



KURT U. SCHAEFER
(573) 761-5004
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326 E. CAPITOL AVENUE
JEFFERSON CITY, MISSOURI 65101-3004
573-893-4336, FAX 573-893-5398

April 28, 2000

HAND DELIVERED

FILED³

APR 28 2000

Missouri Public
Service Commission

The Honorable Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
Room 530
Truman State Office Building
Jefferson City Missouri 65101

Re: **In the Matter of the Application of OnFiber Carrier Services, Inc. for
Authority to Provide and/or Resell Basic Local, and Local Exchange
and Intrastate Interexchange Telecommunications Services in the
State of Missouri, Case No. TA-2000- 709**

Dear Secretary Roberts:

Enclosed for filing please find an original and 14 copies of the Application of
OnFiber Carrier Services, Inc. in the above-captioned matter.

If you have any questions concerning the above, please contact me.

Sincerely,

LATHROP & GAGE L.C.

By:

Kurt U. Schaefer

KUS/jf

Enclosures

cc: Office of Public Counsel
General Counsel

FILED³

APR 28 2000

Missouri Public
Service Commission

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

In the Matter of the Application of)
OnFiber Carrier Services, Inc.)
For Authority to Provide and/or Resell)
Basic Local, and Local Exchange and)
Intrastate Interexchange Telecommunications)
Services in the State of Missouri)

Case No. TA-2000- 709

APPLICATION

OnFiber Carrier Services, Inc. ("OnFiber" or "Applicant") hereby requests authority to operate as a local exchange, basic local exchange and interexchange provider of telecommunications services on a facilities and resale basis to customers throughout Missouri as hereinafter more specifically described.

1. Name and Address Applicant: The name and principal address of the Applicant are:

OnFiber Carrier Services, Inc.
2730 Sand Hill Road, Suite 150
Menlo Park, California 94025
Telephone: (650) 561-0271
Fax: (650) 561-0201

2. Designated Contacts: Correspondence, orders and decisions of the Public Service Commission of Missouri ("Commission") concerning this Application and the ongoing operations of the Applicant should be sent to:

Jeffrey Blumenfeld
Kristin L. Smith
Patrick O'Connor
Blumenfeld & Cohen
1625 Massachusetts Avenue, N.W. Suite 300
Washington, D.C. 20036
Telephone: (202) 955-6300
Fax: (202) 955-6460
<jeff@technologylaw.com>
<kristin@technologylaw.com>
<patrick@technologylaw.com>

Paul S. DeFord, Esq.
Kurt U. Schaefer, Esq.
Lathrop & Gage, L.C.
2345 Grand Boulevard, Suite 2800
Kansas City, MO 64108
Phone: (816) 292-2000
Fax: (816) 292-2001

3. Organization: OnFiber is organized as a corporation under the laws of Delaware. Appendix 1 contains the Certificate of Incorporation for the Applicant.¹ Additionally, Appendix 2 contains the foreign corporation qualification certifying the Applicant's good standing in Missouri. OnFiber is a wholly owned subsidiary of OnFiber Communications, Inc., which is also a Delaware corporation with offices at 2730 Sand Hill Road, Suite 150, Menlo Park, California 94025.

The Officers of OnFiber, as listed below, collectively have many years of experience in business management and communications operations and are clearly qualified to manage and operate a communications services company in Missouri.

Jagdeep Singh	Chief Executive Officer
Mike Guess	Executive Vice President of Engineering and Operations
Steve O'Hara	Executive Vice President of Business Development
Kirk Wampler	Vice President of Fiber Acquisition

4. Verification: Attached as Appendix 3 is a Verification of Mr. Kirk Wampler, Vice President of Fiber Acquisition of OnFiber, in which he verifies undersigned counsel's authority to file this Application and all other necessary legal documents on behalf of OnFiber.

¹ The Applicant was formerly named Stellar Junction, Inc., but on January 18, 2000 was renamed OnFiber Carrier Services, Inc. Documentation of this name change is included in Appendix 1.

5. General Description of Services and Proposed Operations: OnFiber Carrier Services, Inc. seeks authority to provide facilities-based local exchange and resold services to business and residential customers throughout Missouri as well as facilities-based interexchange and resold services throughout Missouri. OnFiber proposes to provide these services through a combination of its own facilities and facilities to be leased from a variety of existing carriers.

OnFiber plans to construct or procure its own transmission facilities to provide its facilities-based Dedicated Transport. OnFiber will provide interstate Dedicated Transport service at transmission speeds of 155.52 Mbps, 622.08 Mbps and 2.488 Gbps. All services are generally available from all locations served by OnFiber. Dedicated transport services are offered on a point-to-point basis, and allow the Customer to connect two locations with nonswitched point-to-point service. OC-3, 12, and 48 Service offers a high capacity channel for the full duplex, synchronous, optical transmission of digital data base on the Synchronous Optical Network (SONET) standard. Each Dedicated Transport Service is dedicated to the Customer, and the entire usable bandwidth for each service is available to the Customer for the Customer's exclusive use.

OnFiber intends to request the negotiation of an interconnection agreement with Southwestern Bell Telephone Company ("SWBT") in the near future, and will provide the Commission with a copy of its interconnection agreement with SWBT upon request. OnFiber will also proceed with additional interconnection agreements with other carriers as the need arises. Furthermore, OnFiber has not yet entered into specific agreements with other carriers to establish arrangements to resell particular services.

OnFiber currently holds a certificate to provide telecommunications services in the State of Washington, and has applications pending in California, Colorado, the District of Columbia, Illinois, Indiana, Georgia, Maryland, Michigan, Minnesota, New Jersey, New York, Ohio, Oregon, Texas, and Wisconsin. In addition, OnFiber has simultaneously filed applications in Arizona, Connecticut, Florida, Massachusetts, North Carolina, Pennsylvania, and Utah. No application of OnFiber for certification has ever been denied. Additionally, OnFiber has never filed for bankruptcy and has never been the subject of any federal or state investigation. OnFiber will file and maintain tariffs in the manner prescribed by the Commission and will meet the minimum basic local standards, including quality of service and billing standards required of all LECs regulated by the Commission.

6. Financial Qualifications: OnFiber is well-positioned to succeed in the rapidly changing telecommunications market, and has the financial resources necessary to operate as a provider and reseller of telecommunications services in Missouri. OnFiber plans an aggressive service rollout to meet demand for innovative telecommunications services. The proposed initiation of services in Missouri requires a significant investment by Applicant that will be funded by the corporate parent, OnFiber Communications, Inc. The primary source of funding for OnFiber Communications, Inc. is private and institutional investors.

OnFiber is a privately held company with financial information that is private in nature. Because Applicant's financial statements are highly confidential and contain proprietary information, they will be filed under seal as Appendix 4 after an appropriate protective order is entered, and are not to be made a part of the public record. The financial documentation demonstrates that OnFiber has more than sufficient funds to provide its proposed services in Missouri.

In support of its financial qualifications, OnFiber will submit the financial statements of its parent company, OnFiber Communications, Inc., including financing documentation. Initially, funds for the operation of OnFiber will be provided by Applicant's parent. OnFiber requests that the Commission waive the requirement that OnFiber provide audited financial statements and will provide them to the Commission at the time they become available, if so requested. The financial documents demonstrate that OnFiber has more than sufficient funds to provide its proposed services.

7. Technical and Managerial Qualifications: As illustrated in Appendix 5, the members of the senior management team have extensive management and telecommunications experience. OnFiber is guided by a sophisticated and highly able management team that includes individuals who have distinguished themselves over the past several decades in executive positions at the top communications firms in the United States, including Ciena Corporation, IXC Communications, Cincinnati Bell, WilTel Communications, Micro Technology, Northern Telecom, COVAD Communications, Metricom and Nextel. The senior management team has extensive business, technical, operational and regulatory telecommunications experience, has been instrumental in the design, implementation and operation of several telecommunications networks, and is dedicated to providing the highest quality service to meet customer needs. Appendix 5 evidences the considerable telecommunications expertise and qualifications necessary to provide both local exchange and interexchange services in Missouri.

8. Area to be Served: OnFiber seeks to offer basic local and local exchange services throughout all exchanges currently served by the incumbent local exchange telecommunication companies of Southwestern Bell Telephone Company ("SWBT"), Sprint/United Telephone

Company ("United"), and GTE Midwest, Inc. ("GTE"). The specific SWBT, United, and GTE exchanges within which Applicant proposes to offer services are listed in the incumbent providers' respective local tariffs. Service will initially be offered in limited areas and may expand to other locations. OnFiber seeks to offer intrastate interexchange services throughout the state of Missouri.

9. Classification as Competitive: OnFiber seeks classification of itself and its services as competitive.

10. Offering Separate and Distinct Service; Equitable Access: OnFiber will offer basic local telecommunications service as a separate and distinct service in accordance with applicable law. OnFiber will give consideration to equitable access for all Missourians, regardless of where they might reside or their income, to affordable telecommunications services in OnFiber's proposed service areas in accordance with applicable law.

11. Compliance with Commission Rules and Waiver Requests: As previously indicated, OnFiber is willing to comply with all applicable Commission rules and is willing to meet all relevant service standards, including, but not limited to billing, quality of service, tariff filing and maintenance. Consistent with the Commission's treatment of other certified competitive local exchange telecommunications companies, OnFiber requests that the following statutes and regulations be waived for OnFiber and its basic local exchange service offerings:

A. Section 392.210.2 – Uniform System of Accounts: Requires every telecommunication company to make annual reports to a uniform system of accounts established by the Commission.

B. Section 392.270 – Valuation of Property (Ratemaking): Provides the Commission with power to ascertain the value of the property of every telecommunications company in Missouri.

C. Section 392.280 – Depreciation of Accounts: Requires every telecommunications company to carry a proper and adequate depreciation account in accordance with the rules and regulations of the Commission.

D. Section 392.290.1- Issuance of Securities: Provides the state with the right of supervision, regulation, restriction, and control of every telecommunications company's power to issue stocks, bonds, notes, and other evidence of indebtedness and to create liens upon its property situated in Missouri.

E. Section 392.300.2 – Acquisition of Stock: Provides that no stock corporation, domestic or foreign, other than another telecommunications company shall, without the consent of the Commission, purchase or acquire more than ten percent of the capital stock issued by the telecommunications company.

F. Section 392.310 – Stock and Debt Issuance: Requires every telecommunications company to seek authorization by order of the Commission before issuing stocks, bonds, notes or other evidence of indebtedness.

G. Section 392.320 – Stock Divided Payment: A telecommunications company may not issue any stocks, bonds, notes or other evidence of indebtedness for any money, property, or service until the company records upon the books of such corporation the certificate of the Commission. Also, the telecommunication company may not declare any stock, bond, or scrip dividend or divide unless authorized by the Commission to do so.

H. Section 392.330 – Issuance of Securities, Debts and Notes: Provides the Commission with the power to require every telecommunications company to account for the disposition of the proceeds of all sales of stocks, bonds, notes, and other evidence of indebtedness.

I. Section 392.340 – Reorganization(s): Requires that the reorganization of every telecommunications company be subject to the supervision and control of the Commission, and that no such reorganization shall take place without the authorization of the Commission.

J. 4 CSR 240-10.020 – Depreciation Fund Income: This rule prescribes the use of income on investments from depreciation funds and the means for accounting that income.

K. 4 CSR 240-30.040 – Uniform System of Accounts: Requires that every telecommunications company file annual reports and maintain books and records to a uniform system of accounts established by the Commission.

L. 4 CSR 240-35 – Reporting of Bypass and Customer-Specific Arrangements: Requires every telecommunications company to report instances where intrastate telecommunications are provided through bypass or customer specific arrangements of which the company becomes aware and which is located in part or in whole in the geographical area in which the company provides service.

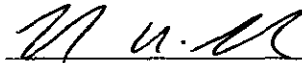
12. Request for Temporary Waiver: OnFiber further requests a waiver of 4 CSR 240-2.060(4)(H). This rule requires that an application for certificate of service authority to provide interexchange, local exchange or basic local exchange service shall include a proposed tariff with a forty-five (45) day effective date. OnFiber finds it impossible at this time to develop tariffs to fully comply with this rule because OnFiber has not yet executed or received Commission approval of any interconnection agreements with incumbent local exchange companies. At such

time as all facts necessary for the development of such tariffs are known to OnFiber it will file said tariffs bearing no less than a forty-five (45) day effective date with the Commission in a manner consistent with recent Commission practice in similar cases.

WHEREFORE, Applicant requests this Commission to:

1. Grant it authority to operate as a basic local exchange and local exchange and intrastate interexchange provider of services consistent with this application;
2. Grant the waivers requested in this application; and
3. Grant such other relief as it deems necessary and appropriate.

Respectfully submitted this 28th day of April, 2000.



Paul S. DeFord, Esq. #29509

✓ Kurt U. Schaefer, Esq. #45829

Lathrop & Gage, L.C.

2345 Grand Boulevard, Suite 2800

Kansas City, MO 64108

Phone: (816) 292-2000

Fax: (816) 292-2001

Jeffrey Blumenfeld

Kristin L. Smith

Patrick O'Connor

Blumenfeld & Cohen

1625 Massachusetts Avenue, N.W. Suite 300

Washington, D.C. 20036

Telephone: (202) 955-6300

Fax: (202) 955-6460

<jeff@technologylaw.com>

<kristin@technologylaw.com>

<patrick@technologylaw.com>

Attorneys for Applicant

APPENDIX 1

Certificate of Incorporation

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "ONFIBER CARRIER SERVICES, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTIETH DAY OF OCTOBER, A.D. 1999, AT 9 O'CLOCK A.M.

RESTATED CERTIFICATE, CHANGING ITS NAME FROM "STELLAR JUNCTION, INC." TO "ONFIBER CARRIER SERVICES, INC.", FILED THE EIGHTEENTH DAY OF JANUARY, A.D. 2000, AT 9 O'CLOCK A.M.



3113915 8100H

001048807


Edward J. Freel, Secretary of State

AUTHENTICATION: 0228409

DATE: 02-01-00

CERTIFICATE OF INCORPORATION
OF
STELLAR JUNCTION, INC.

ARTICLE I

The name of the corporation is **STELLAR JUNCTION, INC.** (the "Corporation").

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is 1013 Centre Road, Wilmington, DE 19805, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is 20,000,000 shares of capital stock all of which shall be designated "Common Stock" and have a par value of \$0.001 per share.

ARTICLE V

The Board of Directors of the Corporation is expressly authorized to make, alter or repeal Bylaws of the Corporation.

ARTICLE VI

Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

ARTICLE VII

(A) To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

(B) The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

(C) Neither any amendment nor repeal of this Article VII, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article VII, shall eliminate or reduce the effect of this Article VII in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE VIII

The name and mailing address of the incorporator are as follows:

Cathey L. Edwards
Venture Law Group
2800 Sand Hill Road
Menlo Park, CA 94025

Executed this 20th day of October, 1999.


Cathey L. Edwards, Incorporator

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

OF

STELLAR JUNCTION, INC.

The undersigned hereby certifies that:

1. She is the incorporator, duly appointed of STELLAR JUNCTION, INC., a Delaware corporation.
2. The Certificate of Incorporation of this corporation was originally filed with the Secretary of State of Delaware on October 20, 1999.
3. As of the date of this Certificate, this corporation has not received any payment for any of its stock.
4. The Certificate of Incorporation of this corporation shall be amended and restated to read in full as follows:

ARTICLE I

The name of the corporation is ONFIBER CARRIER SERVICES, INC. (the "Corporation").

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is 1013 Centre Road, Wilmington, DE 19805, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of capital stock all of which shall be designated "Common Stock" and have a par value of \$0.001 per share.

ARTICLE V

The Board of Directors of the Corporation is expressly authorized to make, alter or repeal Bylaws of the Corporation.

ARTICLE VI

Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

ARTICLE VII

(A) To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

(B) The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

(C) Neither any amendment nor repeal of this Article VII, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article VII, shall eliminate or reduce the effect of this Article VII in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision."

The foregoing First Amended and Restated Certificate of Incorporation has been duly adopted by this corporation's Incorporator in accordance with the applicable provisions of Section 241 and 245 of the General Corporation Law of the State of Delaware.

Executed at Menlo Park, California, January 18, 2000.


Cathey Edwards, Incorporator



State of Missouri
Office of Secretary of State

Rebecca McDowell Cook
Secretary of State

PO Box 778
Jefferson City 65102

Corporations
(573) 751-4153

Dear Corporation:

We have enclosed the Certificate of Incorporation/Authority and Articles of Incorporation/ Application for Authority which have been filed in this Office. We wish you every success in the new business enterprise.

The law requires that the first annual registration report for the corporation be completed and returned to this Office as of the due date shown on the report. This annual report will be sent to the corporation's registered agent within the next few weeks. The first annual report provided to your corporation will show a tax year based on the date of incorporation/qualification. This may or may not be the actual tax year for your corporation, so please indicate the correct year on the annual report. Please return the report to the following address:

Secretary of State
P.O. Box 1366
Jefferson City MO 65102

If you have further questions or need other assistance, please contact the Corporations Division Annual Reports Desk at (573) 751-2300 or by e-mailing us at annrep@mail.sos.state.mo.us.

Sincerely,

Rebecca M. Cook
Secretary of State

Ltr. #11(1-00)

No. F00481669

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION - CERTIFICATE OF AUTHORITY

WHEREAS,
ONFIBER CARRIER SERVICES, INC.

using in Missouri the name
ONFIBER CARRIER SERVICES, INC.

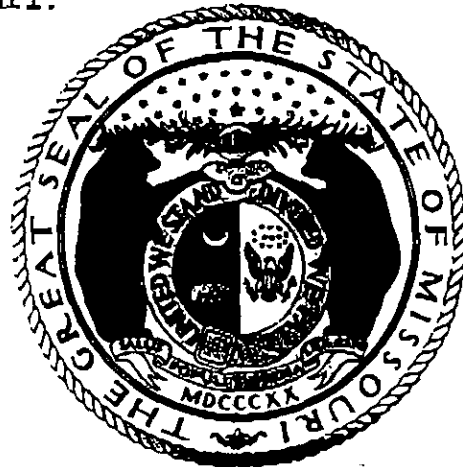
has complied with the General and Business Corporation Law which governs Foreign Corporations; by filing in the office of the Secretary of State of Missouri authenticated evidence of its incorporation and good standing under the Laws of the State of DELAWARE.

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 27th day of MARCH, 2000.


Secretary of State

\$155.00



No. F00481669

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF CORPORATE RECORDS

ONFIBER CARRIER SERVICES, INC.

using in Missouri the name

ONFIBER CARRIER SERVICES, INC.

I, REBECCA McDOWELL COOK, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 3rd day of APRIL, 2000.


Secretary of State



No. F00481669

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION - CERTIFICATE OF AUTHORITY

WHEREAS,
ON FIBER CARRIER SERVICES, INC.

using in Missouri the name
ON FIBER CARRIER SERVICES, INC.

has complied with the General and Business Corporation Law which governs Foreign Corporations; by filing in the office of the Secretary of State of Missouri authenticated evidence of its incorporation and good standing under the Laws of the State of DELAWARE.

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 27th day of MARCH, 2000.



Rebecca McDowell Cook
Secretary of State

\$155.00



State of Missouri
Rebecca McDowell Cook, Secretary of State

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

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

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

FILED
AND CERTIFICATE OF
AUTHORITY ISSUED

MAR 27 2000

1. The corporation's name is OnFiber Carrier Services, Inc.
and it is organized and existing under the laws of Delaware
2. The name it will use in Missouri is OnFiber Carrier Services, Inc.
3. The date of its incorporation was October 20, 1999, and the period of its duration is Perpetual
month/day/year
4. The address of its principal place of business c/o Venture Law Group, 2000 Sand Hill Road, Menlo Park, CA 94025
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 and data carrier. 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.

Edmund S. Ruffin, Jr. Edmund S. Ruffin, Jr., Secretary March 13, 2000
(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.

OFFICERS/DIRECTORS RIDER

MO-Application for Certificate of Authority

OnFiber Carrier Services, Inc.

List of Officers

Name: Jagdeep Singh **Title:** President
Bus. Addr.: c/o Venture Law Group 2800 Sand Hill Road, Menlo Park, CA 94025

Name: Edmund S. Ruffin, Jr. **Title:** Secretary
Bus. Addr.: c/o Venture Law Group 2800 Sand Hill Road, Menlo Park, CA 94025

List of Directors

Name: Jagdeep Singh **Term:** Dec 31, 2000
Bus. Addr.: c/o Venture Law Group 2800 Sand Hill Road, Menlo Park, CA 94025

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ONFIBER CARRIER SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF MARCH, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ONFIBER CARRIER SERVICES, INC." WAS INCORPORATED ON THE TWENTIETH DAY OF OCTOBER, A.D. 1999.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

3113915 8300

001146341

AUTHENTICATION: 0332662

DATE: 03-23-00

APPENDIX 2

Foreign Registration



State of Missouri
Rebecca McDowell Cook, Secretary of State

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

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

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

FILED
AND CERTIFICATE OF
AUTHORITY ISSUED

MAR 27 2000

1. The corporation's name is OnFiber Carrier Services, Inc.
and it is organized and existing under the laws of Delaware
2. The name it will use in Missouri is OnFiber Carrier Services, Inc.
3. The date of its incorporation was October 20, 1999 and the period of its duration is Perpetual
month/day/year
4. The address of its principal place of business c/o Venture Law Group, 2800 Sand Hill Road, Menlo Park, CA 94025
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 and data carrier. 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.

Edmund S. Ruffin, Jr. Edmund S. Ruffin, Jr., Secretary March 13, 2000
(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.

OFFICERS/DIRECTORS RIDER

MO-Application for Certificate of Authority

OnFiber Carrier Services, Inc.

List of Officers

Name: Jagdeep Singh **Title:** President
Bus. Addr.: c/o Venture Law Group 2800 Sand Hill Road, Menlo Park, CA 94025

Name: Edmund S. Ruffin, Jr. **Title:** Secretary
Bus. Addr.: c/o Venture Law Group 2800 Sand Hill Road, Menlo Park, CA 94025

List of Directors

Name: Jagdeep Singh **Term:** Dec 31, 2000
Bus. Addr.: c/o Venture Law Group 2800 Sand Hill Road, Menlo Park, CA 94025

APPENDIX 3

Verification

VERIFICATION AFFIDAVIT

STATE OF California

)

) SS.


COUNTY OF San Mateo

)

I, Kirk Wampler, being duly sworn, do attest and verify that the following is true and correct to the best of my knowledge and belief:

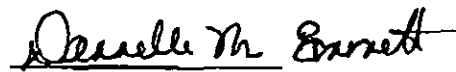
1. My name is Kirk Wampler, and my address is 2730 Sand Hill Road, Suite 150, Menlo Park, CA 94025. My phone number is (650) 561-0271.
2. I am the Vice President of Fiber Acquisition of OnFiber Carrier Services, Inc.
3. As such, I have the authority to bind OnFiber Carrier Services, Inc.
4. Pursuant to CSR 240-2.060(1)(F), the law firm of Lathrop & Gage L.C. is authorized to file with the Missouri Public Service Commission applications, pleadings, motions, and all other necessary legal documents on behalf of OnFiber Carrier Services, Inc.
5. The contents of the Application for Authority to Provide and/or Resell Basic Local, and Local Exchange and Interstate Interexchange Telecommunications Services in the State of Missouri, is true and correct to the best of my knowledge and belief.

Further affiant sayeth naught.



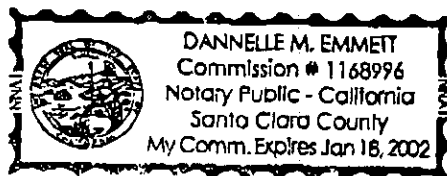
Kirk Wampler
Vice President of Fiber Acquisition

Subscribed and sworn to before me this 21st day of April, 2000.



Notary Public

My Commission expires: January 18, 2002



PROPRIETARY – NOT FOR PUBLIC RECORD

APPENDIX 4

Financial Statements

**[These documents will be filed under separate cover
upon entry of an appropriate protective order.]**

APPENDIX 5

Biographies of Key Management and Technical Staff

Biographies of Key Management and Technical Staff

Jagdeep Singh, Founder and Chief Executive Officer. Prior to co-founding OnFiber, Jagdeep was President and General Manager of Ciena Corporation's Core Switching Division (CSD), and served on Ciena's Board of Directors. Jagdeep joined Ciena, a \$500 million leader in the optical communications equipment market, after its acquisition of Lightera Networks for \$550 million. At Lightera, Jagdeep served as President and CEO, and led the company from startup to a leadership position in the market for optical switching equipment for telecommunications carrier networks.

Prior to founding Lightera, Jagdeep was a venture partner at the venture capital firm InterWest Partners, focusing on investments in the data communications and telecommunications sectors. Before joining InterWest, Jagdeep was Vice President, Technology Strategy at Shiva Corp., a leader in the remote network access market. He joined Shiva following its acquisition of AirSoft, Inc., where he was President and CEO. Prior to founding AirSoft, Jagdeep held technical and marketing positions at Sun Microsystems and Hewlett-Packard.

Jagdeep holds an MS in Computer Science from Stanford University, an MBA from the University of California, Berkeley, and a BS degree in Computer Science from the University of Maryland.

Drew Perkins, Founder and Chief Technology Officer. Prior to co-founding OnFiber, Drew served as Chief Technology Officer of Ciena Corporation's Core Switching Division, as well as its predecessor, Lightera Networks, Inc. Drew co-founded Lightera Networks in 1998 and served on its Board of Directors until it was acquired by Ciena in 1999. Drew also served as Vice Chairman of the Optical Internetworking Forum (OIF) Technical Committee from its inception through its first year of operation.

Prior to Lightera, Drew was principal architect of FORE System's ATM, TCP/IP, and Ethernet market strategies and hardware and software products. Drew also served as FORE's primary representative to the ATM Forum Technical Committee and the Internet Engineering Task Force (IETF). Within the ATM Forum, Drew was a co-founder of the ILMI, PNNI, LAN Emulation, and MPOA Working Groups, and served as the liaison to the IETF, a chairman of the MPOA Working Group, and as editor of the ATM Forum ILMI 4.0 Specification.

As a member of the IETF since the first meeting in 1984, Drew has played a leading role in the development of many Internet protocols including the Point-to-Point Protocol (PPP), IP over IEEE 802 networks, Boot Protocol (BOOTP), and a number of TCP/IP Over ATM protocols. While at Carnegie Mellon University during the 1980's, Drew developed a number of early and popular TCP/IP software packages including CMU PC/IP, CMU BOOTP, and CMU PPP.

Drew earned his Bachelors degree in Electrical Engineering, Computer Engineering, and Mathematics from Carnegie Mellon University in 1986.

Mike Guess, Founder and Executive Vice President, Engineering and Operations. Prior to joining OnFiber, Mike was Vice President of Engineering at IXC Communications and

Cincinnati Bell. Mike brings several decades of carrier operating experience to OnFiber, spanning both the inter-exchange and local exchange markets. Mike has a strong technical understanding of both the telecommunications and data communications markets, and this positions him uniquely well to run engineering and operations for a company like OnFiber Carrier Services.

Prior to joining IXC, Mike was at WilTel Communications, one of the leaders in delivering innovative data services, such as Frame Relay, to business customers.

Steve O'Hara, Founder and Executive Vice President, Business Development. Prior to co-founding OnFiber, Steve was General Manager of Micron Technology's Advanced Technology Group. He joined Micron after its 1988 acquisition of Rendition, where he was Vice President of Systems Integration. Prior to joining Rendition, Steve was the founder and President of CoreLogic, Inc., a communications chip and research and development company designing reusable cores for ISDN and 2B1Q silicon implementations.

Prior to founding CoreLogic, Steve was Director of Business Development at Octus, Inc., a computer-telephony pioneer founded by Atari founder Nolan Bushnell. Octus was the first CTI product to market an integrated dial-up ISDN and Ethernet solution.

Prior to joining Octus, Steve spent six years at Northern Telecom (Nortel) and Bell-Northern Research (BNR), where he was the Account Vice President for the PacTel-Nortel joint venture selling carrier class products. While at Nortel, he also rolled out applications products for call center, H.320 and 323 videoconferencing products.

Steve has authored numerous papers on the subjects of ISDN and alternative DSL modulation schemes.

Steve holds a BS in Applied Mathematics from Santa Clara University.

John Rugo, Vice President of Operations. Prior to joining OnFiber, John was Vice President of Operations at Covad Communications, the leading DSL service provider. John was instrumental in deploying Covad's network and OSS software, and running Covad's network operations center (NOC), and field operations. Prior to joining Covad, John was Vice President and General Manager at BBN Planet.

Kirk Wampler, Vice President of Fiber Acquisition. Prior to joining OnFiber, Kirk was Director of Right of Way at Metricom, Inc., a leading mobile data communications provider. At Metricom, Kirk lead a nationwide acquisition team of over thirty site acquisition project managers responsible for striking over 1,000 deals with a wide range of municipalities, electric utility companies and private property owners to deploy Metricom's Ricochet Network. He was responsible for developing the real estate management systems to support the deployment of over 25,000 of Metricom's wireless radio installations. Under Kirk's leadership, Metricom lit up its first networks in the San Francisco, Seattle, and Washington, DC metropolitan areas covering over 15 million people

Prior to joining Metricom, Kirk was the Northern California Project Director for NEXTEL. He supervised the site acquisition, zoning entitlement, and construction teams for over 500 cell sites. He was also a team leader of the initial launch for the Southern California NEXTEL market.