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James M. Fischer
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May 19, 2003

Secretary of the Commission
Missouri Public Service Commission
200 Madison Street, Suite 100
P.O. Box 360
Jefferson City, Missouri 65102-0360

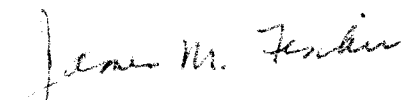
RE: *X2Comm, Inc., d/b/a DC Communications*
Case No. XA-2003-0451

Dear Mr. Roberts:

Enclosed are the original and eight (8) copies of the First Amended Application of X2Comm, Inc., d/b/a DC Communications for filing in the above-referenced matter. A copy of the foregoing First Amended Application has been hand-delivered or mailed this date to parties of record.

Thank you for your attention to this matter.

Sincerely,


James M. Fischer

/jr
cc: Office of the Public Counsel
Dana K. Joyce, General Counsel

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

In the Matter of the Application of)
X2Comm, Inc., d/b/a DC Communications)
for a Certificate of Service Authority to Provide) Case No. _____
Intrastate Interexchange and Non-switched Local)
Telecommunications Service in the State of Missouri)

FIRST AMENDED APPLICATION

COMES NOW X2Comm, Inc., d/b/a DC Communications ("X2Comm" or "Applicant"), by and through its attorney, and hereby requests that the Missouri Public Service Commission ("Commission") grant X2Comm a Certificate of Service Authority to provide competitive intrastate interexchange and non-switched local telecommunications services between and among locations within the state of Missouri pursuant to Section 392.440, RSMo 2000,¹ an order classifying Applicant as a competitive telecommunications carrier, and an order waiving or suspending certain Commission rules and statutory provisions pursuant to Section 392.420. In support of its request, Applicant provides the following information:

1. X2Comm is a corporation organized under the laws of the State of Nevada. The legal name and principal office or place of business of the Applicant are:

Mark Pavol
X2Comm, Inc., d/b/a DC Communications
270 South Main Street
Flemington, New Jersey 08822
Telephone: (908) 806-7096
Facsimile: (908) 806-2178

A copy of X2Comm's Articles of Incorporation, which was attached as Exhibit A to the previously filed Application, is incorporated herein by reference. X2Comm holds a certificate of

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

authority as a foreign corporation to transact business in the state of Missouri, which was attached as Exhibit B to the previously filed Application, is incorporated herein by reference.

2. Applicant does business under the fictitious name, DC Communications. A copy of Applicant's Registration of Fictitious Name, which was attached as Exhibit C to the previously filed Application, is incorporated herein by reference.

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

Mark Pavol
X2Comm, Inc., d/b/a DC Communications
270 South Main Street
Flemington, New Jersey 08822
Telephone: (908) 806-7096
Facsimile: (908) 806-2178

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

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

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

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

5. Applicant has approved applications for certificates of authority to resell long distance interexchange services in the states set out in Exhibit D, which was attached to the previously filed Application, is incorporated herein by reference.

6. Applicant intends to provide telecommunications services to residential and business customers statewide in the state of Missouri utilizing the network facilities of AT&T

and Global Crossings. The customer will become a customer of the Applicant, not of the underlying carrier. X2Comm assumes responsibility for billing, trouble reporting, and customer service. X2Comm plans to provide telecommunication services to all points originating and terminating within and throughout the state of Missouri.

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

8. Applicant applies for a certificate of service authority under Chapter 392.440, to operate as an intrastate reseller of telecommunication services and also applies pursuant to Section 392.361, for designation as a competitive telecommunications company. Applicant proposes to offer 1+outbound, toll-free, directory assistance, and travel card services, which are already classified as competitive telecommunications services in the state of Missouri.

9. Applicant submits that the public interest will be served by Commission approval of this First Amended 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. Prompt approval of this Application also will expand the availability of innovative, high quality, and reliable telecommunications services within the state of Missouri. In particular, the public will benefit through the use of the competitive services to be offered by the Applicant because the presence of Applicant in the market will increase the incentives for other telecommunications providers to operate more efficiently, offer more innovative services, reduce their prices, and improve their quality.

10. X2Comm, pursuant to Section 386.570, will comply with all applicable Commission rules except those, which are specifically waived by the Commission pursuant to the request for competitive classification included herein.

11. Applicant also respectfully requests, pursuant to Section 392.420, that the Commission suspend, waive or modify the application of the following rules and statutory provisions as it relates to the regulation of the applicant interexchange company:

- | | | |
|------------------------|---|--------------------------------------------------------|
| 4 CSR 240-10.020 | - | Depreciation fund income |
| 4 CSR 240-30.010(2)(C) | - | Posting of exchange rates at central operating offices |
| 4 CSR 240-30.040 | - | Uniform system of accounts |
| 4 CSR 240-33.030 | - | Minimum charge rules |
| Section 392.240(1) | - | Rates--reasonable average return on investment |
| Section 392.270 | - | Property valuation |
| Section 392.280 | - | Depreciation rates |
| Section 392.290 | - | Issuance of securities |
| Section 392.300.2 | - | Acquisition of stocks |
| Section 392.310 | - | Issuance of stocks and bonds |
| Section 392.320 | - | Stock dividends |
| Section 392.330 | - | Issuance of securities, debt, and notes |
| Section 392.340 | - | Reorganization |

The above-referenced rules and statutory provisions have been waived with regard to other interexchange carriers in prior cases. These rules or statutory provisions are principally designed to apply to noncompetitive telecommunications carriers. It would be inconsistent with the goal and purposes of Section 392.530 to apply them to a competitive telecommunications carrier such as the Applicant.

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

13. Applicant possesses the managerial and technical expertise to provide resale interexchange telecommunications services.

14. Applicant has sufficient financial resources to operate as a telecommunications reseller.

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

16. Applicant does not offer Operator Service.


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

18. Applicant has no pending actions or final unsatisfied judgments or decisions against it from any state or federal agency or court which involve customer service or rates, which action, judgment or decision has occurred within three (3) years of the date of this Application.

WHEREFORE, Applicant X2Comm, Inc., d/b/a DC Communications respectfully requests the Missouri Public Service Commission to grant it a Certificate of Service Authority to provide competitive intrastate interexchange and non-switched local telecommunications service within the state of Missouri; an order classifying it as a competitive telecommunications company providing competitive service; an order suspending, waiving, or modifying the

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

Respectfully submitted,



James M. Fischer, MBN 27543

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Jefferson City, Missouri 65101

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Facsimile: (573) 636-0383

E-mail: jfischerpc@aol.com

ATTORNEY FOR APPLICANT

CERTIFICATE OF SERVICE

I do hereby certify that a true and correct copy of the foregoing document has been hand-delivered or mailed, First Class, U.S. Mail, postage prepaid, this 19th day of May 2003, to:

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

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



James M. Fischer