

ORIGINAL

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October 29, 1999

FILED

OCT 29 1999

Missouri Public  
Service Commission

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

TA-2000-304

Re: BroadStream Corporation  
Basic Local Telecommunications Service Certificate Application

Dear Mr. Roberts:

Please find enclosed for filing on behalf of BroadStream Corporation an original and fourteen copies of: 1) the Application For Certificate of Service Authority And For Competitive Classification; and 2) Motion For Issuance of Protective Order. Copies of this filing have been sent this date to the General Counsel's Office and the Office of the Public Counsel. Thank you.

Sincerely,

*Brent Stewart*  
Brent Stewart

CBS/bt

Enclosure

cc: General Counsel's Office  
Office of the Public Counsel  
Brenda Boykin

ORIGINAL

BEFORE THE PUBLIC SERVICE COMMISSION  
OF THE STATE OF MISSOURI

In the Matter of the Application of )  
BroadStream Corporation for a certificate )  
of Service Authority to provide )  
Basic Local Telecommunications Service )  
in portions of the State of Missouri )  
and for Competitive Classification. )

Case No. TA-2000-

384

FILED  
OCT 29 1999

Missouri Public  
Service Commission

**APPLICATION FOR CERTIFICATE OF SERVICE AUTHORITY  
AND FOR COMPETITIVE CLASSIFICATION**

Comes now BroadStream Corporation ("Applicant" or "BroadStream"), 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. 1998, and 4 CSR 240-2.060, for authority to provide facilities-based and resold basic local telecommunications service in portions of the State of Missouri and to classify said service and the company as competitive. In support of its Verified Application, Applicant states as follows:

1. BroadStream is a corporation duly organized and existing under and by virtue of the laws of the State of Delaware and is duly authorized to do business in Missouri. Pursuant to the relevant provisions of 4 CSR 240-2.060, documents from the Missouri Secretary of State's Office are attached hereto and incorporated herein by reference as Appendix A. Applicant's principal place of business is 4513 Pin Oak Court, Sioux Falls, South Dakota 57103 and its telephone number is (605) 335-5504.

2. All correspondence, communications, pleadings, notices, orders and decisions relating to this Application should be addressed to:

Charles Brent Stewart  
Stewart & Keevil, L.L.C.  
1001 Cherry Street, Suite 302  
Columbia, Missouri 65201  
(573) 499-0635  
(573) 499-0638 (FAX)

Louis Gurman  
Brenda Boykin  
Gurman, Blask & Freedman, Chartered  
1400 Sixteenth Street, N.W., Suite 500  
Washington, D.C. 20003  
(202) 328-8200  
(202) 462-1784 (FAX)

All inquiries or communications regarding Applicant's ongoing operations should be addressed to:

Laurie Arthur  
BroadStream Corporation  
4513 Pin Oak Court  
Sioux Falls, South Dakota 57103  
(605) 338-3632  
(605) 338-3938 (FAX)

3. By this Application, Applicant requests certificate authority to provide competitive facilities-based, and where appropriate, resold basic local exchange services to non-residential business customers throughout all the exchanges currently served by Southwestern Bell Telephone Company ("SWBT"), GTE Midwest, Inc. ("GTE"), and Sprint of Missouri ("Sprint"). The specific SWBT, GTE and Sprint exchanges within which Applicant proposes to offer service are listed in Appendix B which is attached hereto and incorporated herein by reference. Applicant's proposed service areas will follow the respective exchange boundaries of the stated incumbent LECs and shall be no smaller than an exchange as required by Section 392.455(3) RSMo Supp. 1998. Applicant may seek authorization to provide service in exchanges served by other incumbent LECs in a subsequent proceeding.

Applicant initially will provide its facilities-based basic local and private line service in the St. Louis, Kansas City and Joplin, Missouri areas where it holds or is in the process of acquiring

licenses issued by the Federal Communications Commission ("FCC") for the provision of millimeter wave radio services in the 38.6-40.0 Ghz Band ("39 Ghz). Applicant is currently in the process of pursuing any necessary interconnection and resale agreements with the above-specified incumbent LECs and expects to file same in the near future. Applicant this date also has filed with the Commission in a separate case its application for a certificate of service authority to provide intrastate interexchange and non-switched local exchange telecommunications services throughout the state of Missouri.

4. Pursuant to this Application, Applicant seeks to offer and provide the full range of basic local telecommunications services to non-residential customers on a facilities-based and resold basis. Such services will include, but not be limited to: basic dial tone, call waiting, call forwarding, three-way calling, basic trunk service, DID trunk service, Centrex service, operator services, directory assistance, and exchange access service. Initially, Applicant will offer its services to small-to-medium sized business customers and to other carriers. In the future, should a market demand exist, Applicant may also seek to offer service to residential customers.

BroadStream has been licensed by the FCC to provide 39 Ghz millimeter wave radio services in forty-two states.<sup>1</sup> BroadStream's 39 Ghz licenses authorize point-to-point and point-to-multipoint communications within specified rectangular service areas.

Within the service areas for which it holds an FCC license, BroadStream will deploy a wireless broadband "last mile" local access network that will utilize frequency pairs in the 39 Ghz

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<sup>1</sup> The FCC has issued licenses for BroadStream to operate microwave systems in Alabama, Alaska, Arizona, Arkansas, California, Colorado, Connecticut, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Nebraska, Nevada, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, Tennessee, Texas, Utah, Virginia, Washington, West Virginia, and Wisconsin.

band to carry high speed, digital traffic, including voice, data, and video transmission, to business customers in urban and suburban markets. The bulk of the network will consist of BroadStream facilities. BroadStream's "last mile" local access network will connect customer premises to BroadStream's network operation center and switch, where traffic will be routed to its final destination via BroadStream's facilities or facilities leased from an underlying local exchange company or other carrier.

Service features will include symmetric or asymmetric data rates upstream and downstream, bandwidth on demand, voice and data services via IP or ATM, and the ability to provide customers with dedicated capacity, route diversity, and end-to-end quality of service. BroadStream's voice offerings will include traditional local exchange services through PBX trunks, individual business lines or Centrex-type lines. Voice value-added services will include call forwarding, call waiting, three-way calling, voice mail and busy line interrupt, among others. BroadStream's wireless broadband network will allow BroadStream to offer fractional DS-1 or full DS-3 point-to-point connections. Customers can use these connections to link multiple locations on a private data network, provide high speed links to the Internet or connect to long-haul public data networks. In the future, BroadStream will also offer value added IP-based services, such as IP fax, secure document delivery, video conference bridging, remote backup, applications hosting and Internet security.

Customers can ask billing, account or service questions by calling BroadStream's toll-free telephone number, 1-888-538-5796.

5. Applicant possesses the technical and managerial expertise and experience necessary to provide the services it proposes as required by Section 392.455(1) RSMo Supp. 1998. The

managerial staff of BroadStream and consultants retained by the company possess extensive knowledge of all phases of Applicant's business, including design and development of the telecommunications infrastructure, repair and maintenance, network management and operations, inter-carrier arrangements, sales and marketing, and billing and collection. A listing of Applicant's management and key consultants and their qualifications is attached hereto and incorporated herein as Appendix C.

6. While being a new or "start up" company, Applicant possesses the necessary financial qualifications to provide the services it proposes as required by Section 392.455(1) RSMo Supp. 1998 and has access to the necessary capital to conduct its proposed operations in Missouri. BroadStream is a wholly-owned subsidiary of BroadStream Communications Corporation, which is also based in Sioux Falls, South Dakota and which is engaged in the acquisition of 39 Ghz millimeter wave radio facilities across the United States.

BroadStream's primary assets at this time are the 39 Ghz licenses it has been granted by the FCC and its contractual rights to acquire additional licenses from other license holders. These licenses and contracts ultimately give BroadStream a national footprint and enable it to enter arrangements with customers who value a single network provider. Although the FCC awarded licenses for wireless services such as PCS and LMDS through a series of auctions (in some cases driving up the prices substantially), it has not, to date, auctioned 39 Ghz licenses. As a result, BroadStream was able to acquire its licenses at relatively low cost, thereby strengthening the company's financial position.

Annual fixed and operating costs for Applicant's proposed Missouri facilities and operations are expected to be well within the financial resources available to BroadStream through

the procurement of financing and anticipated revenues. The financing will be secured through an interest in the network facilities. Specifically, BroadStream's parent corporation intends to raise approximately \$150 million in gross proceeds from the sale of its Series A Convertible Preferred Stock, and will make such proceeds available to Applicant. This private equity placement is being handled by Bear, Sterns & Co., 245 Park Avenue, New York, New York 10167.

Applicant deems its financial documents to be highly confidential, especially in light of the anticipated private equity placement by its parent company. As such, concurrent with this Application, Applicant has filed a Motion For Issuance of Protective Order in this case. Once the Commission's standard protective order is issued, Applicant will file its preliminary financial statements, which have been prepared by Arthur Anderson, under seal as late-filed Appendix D.

7. Pursuant to this Application, Applicant also seeks classification of itself and of its new basic local telecommunications service offerings as competitive, with accompanying reduced regulation pursuant to Sections 392.361 and 392.420 RSMo 1994 and 4 CSR 240-2.060(4)(F). Market entry by Applicant and by other competitive companies into the local markets now dominated by the monopoly services of SWBT, GTE and Sprint will make these markets sufficiently competitive to make a lesser degree of regulation for Applicant and its proposed services in the public interest, consistent with the legislative policies established by the federal Telecommunications Act of 1996 and the recent revisions to Chapter 392 RSMo. This Commission already has approved numerous applications to provide resold and facilities-based basic local telecommunications services filed by new market entrants and has classified those new entrants and their services as competitive.

8. Applicant will offer basic local telecommunications service as a separate and distinct

service in accordance with Section 392.455(4) RSMo Supp. 1998. Applicant will provide equitable access for all customers in Missouri, without regard to their income or where they might reside, to affordable telecommunications services in Applicant's proposed service areas in accordance with Section 392.455(5) RSMo Supp. 1998.

9. Applicant is willing to comply with all applicable Commission rules and is willing to meet all relevant service standards including, but not limited to, quality of service, billing, and tariff filing and maintenance. Consistent with the Commission's treatment of other certificated competitive local exchange telecommunications companies, Applicant requests that, at minimum, the following statutes and regulations for Applicant and its proposed basic local exchange service offerings be waived at this time:

STATUTES

392.210.2  
392.270  
392.280  
392.290.1  
392.300.2  
392.310  
392.320  
392.330  
392.340

REGULATIONS

4 CSR 240-10.020  
4 CSR 240-30.040  
4 CSR 240-35

10. 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 exchange service shall include a proposed tariff with a forty-five 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/resale agreement with the incumbent LECs. At such time as all facts necessary

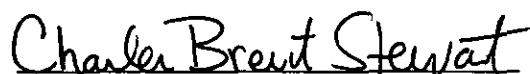


for the development of such tariffs are known to Applicant, it will promptly file same bearing a forty-five day effective date with the Commission in a manner consistent with what Applicant believes to be recent Commission practice in similar cases.

11. 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 Telecommunications Act of 1996 and Chapter 392 RSMo. Prompt approval of this Application also will expand the availability of innovative, high-quality and reliable telecommunications services within the State of Missouri. Customers will benefit by having alternatives from which to choose and from general improvements in price, features and options that are generated by competitive market pressures.

WHEREFORE, Applicant BroadStream Corporation respectfully requests that the Commission grant it a certificate of service authority to provide facilities-based and resold basic local telecommunications service as herein requested, classify Applicant and Applicant's proposed basic local services as competitive, and grant waivers of the aforesaid statutes and regulations, as expeditiously as possible.

Respectfully submitted,



Charles Brent Stewart #34885  
STEWART & KEEVIL, L.L.C.  
1001 Cherry Street, Suite 302  
Columbia, Missouri 65201  
(573) 499-0635

ATTORNEY FOR APPLICANT  
BROADSTREAM CORPORATION

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of the foregoing Application, along with its verification and appendices, was sent to the PSC's General Counsel's Office and the Office of the Public Counsel by placing same in the United States Mail, first class postage prepaid, or by hand-delivery, this 29<sup>th</sup> day of October, 1999.

Charles Brent Stewart

## VERIFICATION

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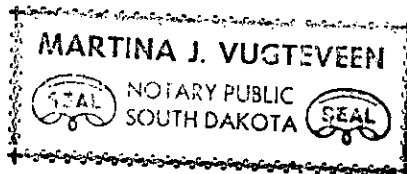
\_\_\_\_\_, I, Lori Jean Furness, under penalty of perjury, declare that I am Assistant Vice President of BroadStream Corporation, the Applicant in the subject proceeding; that I am authorized by BroadStream Corporation to file this Application for a Certificate of Service Authority to Provide Basic Local Telecommunications Services with the Missouri Public Service Commission; that I am familiar with the Application; and that the statements of fact set forth in the Application are true and correct to the best of my knowledge, information and belief.

  
Lori Jean Furness, Assistant Vice President  
BroadStream Corporation

Subscribed and sworn to before me this 27 day of October, 1999.

*Martina J. Tuguecen*  
Notary Public

**My Commission Expires**  
**October 22, 2004**



BROADCASTSTREAM CORPORATION  
CLEC APPLICATION  
CASE NO. TA-2000-\_\_\_\_\_

**APPENDIX A**

**MISSOURI SECRETARY OF STATE DOCUMENTS**

# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**

CORPORATION DIVISION  
CERTIFICATE OF CORPORATE RECORDS

BROADSTREAM CORPORATION

USING IN MISSOURI THE NAME  
BROADSTREAM CORPORATION

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 29TH DAY OF OCTOBER, 1999.

*Rebecca McDowell Cook*  
Secretary of State



NO. 2167510

# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**

CORPORATION DIVISION  
AMENDED CERTIFICATE OF AUTHORITY  
OF A FOREIGN CORPORATION

WHEREAS,

BROADSTREAM CORPORATION

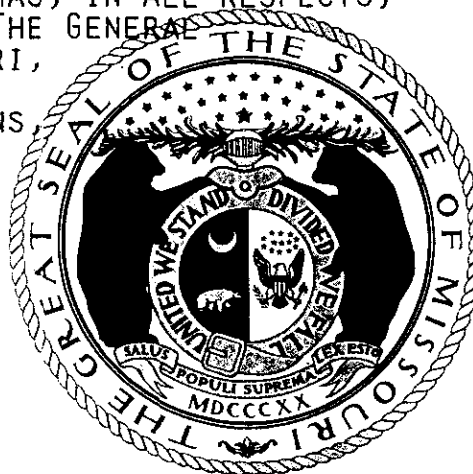
FORMERLY,

COMMCOTEC CORPORATION

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND NOW IN EXISTENCE AND IN GOOD STANDING IN SAID STATE, AND QUALIFIED TO TRANSACT BUSINESS IN MISSOURI HAS DELIVERED TO ME, DULY AUTHENTICATED EVIDENCE OF AN AMENDMENT TO ITS ARTICLES OF INCORPORATION AS PROVIDED BY LAW, AND HAS, IN ALL RESPECTS, COMPLIED WITH THE REQUIREMENTS OF THE THE GENERAL AND BUSINESS CORPORATION LAW OF MISSOURI, GOVERNING AMENDMENTS TO THE ARTICLES OF INCORPORATION OF FOREIGN CORPORATIONS, AND IN ACCORDANCE THEREWITH ISSUE THIS CERTIFICATE OF AMENDMENT.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 29TH DAY OF OCTOBER, 1999.

*Rebecca McDowell Cook*  
Secretary of State



\$25.00

ORIGINAL



## State of Missouri

Rebecca McDowell Cook, Secretary of State

P.O. Box 778, Jefferson City, Mo. 65102

Corporation Division

FILED

AMENDED CERTIFICATE OF  
AUTHORITY ISSUED

OCT 29 1999

Application for an Amended Certificate of  
Authority for a Foreign Corporation

(Submit in duplicate with filing fee of \$25.00)

Rebecca McDowell Cook  
SECRETARY OF STATE

The below corporation, relating to amending its certificate of authority of Foreign Corporation, does hereby state:

- (1) Its name is: CommcoTec Corporation
- and is incorporated in the State of: Delaware; and it was qualified in the State of Missouri on December 15, 1998  
(month/day/year)
- (2) By appropriate corporate action on: September 13, 1999, the corporation:  
(month/day/year)
- (1) Changed its corporate name to: BroadStream Corporation
- Name it will use in Missouri if new name not available: N/A
- (2) Changed its period of duration to: N/A
- (3) Changed the state or country of its incorporation to: N/A
- (3) There is attached hereto a Certificate of the Secretary of State of the State of Delaware relating to the amendment(s), set forth in item 2 above and showing that the Corporation is in existence and in good standing in said State.
- (4) 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 thereon, the facts stated above are true.

(Authorized signature of officer or chairman of the board)

Corp. Asst. Secretary

(Title)

10-26-99

(Date of signature)

Attached is a current certificate attesting to the change, duly authenticated by the secretary of state or other official having custody of corporate records in the state or country of incorporation.

*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BROADSTREAM CORPORATION" 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-SIXTH DAY OF OCTOBER, A.D.. 1999.

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.

2903483 8300

991452678

0045775

10-26-99



*Edward J. Freel*  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:



*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "COMMCOTEC CORPORATION", FILED A RESTATED CERTIFICATE, CHANGING ITS NAME TO "BROADSTREAM CORPORATION", THE THIRTEENTH DAY OF SEPTEMBER, A.D. 1999, AT 2 O'CLOCK P.M.

2903483 8320

991452086

0045258

10-26-99



*Edward J. Freel*  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

State of Delaware  
*Office of the Secretary of State*

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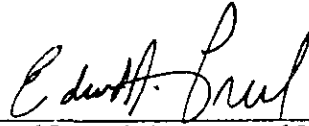
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "COMMCOTEC CORPORATION", CHANGING ITS NAME FROM "COMMCOTEC CORPORATION" TO "BROADCASTREAM CORPORATION", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF SEPTEMBER, A.D. 1999, AT 2 O'CLOCK P.M.

2903483 8100

991426585



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

AUTHENTICATION: 0025072

DATE: 10-14-99

RESTATED CERTIFICATE OF INCORPORATION  
OF  
COMMCO TEC CORPORATION

CommcoTec Corporation, a corporation organized and existing under the laws of the State of Delaware, for the purpose of amending and restating its Certificate of Incorporation, does hereby certify as follows:

FIRST: The original Certificate of Incorporation (the "Original Certificate") was filed with the Secretary of State of the State of Delaware on June 2, 1998, pursuant to and by virtue of the General Corporation Law of the State of Delaware (the "DGCL").

SECOND: Effective immediately upon the filing of this Restated Certificate of Incorporation in the office of the Secretary of State of the State of Delaware (the "Effective Time"), each share of previously existing Class A Common Stock, par value \$.01 per share, and Class B Common Stock, par value \$.01 per share, issued and outstanding or held in treasury shall be and hereby is converted into and reclassified as .0025 shares of Common Stock (as defined in Article FOURTH of this Restated Certificate of Incorporation). Certificates which prior to the Effective Time represented shares of capital stock shall, at the Effective Time, be hereby canceled and upon presentation of the canceled certificates to BroadStream Corporation, the holders thereof shall be entitled to receive certificate(s) representing the shares of Common Stock into which such canceled shares have been converted.

THIRD: This Restated Certificate of Incorporation, having been duly adopted in accordance with the provisions of Sections 228, 242 and 245 of the DGCL by the unanimous written consent of the Board of Directors and the written consent of the stockholders of BroadStream Corporation, restates and integrates and further amends the provisions of the Original Certificate. As so restated and integrated and further amended, the Restated Certificate of Incorporation (hereinafter, the "Certificate of Incorporation") reads as follows:

## ARTICLE FIRST

### Name of Corporation

The name of the corporation is BroadStream Corporation (the "Corporation").

## ARTICLE SECOND

### Registered Office and Registered Agent

The address of the Corporation's registered office in the State of Delaware is One Rodney Square, 10th Floor, Tenth and King Streets, in the City of Wilmington, County of Newcastle, Delaware 19801. The name of the registered agent of the Corporation at such address is RL&F Service Corp.

## ARTICLE THIRD

### Purpose

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

## ARTICLE FOURTH

### Capital Stock

The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 50,000 shares of common stock, par value \$.01 per share (the "Common Stock").

## ARTICLE FIFTH

### Board of Directors

A. The number of directors of the Corporation shall initially be fixed at two and may be increased or decreased from time to time pursuant to a resolution adopted by the affirmative vote of a majority of the directors then in office, though less than a quorum of the Board of Directors, but the number of directors shall not be less than two nor more than twelve.

B. Unless and except to the extent that the By-laws so require, the election of directors of the Corporation need not be by written ballot.

C. Vacancies resulting from death, resignation, retirement, disqualification, removal from office or other cause, and newly created directorships resulting from any increase in the authorized number of directors or other cause, may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors, or by a sole remaining director.

#### ARTICLE SIXTH

##### Certain Matters Relating to Stockholder Actions

Any action required or permitted to be taken by the stockholders of the Corporation shall be effected at a duly called annual or special meeting of stockholders of the Corporation, and the stockholders of the Corporation shall be permitted to take action by written consent.

#### ARTICLE SEVENTH

##### Limitation on Director Liability

A. To the fullest extent permitted by the DGCL as it now exists and as it may hereafter be amended, no director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of any fiduciary or other duty as a director.

B. The rights and authority conferred in this Article SEVENTH shall not be exclusive of any other right which any person may otherwise have or hereafter acquire.

C. Neither the amendment, alteration or repeal of this Article SEVENTH, nor the adoption of any provision inconsistent with this Article SEVENTH, shall adversely affect any right or protection of a director of the Corporation existing at the time of such amendment, alteration or repeal with respect to acts or omissions occurring prior to such amendment, alteration, repeal or adoption.

## ARTICLE EIGHTH

Indemnification

Each person who is or was a director or officer of the Corporation shall be indemnified by the Corporation to the fullest extent permitted from time to time by the DGCL as the same exists or may hereafter be amended (but, if permitted by applicable law, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment) or any other applicable laws as presently or hereafter in effect. The Corporation may, by action of the Board of Directors, provide indemnification to employees and agents (other than a director or officer) of the Corporation, to directors, officers, employees or agents of a subsidiary, and to each person serving as a director, officer, partner, member, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise, at the request of the Corporation, with the same scope and effect as the foregoing indemnification of directors and officers of the Corporation. The Corporation shall be required to indemnify any person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors or is a proceeding to enforce such person's claim to indemnification pursuant to the rights granted by this Certificate of Incorporation or otherwise by the Corporation. Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article EIGHTH. Any amendment or repeal of this Article EIGHTH shall not adversely affect any right or protection existing hereunder in respect of any act or omission occurring prior to such amendment or repeal.

## ARTICLE NINTH

Amendments to By-laws by the Board of Directors

In furtherance of, and not in limitation of, the powers conferred by law, the Board of Directors is expressly authorized and empowered to:

- (1) adopt any By-laws a majority of the Board of Directors may deem necessary or desirable in connection with the conduct of the affairs of the Corporation,

including provisions governing the conduct of, and the matters which may properly be brought before, meetings of the stockholders and provisions specifying the manner and extent to which advance notice shall be given of and any other procedures regarding (i) the submission of proposals to be considered at any such meeting or (ii) nominations for the election of directors to be held at any such meeting; and

(2) repeal, alter or amend the By-laws by the affirmative vote of a majority of the Board of Directors.

#### ARTICLE TENTH

##### Foreign Ownership Restrictions

The following provisions are included for the purpose of ensuring that ownership of the Corporation remains with United States persons or entities, to the extent required by the Communications Act of 1934, as amended and the rules and regulations promulgated thereunder, as the same may be amended from time to time:

A. If the Corporation is a direct licensee of a broadcast or common carrier station, the Corporation shall not issue to "Aliens" (which term shall include (i) a person who is a citizen of a country other than the United States; (ii) any entity organized under the laws of a government other than the government of the United States or any state, territory, or possession of the United States; (iii) a government other than the government of the United States or of any state, territory, or possession of the United States; and (iv) a representative of, or an individual or entity controlled by, any of the foregoing), either individually or in the aggregate, in excess of 20 percent of the total number of shares of capital stock of the Corporation outstanding at any time and shall seek not to permit the transfer on the books of the Corporation of any capital stock to any Alien that would result in the total number of shares of such capital stock held by Aliens exceeding such 20 percent limit. If the Corporation is not a direct licensee of a broadcast or common carrier station but directly or indirectly controls such a licensee, the foregoing limit shall be 25 percent, unless the Federal Communications Commission approves a higher limit. In the event that the FCC amends the foregoing limits, such amended limits shall apply to this paragraph A of Article TENTH.

B. If the Corporation is a direct licensee of a broadcast or common carrier station, no Alien or Aliens shall be entitled to vote or direct or control the vote of more than 20 percent of (i) the total number of shares of capital stock of the Corporation outstanding and entitled to vote at any time and from time to time, or (ii) the total voting power of all shares of capital stock of the Corporation outstanding and entitled to vote at any time and from time to time. If the Corporation is not a direct licensee of a broadcast station but directly or indirectly controls such licensee, the foregoing limits shall be 25 percent, unless Federal Communications Commission approves a higher limit. In the event that the FCC amends the foregoing limits, such amended limits shall apply to this paragraph B of Article TENTH.

C. Without limiting the generality of the foregoing and notwithstanding any other provision of these Articles of Incorporation to the contrary, any shares of capital stock of the Corporation determined by the Board of Directors to be owned by an Alien or Aliens shall always be subject to redemption by the Corporation by action of the Board of Directors or any other applicable provision of law, to the extent necessary in the judgment of the Board of Directors to comply with the Alien ownership restrictions described in this Article TENTH. The terms, conditions and procedures of such redemption shall be as follows:

(1) the redemption price of the shares to be redeemed pursuant to this Article TENTH shall be equal to the fair market value of the shares to be redeemed, as determined by the Board of Directors in good faith;

(2) the redemption price of such shares may be paid in cash, securities or any combination thereof as determined by the Board of Directors;

(3) if less than all the shares held by Aliens are to be redeemed, the shares to be redeemed shall be selected in any manner determined by the Board of Directors to be fair and equitable;

(4) at least 10 days' prior written notice of the redemption, which notice shall specify the date the redemption is to be effective (the "Redemption Date"), shall be given to the holders of the shares selected to be redeemed (unless waived in writing by any such holder); provided that the Redemption Date may be the date on which written notice shall be given to holders if the cash or securities necessary to effect the redemption shall have been deposited in trust for the



benefit of such holders and such cash and securities are subject to immediate withdrawal by them upon surrender of the stock certificates for their shares to be redeemed duly endorsed in blank or accompanied by duly executed proper instruments of transfer;

(5) without limiting any of the rights or remedies set forth in this Article TENTH, from and after the Redemption Date, the shares to be redeemed shall cease to be regarded as outstanding and any and all rights of the holders in respect of the shares to be redeemed or attaching to such shares of whatever nature (including any rights to vote or participate in dividends declared on capital stock of the same class or series as such shares, excepting only payment of dividends declared prior to the Redemption Date for which the record date precedes the Redemption Date) shall cease and terminate, and the holders thereof thereafter shall be entitled only to receive the cash or securities payable upon redemption; and

(6) such other terms and conditions as the Board of Directors shall determine.

D. The Board of Directors shall have all powers necessary to implement the provisions of this Article TENTH.

IN WITNESS WHEREOF, CommcoTec Corporation has caused this Restated Certificate of Incorporation to be executed by the following authorized officer of said corporation on this 13 day of September, 1999.

COMMCO TEC CORPORATION,

by



Name: Roderick M. Sherwood III  
Title: Chief Financial Officer

BROADCASTREAM CORPORATION  
CLEC APPLICATION  
CASE NO. TA-2000-\_\_\_\_\_

**APPENDIX B**

**EXCHANGES TO BE SERVED**

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  
42nd Revised Sheet 9  
Replacing 41st Revised Sheet 9

## LOCAL EXCHANGE TARIFF

## 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)  
Creve Coeur(2)  
Florissant(2)  
Kirkwood(2)  
(CP) Oakville(2)  
Spanish Lake(2)

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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

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)

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

Issued: DEC 12 1994

Effective:

MISSOURI  
JAN 11 1995  
Public Service Commission

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

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tariff will be issued  
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of canceling this tariff.

LOCAL EXCHANGE TARIFF  
65th Revised Sheet 7  
Replacing 64th Revised Sheet 7

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## LOCAL EXCHANGE TARIFF

## 1.3 EXCHANGES BY RATE GROUP- (Continued)

FEB 29 1996

## 1.3.2 Rate Group B(4)

MISSOURI  
Public Service Commission

Camdenton(1)(2)(5)	Lake Ozark-Osage Beach(1)(2)(5)
Cape Girardeau(1)(2)(5)	Manchester(1)(5)
Carthage(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)
(CP) Farmington(1)(2)(5)	Perryville(1)(2)(5)
Fenton(1)(5)	Pond(1)(5)
Festus-Crystal City(1)(2)(5)	(CP) Poplar Bluff(1)(2)(5)
Flat River(1)(2)(5)	St. Charles(1)(2)(5)
Fulton(2)(5)	St. Clair(3)(5)
Gravois Mills(1)(2)(5)	St. Joseph(1)(5)
Hannibal(2)(5)	Sedalia(2)(5)
Harvester(1)(5)	Sikeston(1)(2)(5)
High Ridge(1)(5)	Union(1)(2)(5)
Imperial(1)(2)(5)	Valley Park(1)(5)
Jackson(1)(2)(5)	Washington(3)(5)
Joplin(1)(2)(5)	Webb City(1)(2)(5)
Kennett(1)(2)(5)	
Kirksville(2)(5)	

**FILED**

- (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.

MO. PUBLIC SERVICE COMM

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Effective: MAR 30 1996

By HORACE WILKINS, JR., President-Missouri  
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 St. Louis, Missouri

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

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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

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## 1.3 EXCHANGES BY RATE GROUP- (Continued)

JAN 19 1996

## 1.3.1 Rate Group A- (Continued) (4)

(MT)	Montgomery City(1) (2) (5)	Rushville(1) (5)	MISSOURI Public Service Commission Trenton(1) (3) (5)
	Morehouse(1) (3) (5)	Ste. Genevieve(1) (2) (5)	Tuscumbia(1)
	New Franklin(1) (3) (5)	St. Marys(1) (3) (5)	(3) (5)
	New Madrid(1) (2) (5)	San Antonio(1) (5)	Versailles(1)
	Oak Ridge(1) (3) (5)	Scott City(1) (3) (5)	(3) (5)
	Old Appleton(1) (3) (5)	Senath(1) (3) (5)	Vienna(2) (5)
	Oran(1) (2) (5)	Slater(2) (5)	Walnut Grove
(MT)		Smithville(1) (3) (5)	(2) (5)
	Patton(2) (5)	Stanberry(2) (5)	Wardell(1) (2) (5)
	Paynesville (1) (2) (5)		Ware(1) (3) (5)
	Pierce City(1) (2) (5)		Wellsville(2) (5)
	Pocahontas-New Wells(1) (3) (5)		Westphalia(2) (5)
(MT)			Wyatt(1) (2) (5)
	Portage Des Sioux(2) (5)		
	Portageville(1) (2) (5)		
	Puxico(2) (5)		
	Qulin(1) (3) (5)		
	Richmond(2) (5)		
	Richwoods(2) (5)		
	Risco(1) (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

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

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LOCAL EXCHANGE TARIFF  
55th Revised Sheet 6  
Replacing 54th Revised Sheet 6

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## LOCAL EXCHANGE TARIFF

FEB 29 1996

1.2 EXCHANGES BY RATE GROUP

## 1.3.1 Rate Group A(4)

Adrian(1)(2)(5)  
Advance(1)(2)(5)  
Agency(1)(5)  
Altenburg-Frohna  
(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)

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)  
(CP) 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)  
Elsberry(1)(2)(5)  
Essex(1)(3)(5)  
Eureka(1)(5)  
(CP) Farley(2)(5)  
Fayette(1)(2)(5)  
Fisk(1)(3)(5)  
Frankford(2)(5)  
(CP) Fredericktown(2)(5)  
Freeburg(2)(5)  
Gideon(1)(2)(5)  
Glasgow(1)(2)(5)

MISSOURI  
Public Service Commission

Grain Valley  
(1)(3)(5)  
Gray Summit(1)(3)(5)  
(CP) 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)  
Lilbourn(1)(2)(5)  
(CP) Linn(2)(5)  
Lockwood(2)(5)  
Louisiana(1)(2)(5)  
Macks Creek(2)(5)  
Malden(1)(2)(5)  
(CP) 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.

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MAR 30 1996

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## GENERAL AND LOCAL EXCHANGE TARIFF

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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
Wondridge	-	-	-	A-1
Wright City	Foristell	1.90	1.90	A-2

(\*) Includes customers in Base Rate Area Alexandria.

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Gerald D. Harris  
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Wentzville, Missouri

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## GENERAL AND LOCAL EXCHANGE TARIFF

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## 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>	
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

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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)

Exchange Name	EAS Points	EAS Rate Component		Rate Sch./Group
		Bus.	Res.	
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

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Wentzville, Missouri

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## GENERAL AND LOCAL EXCHANGE TARIFF

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## G. Local Exchange Listings (Cont'd)

1. Exchange Listings (Includes EAS Points, EAS Rates, 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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Section 4

1st Revised Sheet 11

Cancels Original Sheet 11

## GENERAL AND LOCAL EXCHANGE TARIFF

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LOCAL 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)

Exchange Name	EAS Points	EAS Rate Component		Rate Sch./Group
		Bus.	Res.	
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,			
	Hartville	3.65	3.65	A-1
Mano	Cassville	3.65	3.65	A-2
Mansfield	-	-	-	A-2
Marshfield	Elkland	.90	.90	A-3
Marthasville	-	-	-	A-1
Maysville	-	-	-	A-2
				(D)
				(D)
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-2

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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, Koby	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

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GENERAL AND LOCAL EXCHANGE TARIFF

LOCAL EXCHANGE SERVICE

G. Local Exchange Listings (Cont'd)

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  
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MO. PUBLIC SERVICE COMMISSION

Issued: March 1, 1996

EFFECTIVE: APR 1 1996

APR 1 1996

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

GENERAL AND LOCAL EXCHANGE TARIFF

LOCAL EXCHANGE SERVICE

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		Sch./Group	
		Bus.	Res.		
Cosby	Avenue City, Helena, Savannah	\$9.45	\$5.10	A-1	
Crane	-	-	-	A-2	
Cross Timbers	-	-	-	A-1	(D)
Cuba	-	-	-	A-3	
Dadeville	-	-	-	A-1	
Dalton	Keytesville	2.35	2.35	A-1	
Dardenne/ Lake St. Louis	-	-	-	Metro	
Defiance	-	-	-	Metro	
Dora	Gainesville	3.65	3.65	A-1	(D)
Easton	Gower	1.10	.60	A-1	(D)
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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NO. PUBLIC SERVICE COMM

Issued: March 1, 1996

Effective: ~~March 1, 1996~~  
APR 1 1996

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



GTE MIDWEST INCORPORATED

PSC MO. NO. 1

Section 4

1st Revised Sheet 7

Cancels Original Sheet 7

## GENERAL AND LOCAL EXCHANGE TARIFF

LOCAL EXCHANGE SERVICE

JAN 21 1996

## G. Local Exchange Listings (Cont'd)

JAN 21 1996

## 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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Issued: March 1, 1996

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APR 1 1996

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State Director-External Affairs  
Wentzville, Missouri

## GENERAL AND LOCAL EXCHANGE TARIFF

LOCAL EXCHANGE SERVICE

## 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</u>
		<u>Bus.</u>	<u>Res.</u>	<u>Sch./Group</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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MISSOURI PUBLIC SERVICE COMMISSION

Issued: March 1, 1996

Effective: ~~March 1, 1996~~  
APR 1 1996

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

UNITED TELEPHONE COMPANY  
OF MISSOURI

## GENERAL EXCHANGE TARIFF

First Revised Page 2  
Cancels Original Page 2

## LOCAL EXCHANGE SERVICE RATE GROUPS

**RECEIVED**

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

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

MISSOURI  
Public Service Commission

I

Appleton City	Blackburn	Blairstown	Brazito	(MT)
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	Russellville	St. Thomas	Smithton	
Strasburg	Sweet Springs	Syracuse	Taos	
Tarkio	Tipton	Urich	Waverly	
Wellington				(MT)

II

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

III

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

IV

Jefferson City

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FEB 21 1994  
94 - 237

MISSOURI  
Public Service Commission

ISSUED:  
February 3, 1994

BY: John L. Roe  
Vice President - Administration  
5454 West 110th Street  
Overland Park, Kansas 66211

EFFECTIVE:

FEB 21 1994

BROADCASTSTREAM CORPORATION  
CLEC APPLICATION  
CASE NO. TA-2000-\_\_\_\_\_

## **APPENDIX C**

### **MANAGERIAL QUALIFICATIONS**

## **BROADSTREAM CORPORATION**

### **BIOGRAPHIES OF KEY EMPLOYEES AND CONSULTANTS**

#### **Michael D. Heil, President, Chief Executive Officer and Director**

Mr. Heil was recently appointed as BroadStream's new Chief Executive Officer. Prior to joining BroadStream, Mr. Heil served as Senior Vice President and General Manager, Worldwide Sales and Marketing, for Compaq Computer, where he had responsibility for Compaq's six global sales and marketing regions. Mr. Heil also spent several years as President and General Manager at the McCaw/Bell South partnership venture LA Cellular Telephone Company. His accomplishments at LA Cellular included quintupling net income in his first five years at the company, dramatically improving customer satisfaction levels, and overseeing the successful transition to a digital network.

Mr. Heil's earlier experience includes service as President for Sony's Display Products Division, where he was responsible for developing and implementing product line marketing strategy for all consumer television products. He also served as Vice President of Sales at Koala Tech, Inc., Vice President of Sales, Western Division, for Atari, Inc. and District Sales Manager of Polaroid Corporation. He received his B.A. at the University of Texas, Austin.

#### **B. Scott Reardon, III, Director**

Since 1980, Mr. Reardon has been President and CEO of Dakon Venture Capital, LLC and its predecessor in interest, focusing investment primarily in pursuing international wireless telecommunications opportunities. Mr. Reardon has also owned and operated cellular telephone systems in South Dakota and Illinois and has been an investor in various FM radio stations.

Prior to 1980, Mr. Reardon was a corporate officer and member of the Board of Directors of Dakon, Inc., a wholesale supplier of farm, hydraulic, and lawn equipment to 6,000 retailers and manufacturers located in eight Midwestern states. Mr. Reardon earned an A.B., Economics from Georgetown University and an M.S., Business Administration from American University.

#### **David L. Knudson, Secretary**

David L. Knudson is an attorney who brings to BroadStream expertise in banking law, corporate finance law and tax law. Mr. Knudson gained this experience as a member of Davenport, Evans, Hurwitz & Smith, L.L.P., the largest law firm in South Dakota. He also served as Chief of Staff, South Dakota Governor's Office in 1995 and 1999. Mr. Knudson graduated from Harvard University (A.B.) cum laude in 1972; New York University (J.D.) in 1975 and from the University of South Dakota (M.B.A.) in 1981.

Mr. Knudson was a Root-Tildon Scholar from 1972 to 1975 and was admitted to the South Dakota Bar in 1975.

**Gerald D. Prothro, Senior Vice President, Technology**

Mr. Prothro brings to BroadStream expertise in technology integration, network computing systems and financial management. He formerly served as Vice President and Chief Information Officer at IBM, where he was responsible for the technical direction and business management of internal computing worldwide and managed the corporate information technology budget of \$4.4 billion. Mr. Prothro also served as IBM Vice President of Information and Telecommunications Systems, where he was responsible for the establishment and sourcing of computer services to IBM Global Services. Earlier positions include IBM Director and Secretary of Management Board and Management Committee. Mr. Prothro holds a B.S. in Mathematics and Physics and M.S. in Physics from Howard University, and an MBA from Harvard Graduate School of Business.

**Michael McNelly, Senior Vice President, Engineering and Operations**

Mr. McNelly previously served as Senior Vice President of Telecommunications Services for LCI International, Inc., where he had global responsibility for all services within LCI International including RF engineering, fixed network design and research and development. Additionally, within specific regions, Mr. McNelly was responsible for all aspects of business operations including marketing, sales, software, hardware, legal, finance, accounting and human resources. He supervised more than 500 engineers and other professionals who were providing services to customers in 50 countries worldwide.

Prior to joining LCI International, Inc., Mr. McNelly founded and operated Knoll Telecommunications Services, L.L.C. ("KTS"). As President and CEO of KTS, Mr. McNelly grew the company into a major site acquisition and site management company that provided wireless operators with network development and management services. KTS customers included Sprint PCS, Nextel, Teligent, Western Wireless, Bell Atlantic Mobile and GTE Wireless. Mr. McNelly also served in executive positions with several other telecommunications companies including Los Angeles Cellular Telephone Company, PacTel Development Corporation, Cellular One and Allnet Communications Services.

**Roderick M. Sherwood, III, Senior Vice President, Chief Financial Officer and Director**

Mr. Sherwood most recently served as President of Spaceway, the Broadband Services Group of Hughes Corporation. While with Hughes, he developed general business, sales and distribution plans, and oversaw technical systems development, network operations, regulatory interface, finance and administration. Prior to his work with Hughes Corporation, Mr. Sherwood helped to launch DIRECTV Japan, supported the launch of Galaxy Latin America and developed DIRECTV opportunities in Asia and Eastern Europe. Mr. Sherwood was previously Chairman, Corporate Vice President and

Treasurer of Hughes Investment Management Company where his responsibilities included capital structure and planning and strategy, capital markets financing, cash management and portfolio investment, corporate real estate operations, pensions and insurance. Mr. Sherwood holds an A.B. from Stanford University and an M.B.A. from Harvard Business School.

**Karen Puckett, Vice President, Marketing**

Ms. Puckett was formerly Area President of the Texas Region for GTE Wireless. In this capacity, Ms. Puckett oversaw all aspects of a \$650 million, 1500 person wireless telecommunications business. On three separate occasions, J.D. Power & Associates awarded Ms. Puckett its Customer Satisfaction Award. Ms. Puckett also served as Area President, Southwest Region, Director of Operations and Industry Relations and Director of Industry Relations for GTE Wireless.

**Dr. Rosemarie Reardon, Director**

Dr. Rosemarie Reardon received her doctorate degree in psychology from the University of South Dakota in 1978. Her undergraduate degree in psychology is from the Albertus Magnus College, and her masters work was completed at the Catholic University in Washington, D.C. She began her psychology practice at the Leander Clinic in 1979. From 1985 to 1993, she was affiliated with the McGreevy Clinic and was on staff at McKennon Hospital and Sioux Falls Hospital, all in Sioux Falls, South Dakota. Dr. Reardon served as chairwoman for six years of the South Dakota Licensing Board for Psychologists and served a three year term as President of the South Dakota Psychological Association.

**Laurie Arthur, Assistant Secretary**

Laurie Arthur is an advisor to BroadStream and its parent corporation, BroadStream Communications Corporation. She is responsible for financial and administrative functions of both companies and has extensive experience with financial analysis, regulatory compliance, contracting functions, oversight of Federal Communications Commission application tracking and license perfection. Previously, Ms. Arthur was Vice President of Cellular One of Sioux Falls, providing assistance with company plan design, construction, vendor selection, interconnection, roaming agreements and compliance. Her communications experience also includes the development of FM radio licenses in multiple markets, including regulatory compliance, local leases and oversight of technical and mechanical site development.

**Lori Jean Furness, Assistant Vice President**

Lori Jean Furness holds a B.S. in Business Education from Northern State College in Aberdeen, South Dakota. She has been working in the telecommunications field since 1992. On behalf of BroadStream, she is responsible for general administrative duties,

including preparing and tracking corporate documents, assisting with regulatory compliance and license perfection, and management of accounts payable.

**Thomas R. Lucke, Consultant**

Thomas Lucke is a principal with the Cambridge Strategic Management Group, Inc. ("CSMG"). CSMG is an international strategy consulting firm, with offices in Cambridge, Massachusetts, and London, U.K., specializing in the telecommunications industry. CSMG clients include local and international service providers, global equipment manufacturers, software providers, and financial institutions with business interests in telecommunications. Mr. Lucke is working with BroadStream to develop strategies that capitalize on emerging telecommunications market opportunities and fixed wireless technologies.

He has worked extensively in wireless communications since the earliest cellular systems were launched in the U.S. and Europe in the 1980's. Mr. Lucke has been a member of start-up teams that pioneered ventures in cellular telephony, DBS, wireless data, PCS and high-power satellite services in the U.S. and Europe. He has extensive experience in strategy consulting with high technology companies, as well as an operations background in integrated circuits, consumer electronics, industrial controls, aerospace, and software.

Prior to joining CSMG, Mr. Lucke led the Strategy Consulting Group at Price Waterhouse in its work with technology-based clients. He holds a B.S. from Rensselaer Polytechnic Institute and an M.S.I.A. from the Graduate School of Industrial Administration at Carnegie Mellon University.

**Masood Tayebi, Consultant**

Dr. Tayebi is President and Director of Wireless Facilities Inc., which specializes in telecommunications infrastructure development and has its principal office in San Diego, California. Dr. Tayebi is assisting with the development of BroadStream's infrastructure, including network design, engineering and implementation. Prior to co-founding Wireless Facilities Inc. in 1994, Dr. Tayebi was an engineer with a number of leading international companies. In the early 1990's Dr. Tayebi was a consultant to LCCI and DTI. During this period he worked on several important projects, including, CDMA, GSM/DCSI800 Radio Sub-System Simulation, MIRS Radio Sub-System Simulation and the development of a GSM/DCSI800 hand-off simulation tool. He then joined LCC/TSI as Senior Manager of Engineering. There, as head of the Technology and Special Projects Department, he was solely responsible for all the activities of the group, from technical projects to project planning and budgeting. Dr. Tayebi was also responsible for all of Nextel's Midwest markets and the Clearnet (Canadian) ESMR projects.

As Manager of Engineering for Cellnet in the late 1980's, Dr. Tayebi was responsible for GSM2 radio standards on behalf of the company. He implemented the first GSM-based



radio in London and conducted tests to investigate the capabilities and range of a GSM system.

Dr. Tayebi received his Ph.D. in Mobile Radio Propagation from the University of Liverpool, U.K. and was awarded his Masters of Science in Electronics Engineering from the University of Southampton, U.K.

BROADCASTSTREAM CORPORATION  
CLEC APPLICATION  
CASE NO. TA-2000-\_\_\_\_\_

**APPENDIX D**

**FINANCIAL DOCUMENTS**

**\*TO BE LATE-FILED UNDER SEAL  
ONCE PROTECTIVE ORDER IS ISSUED**