred Share and each Series B Preferred Share valued at the Liquidation Value), except that no fractional Series A Preferred Shares or Series B Preferred Shares may be issued for such purpose. After the initial issuance of Series A Preferred Shares and Series B Preferred Shares by the Corporation, the Corporation may not issue any Series A Preferred Shares other than to Series A Holders, or Series B Preferred Shares other than to Series B Holders, in accordance with the preceding sentence.

D. Accrued and unpaid Preferred Stock Dividends on Preferred Shares will not bear interest prior to the date such Preferred Stock Dividends are due and payable. After accrued and unpaid Preferred Stock Dividends on Preferred Shares become due and payable, such accrued and unpaid Preferred Stock Dividends will bear interest at a rate of the lesser of 12% per annum or the highest amount permitted by applicable law. Preferred Stock Dividends paid on the Preferred Shares in an amount less than the total amount of such Preferred Stock Dividends at the time accrued and payable on such shares shall be allocated pro rata among the Series A Holders and the Series B Holders with respect to dividends based on the amount of Preferred Stock Dividends due to each such holder. The Board may fix a record date for the determination of holders of Preferred Shares entitled to receive payment of a dividend or distribution declared thereon, which record date shall be not more than 60 days prior to the date fixed for the payment thereof.

2. Voting Rights

A. Except as provided by applicable law or as provided herein, the Series A Preferred Stock, the Series B Preferred Stock and any other class of stock of the Corporation having voting rights shall vote together as one class. On all matters that do not require the Preferred Holders to vote as a single class, each Preferred Holder will be entitled to the number of votes that such Preferred Holder would have if such Preferred Holder were to convert such Preferred Holder's Preferred Shares immediately prior to the applicable vote. Fractional votes will not be permitted and any resulting fractional voting rights (after determining the total number of votes such Preferred Holder is entitled to if such Preferred Holder had converted all of such Preferred Holder's Preferred Shares) will be rounded to the nearest whole number (with one-half being rounded upward).

B. The Preferred Holders are entitled to receive notice of all meetings of the stockholders of the Corporation to the same extent and in the same manner as the holders of the common stock of the Corporation ("Common Stock").

C. The Board will consist of nine members.

3. Certain Restrictions

A. So long as Preferred Shares are outstanding, the Corporation may not take any of the following actions without first obtaining the consent of the holders of 66 2/3% of the Preferred Shares:

i. alter the terms or rights of the Series A Preferred Stock or the Series B Preferred Stock or any agreement affecting the rights of the Series A Holders or Series B Holders;

ii. issue any new equity securities (other than pursuant to employee incentive plans previously approved by the Board); provided, however, that the Corporation may engage in a Qualified Initial Public Offering without the consent of any Preferred Holders, subject to the terms hereof. A "Qualified Initial Public Offering" is an initial public offering of Common Stock that (a) if effected before April 12, 2000, will result in net proceeds to the Corporation of at least \$20 million and is led by a Qualified Underwriter or (b) if effected after April 12, 2000 but before April 12, 2005, is led by underwriters that in good faith have established a price range for a share of Common Stock that is reflected in the Corporation's first registration statement filing with the Securities and Exchange Commission showing the price range for a share of Common Stock and that allows the Preferred Holders to earn the Requisite Internal Rate of Return if the low end of such price range (the "Low Price") is used to determine the Liquidation Proceeds. The Corporation may not execute an underwriting agreement for an offering pursuant to clause (b) above that contains an initial public offering price that is below 80% of the Low Price without the consent of 66 2/3% of the Preferred Holders. A "Qualified Underwriter" is any of the following: Lehman Brothers, Goldman Sachs & Co., Donaldson, Lufkin & Jenrette Securities Corporation, Bear, Stearns & Co. Inc., NationsBanc Montgomery Securities LLC, Hambrecht & Quist, BT Alex. Brown, Allen & Co., BancBoston Robertson Stephens, J.P. Morgan & Co., Merrill Lynch & Co., Morgan Stanley Dean Witter, CIBC Oppenheimer Corp., CitiGroup (Salomon Brothers), Credit Suisse First Boston or any other underwriter approved by 66 2/3% of the Preferred Holders.

iii. merge, consolidate, or sell all or substantially all of the assets of the Corporation provided, however, a transaction whereby the holders of all Preferred Shares receive at least their Liquidation Preference (as defined below) shall require approval by only a majority of the Preferred Holders;

iv. amend the Corporation's Articles or By-laws;

v. amend the budget for such quarter previously approved by the Board;

vi. enter into any business outside of the Core Business or otherwise expend any material amount of time, effort, or funds in connection therewith. "Core Business" means providing voice, data, or video services reasonably comparable to services provided in California or Nevada by the Corporation's primary competitors and excludes paging, cell phone resales, and company-owned pay phones;

vii. declare or pay dividends, or make any other distributions, on any shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Preferred Stock or Series B Preferred Stock;

viii. declare or pay dividends, or make any other distributions, on any shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Preferred Stock or Series B Preferred Stock, except dividends paid ratably on the Series A Preferred Stock, the Series B Preferred Stock and all such parity stock on which dividends are payable or in arrears in proportion to the total amounts to which the holders of all such shares are then entitled;

ix. redeem or purchase or otherwise acquire for consideration shares of any stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Preferred Stock or Series B Preferred Stock; provided, however, that the Corporation may at any time (a) redeem, purchase or otherwise acquire shares of any such junior stock in exchange for shares of any stock of the Corporation ranking junior (either as to dividends or upon dissolution, liquidation or winding up) to the Series A Preferred Stock and Series B Preferred Stock or (b) subject to approval by the Board, repurchase from employees of the Corporation shares of Common Stock pursuant to the terms of restricted stock, stock option or employment agreements upon termination of their employment with the Corporation; or

x. redeem or purchase or otherwise acquire for consideration any shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Preferred Stock or Series B Preferred Stock, except redemptions made ratably of the Series A Preferred Stock, the Series B Preferred Stock and all such parity stock in proportion to the total amounts to which the holders of all such shares are then entitled.

B. The Corporation shall not permit any subsidiary of the Corporation to purchase or otherwise acquire for consideration any shares of stock of the Corporation unless the Corporation could, under Section C.3.A., purchase or otherwise acquire such shares at such time and in such manner.

C. So long as Preferred Shares are outstanding, the Corporation may not take any of the following actions without first delivering 72 hours prior written notice to the Preferred Holders and obtaining Board approval:

i.. incur cumulative indebtedness over \$500,000;

ii. sell any asset or group of related assets outside the ordinary course of business in excess of \$250,000 in one or a series of transactions;

iii. enter into any transactions with an Affiliate (as defined below); provided, that the Corporation may enter into the Reciprocal Telecommunications Services Agreement,

dated on or about April 14, 1999, with Justice Technology Corporation, a California corporation; and provided, further, that the Corporation may enter into transactions with Affiliates so long as such transactions cumulatively since April 14, 1999 do not involve amounts in excess of \$50,000, excluding for such purposes any transactions entered into pursuant to the immediately preceding proviso. "Affiliate" means any entity or individual directly or indirectly controlling or controlled by the Corporation or under direct or indirect common control with the Corporation (other than wholly-owned subsidiaries of the Corporation); or

iv. adopt or materially change its annual business plan or budget.

4. Liquidation, Dissolution or Winding-Up

A. In the event of the liquidation, dissolution, winding-up, sale or other disposition of all or substantially all of the assets of the Corporation, whether voluntary or involuntary, a merger in which the Corporation is not the surviving corporation, or a merger in which the Corporation is the surviving corporation and after which the security holders of the Corporation prior to such merger fail to control more than 50% of the voting power of the Corporation after such merger ("Liquidation"), the holders of 66 2/3% of the Preferred Shares will have the option (exercisable in accordance with Section C.4.B.) to cause the Corporation to redeem the outstanding Preferred Shares, after payment of or provision for payment of the debts and other liabilities of the Corporation, for cash or any other assets of the Corporation in an amount (or having a fair market value) equal to \$100,000 per share (or such lesser Funded Portion) plus all accrued but unpaid Preferred Stock Dividends up to and including the date of Liquidation (the "Liquidation Preference"); provided, however, a transaction whereby the holders of all Preferred Shares receive at least their Liquidation Preference shall require approval by only a majority of the Preferred Holders and; provided, further however, that non-cash consideration shall be payable only with the prior written consent of the holders of 66 2/3% of the Preferred Shares. Subject to the preceding proviso, the fair market value of any assets of the Corporation and the proportion of cash and other assets distributed by the Corporation to the holders of Preferred Shares shall be reasonably determined in good faith by the Board. If there are insufficient funds to pay the Liquidation Preference, payment will be allocated pro rata among the Preferred Holders based on the amount such Preferred Holder has a right to receive.

B. The Corporation will deliver to the Preferred Holders prompt notice of any Liquidation. For the 30-day period after the Preferred Holders receive such notice, the holders of 66 2/3% of the Preferred Shares will have the option to cause the Corporation to redeem the outstanding Preferred Shares for the Liquidation Preference by delivering written notice to the Corporation of the Preferred Holders' election to cause the redemption of such shares.

5. Conversion Rights

A. Right to Convert. Each Preferred Share shall be convertible at the option of any holder thereof at any time and from time to time from and after the date of issuance of such

Preferred Share. Upon conversion, each Preferred Share shall be convertible into the number of the Corporation's fully paid and nonassessable shares of Common Stock determined by dividing \$100,000 (or such lesser Funded Portion) by the Conversion Price applicable to such share, determined as herein provided, in effect on the date that the certificate is surrendered for conversion. If less than all of the Preferred Shares held by a Preferred Holder are to be converted, the Preferred Holder shall specify at the time of surrender of his or her Preferred Shares for conversion, the exact number to be converted.

B. Conversion Price. The "Conversion Price" for each Preferred Share shall initially be \$3.50 (the "Initial Conversion Price") and shall be subject to adjustments as provided herein. The Corporation must provide each Preferred Holder with a detailed computation of each adjustment to the Conversion Price made pursuant to Sections C.5.C., C.5.D., and C.5.E., including any recomputations pursuant to the last sentence of Section C.5.D.

C. Adjustments to Conversion Price on Stock Dividend, Stock Split, etc. The number of shares of Common Stock into which each Preferred Share may be converted shall be subject to adjustment in the event the Corporation shall at any time (i) establish a record date for the purpose of declaring any dividend on the Common Stock payable in shares of Common Stock, (ii) effect a subdivision or combination or consolidation of the outstanding shares of Common Stock into a greater or lesser number of shares of Common Stock, or (iii) increase or decrease the number of shares of Common Stock by reclassification. In such event, the number of shares of Common Stock to be received upon conversion shall be adjusted so that each Preferred Holder shall thereafter be entitled to receive for such Preferred Share the number of shares of Common Stock which such Preferred Holder would have owned and/or been entitled to receive upon the occurrence of an event or record date described above had the Preferred Share been converted immediately prior to the happening of the event or record date. The Conversion Price will be adjusted by dividing the Liquidation Value by such adjusted number of shares of Common Stock. Any such adjustment shall become effective immediately after the record date of such dividend or the effective date of such reclassification, subdivision, combination, or consolidation.

D. IRR Adjustment to Initial Conversion Price. Upon the occurrence of an IRR Event, the Initial Conversion Price of a series of Preferred Shares will be decreased to the highest price that allows the relevant series of Preferred Holders to earn the Requisite Internal Rate of Return (as defined below); provided, that the Initial Conversion Price may not be decreased below \$2.50. The Internal Rate of Return on each applicable series of Preferred Shares will be determined upon any event described in clause (i), (ii) or (iii) below. An "IRR Event" will occur: (i) with respect to all of the outstanding Preferred Shares, upon an initial public offering of Common Stock, a merger, or a sale of all or substantially all of the Corporation's assets, (ii) with respect to the Series A Preferred Stock, upon a sale of Rader Reinfrank Holdings No. 3 and its designees' ("RRCO") entire equity stake in the Corporation, or (iii) with respect to the Series B Preferred Stock, upon a sale of GE Capital Equity Investments, Inc. or its designees' ("GE Equity") entire equity stake in the Corporation (each, a "Trigger Event"), but only if the holders

of the applicable series of outstanding Preferred Shares fail to earn the Requisite Internal Rate of Return (as determined in accordance with Section C.5.D.v.) and only with respect to such series of outstanding Preferred Stock which shall fail to earn the Requisite Internal Rate of Return. If the Initial Conversion Price of a series is adjusted pursuant to this Section C.5.D., each adjustment to the Conversion Price of a series pursuant to Sections C.5.C. and C.5.E. will be recomputed using the Initial Conversion Price of such series as so adjusted, but in no event will the Conversion Price of such series be increased. For purposes hereof, a sale by RRCO or GE Equity will not be a Trigger Event unless such sale is made to an unaffiliated third party.

i. A Trigger Event will be deemed to occur on the date that (a) in the case of an initial public offering, the Corporation first files a registration statement for such offering, (b) in the case of a merger or sale by the Corporation, the Corporation executes a merger agreement or purchase agreement, as applicable, or (c) in the case of a sale by RRCO, as applied to the Series A Preferred Stock, or a sale by GE Equity, as applied to the Series B Preferred Stock, RRCO or GE Equity, as the case may be, executes a merger agreement or purchase agreement, as applicable. If a Trigger Event that gives rise to an adjustment is not consummated by the Corporation, RRCO, or GE Equity, as the case may be, any adjustments to the Initial Conversion Price on account of such a Trigger Event will be nullified, and the Initial Conversion Price will remain subject to adjustment upon a subsequent IRR Event.

ii. Any adjustments pursuant to this Section C.5.D. will be determined on the date that the Internal Rate of Return on each applicable Preferred Share is determined in accordance with Section C.5.D.iv. and shall be confirmed within three business days by delivery to the applicable Preferred Holders of a certificate from the Corporation's principal financial officer setting forth the average Internal Rate of Return for the applicable series of Preferred Shares, including supporting calculations. Upon the request of the holders of a majority of the applicable series of Preferred Shares, such financial information will be subject to review by the Corporation's independent auditors.

iii. The "Internal Rate of Return" on a Preferred Share means the lowest annual rate, which, when used to discount each cash flow on the Preferred Share to the closing date with respect to such Preferred Share (including draws, paid Preferred Stock Dividends and Liquidation Proceeds, but excluding any structuring fees or management fees that may be payable to certain Preferred Holders) makes the sum of such discounted cash flows equal to \$0. For the purposes of this definition, "Liquidation Proceeds" means (a) in the event of an initial public offering, the value of the shares issued upon conversion of the Preferred Shares priced at the Low Price, (b) in the event of a merger or sale of all or substantially all of the Corporation's assets, the fair market value of the per share consideration to be received as of the date of the merger or sale, (c) (i) as calculated with respect to the Series A Preferred Stock, in the event of a sale of RRCO's entire equity stake, the greater of (w) 80% of the fair market value of the shares sold by RRCO and (x) the consideration received by RRCO, or (ii) as calculated with respect to the Series B Preferred Stock, in the event of a sale of GE Equity's entire equity stake, the greater of (w) 80% of the fair market value of the shares sold by GE Equity and (x) the consideration

received by GE Equity. The fair market value of publicly traded shares received as consideration for a merger, sale of the Corporation's assets, sale of RRCO's equity stake, or sale of GE Equity's equity stake will be determined based on the average closing price of the shares to be received over the 20 trading days preceding the date that the merger price or sale price of the assets is determined by the Board or the effective date of the sale of shares, as the case may be. The fair market value of all other forms of consideration will be determined in good faith by the Board. The Internal Rate of Return on each Preferred Share will be computed as if the Liquidation Proceeds are received on (y) in the case of an initial public offering, the date 90 days after the Corporation first files a registration statement for such offering with the SEC, or (z) in the case of a merger or sale, the date 60 days after the date that the Corporation, RRCO or GE Equity, as the case may be, executes a merger agreement or purchase agreement, as applicable.

iv. The date for determining the Internal Rate of Return will be (a) for an initial public offering, the date that the Low Price is established, (b) for a merger, the date that the merger price is determined by the Board, (c) for a sale of RRCO's equity stake, the date that the sale price is determined, (d) for a sale of GE Equity's equity stake, the date that the sale price is determined, and (e) for a sale of all or substantially all of the Corporation's assets, the date that the purchase price is determined by the Board.

v. The Requisite Internal Rate of Return applicable to a Trigger Event will be the percentage set forth below opposite the applicable 12-month period. To determine whether a series of Preferred Holders have earned the Requisite Internal Rate of Return, an average of the Internal Rate of Return for each outstanding series of Preferred Shares will be computed and used for such purpose.

The Trigger Event occurs within the
corresponding 12 month period, with the
first period commencing on July 2, 1999
and concluding on July 1, 2000:

Requisite Internal Rate of Return on each
series of Preferred Shares:

First	150%
Second	100%
Third	75%
Fourth	50%
Fifth	45%
Sixth	40%

E. Adjustments to Conversion Price for Certain Diluting Issuances.

i. Definitions.

a. "Additional Shares of Common Stock" shall mean all shares of Common Stock or common stock equivalents issued (or, pursuant to Section C.5.E.iii., deemed to be issued) by the Corporation after the Original Issue Date, other than shares of Common Stock issued or issuable:

(1) upon conversion of shares of Preferred Stock;

(2) as a dividend or distribution on Preferred Stock;

(3) upon exercise or conversion of Options or Convertible Securities outstanding on the Original Issue Date or up to 1,000,000 shares issuable pursuant to Options or Convertible Securities granted pursuant to employee benefit plans approved by the Board after the date hereof; or

(4) for which adjustment of the Conversion Price is made pursuant to Section C.5.C or C.5.D.

b. "Convertible Securities" shall mean any evidences of indebtedness, shares (other than Common Stock and Preferred Stock) or other securities convertible into or exchangeable for Common Stock.

c. "Options" shall mean rights, options, or warrants to subscribe for, purchase or otherwise acquire Common Stock, Preferred Stock, or Convertible Securities or the right to acquire options or warrants for any of the foregoing.

d. "Original Issue Date" shall mean the date on which the Corporation first issued a share of Series B Preferred Stock.

ii. Adjustment only if Consideration is Less than Conversion Price. Any provision herein to the contrary notwithstanding, no adjustment in the Conversion Price shall be made in respect of the issuance of Additional Shares of Common Stock unless the consideration per share (determined pursuant to Section C.5.E.v. hereof) for an Additional Share of Common Stock issued or deemed to be issued by the Corporation is less than the Conversion Price in effect on the date of, and immediately prior to, such issuance.

iii. Deemed Issuance of Additional Shares of Common Stock. If the Corporation at any time or from time to time after the Original Issue Date issues any Options or Convertible Securities or fixes a record date for the determination of holders of any class of securities then entitled to receive any such Options or Convertible Securities, then the maximum

number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein designed to protect against dilution) of Common Stock issuable upon the exercise of such Options or, in the case of Convertible Securities and Options for Convertible Securities, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Shares of Common Stock issued as of the time of such issuance or, in case such a record date shall have been fixed, as of the close of business on such record date, provided that in any such case in which Additional Shares of Common Stock are deemed to be issued:

a. no further adjustments in the Conversion Price shall be made upon the subsequent issuance of such Convertible Securities or shares of Common Stock upon the exercise of such Options or conversion or exchange of such Convertible Securities;

b. if such Options or Convertible Securities by their terms provide, with the passage of time or otherwise, for any increase or decrease in the consideration payable to the Corporation, or decrease or increase in the number of shares of Common Stock issuable, upon the exercise, conversion or exchange thereof, the Conversion Price computed upon the original issuance thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon any such increase or decrease becoming effective, be recomputed to reflect such increase or decrease insofar as it affects such Option or the rights of conversion or exchange under such Convertible Securities (provided, however, that no such adjustment of the Conversion Price shall affect Common Stock previously issued upon conversion of the Preferred Stock);

c. upon the expiration of any such Options or any rights of conversion or exchange under such Convertible Securities that have not been exercised, the Conversion Price computed upon the original issuance thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon such expiration, be recomputed as if:

(1) in the case of Convertible Securities or Options for Common Stock, the only Additional Shares of Common Stock issued were the shares of Common Stock, if any, actually issued upon the exercise of such Options or the conversion or exchange of such Convertible Securities and the consideration received therefor was the consideration that the Corporation actually received for the issuance of all such Options, whether or not exercised, plus the consideration that the Corporation actually received upon such exercise, or for the issuance of all such Convertible Securities which were actually converted or exchanged; and

(2) in the case of Options for Convertible Securities, only the Convertible Securities actually issued upon the exercise thereof were issued at the time of issuance of such Options, and the consideration that the Corporation received for the Additional Shares of Common Stock deemed to have been then issued was the consideration that the Corporation actually received for the issuance of all such Options, whether or not exercised, plus

the consideration that the Corporation is deemed to have received (as determined under Section C.5.E.v.) upon the issuance of the Convertible Securities or with respect to which such Options were actually received; and

(3) in the case of any Options which expire by their terms not more than 30 days after the date of issuance thereof, no adjustment of the Conversion Price shall be made until the expiration or exercise of all such Options.

iv. Adjustments to Conversion Price: If the Corporation, at any time after the Original Issue Date, issues Additional Shares of Common Stock (including Additional Shares of Common Stock deemed to be issued pursuant to Section C.5.E.iii.) without consideration or for a consideration per share less than the Conversion Price in effect on the date of and immediately prior to such issue, then and in such event, the Conversion Price will be reduced, concurrently with such issue, to the price per share of the Additional Shares of Common Stock.

v. Determination of Consideration. For the purposes of Section C.5.E., the consideration that the Corporation receives for the issuance of any Additional Shares of Common Stock shall be computed as follows:

a. Cash and Property. Except as modified by Section C.5.E.v.b. with respect to Options and Convertible Securities, such consideration will:

(1) insofar as it consists of cash, be computed at the aggregate amount of cash that the Corporation received, excluding amounts paid or payable for accrued interest or accrued dividends;

(2) insofar as it consists of publicly traded securities, be computed based upon the average closing price of such securities for the twenty consecutive trading days preceding the day on which the Corporation receives such consideration;

(3) insofar as it consists of property other than cash or publicly traded securities, be computed at the fair market value thereof at the time of such issuance, as determined in good faith by the Board; and

(4) in the event that Additional Shares of Common Stock are issued together with other shares or securities or other assets of the Corporation for consideration that covers both, be the proportion of such consideration so received, computed as provided in the preceding clauses, as determined in good faith by the Board.

b. Options and Convertible Securities. The consideration per share ("CPS") that the Corporation receives for Additional Shares of Common Stock deemed to have been issued pursuant to Section C.5.E.iii., relating to Options and Convertible Securities shall be determined by the following equation:

$$\text{CPS} = \frac{\text{TCR} + \text{MAC}}{\text{MNS}}$$

where:

"TCR" = the total amount, if any, that the Corporation receives or received as consideration for the issuance of such Options or Convertible Securities;

"MAC" = the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein designed to protect against dilution) payable to the Corporation upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities; and

"MNS" = the maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein designed to protect against the dilution) issuable upon the exercise of such Options or conversion or exchange of such Convertible Securities.

F. Conversion Method. Before a Preferred Holder is entitled to convert the same into shares of Common Stock, such Preferred Holder shall surrender the certificate or certificates therefor, duly endorsed in blank, at the office of the transfer agent for the Corporation's Common Stock and shall give written notice by mail, postage prepaid, to the Corporation at its executive corporate office, of the election to convert the same. The certificate or certificates for shares of Common Stock shall be issued only in the name of the person surrendering the certificate or certificates of Preferred Stock. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such Preferred Holder, or to the nominee or nominees of such Preferred Holder, (i) a certificate or certificates for the number of shares of Common Stock to which such Preferred Holder shall be entitled as aforesaid and (ii) a new certificate for any remaining Preferred Shares evidenced by a surrendered certificate but not converted. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Preferred Stock to be converted, and such Preferred Holder shall be treated for all purposes as the record holder of such shares of Common Stock as of such date. If there are Preferred Stock Dividends accrued but not paid up to the date of conversion, the Corporation shall pay such Preferred Holder such Preferred Stock Dividends in cash, subject to the Corporation's right under Section C.I.C., on the date of the conversion; subject to any restrictions applicable under state law in the state of the Corporation's incorporation and to the provisions of any contract or agreement, including, but not limited to any loan agreement, to which the Corporation is a party; provided, however, that if the Corporation shall be unable to pay any such Preferred Stock Dividends as a result of such restrictions, the Preferred Holder, upon written notice to the Corporation given within thirty (30) days following the date of conversion, shall be entitled to convert all, but not less than all, of such accrued but unpaid

Preferred Stock Dividends into such whole number of additional shares of Common Stock determined by dividing (x) the amount of such accrued but unpaid Preferred Stock Dividends by (y) the Conversion Price then in effect.

G. Fractional Shares of Common Stock. No fractional shares of Common Stock or scrip shall be issued upon conversion of Preferred Stock. Instead of any fractional shares of Common Stock which otherwise would be issuable upon conversion of any Preferred Stock, the Corporation shall pay a cash adjustment in respect of such fractional interest based upon the fair market value (if Common Stock is publicly traded on a national exchange, based on the closing price for a share of Common Stock on such exchange on the date of conversion and if not publicly traded, as determined in good faith by the Board) of a share of Common Stock.

H. Taxes. All shares of Common Stock issued upon conversion of Preferred Stock will be validly issued, fully paid and nonassessable. The Corporation shall pay any and all documentary stamp or similar issuance or transfer taxes that may be payable in respect of any issuance or delivery of shares of Common Stock on conversion of Preferred Stock pursuant hereto.

I. Surrendered Preferred Stock. All certificates representing Preferred Stock surrendered for conversion or redemption shall be appropriately canceled on the books of the Corporation and the Preferred Stock so converted or redeemed represented by such certificates shall be restored to the status of authorized but unissued Preferred Stock.

J. Available Common Stock. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of Preferred Stock, such number of shares of Common Stock as shall from time to time be sufficient to effect a conversion of all outstanding Preferred Stock under Section C.5.A., and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding Preferred Stock, the Corporation shall promptly take such corporate action as may, in the opinion of its counsel and subject to any necessary approval of its stockholders, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

6. Mandatory Redemption

On April 12, 2005 (the "Redemption Date"), out of funds of the Corporation legally available therefor, the Corporation must redeem each Preferred Share for a cash amount equal to the Liquidation Preference of such share.

A. Notice of Redemption. Notice of redemption of Preferred Shares shall be mailed by first class mail, postage prepaid, addressed to the Preferred Holders at each Preferred Holder's address as it appears on the books of the Corporation and shall set forth the place at which such

Preferred Holder may obtain payment and surrender such Preferred Holder's certificates representing the Preferred Shares redeemed. Such mailing must be given at least 30 days prior to the Redemption Date. Any notice which is mailed in the manner herein provided for shall be conclusively presumed to have been duly given, whether or not the Preferred Holders receive such notice.

B. Rights upon Redemption. If notice of redemption is duly given, and if, on or before the Redemption Date, all funds necessary for such redemption are set aside by the Corporation, separate and apart from its other funds, in trust for the benefit of the Preferred Holders, so as to be and continue to be available therefor, then, notwithstanding that any certificate for shares so called for redemption are not surrendered for cancellation, all shares so called for redemption will no longer be deemed outstanding on and after such Redemption Date, and all rights with respect to such shares shall forthwith on such Redemption Date cease and terminate, except only the right of the Preferred Holders to receive the amount payable on redemption thereof, without interest. If there are insufficient legally available funds to redeem all the Preferred Shares, payment will be allocated pro rata among the Preferred Holders based on the amount such Preferred Holder has a right to receive. Any funds so set aside by the Corporation and unclaimed by the second anniversary of the Redemption Date shall revert to the general funds of the Corporation.

C. No Reissuance of Preferred Stock. No share or shares of Preferred Stock acquired by the Company by reason of redemption, purchase, conversion or otherwise shall be reissued, and such shares shall be canceled, retired and eliminated from the shares which the Company shall be authorized to issue.

7. Consolidation, Merger, etc.

If the Corporation enters into any consolidation, merger, combination or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, if the Preferred Shares are not redeemed pursuant to Section C.6, then in any such case the Preferred Stock will be convertible into the same kind and amounts of stock, securities, cash and/or any other property (payable in kind), as the case may be, which were issuable or distributable upon such event to holders of the number of shares of Common Stock into which the Preferred Stock might have been converted immediately prior to such event. Other than as set forth in the preceding sentence, the Preferred Stock will continue to be outstanding on the same terms and conditions as set forth herein, except that if the Corporation does not exist after such event, the successor corporation will issue to the Preferred Holders securities with the same rights, preferences and privileges as the Preferred Stock with the same amount of accrued and unpaid dividends owing to each Preferred Holder on such securities as is owed to such Preferred Holder on such Preferred Holder's Preferred Shares.

8. Preemptive Rights

The Preferred Holders have the right to purchase from the Corporation their pro rata share (based on their beneficial ownership of Common Stock) of any new issues of equity or equity-linked securities or Convertible Securities on the same terms and conditions as are available to other investors. The Corporation must give notice of any such new issues, including the material terms thereof, to the Preferred Holders, and each Preferred Holder will have 20 days from the date such notice is delivered to such Preferred Holder to elect to exercise such Preferred Holder's rights under this provision. This provision does not apply to issues of equity or equity-linked securities or Convertible Securities pursuant to employee incentive plans previously approved by the Board.

9. Rank

The Series A Preferred Stock and the Series B Preferred Stock shall rank pari passu in all respects including, without limitation, as to dividends or upon liquidation, dissolution or winding up. The Preferred Stock shall rank (i) senior to all Common Stock of the Corporation and (ii) senior to any other equity securities of the Corporation that by their terms are not made senior to or on a parity with the Preferred Stock. The Corporation shall not issue equity securities that by their terms are made senior, either as to dividends or upon Liquidation, to the Series A Preferred Stock or the Series B Preferred Stock without the prior written consent of the holders of 66 2/3% of the Preferred Shares.

ARTICLE IV.

The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

ARTICLE V.

The Corporation is authorized to indemnify the directors, officers, employees and agents of the Corporation to the fullest extent permissible under California law.

1 The foregoing Amendment and Restatement of the Articles of Incorporation has been duly approved by the Board of Directors.

2 The foregoing Amendment and Restatement of the Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Sections 902 and 903 of the California Corporations Code. The total number of outstanding shares of the Common Stock of the Corporation is 10,722,622. The total number of outstanding shares of Series A Convertible Preferred Stock of the Corporation is 150. The percentage vote required was more than 50% of the outstanding shares of Common Stock and more than 50% of the outstanding shares of the Series A Convertible Preferred Stock, each voting as a separate class. The number of shares voting in favor of the amendment equaled or exceeded the vote required.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

Date: November 9, 1999


David P. Glickman, Chief Executive Officer

Date: November 9, 1999


Kirstin Gooldy, Assistant Secretary



1974331

FILED 8
in the office of the Secretary of State
of the State of California

JUL 17 1996

Bill Jones
Bill Jones, Secretary of State

ARTICLES OF INCORPORATION

OF

Justice Long Distance Corp.

I

The name of this corporation is Justice Long Distance Corp.

II

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The name and address in the State of California of this corporation's initial agent for service of process is:

Lillian Su
202-B Illinois St.
El Segundo, CA 92045

IV

This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is 100,000,000.

V

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

VI

The corporation is authorized to indemnify the directors and officers of the corporation to the fullest extent permissible under California law.

Dated: 7/17


Jenna Wechsler, Incorporator

Exhibit II
List of Exchanges
See Attached

P.S.C. Mo.-No. 24

No supplement to this
tariff will be issued
except for the purpose
of canceling this tariff.

Local Exchange Tariff
56th Revised Sheet 6
Replacing 55th Revised Sheet 6

LOCAL EXCHANGE TARIFF

1.3 EXCHANGES BY RATE GROUP

1.3.1 Rate Group A(4)

Adrian (1)(2)(5)
Advance (1)(2)(5)
Agency (1) (5)
Altenburg-Prohna (1)(2)(5)
Antonia (1)(3)(5)
Archie (1)(2)(5)
Argyle (2)(5)
Armstrong (1)(2)(5)
Ash Grove (2)(5)
Beaufort (2)(5)
Bell City (1)(2)(5)
Benton (1)(3)(5)
Billings (1)(2)(5)
Bismarck (1)(3)(5)
Bloomfield (1)(3)(5)
Bloomsdale (1)(2)(5)
Bonne Terre (1)(3)(5)
Boonville (1)(2)(5)
Bowling Green (2)(5)
Brookfield (2)(5)
Campbell (2)(5)
Cardwell (1)(2)(5)
Carl Junction (1)(3)(5)

(MT)

Carrollton (2)(3)(5)
Caruthersville (1)(3)(5)
Center (2)(5)
Chaffee (1)(3)(5)
Charleston (1)(3)(5)
Clarksville (1)(2)(5)
Clever (1)(3)(5)
Climax Springs (2)(5)
Deering (1)(3)(5)
DeKalb (1)(5)
Delta (1)(2)(5)
Downing (2)(5)
East Prairie (1)(5)
Edina (2)(5)
Elaberry (1)(2)(5)
Essex (1)(3)(5)
Eureka (1)(5)
Farley (2)(5)
Fayette (1)(2)(5)
Fisk (1)(3)(5)
Frankford (2)(5)
Freeburg (2)(5)
Gideon (1)(2)(5)
Glasgow (1)(2)(5)

Grain Valley (1)(3)(5)
Gray Summit (1)(3)(5)
Greenwood (1)(3)(5)
Hayti (1)(3)(5)
Herculaneum-Pevely (1)(3)(5)
Higbee (1)(3)(5)
Hillsboro (1)(3)(5)
Holcomb (1)(3)(5)
Hornersville (1)(2)(5)
Jasper (2)(5)
Knob Noster (2)(5)
Lamar (2)(5)
LaMonte (2)(5)
Lancaster (2)(5)
Leadwood (1)(3)(5)
Lilbourne (1)(2)(5)
Linn (2)(5)
Lockwood (2)(5)
Louisiana (1)(2)(5)
Macks Creek (2)(5)
Malden (1)(2)(5)
Marble Hill (2)(5)
Marceline (2)(5)
Marionville (2)(5)
Marston (1)(2)(5)
Meta (2)(5)

- (1) Extended Area Service - See Paragraph 1.4.
(2) Message Rate Business Service not offered.
(3) Message Rate Business Service obsolete - limited to existing customers.
(4) See Paragraph 1.1.3, preceding.
(5) One-party service only available.

Issued: SEP 03 1997

Effective: OCT 03 1997

By KAREN JENNINGS, President-Missouri
Southwestern Bell Telephone Company
St. Louis, Missouri

Attachment A
Page 1 of 16 pages

P.S.C. Mo.-No. 24

No supplement to this
tariff will be issued
except for the purpose
of canceling this tariff.

LOCAL EXCHANGE TARIFF
39th Revised Sheet 6.01
Replacing 38th Revised Sheet 6.01

LOCAL EXCHANGE TARIFF

RECEIVED

1.3 EXCHANGES BY RATE GROUP-(Continued)

JAN 10 1995

1.3.1 Rate Group A-(Continued) (4)

MISSOURI
Public Service Commission
Trenton (1) (3) (5)
Tuscumbia (1)
(3) (5)
Versailles (1)
(3) (5)
Vienna (2) (5)
Walnut Grove
(2) (5)
Wardell (1) (2) (5)
Ware (1) (3) (5)
Wellsville (2) (5)
Westphalia (2) (5)
Wyatt (1) (2) (5)

(MT) Montgomery City (1) (2) (5)
Morehouse (1) (3) (5)
New Franklin (1) (3) (5)
New Madrid (1) (2) (5)
Oak Ridge (1) (3) (5)
Old Appleton (1) (3) (5)
Oran (1) (2) (5)
(MT) Patton (2) (5)
Paynesville (1) (2) (5)
Pierce City (1) (2) (5)
Pocahontas-New Wells (1) (3) (5)
(MT) Portage Des Sioux (2) (5)
Portageville (1) (2) (5)
Puxico (2) (5)
Quilin (1) (3) (5)
Richmond (2) (5)
Richwoods (2) (5)
Risco (1) (2) (5)

Rushville (2) (5)
Ste. Genevieve (1) (2) (5)
St. Marys (1) (3) (5)
San Antonio (1) (5)
Scott City (1) (3) (5)
Senath (1) (3) (5)
Slater (2) (5)
Smithville (1) (3) (5)
Stanberry (2) (5)

- (1) Extended Area Service - See Paragraph 1.4.
- (2) Message Rate Business Service not offered.
- (3) Message Rate Business Service obsolete - limited to existing customers.
- (4) See Paragraph 1.1.3, preceding.
- (5) One-party service only available.

FILED

FEB 20 1996

Issued: JAN 20 1996

Effective:

FEB 20 1996

MO. PUBLIC SERVICE COMM

P.S.C. Mo.-No. 24

No supplement to this
tariff will be issued
except for the purpose
of canceling this tariff.

Local Exchange Tariff
66th Revised Sheet 7
Replacing 65th Revised Sheet 7

LOCAL EXCHANGE TARIFF

1.3 EXCHANGES BY RATE GROUP-(Continued)

1.3.2 Rate Group B(4)

Camdenton (1)(2)(5)	Lake Ozark-Osage Beach (1)(2)(5)
Cape Girardeau (1)(2)(5)	Manchester (1)(5)
Carbage (2)(5)	Marshall (2)(5)
Cedar Hill (1)(2)(5)	Maxville (1)(5)
Chesterfield (1)(5)	Mexico (2)(5)
Chillicothe (2)(5)	Monett(1)(3)(5)
DeSoto (1)(2)(5)	Moberly (1)(2)(5)
Dexter (1)(2)(5)	Neosho (2)(5)
Eldon (1)(3)(5)	Nevada (1)(2)(5)
Excelsior Springs (5)	Pacific(1)(2)(5)
Farmington (1)(2)(5)	Perryville (1)(2)(5)
Fenton (1)(5)	Pond(1)(5)
Festus-Crystal City (1)(2)(5)	Poplar Bluff (1)(2)
Flat River (1)(2)(5)	St. Charles (1)(2)(5)
(MT) Fredericktown (2)(5)	St. Clair (3)(5)
Fulton (2)(5)	St. Joseph (1)(5)
Gravois Mills (1)(2)(5)	Sedalia (2)(5)
Hannibal (2)(5)	Sikeston (1)(2)(5)
Harvester (1)(5)	Union (1)(2)(5)
High Ridge (1)(5)	Valley Park (1)(5)
Imperial (1)(2)(5)	Washington (3)(5)
Jackson (1)(2)(5)	Webb City (1)(2)(5)
Joplin (1)(2)(5)	
Kennett (1)(2)(5)	
Kirksville (2)(5)	

- (1) Extended Area Service - See Paragraph 1.4.
(2) Message Rate Business Service obsolete-limited to existing customers.
(3) Message Rate Business Service not offered.
(4) See Paragraph 1.1.3, preceding.
(5) One-party service only available.

Issued: SEP 03 1997

Effective: OCT 03 1997

By KAREN JENNINGS, President-Missouri
Southwestern Bell Telephone Company
St. Louis, Missouri

Attachment A

P.S.C. Mo.-No. 24

No supplement to this
tariff will be issued
except for the purpose
of canceling this tariff.

LOCAL EXCHANGE TARIFF
32nd Revised Sheet 8
Replacing 31st Revised Sheet 8

LOCAL EXCHANGE TARIFF

(AT) 1.3 EXCHANGES BY RATE GROUP- (Continued)

(FC) 1.3.3 Rate Group C(2)

Springfield Metropolitan Exchange

Principal Zone

-Principal Zone Base Rate Area(3)

Metropolitan Calling Area-1 (MCA-1) Zones

Fair Grove(3)
Nixa(1)(3)
Republic(1)(3)
Rogersville(3)
Strafford(3)
Willard(3)

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DEC 12 1994

MO. PUBLIC SERVICE COMM.

- (1) Extended Area Service - See Paragraph 1.4.
(2) See Paragraph 1.1.3, preceding.
(3) One-party service only available.

FILED

JAN 11 1995

MISSOURI

Issued: JAN 12 1994

Effective: JAN 12 1995
Public Service Commission

By HORACE WILKINS, JR., President-Missouri

P.S.C. No.-No. 24

No supplement to this
tariff will be issued
except for the purpose
of canceling this tariff.

LOCAL EXCHANGE TARIFF
42nd Revised Sheet 9
Replacing 41st Revised Sheet 9

LOCAL EXCHANGE TARIFF

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FEB 29 1996

1.3 EXCHANGES BY RATE GROUP-(Continued)

1.3.4 Rate Group D(1)

Kansas City Metropolitan Exchange

Principal Zone(2)

Metropolitan
Calling Area-1 Zones
Gladstone(2)
Independence(2)
Parkville(2)
Raytown(2)
South Kansas City(2)

Metropolitan
Calling Area-2 Zones
Belton(2)
Blue Springs(2)
East Independence(2)
Lee's Summit(2)
Liberty(2)
Nashua(2)

(CP) Tiffany Springs(2)

St. Louis Metropolitan Exchange

Principal Zone (2)

Metropolitan
Calling Area-1 Zones
Ferguson(2)
Ladue(2)
Mehlville(2)
Overland(2)
Riverview(2)
Sappington(2)
Webster Groves(2)

Metropolitan
Calling Area-2 Zones
Bridgeton(2)
Crave Coeur(2)
Florissant(2)
Kirkwood(2)
(CP) Oakville(2)
Spanish Lake(2)

MISSOURI
Public Service Commission**FILED**

MAR 30 1996

(1) See Paragraph 1.1.3, preceding.
(2) One-party service only available.

MO. PUBLIC SERVICE COMM

Issued: FEB 29 1996

Effective: MAR 30 1996

By HORACE WILKINS, JR., President-Missouri
Southwestern Bell Telephone
St. Louis, Missouri

Attachment A
Page 5 of 16 pages

GTE MIDWEST INCORPORATED

PSC NO. NO. 1

Section 4

1st Revised Sheet 6

Cancels Original Sheet 6

GENERAL AND LOCAL EXCHANGE TARIFF

LOCAL EXCHANGE SERVICE

RECEIVED

G. Local Exchange Listings

1. Exchange Listings (Includes EAS Points, EAS Rate Component, Rate Schedule and Rate Group)

MISSOURI
Public Service Commission

<u>Exchange Name</u>	<u>EAS Points</u>	<u>EAS Rate Component</u>		<u>Rate Sch./Group</u>
		<u>Bus.</u>	<u>Res.</u>	
Alton	Thomasville	\$ 1.80	\$ 1.80	A-2
Amazonia	Savannah	4.50	2.45	A-1
Annapolis	-	-	-	A-1
Arcola	Greenfield	3.20	3.20	A-1
Ashland	Columbia	2.85	1.55	A-2
Augusta	-	-	-	Metro
Aurora	-	-	-	A-3
Ava	-	-	-	A-3
Avenue City	Cosby, Helena, Savannah	4.90	2.65	A-1
Avilla	-	-	-	A-1
Belgrade	-	-	-	A-1
Belle	-	-	-	A-2
Belleview	-	-	-	A-1
Birch Tree	-	-	-	A-1
Bland	-	-	-	A-1
Blue Eye	-	-	-	A-2
Bolckow	Rosendale, Savannah, Whitesville	6.95	3.75	A-1
Boss	-	-	-	A-1
Bourbon	-	-	-	A-2
Bradleyville	Forsyth	.75	.75	A-1
Branson	Branson West	1.65	1.65	A-4
Branson West	Branson	2.65	2.65	A-2

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95-163

MO. PUBLIC SERVICE COM.

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APR 1 1996

Gerald D. Harris
State Director-External Affairs
Wentzville, MissouriAttachment A
Page 6 of 16 pages

GTE MIDWEST INCORPORATED

PSC NO. NO. 1

Section 4

1st Revised Sheet 11

Cancels Original Sheet 11

GENERAL AND LOCAL EXCHANGE TARIFF

RECEIVEDLOCAL EXCHANGE SERVICE

JUL 1 1996

G. Local Exchange Listings (Cont'd)

1. Exchange Listings (Includes EAS Points, EAS Rate Component, and Rate Schedule and Rate Group) (Cont'd)

MISSOURI

Public Service Commission

<u>Exchange Name</u>	<u>EAS Points</u>	<u>EAS Rate Component</u>		<u>Rate Sch./Group</u>
		<u>Bus.</u>	<u>Res.</u>	
LaBelle	-	-	-	A-1
Ladonia	-	-	-	A-1
LaGrange	-	-	-	A-1
La Plata	Elmer	\$1.80	\$1.80	A-2
Lawson	-	-	-	A-2
Leasburg	-	-	-	A-1
Lesterville	-	-	-	A-1
Lewistown	-	-	-	A-1
Licking	-	-	-	A-2
Louisburg	-	-	-	A-1
Lowry City	-	-	-	A-1
Macon	-	-	-	A-3
Manes	Grovespring,	-	-	A-1
	Hartville	3.65	3.65	A-2
Mano	Cassville	3.65	3.65	A-2
Mansfield	-	-	-	A-2
Marshfield	Elkland	.90	.90	A-3
Marthasville	-	-	-	A-1
Maysville	-	-	-	A-2
Milo	Nevada, Sheldon	3.65	3.65	A-1
Monroe City	-	-	-	A-2
Montauk Park	-	-	-	A-1
Monticello	-	-	-	A-1
Morrison	-	-	-	A-1
Moscow Mills	Troy	3.65	3.65	A-1
Mount Sterling	-	-	-	A-1
Mt. Vernon	-	-	-	A-3
Mtn. Grove	-	-	-	A-3
Mtn. View	-	-	-	A-3

(D)
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AUG 1 1996

95-142

MO. PUBLIC SERVICE COMM.

Issued: July 1, 1996

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Gerald D. Harris
State Director-External Affairs
Wentzville, Missouri

GTE MIDWEST INCORPORATED

PSC NO. NO. 1
Section 4
Original Sheet 10

GENERAL AND LOCAL EXCHANGE TARIFF

RECEIVED~~AUG 31 1994~~LOCAL EXCHANGE SERVICEMISSOURI
Public Service Commission

G. Local Exchange Listings (Cont'd)

1. Exchange Listings (Includes EAS Points, EAS Rate Component, Rate Schedule and Rate Group) (Cont'd)

<u>Exchange Name</u>	<u>EAS Points</u>	<u>EAS Rate Component</u>		<u>Rate Sch./Group</u>
		<u>Bus.</u>	<u>Res.</u>	
Hermann	-	-	-	A-2
Hermitage	-	-	-	A-1
High Hill	-	-	-	A-1
Highlandville	Ozark	\$2.65	\$2.65	A-2
Holstein	-	-	-	A-1
Houston	Raymondville, Roby	2.80	2.80	A-2
Humansville	-	-	-	A-2
Hunnewell	-	-	-	A-1
Hurley	-	-	-	A-1
Irondale	-	-	-	A-1
Ironton	-	-	-	A-3
Jamestown	-	-	-	A-1
Jenkins	Cassville	3.65	3.65	A-1
Jerico Springs	-	-	-	A-1
Jonesburg	-	-	-	A-1
Kahoka	Luray, Revere,			
	Wayland	.95	.50	A-2
Keytesville	Dalton	2.35	2.35	A-1
Kidder	Cameron, Hamilton	6.10	3.30	A-1
Kimberling City	-	-	-	A-2
Kingston	Hamilton	1.40	.75	A-1
Koshkonong	Thayer	3.15	3.15	A-1

Attachment A
Page 8 of 16 pages

Issued: July 1, 1994

Effective: September 15, 1994

Gerald D. Harris
Regional Director-External Affairs
Wentzville, Missouri**FILED**93-15-004
93-1

GTE MIDWEST INCORPORATED

PSC MO. NO. 1

Section 4

1st Revised Sheet 9

Cancels Original Sheet 9

GENERAL AND LOCAL EXCHANGE TARIFF

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LOCAL EXCHANGE SERVICE

FEB 21 1996

G. Local Exchange Listings (Cont'd)

MISSOURI

Public Service Commission

1. Exchange Listings (Includes EAS Points, EAS Rate Component, Rate Schedule and Rate Group) (Cont'd)

Exchange Name	EAS Points	EAS Rate Component		Rate Sch./Group
		Bus.	Res.	
Fillmore	Rosendale, Savannah	\$5.60	\$3.05	A-1
Foley	Old Monroe, Winfield	3.45	3.45	A-1
Fordland	-	-	-	A-2
Foristell	Wright City	1.00	1.00	Metro
Forsyth	Bradleyville, Cedar Creek, Protem	1.75	1.75	A-3
Fremont	-	-	-	A-1
Gainesville	Caulfield, Dora, Theodosia, Wasola	3.65	3.65	A-2
Galena	-	-	-	A-2
Golden City	-	-	-	A-1
Gorin	-	-	-	A-1
Gower	Easton, Plattsburg	2.00	1.10	A-1
Greenfield	Arcola	1.80	1.80	A-2
Grovespring	Hartville, Manes	3.65	3.65	A-1
Hallsville	Columbia	3.70	2.00	A-2
Hamilton	Kidder, Kingston	.80	.45	A-2
Hartville	Grovespring, Manes	2.95	2.95	A-2
Hawk Point	Troy	3.65	3.65	A-1
Helena	Avenue City, Cosby, Savannah	5.75	3.10	A-1

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APR 1 1996

95-163

MO. PUBLIC SERVICE COMM

Issued: March 1, 1996

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APR 1 1996

Gerald D. Harris
State Director-External Affairs

Attachment A

GTE MIDWEST INCORPORATED

PSC NO. NO. 1
 Section 4
 1st Revised Sheet 8
 Cancels Original Sheet 8

GENERAL AND LOCAL EXCHANGE TARIFF

LOCAL EXCHANGE SERVICE

RECEIVED

G. Local Exchange Listings (Cont'd)

1. Exchange Listings (Includes EAS Points, EAS Rate Component, Rate Schedule and Rate Group) (Cont'd)

FEB 21 1996
MISSOURI
Public Service Commission

Exchange Name	EAS Points	EAS Rate Component		Rate Sch./Group
		Bus.	Res.	
Cosby	Avenue City, Helena, Savannah	\$9.45	\$5.10	A-1
Crane	-	-	-	A-2
Cross Timbers	-	-	-	A-1
Cuba	-	-	-	A-3
Dadeville	-	-	-	A-1
Dalton	Keytesville	2.35	2.35	A-1
Dardenne/	-	-	-	Metro
Lake St. Louis	-	-	-	Metro
Defiance	-	-	-	A-1
Dora	Gainesville	3.65	3.65	A-1
Easton	Gower	1.10	.60	A-1
Edgar Springs	-	-	-	A-1
Eldorado Springs	Schell City, Walker	2.45	2.45	A-3
Elkland	Marshfield	1.90	1.90	A-1
Ellsinore	-	-	-	A-1
Elmer	La Plata	3.20	3.20	A-1
Eminence	-	-	-	A-1
Everton	-	-	-	A-1
Ewing	-	-	-	A-1
Exeter	Cassville, Washburn	3.65	3.65	A-1

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APR 1 1996

95-163

NO. PUBLIC SERVICE COM.

Issued: March 1, 1996

Effective:

APR 1 1996

Gerald D. Harris
 State Director-External Affairs

Attachment A

GTE MIDWEST INCORPORATED

PSC NO. NO. 1

Section 4

1st Revised Sheet 7

Cancels Original Sheet 7

GENERAL AND LOCAL EXCHANGE TARIFF

LOCAL EXCHANGE SERVICE

RECEIVED

G. Local Exchange Listings (Cont'd)

12-11-1995

1. Exchange Listings (Includes EAS Points, EAS Rate Component, Rate Schedule and Rate Group) (Cont'd)

Missouri
Public Service Commission

<u>Exchange Name</u>	<u>EAS Points</u>	<u>EAS Rate Component</u>		<u>Rate Sch./Group</u>
		<u>Bus.</u>	<u>Res.</u>	
Braymer	-	-	-	A-1
Bronaugh-Moundville	-	-	-	A-1
Brunswick (Triplett)	-	-	-	A-1
Buffalo	-	-	-	A-3
Bunker	-	-	-	A-1
Cabool	-	-	-	A-2
Caledonia	-	-	-	A-1
Cameron	Kidder	\$.40	\$.20	A-3
Canton	-	-	-	A-2
Cape Fair	-	-	-	A-2
Cassville	Exeter, Jenkins, Mano, Washburn	2.90	2.90	A-3
Caulfield	Gainesville	3.10	3.10	A-2
Cedar Creek	Forsyth	.75	.75	A-1
Centerville	-	-	-	A-1
Centralia	Clark, Sturgeon	.55	.30	A-2
Chamois	-	-	-	A-1
Clarence	-	-	-	A-1
Clark	Centralia, Sturgeon	3.55	1.90	A-1
Clarksdale	-	-	-	A-1
Collins	-	-	-	A-1
Columbia	Ashland, Hallsville, Rocheport	.30	.15	A-5
Concordia	-	-	-	A-2
Conway	-	-	-	A-2

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APR 1 1996

95-163

MISSOURI PUBLIC SERVICE COMMISSION
Effective: [REDACTED]

APR 1 1996

Issued: March 1, 1996

Gerald D. Harris
State Director-External Affairs
Jeffersonville, Missouri

Attachment A

GTE MIDWEST INCORPORATED

PSC NO. NO. 1

Section 4

2nd Revised Sheet 12

Cancels 1st Revised Sheet 12

GENERAL AND LOCAL EXCHANGE TARIFF

RECEIVEDLOCAL EXCHANGE SERVICE

JUL 1 1996

G. Local Exchange Listings (Cont'd)

1. Exchange Listings (Includes EAS Points, EAS Rate, and Service Commission Schedule and Rate Group) (Cont'd)

<u>Exchange Name</u>	<u>EAS Points</u>	<u>EAS Rate Component</u>		<u>Rate Sch./Group</u>
		<u>Bus.</u>	<u>Res.</u>	
Nebo	-	-	-	A-1
New Melle	-	-	-	Metro
Niangua	-	-	-	A-1
Norwood	-	-	-	A-1
Oates	-	-	-	A-1
O'Fallon	-	-	-	Metro
Old Monroe	Foley, Winfield	\$3.30	\$3.30	A-1
Osborn	-	-	-	A-1
Osceola	-	-	-	A-2
Ozark	Highlandville	2.15	2.15	A-3
Palmyra	-	-	-	A-2
Paris	-	-	-	A-2
Perry	-	-	-	A-1
Pittsburg	-	-	-	A-1
Plattsburg	Gower, Trimble, Turney	1.80	1.00	A-2
Potosi	-	-	-	A-3
Prairie Home	-	-	-	A-1
Preston	-	-	-	A-1
Protem	Forsyth	.75	.75	A-1

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AUG 1 1996

95-142

MO. PUBLIC SERVICE COMM

Issued: July 1, 1996

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Gerald D. Harris
State Director-External Affairs
Wentzville, Missouri

Attachment A
Page 12 of 16 pages

GTE MIDWEST INCORPORATED

PSC NO. NO. 1
Section 4
Original Sheet 13

GENERAL AND LOCAL EXCHANGE TARIFF

RECEIVED

AUG 31 1994

LOCAL EXCHANGE SERVICE

G. Local Exchange Listings (Cont'd)

MISSOURI
Public Service Commissioner

1. Exchange Listings (Includes EAS Points, EAS Rate Component, Rate Schedule and Rate Group) (Cont'd)

<u>Exchange Name</u>	<u>EAS Points</u>	<u>EAS Rate Component</u>		<u>Rate Sch./Group</u>
		<u>Bus.</u>	<u>Res.</u>	
Raymondville	Houston	\$3.30	\$3.30	A-1
Reeds Spring	-	-	-	A-2
Revere	Kahoka	2.90	2.90	A-1
Roby	Houston	3.45	3.45	A-1
Rocheport	Columbia	6.15	3.35	A-1
Rockaway Beach	-	-	-	A-2
Rockville	Schell City	2.00	2.00	A-1
Rosendale	Bolckow, Fillmore, Savannah, Whitesville	7.90	4.25	A-1
St. James	Safe	.10	.10	A-3
St. Peters	Harvester	1.00	1.00	Metro
Safe	St. James	.75	.75	A-1
Santa Fe	-	-	-	A-1
Sarcoxi	-	-	-	A-2
Savannah	Amazonia, Avenue City, Bolckow, Cosby, Fillmore, Helena, Rosendale, Whitesville	2.60	1.40	A-3
Schell City	Eldorado Springs, Rockville, Walker	3.65	3.65	A-1
Seymour	-	-	-	A-2
Shelbina	-	-	-	A-2
Shelbyville	-	-	-	A-1
Sheldon	Milo	2.60	2.60	A-1
Shell Knob	-	-	-	A-2

Attachment A
Page 13 of 16 pages

Issued: July 1, 1994

Effective: September 15, 1994

Gerald D. Harris
Regional Director-External Affairs
Wentzville, Missouri**FILED**

SEP 15 1994

93 - 1

GTE MIDWEST INCORPORATED

PSC NO. NO. 1

Section 4

2nd Revised Sheet 14

Cancels 1st Revised Sheet 14

GENERAL AND LOCAL EXCHANGE TARIFF

RECEIVEDLOCAL EXCHANGE SERVICE

JUL 1 1996

G. Local Exchange Listings (Cont'd)

1. Exchange Listings (Includes EAS Points, EAS Rate, Component, Rate Schedule and Rate Group) (Cont'd)

MISSOURI

Public Service Commission

Exchange Name	EAS Points	EAS Rate Component		Rate Sch./Group
		Bus.	Res.	
Sparta	-	-	-	A-2
Stewartsville	-	-	-	A-1
Stoutsville	-	-	-	A-1
Sturgeon	Centralia, Clark	\$1.95	\$1.05	A-1
Summersville	-	-	-	A-2
Thayer	Koshkonong, Mammoth			
	Springs, AR	2.35	2.35	A-2
Theodosia	Gainesville, Wasola	3.65	3.65	A-1
Thomasville	Alton	3.20	3.20	A-1
Timber	-	-	-	A-1
Trimble	Plattsburg	4.15	2.25	A-1
Troy	Hawk Point,			
	Moscow Mills	2.50	2.50	A-3
Truxton	-	-	-	A-1
Turney	Plattsburg	5.15	2.80	A-1
Urbana	-	-	-	A-2
Van Buren	-	-	-	A-2
Vanzant	-	-	-	A-1
Vichy	-	-	-	A-1

(D)

Attachment A
Page 14 of 16 pages

Issued: July 1, 1996

Effective: August 1, 1996

FILEDGerald D. Harris
State Director-External Affairs
Wentzville, Missouri

AUG 1 1996

GTE MIDWEST INCORPORATED

PSC NO. NO. 1
Section 4
Original Sheet 15

GENERAL AND LOCAL EXCHANGE TARIFF

RECEIVED

AUG 31 1994

LOCAL EXCHANGE SERVICE

G. Local Exchange Listings (Cont'd)

MISSOURI
Public Service Commission

1. Exchange Listings (Includes EAS Points, EAS Rate Component, Rate Schedule and Rate Group) (Cont'd)

<u>Exchange Name</u>	<u>EAS Points</u>	<u>EAS Rate Component</u>		<u>Rate Sch./Group</u>
		<u>Bus.</u>	<u>Res.</u>	
Walker	Eldorado Springs,			
	Schell City	\$3.65	\$3.65	A-1
Warrenton	-	-	-	A-3
Washburn	Cassville, Exeter	3.65	3.65	A-1
Wasola	Gainesville,			
	Theodosia	3.65	3.65	A-1
Wayland(*)	Kahoka	.90	.50	A-1
Weaubleau	-	-	-	A-1
Wentzville	-	-	-	Metro
West Plains	-	-	-	A-4
West Quincy	Quincy	3.65	3.65	A-1
Wheatland	-	-	-	A-2
Whitesville	Bolckow, Rosendale,			
	Savannah	10.55	5.70	A-1
Willow Springs	-	-	-	A-2
Winfield	Foley, Old Monroe	2.35	2.35	A-2
Winona	-	-	-	A-1
Wooldridge	-	-	-	A-1
Wright City	Foristell	1.90	1.90	A-2

(*) Includes customers in Base Rate Area Alexandria.

Attachment A
Page 15 of 16 pages

Issued: July 1, 1994

Effective: September 15, 1994

Gerald D. Harris
Regional Director-External Affairs
Wentzville, Missouri**FILED**

SEP 16 1994

P.S.C. MO.-No. 22 Section 16

GENERAL EXCHANGE TARIFF

UNITED TELEPHONE COMPANY
OF MISSOURI d/b/a SPRINTSecond Revised Page 2
Cancels First Revised Page 2

LOCAL EXCHANGE SERVICE RATE GROUPS

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I. ACCESS LIMITS AND EXCHANGES BY RATE GROUPS: (Cont'd)

Jan. 8, 1997

B. EXCHANGES IN EACH RATE GROUP IN "A" ABOVE

MISSOURI
Public Service CommissionI

Appleton City	Blackburn	Blairstown	Brazito
Calhoun	Camden Point	Centertown	Centerview
Chilhowee	Clarksburg	Coal	Craig
Dearborn	Deepwater	Edgerton	Eugene
Fairfax	Green Ridge	Hardin	Henrietta
Holt	Hopkins	Houstonia	Ionia
King City	Kingsville	Leeton	Lincoln
Malta Bend	Missouri City	Montrose	New Bloomfield
Newburg	Norborne	Orrick	Otterville
Pickering		St. Thomas	Smithton (MT)
Strasburg	Sweet Springs	Syracuse	Taos (MT)
Tarkio		Urich	
Wellington			

II

Buckner	Butler	California	Cole Camp
Holden	Kearney	Lake Lotawana	Lexington
Lone Jack	Mound City		Platte City (MT)
Pleasant Hill	Richland	Russellville	St. Robert (AT)
Tipton	Waynesville	Weston	Windsor (AT)

III

Clinton	Ferrelview	Ft. Leonard Wood	Harrisonville
Lebanon	Maryville	Oak Grove	Odessa (AT)
Rolla	Salem	Warrensburg	Warsaw

IV

Jefferson City

FILED

FEB 10 1997

MO.PUBLICSERVICECOMM

ISSUED:
January 8, 1997BY: John L. Roe
Vice President - Carrier & Regulatory ServicesEFFECTIVE:
February 10, 19975454 West 110th Street
Overland Park, Kansas 66211

Exhibit III
Executive Officers' Qualifications and Experience

Company's Telecommunications Background

See Attached



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TELEPACIFIC COMMUNICATIONS, A PIONEER IN VOICE OVER DSL ANNO

Click photo
to view individual profile.



David Glickman
Chairman of the Board
CEO



David Glickman
Chairman of the Board and CEO

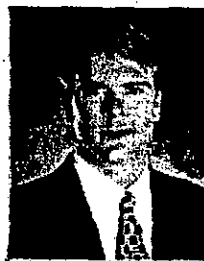
About TelePacific



Ken Blisnoff
Vice President,
Sales and Marketing



Phil Puccio
Executive
Vice President
Of Operations



Michael Lee
Chief Technology

Mr. Glickman, founder, Chairman and CEO of TelePacific Communications is also the founder and Chairman of Justice Technology Corporation, a full service international telecommunications company that was ranked the fastest growing private company by Inc. Magazine. Mr. Glickman spearheaded the revenue growth from \$200,000 in 1993 to nearly \$100 million in 1999. Prior to entering the telecommunications industry, Mr. Glickman headed Special Projects for American Express in Argentina, directed Corporate Finance at Ad Rendon and founded Oliver D. World Imports, Inc. Mr. Glickman was selected as a finalist for Ernst & Young's Entrepreneur of the Year for Southern California in 1997. He is the youngest board member of the world famous Los Angeles Philharmonic, serves on the board of the Hollywood Bowl and was founder and Chairman of the Board of the California Association of Entrepreneurs. He was selected as Philanthropist of the Year by CARE International in 1997. Mr. Glickman earned his Bachelor of Science degree from the Wharton School of Business at the University of Pennsylvania and a Master of Arts degree in Psychology at the University of California, Los Angeles.



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CALIFORNIA GOVERNOR PETE WILSON APPOINTED TO TELEPACIFIC BC

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to view individual profile.



David Glickman
Chairman of the Board
CEO



Ken Bisnoff
Vice President
Sales and Marketing

About TelePacific



Ken Bisnoff
Vice President,
Sales and Marketing



Phil Puccio
Executive
Vice President
of Operations



Michael Lee
Chief Technology
Officer

Mr. Bisnoff has more than a decade of sales performance in the telecommunications industry. Prior to joining TelePacific, Mr. Bisnoff was Vice President of Carrier Sales for CallManage Inc., a developer of least call routing technologies for small to medium sized businesses. Previously, Mr. Bisnoff was a Senior National Account Manager with WinStar, a wireless facilities-based CLEC offering local voice and data. As one of WinStar's early employees, Mr. Bisnoff helped develop the companies' operational and marketing standards utilizing his knowledge of CLEC products, sales and engineering. From 1993 to 1995, Mr. Bisnoff was a Senior Account Executive with TCG-New York, where he sold competitive local voice and data services to a broad spectrum of business customers. Mr. Bisnoff began his telecommunications sales career with AT&T, where he rose from a Systems Consultant to National Account Manager. Mr. Bisnoff earned a Bachelor of Science Degree in Electrical Engineering from the University of Massachusetts-Amherst.



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David Gilckman
Chairman of the Board
CEO



Philip Puccio

Executive Vice President

About TelePacific



Ken Blisnoff
Vice President,
Sales and Marketing



Phil Puccio
Executive
Vice President
Of Operations



Michael Lee
Chief Technology

Mr. Puccio, Executive Vice President, has 19 years of operations and engineering experience in the telecommunications and broadcast industries. Prior to joining TelePacific, Mr. Puccio spent 12 years at TCG and was Regional Vice President for TCG's Southwest market, which included Dallas, Houston, Kansas City and St. Louis. Mr. Puccio had P&L responsibility for the region along with operational responsibility for switch voice, data, private line and infrastructure activities. This included daily installation, maintenance and provisioning of these services. Mr. Puccio's prior positions at TCG included Director of Operations and Engineering for Dallas and Field Service Supervisor in TCG New York for voice data and satellite operations. Mr. Puccio earned a Bachelor of Science Degree in Financial Management from Dominican College. Mr. Puccio's team was responsible for firing up TelePacific's Los Angeles Lucent SESS switch in record time. The industry's most sophisticated switch was up and running in just four months.



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CALIFORNIA GOVERNOR PETE WILSON APPOINTED TO TELEPACIFIC BC

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Vice President,
Sales and Marketing



Phil Puccio
Executive
Vice President
Of Operations



Michael Lee
Chief Technology
Officer



Michael Lee
Chief Technology Officer

About TelePacific

Mr. Lee has more than 10 years of experience in the high technology and Internet industries. Prior to joining TelePacific, Mr. Lee founded DigitalVelocity™, a Los Angeles-based Internet Service Provider that provides superior connectivity to multiple backbone carriers. Mr. Lee developed network methodology, marketing, and operational plans, and assembled a technical and management team to fully develop and deploy the service. DigitalVelocity™ was successfully launched in Los Angeles in 1998 and was acquired by TelePacific in April 1999. Mr. Lee previously served as National Director of Internet Sales for TCG Corporation and with CERFnet, one of the original commercial ISP's. As National Sales and Marketing Director for the Advanced Technology Operation (ATO) of Canon Computer Systems Inc., Mr. Lee was instrumental in developing and marketing one of the first Internet hosting and HTML content development hardware systems, the ObjectStation. Mr. Lee managed large-scale deployment of ObjectStations for several Fortune 1000 corporations. Mr. Lee earned a Bachelor of Science Degree in Systems Engineering from the University of Arizona.

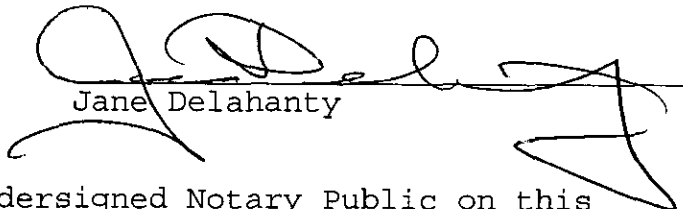
Exhibit IV
Financial Information

See Attached

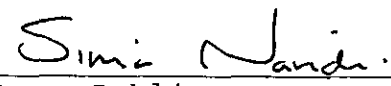
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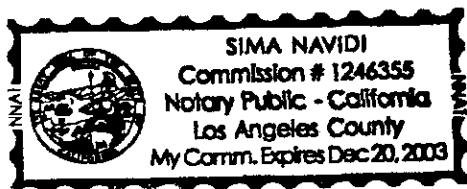
VERIFICATION

I, Jane Delahanty, being duly sworn, declare that I am the Assistant VP Regulatory Affairs of U.S. TelePacific Corp. dba TelePacific Communications, the Applicant. I verify that, based upon information and belief, I have knowledge of the statements in the foregoing Application, and I declare that they are true and correct.


Jane Delahanty

Sworn to before me, the undersigned Notary Public on this
9th day of March, 2000.


Notary Public



Print or Type Name SIMA NAVIDI

My commission expires: Dec 20th, 2003

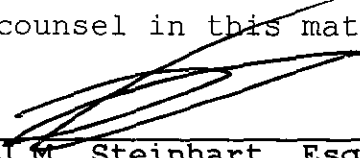
MO CLEC.APP

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

In the matter of the)	
application of)	
U.S. TelePacific Corp. d/b/a)	
TelePacific Communications)	
for a certificate of service)	Case No.
authority to provide)	
resold and facilities-based)	
Basic Local)	
telecommunications services)	
in Portions of the State of)	
Missouri and to Classify Such)	
Services and the Company)	
As Competitive)	

ENTRY OF APPEARANCE

COMES NOW Lance J. M. Steinhart, Attorney at Law and pursuant to rule 4 CSR 240-2.040 herewith files his Entry of Appearance on behalf of Applicant U.S. TelePacific Corp. d/b/a TelePacific Communications, in connection with the above-styled proceeding. With respect to his entry, Mr. Steinhart hereby advises the Commission that he is a member in good standing of the State Bar of Georgia and the New York State Bar and is admitted to practice before District Courts. He also is on inactive status with the State Bar of Maryland. Neither the undersigned nor any member of his firm is disqualified to appear in any court. I also hereby designate Judith A. Rau, of the law firm of Rau & Rau, 119 E. Mill Street, Waterloo, Illinois 62298 to serve as our local Missouri counsel in this matter.

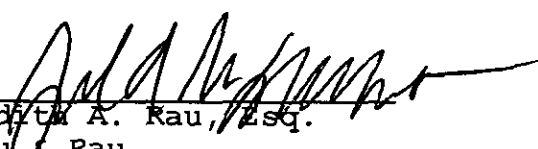

Lance J.M. Steinhart, Esq.
Attorney at Law
6455 East Johns Crossing, Suite 285
Duluth, Georgia 30097
(770) 232-9200
(770) 232-9208 (Fax)
Georgia Bar No. 678222

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

In the matter of the)	
application of)	
U.S. TelePacific Corp. d/b/a)	
TelePacific Communications)	
for a certificate of service)	Case No.
authority to provide)	
resold and facilities-based)	
Basic Local)	
telecommunications services)	
in Portions of the State of)	
Missouri and to Classify Such)	
Services and the Company)	
As Competitive)	

ENTRY OF APPEARANCE

COMES NOW Judith A. Rau of the Law Firm of Rau & Rau, and pursuant to rule 4 CSR 240-2.040, herewith files her Entry of Appearance as local Missouri counsel on behalf of Applicant U.S. TelePacific Corp. d/b/a TelePacific Communications, in connection with the above-styled proceeding.



Judith A. Rau, Esq.
Rau & Rau
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Waterloo, Illinois 62298
(618) 939-7186
Missouri Bar No. 24856