SONNENSCHEIN NATH & ROSENTHAL

4520 MAIN STREET SUITE 1100

KANSAS CITY, MISSOURI 64111

Mark P. Johnson
(816) 932-4424
mpj@sonnenschein.com

(816) 932-4400
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(816) 531-7545

February 14, 2000

FILED

FEB 16 2000

Missouri Public Service Commission

VIA FEDERAL EXPRESS

Mr. Dale Roberts
Executive Secretary
Missouri Public Service Commission
301 W. High Street, Suite 530
Jefferson City, MO 65101

TA-2000-496

RE: ***In the Matter of the Application of O1 Communications of Missouri, LLC for a Certificate of Service Authority to Provide Basic Local Telecommunications Service, Local Exchange Telecommunications Service, and Interexchange Telecommunications Service in the State of Missouri and to Classify Said Services and the Company as Competitive***

Dear Mr. Roberts:

Please find enclosed for filing the original and fourteen copies of the following:

1. Application of O1 Communications of Missouri, LLC for Certificate of Service Authority and for Competitive Classification; and

2. Motion of O1 Communications of Missouri, LLC for Protective Order.

By copy of this letter, I have mailed two copies of the enclosed to the Office of Public Counsel by Federal Express.

I have enclosed two additional sets of the enclosed, and would appreciate your stamping those "filed" and return them to me in the enclosed self-addressed, stamped envelope.

Very truly yours,

Mark P. Johnson

MPJ/rgr
Enclosures
cc: Office of Public Counsel (w/encl.) (via Federal Express)

21037421\V-1

FILED

FEB 16 2000

Missouri Public
Service Commission

BEFORE THE PUBLIC SERVICE COMMISSION

OF THE STATE OF MISSOURI

In the Matter of the Application of O1 Communications of Missouri, LLC for a Certificate of Service Authority to Provide Basic Local Telecommunications Service, Local Exchange Telecommunications Service, and Interexchange Telecommunications Service in the State of Missouri and to Classify Said Services and the Company as Competitive.	))))))))	Case No. TA-2000-496

APPLICATION FOR CERTIFICATE OF SERVICE AUTHORITY AND FOR COMPETITIVE CLASSIFICATION

Comes now O1 Communications of Missouri, LLC ("Applicant"), by its undersigned counsel, and hereby applies pursuant to Sections 392.361, 392.420, and 392.430 RSMo 1994, 392.410, 392.450 RSMo Supp. 1996, the federal Telecommunications Act of 1996, and 4 CSR 240-2.060, for authority to provide (1) basic local telecommunications service in portions of the State of Missouri; (2) local exchange telecommunications service in portions of the State of Missouri; and (3) interexchange telecommunications service in the State of Missouri. Applicant further applies for classification of said services and company as competitive. In support of its application, Applicant states as follows:

1. Applicant O1 Communications of Missouri, LLC is a limited liability company formed under the laws of the State of Missouri and is qualified to do business in Missouri. It is a wholly-owned subsidiary of O1 Communications, Inc., a California corporation ("O1-California"). Attached hereto as **Exhibit 1** is a copy of Applicant's Articles of Organization and its certificate of good standing, issued by the Missouri Secretary of State.

2. All inquiries, correspondence, communications, pleadings, notices, orders and decisions relating to the case should be addressed to:

Mark P. Johnson, Esq.
Sonnenschein Nath & Rosenthal
4520 Main Street, Suite 1100
Kansas City, MO 64111

2

Alexandra Hanson
Assistant Director, State Regulatory Affairs
O1 Communications, Inc.
770 L Street, Suite 960
Sacramento, CA 95814

3. Applicant proposes to provide the following services:

(a) Basic local exchange telecommunications service on a facilities and resold basis throughout all exchanges currently served by incumbent local exchange carriers Southwestern Bell Telephone Company ("SWBT"), Sprint/United Telephone Company ("Sprint"), and GTE Midwest, Inc. ("GTE"). The specific SWBT, Sprint and GTE exchanges within which Applicant proposes to offer service are listed in the incumbent providers' respective local exchange tariffs. Applicant may seek authority to provide this service in other areas of the state in a subsequent proceeding;

(b) Dedicated, non-switched local exchange private line services on a facilities and resold basis throughout all exchanges currently served by incumbent local exchange carriers SWBT, Sprint, and GTE. The specific SWBT, Sprint and GTE exchanges within which Applicant proposes to offer service are listed in the incumbent providers' respective local exchange tariffs. Applicant may seek authority to provide this service in other areas of the state in a subsequent proceeding; and

(c) Interexchange telecommunications service on a facilities and resold basis throughout the State of Missouri.

4. Pursuant to this application, Applicant seeks to offer and provide the following forms of telecommunications service:

(a) Basic local telecommunications: Exchange services include, but will not be limited to, local exchange access services to single-line and multi-line customers (including basic business and residential lines, direct inward/outward PBX trunk service, Centrex services and ISDN); local exchange usage services to customers of O1's end user access line services; and switched and special carrier access services to other common carriers on an equal basis. In addition, O1 will, through interconnection with other carriers, offer 911 and enhanced 911 emergency services, directory assistance

and operator assisted dialing, dual party relay services, and other miscellaneous services currently provided by existing local exchange carriers;

(b) Dedicated local exchange: The Company shall furnish point-to-point dedicated local exchange access services to interexchange and other local exchange carriers, and non-carrier customers; and

(c) Interexchange: Through a combination of its own facilities and through resale, Applicant will offer interexchange services, including both inbound and outbound intraLATA and interLATA toll services.

5. Applicant possesses the technical and managerial expertise and experience necessary to provide the services it proposes. Descriptions of the backgrounds of Applicant's management, which demonstrate the extensive expertise and experience, are attached hereto and incorporated herein by reference as **Exhibit 2**. Applicant also possessed the necessary financial resources, as is illustrated by the financial statements and affidavit attached hereto and incorporated herein as **Exhibit 3**. By motion filed herewith Applicant seeks a protective order granting proprietary status to Applicant's financial statements.

6. Applicant seeks classification of itself and its services as competitive. Applicant submits that each of the services which it proposes to offer in Missouri is already subject to substantial competition and therefore application of traditional regulation to Applicant's services is neither necessary nor appropriate.

7. Applicant will offer basic local telecommunications service as a separate and distinct service in accordance with applicable law. Applicant will give consideration to equitable access for all Missourians, regardless of where they might reside or their income, to affordable telecommunications services in Applicant's proposed service areas in accordance with applicable law.

8. Applicant 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, and tariff filing and maintenance. Consistent with the Commission's treatment of other certificated competitive local

exchange telecommunications companies, Applicant requests that the following statutes and regulations be waived for Applicant and its basic local exchange service offerings:

Statutes	Missouri Public Service Commission Rules
392.210.2	4 CSR 240-10.020
392.270	4 CSR 240-30.040
392.280	4 CSR 240-35
392.290.1	
392.300.2	
392.310	
392.320	
392.330	
392.340	

9. Applicant further requests a temporary waiver of 4 CSR 240-2.060(4)(H). This rule requires that an application for a certificate of service authority to provide interexchange, local exchange or basic local telecommunications service shall include a proposed tariff with a 45 day effective date. Applicant finds it impossible at this time to develop tariffs to fully comply with this rule since Applicant has not yet executed or received Commission approval of any interconnection or resale agreements with incumbent local exchange companies. At such time as all facts necessary for the development of such tariffs are known to Applicant, it will promptly file said tariffs bearing no less than a 30 day effective date with the Commission in a manner consistent with recent Commission practice in similar cases.

10. Applicant submits that the public interest will be served by Commission approval of this application because Applicant's proposed services will create and enhance competition and expand customer service options consistent with the legislative goals set forth in the federal Telecommunications Act of 1996 and Chapter 392 RSMo. Prompt approval of this application will also expand the availability of innovative, high quality, and reliable telecommunications services within the State of Missouri.

WHEREFORE, Applicant O1 Communications of Missouri, LLC respectfully requests that the Commission grant it a certificate of service authority to provide basic local telecommunications services, local exchange telecommunications services, and interexchange telecommunications services as herein requested, classify Applicant and its proposed services as competitive, and grant a waiver of the aforesaid statutes and regulations.

Respectfully Submitted,

Mark P. Johnson MO BAR #30740
James D. McMullen MO BAR #49559
Sonnenschein Nath & Rosenthal
4520 Main Street, Suite 1100
Kansas City, MO 64111
(816) 932-4400 Telephone
(816) 531-7545 Facsimile

ATTORNEYS FOR APPLICANT

Dated: February 15, 2000

VERIFICATION

STATE OF MISSOURI)
) ss.
COUNTY OF JACKSON)

COMES NOW Mark P. Johnson, being of lawful age and duly sworn, swears and affirms as follows:

1. My name is Mark P. Johnson and I am the attorney for O1 Communications of Missouri, LLC. In that capacity I am authorized to verify this Application and the information contained therein on behalf of O1 Communications.

2. The information contained herein is true and accurate to the best of my knowledge and belief.

Mark P. Johnson

Subscribed and sworn to before me this 15 day of February, 2000.

Cheryl L. Kovich
Notary Public

My Commission Expires:

CHERYL L. KOVICH
Notary Public – Notary Seal
STATE OF MISSOURI
Jackson County
My Commission Expires: Nov. 22, 2000

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on this 16th day of February, 2000, two true and correct copies of the above and foregoing were mailed via Federal Express to:

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

O1 Communications of Missouri, LLC

APPLICATION FOR CERTIFICATE OF SERVICE AUTHORITY

Exhibit 1

Articles of Organization

No. LC0031344

STATE OF MISSOURI

Rebecca McDowell Cook
Secretary of State

CERTIFICATE OF GOOD STANDING

LIMITED LIABILITY COMPANY

I, REBECCA McDOWELL COOK, Secretary of State of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

01 COMMUNICATIONS OF MISSOURI, LLC

was filed in this office on the 8th day of SEPTEMBER, 1999, became effective on the 8th day of SEPTEMBER, 1999, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 14th day of FEBRUARY, 2000.

Rebecca McDowell Cook

Secretary of State

S.O.S. #30

State of Missouri

Rebecca McDowell Cook, Secretary of State
P.O. Box 778, Jefferson City, MO 65102
Corporation Division

FILED

SEP 08 1999

Rebecca McDowell Cook
SECRETARY OF STATE

Articles of Organization

(Submit in duplicate with filing with filing fee of $105)

1. The name of the limited liability company is:

   01 COMMUNICATIONS OF MISSOURI, LLC

   (Must include "Limited Liability Company," "Limited Company," "LC," "L.C.," "L.L.C.," or "LLC")

2. The purpose(s) for which the limited liability company is organized: Telecommunications business

3. The name and address of the limited liability company's registered agent in Missouri is:

   Corporation Service Company d/b/a CSC-Lawyers Incorporating Service Company 221 Bolivar Street, Jefferson City, MO 65101

   Name *Street Address: May not use P.O. Box unless street address also provided* *City/State/Zip*

4. The management of the limited liability company is vested in one or more managers. [X] Yes [ ] No

5. The events, if any, on which the limited liability company is to dissolve or the number of years the limited liability company is to continue, which may be any number or perpetual: perpetual

6. The name(s) and address(es) of each organizer:

   Blanca Lozada 1013 Centre Road, Wilmington, DE 19805

7. For tax purposes, is the limited liability company considered a corporation? [X] Yes [ ] No

8. The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a figure 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:

Blanca Lozada — Organizer
(Signature) *(Printed Name)*

_____ — Organizer
(Signature) *(Printed Name)*

_____ — Organizer
(Signature) *(Printed Name)*

LLC-1 (8/98)

O1 Communications of Missouri, LLC

APPLICATION FOR CERTIFICATE OF SERVICE AUTHORITY

Exhibit 2

Managerial Qualifications

Bradley L. Jenkins is the Company's President and founder. Mr. Jenkins has years of experience owning and operating telecommunications and finance related companies. Previous to founding O1 Communications in early 1998, Mr. Jenkins was the founder, President and sole proprietor of JPS.Net, the largest privately-owned Internet service provider in California, which he recently sold to a publicly-traded ISP company. Mr. Jenkins' telecommunications experience ranges from constructing and operating next-generation Inter/IntraLATA telecommunications networks to arranging capital financing sources to fund business activities.

Rudolph J. Geist is the Company's Executive Vice President, General Counsel. Prior to joining O1 Communications, Mr. Geist practiced telecommunications law with the Washington, DC-based firm of Wilkes, Artis, Hedrick & Lane, where he specialized in defining and developing Internet and emerging telecommunications law, and represented ISPs and telecommunications carriers in state and federal policy and regulatory matters. Mr. Geist was also co-founder of U.S. Netway, Inc., an ISP servicing Pennsylvania. He regularly publishes in the areas of telecommunications and Internet regulatory policy, including columns for *Boardwatch Magazine*, *CLEC Magazine*, *I$P Report: The Financial Newsletter for Internet Service Providers*, and contributions to *ISP Today Magazine*, *Rural Telecommunications*, and *UTC Journal*. Mr. Geist also regularly lectures at ISPCON CLEC Expo and IIR Interconnection. Mr. Geist received his law degree from the Communications Law Institute at Washington, DC-based Catholic University of America, where he served as lead articles editor of *CommLaw Conspectus: Journal of Communications Law and Policy*. He graduated *magna cum laude* and Phi Beta Kappa with an honors interdisciplinary degree in communications law from Temple University.

Max Seely is the Company's Senior Vice President, General Manager. Mr. Seely brings to the Company over twenty years of sales and marketing management experience. Prior to joining the Company, Mr. Seely was Vice President of Sales and Marketing for Pac West Telecommunications, a California based CLEC. While at Pac West, Mr. Seely was instrumental in developing the sales and marketing of Internet-related telecommunications services to over 100 ISP customers throughout California.

Ledford H. "Henry" Cook is the Company's Director of Network Services. Mr. Cook brings to the Company over twenty years of management and technical experience in engineering, sales and supplier management within the telecommunications industry. Prior to joining O1 Communications in 1999, Mr. Cook was employed by AT&T in numerous management capacities. While with AT&T, Mr. Cook gained very extensive experience in the areas of telecommunications Equipment Engineering, Vendor Technical Development, Network Supplier Management, Service Terminating Equipment, Access Supplier Management, and Digital Custom Services Planning. In the area of management, Mr. Cook managed several highly successful teams and was the team leader of several Process Management and Quality Improvement Teams that were recognized for their quality excellence and exemplary performance. Mr. Cook holds an MBA Certificate from the AT&T School of Business, and a B.S. in Business Administration from the University of Phoenix.

Wendy Riddell is the Company's Controller. She is a licensed Certified Public Accountant and has had several years of public accounting experience. Prior to joining O1, Ms. Riddell was a Supervising Senior Auditor with KPMG LLP, one of the five largest accounting firms in the United States. During her tenure with KPMG LLP, Ms. Riddell provided assurance and consulting services to numerous publicly and privately held entities. Her experience in assisting these entities to fine tune their accounting procedures and strategies has provided Ms. Riddell with a solid foundation on which to build an efficient and effective financial operating environment for O1 Communications. Ms. Riddell holds a B.S. in Business Administration, with a concentration in Accountancy, from California State University, Sacramento.

AFFIDAVIT

STATE OF CALIFORNIA)
) ss
COUNTY OF SACRAMENTO)

I, BRADLEY L. JENKINS, swear as follows:

I am the President and Chairman of the Board of O1 Communications, Inc., a California corporation, and O1 Communications of Missouri, LLC, a Missouri limited liability company.

O1 Communications, Inc., is currently seeking $35 million in equity financing, for which it is currently in discussions with several alternative funding sources.

My personal net worth exceeds $10,000,000 and, therefore, I have the necessary financial resources and hereby guarantee the provision of necessary resources to support the operations of O1 Communications of Missouri, LLC. In the event necessary funds are not secured from other sources, I intend to make resources available to the company and to procure any additional financing which may be necessary to support the company's operations in Missouri.

In support of this Affidavit, attached hereto are true and correct copies of excerpts from the Initial Public Offering of OneMain.com, Inc. ("OneMain.com"). I am the beneficial owner of nine hundred eighty-one thousand, four hundred ninety-three shares of OneMain.com stock, which I obtained through the sale of my former company, JPS.Net, to OneMain.com as part of OneMain.com's initial public offering of stock. I am restricted from the sale of these securities pursuant to Federal Securities Exchange Commission ("SEC") Rule 144 until March 25, 2000 at which time the securities will be registered with the SEC and saleable by me.

In further support of this Affidavit, also attached is a copy of a letter from Credit Suisse First Boston Corporation.

I declare under penalty of perjury under the laws of the State of Missouri that the foregoing is true and correct.

Executed on Feb 3, 2000 at Sacramento, California.

BRADLEY L. JENKINS

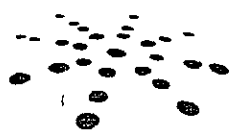
Subscribed and sworn to before me this 3rd day of February, 2000 at Sacramento, California.

[SEAL]

ALEXANDRA HANSON
COMM. # 1179759
NOTARY PUBLIC-CALIFORNIA
SACRAMENTO COUNTY
COMM. EXP. APRIL 12, 2002

Notary Public

8,500,000 Shares



OneMain.com

your hometown internet

Common Stock

OneMain.com, Inc. provides Internet access and related services throughout the United States to individuals and businesses located predominantly outside of large metropolitan areas.

This is the initial public offering of our common stock. The price per share in this offering may not reflect the price of our shares in the public market after this offering. Our common stock has been approved for trading on the Nasdaq National Market under the symbol "ONEM."

Investing in our common stock involves risk. Please read the Risk Factors beginning on page 8 before making a decision to invest in our common stock.

	Per Share	Total
Public offering price	$22.00	$187,000,000
Underwriting discounts and commissions	$ 1.485	$ 12,622,500
Proceeds, before expenses, to OneMain.com	$20.515	$174,377,500

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these shares of common stock or determined if this prospectus is truthful or complete. It is illegal for any person to tell you otherwise.

OneMain.com has granted the underwriters the right, at any time until 30 days after the date of this prospectus, to purchase up to an additional 1,275,000 shares to cover any over-allotments of shares the underwriters may make in this offering.

BT Alex. Brown

ING Baring Furman Selz LLC

First Union Capital Markets Corp.

SoundView Technology Group

Wit Capital Corporation
as e-Manager™

March 25, 1999

PRINCIPAL STOCKHOLDERS

The following shows the number and percentage of outstanding shares of our common stock that were owned as of March 24, 1999 and that will be owned following this offering assuming no exercise and full exercise by the underwriters of their over-allotment option by:

- all persons known by us to own beneficially more than 5% of the common stock;
- each director, director nominee and executive officer; and
- all directors, director nominees and executive officers as a group.

An asterisk indicates ownership of less than 1%.

As of March 24, 1999, there were 4,882,500 shares of common stock outstanding. Following this offering, we will have outstanding 19,541,494 shares of common stock, assuming the underwriters do not exercise their over-allotment option, or 21,135,244 shares, assuming the underwriters exercise their over-allotment option in full. These amounts include, in each case, 7,133,200 shares of common stock we will issue as consideration for the acquisitions of our ISPs. At the time of the closing of this offering we will also have outstanding options to purchase 4,150,265 shares of common stock at the initial public offering price, including 1,118,050 options which will be exercisable immediately following this offering. The number of shares owned by each of Messrs. Smith and Shay after the offering includes 100,000 shares issuable upon exercise of options granted to each of them that are exercisable within 60 days of the closing date of this offering.

We originally issued 4,882,500 shares of common stock to our founders and employees. The number of shares outstanding after the offering may be reduced under the terms of a stockholders agreement among 14 of these stockholders. If necessary to preserve the tax-deferred nature of the transactions in which we will acquire our 17 ISPs, these 14 stockholders have agreed to forfeit up to 974,206 shares, on a pro rata basis, so that the total number of shares that were owned by our founders and employees immediately before this offering will not exceed 20% of the total number of shares of common stock outstanding following this offering. The following table reflects this reduction with and without the underwriters' over-allotment option. If, however, any of Messrs. Smith, Shay or Ledecky purchases a significant number of shares in this offering, this forfeiture could be significantly reduced or may not occur at all. If none of their shares are forfeited, the 14 stockholders that are parties to the stockholders agreement will beneficially own approximately 23.5% of our outstanding common stock after the offering.

Mr. Jenkins is the founder and controlling stockholder of IPS.Net. Mrs. Cisneros' shares are held by SWIFT Company (B.V.I.) Limited, which is wholly owned by Mrs. Cisneros and, therefore, beneficial ownership of the shares of our common stock owned by SWIFT is attributed to her.

Name and Address	Before Offering		After Offering (no exercise of over-allotment option)		After Offering (full exercise of over-allotment option)	
	Number of Shares Beneficially Owned	Percentage Ownership	Number of Shares Beneficially Owned	Percentage Ownership	Number of Shares Beneficially Owned	Percentage Ownership
Stephen E. Smith 50 Hawthorne Road Southhampton, NY 11968	1,360,000	27.9%	1,185,547	6.0%	1,275,345	6.0%
Michael C. Crabtree 1127 North Broadway Knoxville, TN 37919	—	—	154,963	*	154,963	*
Dewey K. Shay 50 Hawthorne Road Southhampton, NY 11968	1,012,500	20.7	908,173	4.6	975,027	4.6
Martin R. Lyons 50 Hawthorne Road Southhampton, NY 11968	200,000	4.1	159,640	*	172,845	*
M. Cristina Dolan 50 Hawthorne Road Southhampton, NY 11968	100,000	2.0	79,820	*	86,423	*
Allon H. Lefever 212 Spottswood Lane Lancaster, PA 17601	40,000	*	165,603	*	165,603	*
Thomas R. Eisenmann Harvard Business School Baker West 188 Soldiers Field Boston, MA 02163	—	—	—	—	—	—
Donald R. Kaufmann 4139 Oregon Pike Ephrata, PA 17522	—	—	—	—	—	—
Ella Fontanals de Cisneros Calle Caribay Qta. Los Cisnes Caracas, Venezuela	—	—	1,010,000	5.2	1,010,000	4.8
Robert J. Dole 901 15th Street, N.W. Washington, DC 20005	—	—	—	—	—	—
Bradley L. Jenkins 770 L Street, Suite 960, Sacramento, CA 95814	—	—	981,493	5.0	981,493	4.6
Jonathan J. Ledecky 1400 34th Street, N.W. Washington, D.C. 20007	2,000,000	41.0	1,596,394	8.2	1,728,450	8.2
All directors, director nominees and executive officers as a group (10 persons)	2,712,500	55.5%	3,663,746	18.6%	3,840,206	18.0%

SHARES AVAILABLE FOR FUTURE SALE

Following this offering, we will have 19,541,494 shares of common stock outstanding, assuming no exercise of the underwriters' over-allotment option, or 21,135,244 shares, assuming the underwriters' over-allotment option is exercised in full. All the shares we sell in this offering will be freely tradable without restriction or further registration under the Securities Act, except that any shares purchased by our affiliates, as that term is defined in Rule 144, may generally only be sold in compliance with the limitations of Rule 144 described below.

The remaining 11,041,494 shares of common stock outstanding following this offering, assuming the underwriters do not exercise their over-allotment option, or 11,360,244 shares, assuming the underwriters exercise their over-allotment option in full, and any shares of common stock we issue to former owners of our ISPs as payment of the earn-out amounts payable to these former owners under the acquisition agreements we entered into with these former owners, will be restricted shares under the terms of the Securities Act. Sales of the restricted shares to be outstanding upon completion of this offering will be limited by lock-up agreements with the underwriters and with us as described below.

Rule 144

In general, under Rule 144, a stockholder who owns restricted shares that have been outstanding for at least one year is entitled to sell, within any three-month period, a number of these restricted shares that does not exceed the greater of:

- one percent of the then outstanding shares of common stock, or approximately 211,000 shares immediately after this offering; or
- the average weekly trading volume in the common stock on the Nasdaq Stock Market during the four calendar weeks preceding the sale.

In addition, our affiliates must comply with the restrictions and requirements of Rule 144, other than the one-year holding period requirement, to sell shares of common stock which are not restricted securities. An exception to these requirements will allow Ms. Dolan to sell the shares issued to her under Rule 701 under the Securities Act beginning 90 days after the offering rather than one year.

Under Rule 144(k), a stockholder who is not currently, and who has not been for at least three months before the sale, an affiliate of ours and who owns restricted shares that have been outstanding for at least two years may resell these restricted shares without compliance with the above requirements. The one- and two-year holding periods described above do not begin to run until the full purchase price is paid by the person acquiring the restricted shares from us or an affiliate of ours.

O1 Communications of Missouri, LLC

APPLICATION FOR CERTIFICATE OF SERVICE AUTHORITY

Exhibit 3

Financial Statements and Affidavit