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J. MATTHEW SHELLENBERGAR
ALICIA EMBLEY TURNER

February 28, 2003

The Honorable Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
P.O. Box 360
Jefferson City, MO 65102-0360

FILED⁴
FEB 28 2003

Re: DAVIDSON TELECOM, LLC
Basic Local Application

Missouri Public
Service Commission

Dear Judge Roberts:

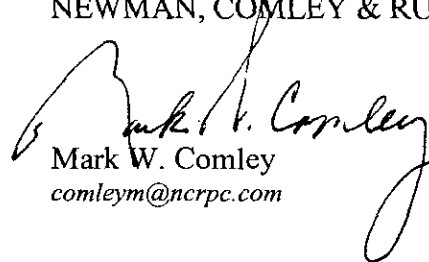
Enclosed for filing please find the original and five copies of an Application for Certificate of Service Authority and for Competitive Classification of Davidson Telecom, LLC. Attached to the application as Exhibit D are the Company's financial statements filed under seal and marked highly confidential, along with the original and five copies of a Motion for Protective Order.

Please contact me if you have any questions concerning this filing. Thank you.

Very truly yours,

NEWMAN, COMLEY & RUTH P.C.

By:


Mark W. Comley
comleym@ncrpc.com

MWC:ab
Enclosure

cc: Office of Public Counsel
General Counsel's Office
James L. Sanders

BEFORE THE PUBLIC SERVICE COMMISSION
STATE OF MISSOURI

FILED⁴

FEB 28 2003

Missouri Public
Service Commission

In the Matter of the Application of)
)
Davidson Telecom, LLC)
)
for a Certificate of Service Authority to Provide)
Basic Local Telecommunications Services)
within the State of Missouri and to Classify Such)
Services and the Company as Competitive.)

Case No. _____

APPLICATION FOR CERTIFICATE OF SERVICE AUTHORITY AND FOR COMPETITIVE
CLASSIFICATION OF DAVIDSON TELECOM, LLC

Comes now Davidson Telecom, LLC (“Davidson Telecom”, “Applicant” or “Company”), by its undersigned counsel, and hereby applies pursuant to MO. REV. STAT. §§ 392.361, 392.420, and 392.430 (1994), § 392.450 (Supp. 1996), the Federal Communications Act of 1934, as amended by the Telecommunications Act of 1996 (“1996 Act”), and 4 CSR § 240-2.060: (1) for a certificate of service authority to provide facilities-based and resold basic local exchange telecommunications services throughout the State of Missouri; and (2) to classify such services and the Applicant as competitive. Pursuant to MO. REV. STAT. § 392.420 and 4 CSR § 240-32.010(2), the Applicant also seeks a waiver of certain of the Commission’s requirements for basic local exchange telecommunications service offerings. In support of its Application, Davidson Telecom, LLC provides the following information:

I. IDENTIFICATION OF THE APPLICANT

1. Davidson Telecom is a privately held limited liability company, duly organized and existing under and by virtue of the laws of the state of Delaware. Davidson Telecom is headquartered at: 19003 Hodestone Mews Court, Davidson, NC 28036. Its telephone number is (704)895-0234. A copy of Davidson Telecom’s Certificate of Formation and Certificate of

Amendment as filed with the Delaware Secretary of State, along with a Certificate of Good Standing issued by the Missouri Secretary of State are appended hereto as *Exhibit A*.

2. Davidson Telecom was organized exclusively to provide state-of-the-art telecommunications services to customers in the State of Missouri and throughout the United States.

3. Davidson Telecom is authorized to transact business in Missouri as a foreign company pursuant to a Certificate of Registration dated January 30, 2003. A copy of Applicant's qualifying document is appended hereto as *Exhibit B*. As reflected therein, the name and address of the Company's registered agent in Missouri for service of process is:

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

4. The designated contacts for this application are:

Mark W. Comley #28847
NEWMAN, COMLEY & RUTH, P.C.
601 Monroe, Suite 301
P.O. Box 537
Jefferson City, MO 65102
Telephone: (573) 634-2266
Facsimile: (573) 636-3306
Email: comleym@ncrpc.com

5. Copies of all correspondence, notices, inquiries and orders also should be sent to the following representatives of the Applicant:

James L. Sanders
19003 Hodestone Mews Court
Davidson, NC 28036
Telephone: (704)895-0234
Email: jsanders@davidsontelecom.com

II. PROPOSED SERVICES

A. PROPOSED SERVICE

6. By this Application, Davidson Telecom seeks to provide facilities-based and resold local telecommunications services throughout the exchanges currently served by SWBT, GTE/Verizon, Sprint and Spectra. The exchanges in which Davidson Telecom seeks authority are listed in approved tariffs of SWBT, GTE/Verizon, Sprint and Spectra. Pursuant to applicable law, and subject to Davidson Telecom's right under federal and state laws to seek to offer and provide service in geographical areas smaller than an exchange or in market segmentations or to offer customer-specific pricing, similarly situated subscribers located within the listed exchanges will receive services on equal terms and conditions as set forth in Davidson Telecom's tariffs.

7. As of the date of the filing of this Application, Davidson Telecom is not authorized to provide interexchange and local exchange services in other states. In the near future, Davidson Telecom intends to apply for service authority in other states in the SBC and BellSouth regions.

8. Davidson Telecom seeks authority to provide a full array of facilities-based and resold basic local services including, but not limited to, basic voice, exchange access and pursuant to other service authority,¹ private line and data transmission services. Initially, Davidson Telecom will only offer services to business customers for voice, private line, internet access, data transmission, and related services. These services will be provided primarily to medium-sized and small business customers. At this time, the Company does not intend to

¹ Concurrent with this Application, Davidson Telecom has applied for a certificate of authority to provide resold interexchange and non-switched local telecommunications services to business customers in Missouri.

provide residential services. The Company may, however, expand its service offerings to include more local and interexchange services.

9. Davidson Telecom plans to provide the above-described telecommunications services via a facilities-based network that utilizes the latest in technology for maximum reliability and flexibility. The interexchange and local networks will consist mostly of fiber optical cable purchased from other providers. Some of the fiber facilities may be constructed by Davidson Telecom as well. Davidson Telecom is in the process of expanding its network and expects to connect approximately six (6) major metropolitan areas.

III. QUALIFICATIONS

A. Managerial and Technical Qualifications

11. In support of its Application, Davidson Telecom submits the following information to demonstrate that it has sufficient managerial and technological telecommunications experience and expertise, as well as the financial stability adequate to ensure its continued provision of quality competitive local exchange telecommunications services within the State of Missouri.

12. Davidson Telecom is well-qualified managerially, technically and financially to provide local exchange telecommunications services for which authority is requested in this Application. In particular, Davidson Telecom's management team includes individuals with extensive technical and managerial experience in successfully developing and operating telecommunications businesses. This is evident by the fact that, among them, Davidson Telecom's corporate officers have over 50 years of experience in the telecommunications industry with companies such as BellSouth, Sprint, CT Communications, Ernst & Young

(Telecom Practice), Time Warner, and Talking Nets. Details of Davidson Telecom's management and technical experience are appended hereto as *Exhibit C*.

B. Financial Qualifications

13. As specifically demonstrated in Davidson Telecom's financial statements appended hereto as *Exhibit D*, Davidson Telecom has access to sufficient capital to fund the development and operation of its telecommunications network in Missouri, and to meet any lease and ownership obligations associated with its provision of competitive local exchange service. *Exhibit D* includes Davidson Telecom's most recent unaudited income statement, balance sheet, and statement of cash flow, as well as Davidson Telecom's projected financial statements. Davidson Telecom is a privately held company and, thus, does not issue annual reports or submit any financial filings with the Securities and Exchange Commission.

14. Please note that the information provided in *Exhibit D* is privileged and confidential and therefore is being submitted separately as an appendix to the Company's *Motion for a Protective Order* ("Motion"). The Motion seeks confidential treatment of all information contained in *Exhibit D* and is being filed pursuant to proposed 4 CSR § 240-2.085, solely for the purpose of the Commission's *in-camera* review.

C. Repair and Maintenance/Customer Service Information

15. Davidson Telecom's client service representatives are available to assist its customers with service, maintenance and billing issues. Specifically, Davidson Telecom's client service representatives are prepared to respond to a broad range of service matters, including inquiries regarding: (1) the types of services offered by Davidson Telecom and the rates associated with such services; (2) monthly billing statements; (3) problems or concerns pertaining to a customer's current service; and (4) general telecommunications matters. For

service and maintenance issues, by calling toll-free (800)560-5346. Alternatively, customers may communicate billing questions or concerns to Davidson Telecom's client services representatives in writing to:

Davidson Telecom
19003 Hodestone Mews Court
Davidson, NC 28036
Attn: Customer Inquiries

IV. CLASSIFICATION

16. Davidson Telecom requests classification as a competitive telecommunications company within the State of Missouri. Applicant believes that the services that it proposes to provide will be subject to sufficient competition to justify a lesser degree of regulation.

V. STATEMENTS OF COMPLIANCE AND REQUESTS FOR WAIVER

17. Davidson Telecom 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. However, consistent with the Commission's treatment of other certificated competitive local exchange telecommunications companies, Davidson Telecom requests that the following statutes and regulations be waived for its resold and facilities-based local exchange telecommunications service in accordance with MO. REV. STAT. § 392.420 and 4 CSR § 240-32.010(2):

STATUTES

392.210.2	-	Uniform System of Accounts
392.240(1)	-	Just & Reasonable Rates
392.270	-	Ascertain Property Values
392.280	-	Depreciation Accounts
392.290	-	Issuance of Securities
392.300.2	-	Acquisition of Stock
392.310	-	Issuance of stock and debt
392.320	-	Stock dividend payment

- 392.330 - Issuance of securities, debts & notes
- 392.340 - Reorganizations

RULES

- 4 CSR 240-10.020 - Depreciation fund income
- 4 CSR 240-30.010 (2)(C) - Rate schedules should be posted at central office
- 4 CSR 240-30.040 - Uniform system of accounts
- 4 CSR 240-33.030 - Inform customers of lowest price

18. The above-referenced rules and statutory provisions have been waived with regard to other interexchange carriers (Case No. TA-98-361) and competitive local exchange companies (Case No. TA-96-347). These rules or statutory provisions are principally designed to apply to non-competitive telecommunications carriers. As a result, it would be inconsistent with the goal and purpose of Section 392.530 to apply them to a competitive telecommunications carrier such as Applicant, and, for this reason, Davidson Telecom respectfully requests that the Commission waive the application of these rules to Davidson Telecom.

19. Davidson Telecom further requests a temporary waiver of 4 CSR § 240-2.060(6)(C). This rule requires that an application for a certificate of service authority to provide basic local exchange services shall include a proposed tariff with a forty-five (45) day effective date. Davidson Telecom finds it impossible at this time to develop tariffs to fully comply with this rule since interconnection agreements with SWBT, GTE/Verizon, Sprint and Spectra have not been fully negotiated. At such time as all facts necessary for the development of such tariffs are known to Davidson Telecom, the Company promptly will file said tariffs with the Commission in a manner consistent with recent Commission practice in similar cases. All filed tariffs will bear no less than a forty-five (45) day effective date. Once signed, all interconnection agreements with incumbent local exchange carriers also will be submitted for the Commission's approval.

20. Davidson Telecom will comply fully with all applicable Commission rules except those that are specifically waived by the Commission pursuant to the Applicant's request herein.

21. Davidson Telecom has no pending or final judgments or decisions against it or its affiliates from any state or federal agency or court that involve customer services or rates and has no annual report or assessment fees that are overdue.

22. Davidson Telecom will not unjustly discriminate among its subscribers, as prohibited by Section 392.200, RSMo.

23. Davidson Telecom nor its affiliates have been denied authority to provide telecommunications services in any state.

VI. PUBLIC INTEREST CONSIDERATIONS

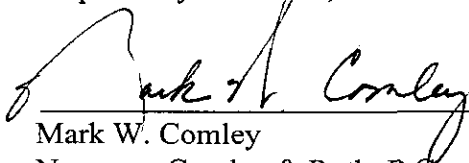
24. Approval of this Application is in the public interest because Davidson Telecom is well-qualified – technically, managerially, and financially – to serve the Missouri public as a facilities-based and resold local exchange carrier. Moreover, permitting Davidson Telecom to provide the services described in this Application will expand service options for customers in Missouri, and will increase and facilitate competition in Missouri by expanding the diversity of suppliers within the telecommunications market place -- without any adverse impact on the Commission's goals of universal service and affordable telecommunications services for the residents of Missouri.

25. Davidson Telecom's participation in the market for basic local exchange telecommunications services in Missouri will promote consumer choice by expanding the availability of innovative, high quality, reliable, and competitively priced telecommunications services. Approval of this Application also is likely to compel other basic local telecommunications providers to improve their existing services, increase the quality and

efficiency of their operations, and introduce innovative new services of their own. Moreover, the addition of Davidson Telecom to the Missouri telecommunications market makes it probable that consumers of telecommunications services in Missouri will receive the benefits of downward pressure on prices, improved customer responsiveness and access to increasingly advanced telecommunications technology.

WHEREFORE, Davidson Telecom respectfully requests that the Commission grant it a Certificate of Service Authority to provide competitive facilities-based and resold basic local exchange services throughout the State of Missouri as described in this Application; classify it as a competitive telecommunications company in Missouri and grant waivers of the aforementioned rules and statutory provisions.

Respectfully submitted,

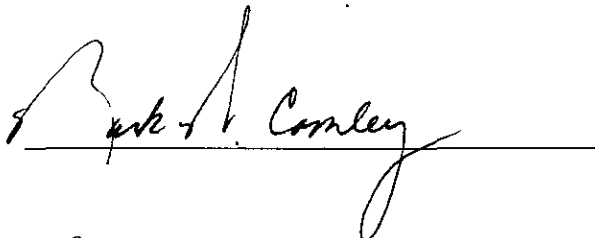


Mark W. Comley #28847
Newman, Comley & Ruth, P.C.
601 Monroe, Suite 301
P.O. Box 537
Jefferson City, MO 65102
Telephone: (573) 634-2266
Facsimile: (573) 636-3306
comleym@ncrpc.com

Attorneys for Davidson Telecom, LLC

Certificate of Service

I hereby certify that a copy of this document has been hand-delivered or mailed by first class mail, postage prepaid, to the Office of Public Counsel and General Counsel's Office, on this 28th day of February, 2003.

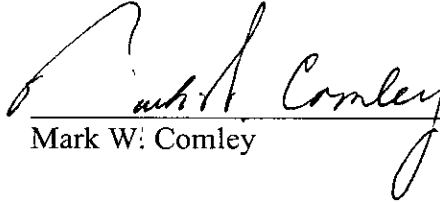


VERIFICATION

ATTORNEY VERIFICATION

STATE OF MISSOURI)
) ss.
COUNTY OF COLE)

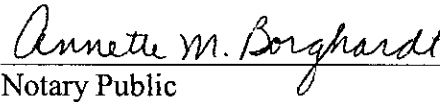
I, Mark W. Comley, being first duly sworn, do hereby certify, depose and state that I am the attorney for Davidson Telecom, LLC, applicant in this proceeding; that I have read the above and foregoing Application and the allegations therein contained are true and correct to the best of my knowledge, information and belief; and I further state that I am authorized to verify the foregoing application by the above said applicant.



Mark W. Comley

Subscribed and sworn to before me, a Notary Public, this 28th day of February, 2003.

My Commission expires:



Notary Public

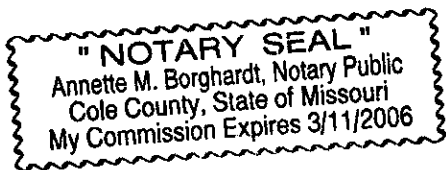


EXHIBIT A

**CERTIFICATE OF FORMATION, CERTIFICATE OF AMENDMENT AND
CERTIFICATE OF GOOD STANDING**

CERTIFICATE OF FORMATION

OF

PERFECT TELECOM, LLC

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

FIRST: The name of the limited liability company (the "limited liability company") is Perfect Telecom, LLC.

SECOND: The address of the registered office of the limited liability company required to be maintained in the State of Delaware by Section 18-104 of the Delaware Limited Liability Company Act is 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808. The name of the registered agent at such address is Corporation Service Company.

Executed on January 16, 2003.



Merrill M. Mason
Authorized Person

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF FORMATION
OF
PERFECT TELECOM, LLC**

**Pursuant to Section 202
Of the Delaware Limited Liability Company Act**

PERFECT TELECOM, LLC, a limited liability company organized and existing under the laws of the State of Delaware (the "Company"), hereby certifies as follows:

1. The name of the Company is "Perfect Telecom, LLC."
2. The undersigned has approved the following amendment to the Certificate of Formation of the Company:

The first section of the Certificate of Formation of the Company shall be deleted in its entirety and the following substituted in lieu thereof:

"FIRST: The name of the limited liability company (the "limited liability company") is Davidson Telecom, L.L.C."

3. Except as hereby amended, the Certificate of Formation shall remain in full force and effect.

IN WITNESS WHEREOF, the Company caused this Certificate of Amendment of Certificate of Formation to be signed by a Manager this the 29th day of January, 2003.

PERFECT TELECOM, LLC

By: John A. Goocher
John A. Goocher, Manager

No. FL0077359

STATE OF MISSOURI



Matt Blunt
Secretary of State

CERTIFICATE OF GOOD STANDING

FOREIGN LIMITED LIABILITY COMPANY

I, MATT BLUNT, 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

DAVIDSON TELECOM, LLC

using in Missouri the name

DAVIDSON TELECOM, LLC

a DELAWARE Limited Liability Company filed its application for registration in this office on the 30th day of JANUARY, 2003, 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 27th day of FEBRUARY, 2003.



Secretary of State



EXHIBIT B

FOREIGN QUALIFICATION DOCUMENT

No. FL0077359

STATE OF MISSOURI



Matt Blunt
Secretary of State

CERTIFICATE OF REGISTRATION
FOREIGN LIMITED LIABILITY COMPANY

WHEREAS,
DAVIDSON TELECOM, LLC

using in Missouri the name
DAVIDSON TELECOM, LLC

and existing under the laws of the State of DELAWARE
has filed with this state its application for registration and
WHEREAS this application for registration conforms to the
Missouri Limited Liability Company Act;

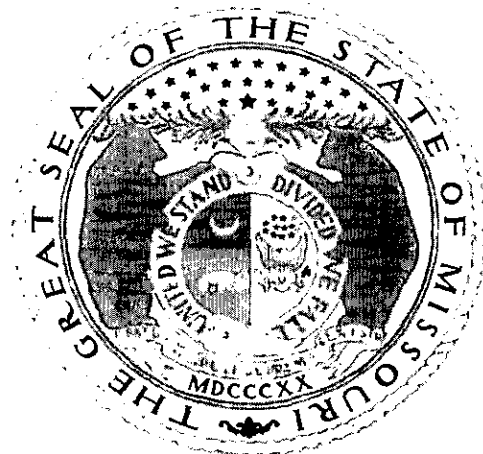
NOW, THEREFORE, I, MATT BLUNT, Secretary of State of the
State of Missouri, by virtue of authority vested in me by law,
do certify and declare that on the 30th day of JANUARY, 2003,
the above Foreign Limited Liability Company is duly authorized
to transact business in the State of Missouri
and is entitled to any rights granted
Limited Liability Companies.

IN TESTIMONY WHEREOF, I have set my
hand and imprinted the GREAT SEAL of
the State of Missouri, on this, the
30th day of JANUARY, 2003.

Handwritten signature of Matt Blunt in black ink.

\$105.00

Secretary of State





State of Missouri
Matt Blunt, Secretary of State

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

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

Application for Registration of a Foreign
Limited Liability Company
(Submit in duplicate with filing fee of \$105.00)

(1) The name of the foreign limited liability company is:

DAVIDSON TELECOM, LLC

(2) The name under which the foreign limited liability company will conduct business in Missouri is (must contain "limited company, "limited liability company", "LC", "LLC", "L.C.", or "L.L.C.") (must be filled out if different from line (1)):

DAVIDSON TELECOM, LLC

(3) The foreign limited liability company was formed under the laws of DELAWARE on the date of JANUARY 16, 2003, and is to dissolve on PERPETUAL

(4) The purpose of the foreign limited liability company or the general character of the business it proposes to transact in this state is:

TELECOMMUNICATION SERVICES

(5) The name and address of the limited liability company's registered agent in Missouri is (this line must be completed and include a street address):

Corporation Service Company d/b/a
CSC-Lawyers Incorporating Service Company 221 Bolivar Street, Jefferson City, Missouri 65101
Name Address (P.O. Box may only be used in conjunction with a physical street address) City/State/Zip

The Secretary of State is appointed agent for service of process if the foreign limited liability company fails to maintain a registered agent. Note: failure to maintain a registered agent constitutes grounds to cancel the registration of the foreign limited liability company.

(6) The address of the registered office in the jurisdiction organized. If none required, then the principal office address of the foreign limited liability company is:

Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, DE 19808
Name Address (P.O. Box may only be used in conjunction with a physical street address) City/State/Zip

(7) For tax purposes, is the limited liability company considered a corporation? ycs x no

In affirmation thereof, the facts stated above are true.

John A. Goocher JOHN GOOCHER, MANAGER 1/29/2003
(Authorized Signature) (Printed Name) (Date)

FILED

(Authorized Signature) (Printed Name) (Date)

JAN 30 2003

(Authorized Signature) (Printed Name) (Date)

LLC-4 (11/00)

Matt Blunt
SECRETARY OF STATE

EXHIBIT C

MANAGEMENT BIOGRAPHIES

Barry R. Rubens

President and Chief Executive Officer

Barry Rubens has enjoyed a long and rewarding career as a senior executive in telecommunications. In his most recent assignment as the number two executive at CT Communications (Nasdaq:CTCI), Mr. Rubens had overall operating responsibility for the internet, wireless and competitive telephone operations including profit and loss responsibilities. Barry successfully grew revenue at CTCI from \$40 million in 1993 to over \$145 million in 2002. Also, in his role as CFO for CTCI, Barry had responsibility for leading the company's public listing on the Nasdaq, a \$50 million secondary offering of common stock, and negotiating a \$140 million credit facility. Also, Barry had responsibility for external affairs and public relations at the company.

He serves or has served as a Director for Carolinas FiberNet, DDR Broadband, Avid Exchange, and MindBlazer Technologies.

Prior to joining CTCI, Mr. Rubens was a senior manager with the telecommunications consulting practice of Ernst & Young. Among his varied roles, he provided strategic, financial, and regulatory consulting services to local exchange carriers, inter-exchange carriers, and cellular telephone companies. As a client representative, he supported Merger and Acquisition transactions, rate case development, tariff development, expert testimony, litigation activities, regulatory analysis, and accounting reviews.

Mr. Rubens also supports his local community and gives his time and expertise to several organizations with his current efforts focused as a Trustee for the Cannon School, and as a Director for the for the local chapters of the United Way, Arts Council, and Boy Scouts of America.

Mr. Rubens received a BA in English and BA in Accounting from the University of Washington in Seattle. He resides in Davidson, NC with his wife, Sara, and their two children.

John A. Goocher

Senior Vice President and Chief Financial Officer



John Goocher has a broad range of telecommunications experience and specializes in starting and managing telecom service providers. At Davidson Telecom, Mr. Goocher is responsible for all financial and administrative functions.

Prior to joining Davidson Telecom, Mr. Goocher was at CT Communications, Inc. (Nasdaq:CTCI). He joined CTC in 1999 as Vice President of Marketing and was responsible all facets of launching all new businesses including its CLEC operations. In June 2002, Mr. Goocher was named Vice President of Strategic Planning. In this role, John shaped strategic direction, managed equity based business development activities, and had responsibility for M&A activities.

Mr. Goocher has over 16 years of experience in telecommunications with superior knowledge in the cellular, PCS, paging, long distance, CLEC and traditional telephone businesses. He spent 10 years with BellSouth working in a number of roles including Management and Administration, Finance, and Network Deployment for both domestic and international business units. Just prior to joining CTC, Mr. Goocher was one of the original members of the Sprint PCS organization and served as a Regional Finance Director and Senior Director of Sales Operations over his three years at Sprint.

He is a graduate of University of Alabama at Birmingham and holds a B.S. in Finance.

He and his wife, Marie, have two children and live in Davidson, NC.

Jim L. Sanders

Senior Vice President and Chief Operating Officer

Jim Sanders has over 16 years in telecommunications in network engineering for traditional and CLEC telephone companies with additional experiences in telecom sales and business development assignments. Before joining Davidson Telecom, Jim was a leading member of TalkingNets, Inc., a venture funded VOIP CLEC operating in Washington, DC. Initially, as the Director of Deployment he developed and coordinated city deployment and ILEC interconnection arrangements. More recently, Jim was promoted to a larger role and managed all facets of the network including provisioning, maintenance and customer care.

Prior to joining TalkingNets, Jim served as the Director of business development for CT Communications (Nasdaq:CTCI). In this role, Jim defined the strategy for and provided the vision to deploy a profitable, new build strategy in CLEC territories. Before joining CT Communications, Jim was National Accounts Manager for Time Warner Telecom. At Time Warner, Jim developed national account programs and marketing programs for carrier partners. Preceding his job at Time Warner, Acterna utilized Jim's skills to market and sell telecommunications test equipment.

Jim has a Electrical Engineering degree from North Carolina State University. Jim lives in Huntersville, North Carolina with his wife, Teresa, and their three children.

EXHIBIT D

FINANCIAL DOCUMENTS

**Balance Sheet, Statement of Operations and
Statement of Cash Flows**

[FILED UNDER SEAL]