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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, MO 65102

TA-2000-305

Re: In the Matter of the Application of American Fiber Network, Inc. for a Certificate of Authority to provide Basic Local and Interexchange Telecommunications Services within the State of Missouri Certificate of Authority to provide Basic Local and Interexchange Telecommunications Services within the State of Missouri

Dear Mr. Roberts:

Please find enclosed for filing the original plus fourteen (14) copies of an Application for a Certificate of Authority to provide Basic Local and Interexchange Telecommunications Services within the State of Missouri filed on behalf of American Fiber Network, Inc. in the above-captioned matter.

If you should have any questions concerning the enclosed application, please do not hesitate to contact me. Thank you.

Very truly yours,

HENDREN AND ANDRAE, L.L.C.


Richard S. Brownlee, III

RSB/s
Enclosures
cc: Office of Public Counsel
Rob Heath

BEFORE THE PUBLIC SERVICE COMMISSION
STATE OF MISSOURI

In the Matter of the Application of)
American Fiber Network, Inc. for a)
Certificate of Authority to provide)
Basic Local and Interexchange)
Telecommunications Services within)
the State of Missouri)

Case No. TA-2000-305

APPLICATION

American Fiber Network, Inc. ("AFN"), a Delaware corporation, files this verified application respectfully requesting that the Missouri Public Service Commission (Commission) issue an order that:

- A. grants Applicant a Certificate of Services Authority to provide basic local exchange and interexchange telecommunications services pursuant to Chapter 392 of the Missouri Revised Statutes;
- B. grants competitive status to the Applicant; and,
- C. waives certain Commission rules and statutory provisions pursuant to Section 392.420, RSMo. Cum. Supp. 1992.

In support of its request, Applicant states:

- 1. The legal name and principal office or place of business of the Applicant are:

American Fiber Network, Inc.
9401 Indian Creek Parkway
Suite 140
Overland Park, Kansas 66210
Telephone: (913) 338-2658
Facsimile: (913) 661-0538

AFN is a Delaware Corporation authorized to transact business in Missouri, with a copy of its Certificate of Authority attached hereto as **Exhibit A**.

2. Name and address of Applicant's in-state attorney is:

Richard S. Brownlee, III
Hendren and Andrae, L.L.C.
221 Bolivar Street, P.O. Box 1069
Jefferson City, MO 65102
(573) 636-8135
(573) 636-4905 (Facsimile)

3. AFN intends to provide basic local exchange and interexchange telecommunications service as a facility and non-facility based provider and on a resale basis. This will be provided in all exchanges currently served by the incumbent local exchange telecommunications companies of Southwestern Bell Telephone Company (SWBT), GTE Midwest, Inc. ("GTE"), and Sprint/United Telephone Company ("United"). The specific incumbent local exchanges within which AFN proposes to offer service are listed in the incumbent providers' respective local exchange tariffs and will be specifically included in the AFN's tariff. AFN may seek authority to provide this service in other areas of the State in a subsequent proceeding. Pursuant to applicable law, and subject to Applicant's right under federal or state laws to seek to offer, and 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 Applicant's tariffs.

4. Pursuant to this application AFN seeks to offer and provide all forms of basic local telecommunications service and interexchange telecommunications services.

5. The Applicant possesses the technical experience and financial resources necessary to provide telecommunications service to the residents and businesses of Missouri. Applicant is

certificated to provide similar telecommunication services in other states. Applicant's technical staff and experience are attached hereto as **EXHIBIT B**. Applicant's financial statements are attached hereto as **Exhibit C, which are being filed as confidential and proprietary.**

6. Applicant intends to offer its services in accord with its tariffs, which shall be filed in accordance with Commission rules.

7. Applicant also agrees that:

- A. It will file and maintain basic local exchange service tariff(s) with the Commission in the same manner and form as the Commission requires of incumbent local exchange telecommunications companies with which applicant will compete;
- B. It will meet the minimum basic local service standards, including quality of service and billing standards, as the Commission may require of the incumbent local exchange telecommunications companies with which it will compete;
- C. It will offer basic local telecommunications service as a separate and distinct service and will offer basic service within the exchange boundaries of the incumbent local companies unless authorized by this Commission, or any other agency having jurisdiction to offer and provide service in areas smaller than an

exchange pursuant to Section 392.200.4 RSMo, or other applicable law, and

D. In accord with state and federal law, and with Commission rules and regulations on the issue, but without waiver of applicant's right to appear in any rulemaking proceeding or other proceeding regarding the same. Applicant will provide equitable access to subscribers within the area proposed to be served. See Section 392.455.(5), RSMo.

8. Applicant requests classification as a competitive telecommunications company within the State of Missouri. Applicant believes that its proposed services will be subject to sufficient competition to justify a lesser degree of regulation. Granting of this application will allow greater price and service options for telephone users.

9. Applicant also requests, pursuant to Section 392.420 RSMo (Cum. Supp. 1992), that the Commission waive the application of the following rules and statutory provisions as it relates to the regulation of the Applicant. The following list identifies Commission rules and statutes previously waived by the Missouri Public Service Commission for other competitive telecommunications companies.

STATUTES

392.210.2
392.240(1)
393.270
392.280
392.290.1

REGULATIONS

4 CSR 240-10.020
4 CSR 240-30.010(2)(C)
4 CSR 240.30.040
4 CSR 240-32.030(1)(B) & (C), (2)
4 CSR 240-32.050(3)-(6)

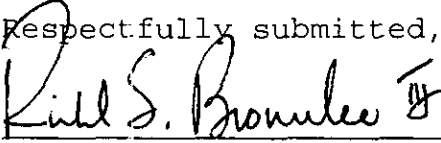
382.300.2
392.310
392.320
392.330
392.340

4 CSR 240-32.070(4)
4 CSR 240-33.030
4 CSR 240-33.040(5)
4 CSR 240-35

Applicant also requests waiver of 4 CSR 240-2.060(4)(H) requiring a proposed tariff with a forty-five (45)-day effective date. The above-referenced rules and statutory provision have been waived to other interexchange carriers in prior cases.

10. Pursuant to Section 386.570, (Cumm. Supp. 1992), Applicant will comply with all applicable Commission rules except those which are specifically waived by the Commission pursuant to a request filed by the Applicant.

WHEREFORE, Applicant AFN, respectfully requests that the Public Service Commission of Missouri grant it a Certificate of Service which authorizes the Applicant to provide basic local exchange and interexchange telecommunications services within the State of Missouri. In addition, Applicant requests classification as a competitive telecommunications company in the State. Finally, Applicant requests a waiver of the above-referenced rules and statutory provisions.

Respectfully submitted,

Richard S. Brownlee, III
MO Bar #22422
Hendren and Andrea, L.L.C.
221 Bolivar St., P.O. Box 1069
Jefferson City, MO 65102
(573) 636-8135
(573) 686-4905 (Facsimile)

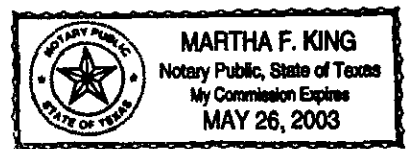
ATTORNEY FOR American Fiber
Network, Inc.

I hereby certify that the information contained in the foregoing Application is true and correct.

Tant 4th
American Fiber Network, Inc.

State of Texas)
County of Dallas)

Sworn to and subscribed before me, the undersigned Notary Public, By ROBERT HEATH on this the 28 day of October 1999.



Martha F. King
Notary Public

My Commission Expires: 5/26/2003

BEFORE THE PUBLIC SERVICE COMMISSION

STATE OF MISSOURI

In the Matter of the Application of)
American Fiber Network, Inc. for a)
Certificate of Authority to Provide) Case No. _____
Interexchange Telecommunications)
Services)

STATE OF TEXAS)
COUNTY OF Dallas) ss

AFFIDAVIT

I Roscoe E. Heath, Vice President of American Fiber Network, Inc., hereby authorize Richard S. Brownlee, III, or any member of the law firm of Hendren and Andrae, L.L.C., 221 Bolivar Street, P.O. Box 1069, Jefferson City, Missouri 65102, to sign all pleadings and documents necessary to receive the approval of the Missouri Public Service Commission for the Application in the above captioned matter.

Richard S. Brownlee, III

Subscribed and sworn to before me, a Notary Public, in and for the State of Texas, this 28 day of October, 1999.



Martha F. King
Notary Public

5/26/2003
Commission Expires

BEFORE THE PUBLIC SERVICE COMMISSION
STATE OF MISSOURI

In the Matter of the Application of)
American Fiber Network, Inc. for a)
Certificate of Authority to Provide) Case No. _____
Interexchange Telecommunications)
Services)

STATE OF MISSOURI)
) ss
COUNTY OF COLE)

VERIFICATION BY ATTORNEY

Now, on this 27 day of October, 1999, appears before me
Richard S. Brownlee, III, attorney for applicant and states that
the information contained in the attached Application is true and
accurate to his best information and belief.

Richard S. Brownlee III
Richard S. Brownlee, III

Subscribed and sworn to before me.

Laura J. Stratman
Notary Public

My Commission Expires: 9-13-2003



STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF CORPORATE GOOD STANDING - FOREIGN CORPORATION

I, REBECCA McDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE AND IN MY CARE AND CUSTODY REVEAL THAT

AMERICAN FIBER NETWORK, INC.

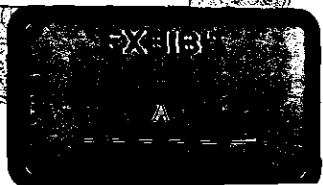
USING IN MISSOURI THE NAME

AMERICAN FIBER NETWORK, INC.

A DELAWARE CORPORATION FILED ITS EVIDENCE OF INCORPORATION WITH THIS STATE ON THE 3RD DAY OF SEPTEMBER, 1999, AND IS IN GOOD STANDING, HAVING FULLY COMPLIED WITH ALL REQUIREMENTS OF THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 3RD DAY OF SEPTEMBER, 1999.

Rebecca McDowell Cook
Secretary of State



Douglas Bethell

Douglas Bethell is President and CEO of American Fiber Network, Inc. Mr. Bethell established AFN in 1991, originally as a consulting firm but the company has emerged as one of the most innovative telecommunications companies offering specialized call processing and accounting services to business and hospitality companies. Mr. Bethell has ten years experience in telecommunications. Prior to AFN, and its affiliates, Mr. Bethell served as Regional Vice President of Sales for One Plus Communications, Inc.

Rob Heath

Rob Heath serves as Vice President of American Fiber Network, Inc. Mr. Heath has over fifteen years experience in telecommunications. As Vice President, Mr. Heath is overseeing AFN's expansion into new markets and new services. He oversees all state & federal regulatory activities and all interconnection issues with incumbent Local Exchange Carriers. Prior to joining AFN, Mr. Heath was a founder and principal in Valence Communications, a CLEC in Texas.

Bill Stark

Mr. Stark serves as AFN's Director of Information Services and has held this position since 1996. Prior to joining AFN, Mr. Stark served as President of BITE Computing, Inc., an innovative computer consulting firm based in Overland Park, Kansas. Since 1986, Mr. Stark has also taught database and computer programming courses at Johnson County Community College. Mr. Stark has over fifteen years in computer technology and information systems experience.

