

**NEWMAN, COMLEY & RUTH**

PROFESSIONAL CORPORATION

ATTORNEYS AND COUNSELORS AT LAW

MONROE BLUFF EXECUTIVE CENTER

601 MONROE STREET, SUITE 301

P. O. BOX 537

JEFFERSON CITY, MISSOURI 65102-0537

TELEPHONE: (573) 634-2266

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ROBERT K. ANGSTEAD  
ROBERT J. BRUNDAGE  
MARK W. COMLEY  
CATHLEEN A. MARTIN  
STEPHEN G. NEWMAN  
JOHN A. RUTH

January 7, 2000

**FILED**

JAN 7 2000

Missouri Public  
Service Commission

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

Re: Vectris Telecom, Inc.

Dear Judge Roberts:

TA-2000-408

Enclosed for filing on behalf of Vectris Telecom, Inc. please find the original and fourteen copies of:

1. An Application for a Certificate of Service Authority to Provide Basic Local Telecommunications Services; and
2. A Motion for Protective Order.

The financial qualifications of the Company are marked Highly Confidential and are being filed under seal, pursuant to the terms of the Motion for Protective Order. Accordingly, enclosed are eight copies of Exhibit 2 under seal.

Please contact me if you have any questions regarding 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  
Brian M. McDermott

FILED

JAN 7 2000

BEFORE THE PUBLIC SERVICE  
COMMISSION OF THE STATE OF MISSOURI

Missouri Public  
Service Commission

In the Matter of the Application of )

Vectris Telecom, Inc. )

for a Certificate of Service Authority to Provide )  
Basic Local Telecommunications Services )  
in the State of Missouri )  
and for Competitive Classification )

Case No. TA-2000-408

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

Vectris Telecom, Inc. ("Vectris" or "Applicant"), 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 Service Authority to provide all forms of resold and facilities-based basic local telecommunications services in the State of Missouri pursuant to Section 392.455 RSMo. Supp. 1998;
- (b) grants competitive status to Applicant; and
- (c) waives certain Commission rules and statutory provisions pursuant to Section 392.420, RSMo.

Pursuant to Section 392.410, RSMo. Supp. 1998, Applicant is simultaneously filing an application for a Certificate of Service Authority to provide all forms of resold and facilities-based interexchange and local exchange telecommunications services in the State of Missouri.

**I. The Applicant**

1. Applicant's legal name is Vectris Telecom, Inc. Applicant maintains its principal place of business at:

Vectris Telecom, Inc.  
5000 Plaza on the Lake  
Suite 305  
Austin, TX 78746  
Telephone: (512) 327-2442  
Facsimile: (512) 327-2794

Vectris, a Delaware corporation, is a direct, wholly owned subsidiary of Vectris Communications, Inc., a Delaware corporation. Vectris is qualified to do business in the State of Missouri. Copies of Vectris' Certificate of Incorporation and Certificate of Authority to Transact Business in the State of Missouri are attached hereto as **Exhibit 1**.

2. Vectris' primary business interest is the provision of telecommunications services, and it is in the process of acquiring authorization in this state as well as Oklahoma, Ohio, Illinois, Michigan, Wisconsin, Arkansas, Indiana, Kansas and Texas.

3. Correspondence or communications pertaining to this Application should be directed to Applicant's attorneys of record:

Mark W. Comley  
NEWMAN, COMLEY & RUTH, P.C.  
601 Monroe Street, Suite 301  
P. O. Box 537  
Jefferson City, Missouri 65102-0537  
Telephone: (573) 634-2266  
Facsimile: (573) 636-3306

and:

Dana Frix  
Brian McDermott  
SWIDLER BERLIN SHEREFF FRIEDMAN, LLP  
3000 K Street, N.W., Suite 300  
Washington, D.C. 20007  
Telephone: (202) 424-7500  
Facsimile: (202) 424-7645

4. Questions concerning the ongoing operations of Vectris following certification should

be directed to:

Carey Balzer  
Vectris Telecom, Inc.  
5000 Plaza on the Lake  
Suite 305  
Austin, TX 78746  
Telephone: (512) 327-2442  
Facsimile: (512) 327-2794

5. Vectris seeks authority to provide resold and facilities-based basic local telecommunications services to subscribers to and from all points in the State of Missouri. At this time, Vectris does not seek to terminate any existing rural exemptions existing under Section 251 of the federal Telecommunications Act of 1996. As noted above, concurrent with the filing of this Application, Vectris is applying for a Certificate of Service Authority to Provide Local Exchange and Interexchange Telecommunications Services in the State of Missouri. Applicant's services will be available on a full-time basis, 24 hours a day, seven days a week.

6. Vectris initially intends to provide data transmission services only, but requests authority to provide all forms of basic local exchange telecommunications services including: (1) Basic Residential Exchange Services (local exchange flat rate, measured rate service, operator access, etc.); (2) Residential Custom and Class Features (call waiting, caller ID, call forwarding, etc.); (3) Basic Business Exchange Services; (4) Business Custom Calling and Class Features; (5) Adjunct Provided Features (voice messaging, etc.); and (6) Business and Residential Ancillary Services (911, directory listing, directory assistance, etc.), so that it may expand its service offerings to include voice services in the future.

## **II. Section 392.455, RSMo Supp. 1998, Qualifications**

### **Financial, Technical and Managerial Resources and Abilities**

7. Vectris possesses the financial qualifications required of applicants for the authority requested herein. Vectris has access to the financing and capital necessary to conduct its telecommunications operations as specified in this Application. Vectris is a wholly owned subsidiary of Vectris Communications, Inc. It has access to the financing and capital necessary to conduct the telecommunications operations as specified in this Application. Both Vectris Communications Inc. and Vectris Telecom, Inc. are recently formed corporations. Thus, no historical financial documents are available at this time. Vectris Communications secured \$15.9 million through the sale of preferred stock to three venture capital firms (Stolberg, Meehan & Scano, Trinity Ventures, and Weiss, Peck and Greer Venture Partners) on November 23, 1999. Vectris Communications also anticipates receiving an additional \$2 million by March 1, 2000 as part of this first round of funding via the sale of additional preferred stock to management and several strategic investors. Vectris submits that information concerning its financial condition is highly confidential and therefore it is being filed under seal and accompanied by a Motion for Protective Order. For purposes of this application the financial information has been marked as **Exhibit 2 (Highly Confidential)** to this application.

8. Vectris is technically and managerially qualified to provide basic local exchange services within the State of Missouri. Vectris is in the process of seeking authorization to provide local exchange and interexchange telecommunications services in other states, including: Arkansas, Ohio, Illinois, Michigan, Wisconsin, Indiana, Oklahoma, Kansas and Texas. Vectris has not been denied authority to provide telecommunications services in any state.

9. Vectris proposes to provide service through its own electronic equipment collocated at ILEC central offices, through the use of unbundled network elements leased from other certificated carriers, and/or through the resale of the service of other carriers. Vectris may later

construct its own switching and transmission facilities as market conditions warrant. Vectris will deploy xDSL technology to provide high-speed, high quality data connections. Vectris plans to install an Asynchronous Transfer Mode ("ATM") switched network to carry its data traffic. Vectris will establish a hub in each metropolitan area in which it provides service. The hub will be connected to Vectris' collocated facilities in the incumbent LEC's central offices via DS3 and OC3 interconnects.

10. Descriptions of the backgrounds of Vectris' officers and directors, which demonstrate the extensive telecommunications experience and expertise of Vectris' management team, are attached hereto as **Exhibit 3**.

**Commission Minimum Service Standards**

11. Vectris' basic local telecommunications services will be equal to or superior to the quality of the basic local telecommunications services that customers in the State of Missouri are currently receiving from the incumbent providers. Vectris will meet all service standards applicable to telecommunications services, including but not limited to billing, quality of service, and the filing and maintenance of tariffs, except as waived by the Commission.

**Geographic Area in which Applicant Proposes to Offer Service**

12. Attached to this Application as **Exhibit 4** is a list of all the exchanges in which Applicant proposes to provide service, including the exchanges of the ILECs presently providing basic local service. Vectris affirms that its service areas will follow ILEC exchange boundaries and will be no smaller than an exchange.

**Separate and Distinct Service**

13. Vectris will offer basic local telecommunications service as a separate and distinct service pursuant to Section 392.455(4) RSMo.

### **Equitable Access**

14. Vectris will provide equitable access, as determined by the Commission, for all Missourians within the geographic area in which it will offer basic local services in compliance with Section 392.455(5), RSMo. Supp. 1998.

### **Tariffs**

15. Vectris intends to offer its services in accord with its tariffs. The provisions of 4 CSR 240-2.060(4)(H) require that a proposed tariff with a forty-five (45) day effective date be included with this application, and Vectris wishes to comply with this requirement. Because negotiations are not final with any of the incumbent local exchange companies in whose territory Vectris intends to provide service, the charges for interconnection and network elements, and other material provisions and terms have not been concluded, and Vectris requests the Commission to waive the provisions of this rule. Applicant intends to supply its proposed tariffs to the Commission with at least a thirty-day effective date at or near the time its interconnection agreements are approved.

### **III. Competitive Classification and Waivers**

16. Vectris also seeks classification as a competitive company, with accompanying reduced regulation, pursuant to Section 392.361.2 and 392.361.3, RSMo. In determining the classification of an applicant, the Commission may consider such factors as market share, financial resources and name recognition, among others. See In the Matter of the Investigation for the Purpose of Determining the Classification of the Services Provided by Interexchange Telecommunications Companies within the State of Missouri, 30 Mo. P.S.C. (N.S.) 16 (1989); In the Matter of Southwestern Bell Telephone Company's application for Classification of Certain Services as Transitionally Competitive, 1 Mo. P.S.C. 3d 479, 484 (1992). All of the services a

competitive company provides must be classified as competitive. Vectris submits that as a new market entrant, it does not have the market share or name recognition to inhibit competition. To the contrary, the Commission's approval of this Application will create competition for those ILECs that now possess sufficient market share and name recognition to dominate the telecommunications service market in the State of Missouri. Allowing Vectris to compete with existing ILECs, such as SWBT, GTE and Sprint, will bring benefits such as lower costs and better service to residents of the State of Missouri. The public interest benefits of competition justify a lesser degree of regulation for carriers such as Vectris.

17. Vectris will comply with all applicable statutes and Commission rules, regulations, decisions, and orders governing the provision of Vectris' proposed services. Vectris requests however, that, at a minimum, the following statutes and regulations be waived at this time consistent with the Commission's previous decisions regarding other telecommunications providers:

#### Statutes

392.210.2	--	Uniform System of Accounts
392.270	--	valuation of property (rate making)
392.280	--	depreciation accounts
392.290.1	--	issuance of securities
392.300.2	--	acquisition of stock
392.310	--	stock and debt issuance
392.320	--	stock dividend payment
392.330	--	issuance of securities, debts and notes
392.340	--	reorganization(s)

#### Commission Rules

4 CSR 240-10.020	--	depreciation fund income
4 CSR 240-30.040	--	Uniform System of Accounts
4 CSR 240-35	--	reporting of bypass and customer specific arrangements

18. Vectris, consistent with Section 386.570, RSMo Cum. Supp. 1992, will comply with



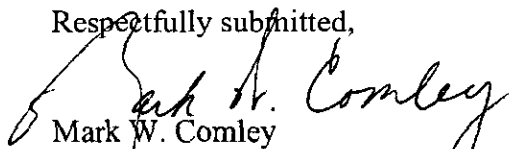
all applicable Commission rules except those which are specifically waived by the Commission pursuant to a request filed by the Vectris.

#### IV. CONCLUSION

The telecommunications industry is characterized by unprecedented growth and increasing opportunity. Vectris' entry into the telecommunications market will enhance competition in the provision of telecommunications services throughout the State of Missouri, one of the primary goals of both state and federal telecommunications legislation. Approval of this application is in the public interest.

WHEREFORE, Vectris Telecom, Inc. requests that the Missouri Public Service Commission grant it a Certificate of Service Authority to provide all forms of resold and facilities-based basic local telecommunications services, classify Vectris as a Competitive Company, and grant Vectris a waiver of the statutes and regulations referenced above.

Respectfully submitted,



Mark W. Comley  
NEWMAN, COMLEY & RUTH, P.C.  
601 Monroe Street, Suite 301  
P. O. Box 537  
Jefferson City, Missouri 65102-0537  
Telephone: (573) 634-2266  
Facsimile: (573) 636-3306

Dana Frix  
Brian McDermott  
SWIDLER BERLIN SHEREFF FRIEDMAN, LLP  
3000 K Street, N.W., Suite 300  
Washington, D.C. 20007-5116  
Telephone: (202) 424-7500  
Facsimile: (202) 424-7645

Counsel for Vectris Telecom, Inc.

**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, on this 7<sup>th</sup> day of January, 2000.

Paul A. Comley

**EXHIBITS**

**Exhibit 1**                Articles of Incorporation and  
Certificate of Authority to Transact Business

**Exhibit 2**                Financial Qualifications

**(Exhibit 2 is HIGHLY CONFIDENTIAL and filed separately under seal)**

**Exhibit 3**                Managerial Qualifications

**Exhibit 4**                List of Exchanges

**Affidavit**

**EXHIBIT 1**

**Articles of Incorporation  
and  
Certificate of Authority to Transact Business**

State of Delaware

PAGE 1


**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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CMB TELECOM, INC.", CHANGING ITS NAME FROM "CMB TELECOM, INC." TO "VECTRIS TELECOM, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF NOVEMBER, A.D. 1999, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



  
Edward J. Freel, Secretary of State

3128610 8100

991510942

AUTHENTICATION:

DATE:

0110269

12-01-99

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
CMB TELECOM, INC.**

CMB Telecom, Inc. (the "Company"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

**FIRST:** The name of the corporation is CMB Telecom, Inc.

**SECOND:** The date on which the original Certificate of Incorporation of the Company was filed with the Secretary of State of the State of Delaware was November 18, 1999.

**THIRD:** The Board of Directors of the Company, acting in accordance with the provisions of Sections 141(f) and 242 of the General Corporation Law of the State of Delaware, adopted resolutions to amend and restate Article I of the Company's Certificate of Incorporation to read in full as follows:


"The name of the Corporation is Vectris Telecom, Inc. (the "Corporation")."

**FOURTH:** Thereafter, pursuant to a resolution of the Board of Directors, this Certificate of Amendment was submitted to the stockholders of the Company for their approval and was approved by them in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, The Company has caused this Certificate of Amendment of Certificate of Incorporation to be signed by its President and attested to by its Secretary this 30th day of November, 1999.

CMB Telecom, Inc.

  
Carey Balzer  
President

ATTEST:

  
Carey Balzer  
Secretary

# Office of the Secretary of State

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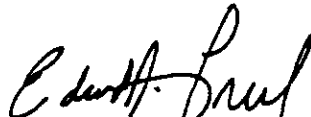
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "CMB TELECOM, INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF NOVEMBER, A.D. 1999, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3128610 8100

991495397

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

AUTHENTICATION:

DATE:

0093366

11-19-99



# **CERTIFICATE OF INCORPORATION**

**OF**

**CMB TELECOM, INC.**

## **ARTICLE ONE**

The name of the corporation is CMB Telecom, Inc. (the "Corporation").

## **ARTICLE TWO**

The address of the Corporation's registered office in the State of Delaware is 1013 Centre Road, City of Wilmington, County of New Castle, Delaware 19805. The name of its registered agent at such address is Corporation Service Company.

## **ARTICLE THREE**

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

## **ARTICLE FOUR**

The Corporation shall be authorized to issue two classes of stock to be designated respectively "Preferred Stock" and "Common Stock"; the total number of shares which the Corporation shall have the authority to issue is three thousand (3,000); the total number of shares of Preferred Stock shall be one thousand (1000) and each such share shall have a par value of \$.001; and the total number of shares of Common Stock shall be two thousand (2,000) and each such share shall have a par value of \$.001.

The Board of Directors is authorized, subject to limitations prescribed by law, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the State of Delaware, to establish from time to time the number of shares to be included in each such series, and to fix the designation, voting power, or other powers, preferences and rights of the shares of each such series and any qualifications, limitations or restrictions thereof.

## **ARTICLE FIVE**

The name and mailing address of the sole incorporator is as follows: Alan Green, Gray Cary Ware & Freidenrich LLP, 100 Congress Avenue, Suite 1440, Austin, TX 78701-4042.

## **ARTICLE SIX**

The Corporation is to have perpetual existence.

#### ARTICLE SEVEN

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, alter or repeal the Bylaws of the Corporation.

#### ARTICLE EIGHT

The initial Board of Directors shall consist of one (1) member, and the name and address of the individual who is to serve as director until the first annual meeting of the stockholders, or until his successor or successors are elected and qualified, is as follows:

Name

Mailing Address

Carey M. Balzer

3601 Tekoa Cove  
Austin, TX 78746

#### ARTICLE NINE

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation. Election of directors need not be by written ballot unless the Bylaws of the Corporation so provide.

#### ARTICLE TEN

The Corporation shall indemnify, to the fullest extent permitted by Section 145 of the General Corporation Law of Delaware, as amended from time to time, all persons who it may indemnify pursuant thereto. The personal liability of a director of the Corporation to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director shall be limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as it now exists or may hereafter be amended. Any repeal or modification of this paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

#### ARTICLE ELEVEN

The Corporation expressly elects not to be governed by Section 203 of the General Corporation Law of the State of Delaware.

#### ARTICLE TWELVE

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter

No. F00476930

# STATE OF MISSOURI



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

CORPORATION DIVISION  
AMENDED CERTIFICATE OF AUTHORITY  
OF A FOREIGN CORPORATION

WHEREAS,

VECTRIS TELECOM, INC.

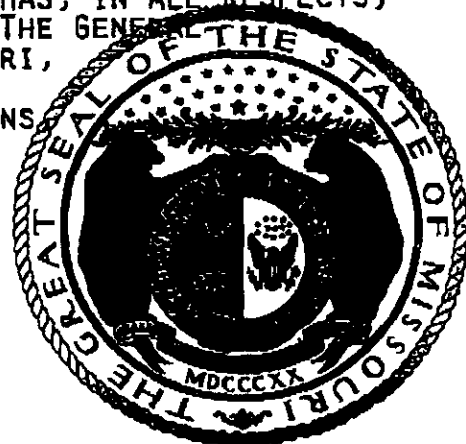
FORMERLY,

CMB TELECOM, INC.

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 9TH DAY OF DECEMBER, 1999.

*Rebecca McDowell Cook*  
Secretary of State



\$25.00



**State of Missouri**  
**Rebecca McDowell Cook, Secretary of State**  
 P.O. Box 778, Jefferson City, Mo. 65102

**FILED**  
 Corporation Division  
 AND AMENDED CERTIFICATE OF  
 AUTHORITY ISSUED

**Application for an Amended Certificate of  
 Authority for a Foreign Corporation** **DEC 09 1999**

(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: CMB Telecom, Inc.

and is incorporated in the State of: Delaware; and it was qualified

in the State of Missouri on 12/1/99

(month/day/year)

(2) By appropriate corporate action on: 11/30/99, the corporation:

(month/day/year)

(1) Changed its corporate name to: Vectris Telecom, Inc.

Name it will use in Missouri if new name not available: \_\_\_\_\_

(2) Changed its period of duration to: \_\_\_\_\_

(3) Changed the state or country of its incorporation to: \_\_\_\_\_

(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.

Carey M. Balzer  
 (Authorized signature of officer or chairman of the board)

President

(Title)

12-3-99  
 (Date of signature)

Carey M. Balzer

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.

Jeff City Filing  
222 E. Dunklin, Suite 102  
Jefferson City O+MO 65101  
(573) 634-3894  
fax (573) 634-5159  
jcfiling@midamerica.net

December 01, 1999

Ms. Heather Pelczar  
Gray, Cary, Ware & Freidenrich  
100 Congress Avenue  
Suite 1440  
Austin, TX 78701

Re: CT Corporation Order# 1976012

Dear Ms. Pelczar,

Enclosed you will find your Certificate of Authority for Missouri. The Qualification was filed on Wednesday, December 01, 1999.

These documents are being forwarded to you per the instruction of Mr. Edwin Manning-Tano @ CT Corporation System. If you have any questions, please feel free to call Mr. Manning-Tano @ (800) 324-0754.

Thank you for your business!

Sincerely,



Jodi Fowler  
Jeff City Filing Representative



STATE OF MISSOURI  
OFFICE OF SECRETARY OF STATE  
JEFFERSON CITY 65102

Dear Corporation:

We have enclosed the Certificate of Incorporation/ Authority and Articles of Incorporation/Application for Authority which have been filed in this office. We wish you every success in the new business enterprise.

The law requires that the first annual registration report and a franchise tax report be completed and returned to this office as of the due date shown on the report. Some corporations will be exempt from filing the franchise tax report if their outstanding shares and surplus at the date of incorporation/qualification is less than \$200,000. These reports will be sent to the corporation's registered agent within the next few weeks.

The officers of the corporation may wish to familiarize themselves with the Missouri Uniform Securities Act (Chapter 409 RSMo). The act defines a security and provides that it is unlawful for any person to offer or sell any security in the State of Missouri unless it is registered under the Act or the security or transaction is exempted under Section 409.402 of the Act. Additionally, the Act provides that unless the transaction in which a security is offered for sale or sold is exempt from registration, or the person is excluded by definition, such person must be registered as a Securities Agent. This requirement does not apply to not-for-profit corporations.

Please feel free to contact our corporation or the Securities Division if we can be of any further assistance to you.

Sincerely,

REBECCA M. COOK  
Secretary of State

Ltr. #11

# STATE OF MISSOURI



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

## CORPORATION DIVISION - CERTIFICATE OF AUTHORITY

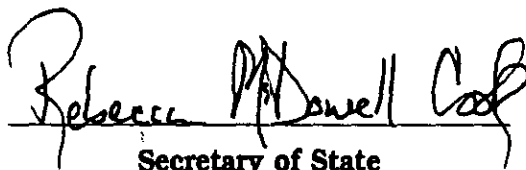
WHEREAS,  
CMB TELECOM, INC.

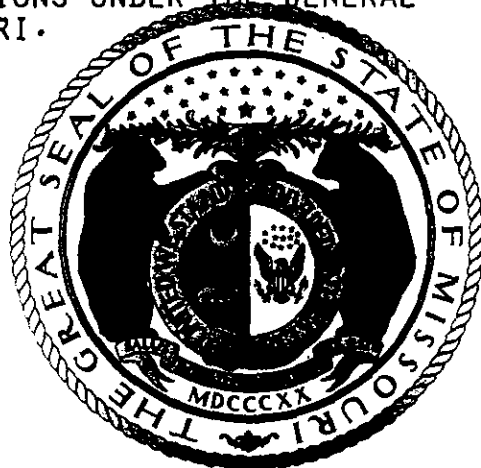
USING IN MISSOURI THE NAME  
CMB TELECOM, INC.

HAS COMPLIED WITH THE GENERAL AND BUSINESS CORPORATION LAW WHICH GOVERNS FOREIGN CORPORATIONS; BY FILING IN THE OFFICE OF THE SECRETARY OF STATE OF MISSOURI AUTHENTICATED EVIDENCE OF ITS INCORPORATION AND GOOD STANDING UNDER THE LAWS OF THE STATE OF DELAWARE.

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT SAID CORPORATION IS FROM THIS DATE DULY AUTHORIZED TO TRANSACT BUSINESS IN THIS STATE, AND IS ENTITLED TO ALL RIGHTS AND PRIVILEGES GRANTED TO FOREIGN CORPORATIONS UNDER THE GENERAL AND BUSINESS CORPORATION LAW OF MISSOURI.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 1ST DAY OF DECEMBER, 1999.

  
Secretary of State



\$155.00



State of Missouri

Rebecca McDowell Cook, Secretary of State

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

FILED

AND CERTIFICATE OF  
ISSUANCE

Application for Foreign Corporation  
for a Certificate of Authority

DEC 01 1999

(Submit in duplicate with filing fee of \$155.00)

Rebecca McDowell Cook  
SECRETARY OF STATE

- (1) The corporation's name is CMB Telecom, Inc.  
and it is organized and existing under the laws of Delaware
- (2) The name it will use in Missouri is CMB Telecom, Inc.
- (3) The date of its incorporation was 11/18/99, (month/day/year),  
and the period of its duration is perpetual
- (4) The address of its principal place of business (Address/City/State/Zip)  
3601 Tekoa Cove, Austin, Texas 78746
- (5) The name and address of its registered agent and office in the State of  
Missouri is (Name, Address, City/State/Zip)  
C T CORPORATION SYSTEM, 120 South Central Avenue, Clayton, Missouri 63105
- (6) The specific purpose(s) of its business in Missouri are: Telecommunications service  
provider offering digital subscriber lines to individuals and businesses.
- (7) The name of its officers and directors and their business addresses are as  
follows:
- Officers (Name/Address/City/State/Zip)
- President Carey M. Balzer, 3601 Tekoa Cove, Austin, Texas 78746
- Vice President \_\_\_\_\_
- Secretary Carey M. Balzer, 3601 Tekoa Cove, Austin, Texas 78746



Treasurer \_\_\_\_\_

Board of Directors (Name/Address/City/State/Zip)

Director Carey M. Balzer, 3601 Tekoa Cove, Austin, Texas 78746

Director \_\_\_\_\_

Director \_\_\_\_\_

Director \_\_\_\_\_

(8) 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 thereof, the facts stated above are true.

*Carey M. Balzer* 11.23.99  
(Authorized signature of officer or chairman of the board) (Title) (Date)  
Carey M. Balzer, President

Note: You must have a current certificate of good standing or certificate of existence with this application. This may be obtained from the Secretary of State or other authority that issues corporate charters.

FILED  
AND RECORDED  
DEC 01 1999  
*Rebecca McDowell Cok*  
SECRETARY OF STATE

**HIGHLY CONFIDENTIAL**  
**EXHIBIT 2**

**Financial Qualifications**

**[Filed Under Seal]**

**EXHIBIT 3**

**Managerial Qualifications**

**Carey Balzer**

Carey Balzer is the President and Chief Executive Officer of Vectris Telecom, Inc. He previously held a similar position with ChoiceCom, a facilities-based CLEC that provided local, long distance and data services in the southwest region. Structured as a limited partnership between subsidiaries of ICG Communications, Inc. ("ICG") and Central and South West Corporation ("CSW"), the Company was wholly acquired by ICG in December of 1998, at which time he became head of ICG's marketing and product development efforts. He has over fifteen years experience in the communications industry with demonstrated success in marketing, sales and general management, holding executive roles with US West Communications and Sprint in addition to those above.

**John Moshier**

John Moshier, Senior Vice President of Products and Technology, is responsible for Vectris' product development, product management and CTO functions. He previously spent over twelve years with Sprint where he held numerous roles relating to the development and management of key data and internet services within their local and long distance divisions. While there, he was instrumental in the development and launch of the Sprint ION product offering, providing him with recent, relevant experience in the development and deployment of DSL services.

**Gordon Sitton**

Gordon Sitton, Senior Vice President of Network, is responsible for the design, engineering, construction and management of the Company's network, including oversight of the provisioning function and Network Operations Center. Most recently serving as Vice President of Infrastructure Deployment for ICG, his telecommunications experience also includes heading up the Network Operations and Engineering function for ChoiceCom and over fourteen years with Southwestern Bell in various operational and financial roles. Additionally, Gordon founded, built and sold to Time-Warner seven Texas-based, franchised and independent Cable Television Companies over a nine-year period.

**Steve Guastella**

Steve Guastella, Vice President of Data Engineering, brings over fifteen years experience as a communications engineer, hardware/software design and support engineer. Most recently he oversaw the management of the world's largest electronic transaction network for Transaction Network Services, since acquired by PSI Net. Prior to that he spent nine years in various engineering assignments with Sprint, providing design, implementation and network management support for their X.25 Packet Data, Frame Relay, and their Intranet and Internet public and private IP networks.

**Joe Samples**

Joe Samples, Vice President of Information Services, brings over fifteen years experience in building and managing information technology and systems. He previously served as CIO for ChoiceCom, where he was responsible for the evaluation and implementation of all systems to support their business. The remainder of his information technology experience has been largely within the communications division of CSW, where he also held regulatory and project management roles.

**Nancy Hayes**

Nancy Hayes serves as Vice President of Finance, HR and Administration for Vectris. She previously served as CFO and VP of HR/Administration for ChoiceCom, where she oversaw all financial functions for the Company as well as helped build it from a three- person start-up to over two hundred employees in a two-year period. Prior to that, she held various accounting, treasury and financial forecasting functions with Southwestern Electric Power, a CSW subsidiary.

**EXHIBIT 4**

**List of Exchanges**

Vectris Telecom, Inc. seeks authority in the service territories of the following incumbent local exchange carriers:

Exchanges Served by Southwestern Bell

Adrian	De Soto	Higbee	Montgomery City
Advance	De Kalb	High Ridge	Morhouse
Agency	Deering	Hillsboro	Nashua
Altenburg-Frohn	Delta	Holcomb	Neosho
Antonia	Dexter	Homersville	Nevada
Archic	Downing	Imperial	New Franklin
Argyle	East Prairie	Independence	New Madrid
Armstrong	East Independence	Jackson	Nixa
Ash Grove	Edina	Jasper	Oak Ridge
Beaufort	Eldon	Joplin	Oakville
Bell City	Elsberry	Kansas City	Old Appleton
Belton	Essex	Kennett	Oran
Benton	Eureka	Kirkville	Osage Beach
Billings	Excelsior Springs	Kirkwood	Overland
Bismarck	Fair Grove	Knob Noster	Pacific
Bloomfield	Farley	La Monte	Parkville
Bloomsdale	Farmington	Ladue	Patton
Blue Springs	Fayette	Lake Ozark	Paynesville
Bonne Terre	Fenton	Lamar	Perryville
Boonville	Ferguson	Lancaster	Pierce City
Bowling Green	Festus-Crystal	Leadwood	Pocahontas-New
Bridgeton	City	Lee Summit	Wells
Brookfield	Fisk	Liberty	Pond
Camdenton	Flat River	Lilbourne	Poplar Bluff
Campbell	Florissant	Linn	Portages des
Cape Girardeau	Frankford	Lockwood	Sioux
Cardwell	Fredericktown	Louisiana	Portageville
Carl Junction	Freeburg	Macks Creek	Puxico
Carrollton	Fulton	Malden	Qulin
Carthage	Gideon	Manchester	Raytown
Caruthersville	Gladstone	Marble Hill	Republic
Cedar Hill	Glasgow	Marceline	Richmond
Center	Grain Valley	Marionville	Richwoods
Chaffee	Gravios Mills	Marshall	Risco
Charleston	Gray Summit	Marston	Riverview
Chesterfield	Greenwood	Maxville	Rogersville
Chillicothe	Hannibal	Mehlville	Rushville
Clarksville	Harvester	Meta	
Clever	Hayti	Mexico	
Climax Springs	Herculaneum-	Moberly	
Creve Couer	Pevely	Monett	

Exchanges Served by Southwestern Bell (cont'd)

Saint Charles  
Saint Clair  
Saint Joseph  
Saint Louis  
Saint Marys  
Sainte Genevieve  
San Antonio  
Sappington  
Scott Cty  
Sedalia  
Senath  
Sikeston  
Slater  
South Kansas City  
Southville  
Spanish Lake  
Springfield  
Stanberry  
Strafford  
Tiffany Springs  
Trenton  
Tuscumbia  
Union  
Valley Park  
Versailles  
Vienna  
Walnut Grove  
Wardell  
Ware  
Washington  
Webb City  
Webster Groves  
Wellsville  
Westphalia  
Willard  
Wyatt

Exchanges Served by GTE Midwest, Inc.

Alton	Arcola	Aurora	Avilla
Amazonia	Ashland	Ava	Belgrade
Anapolis	Augusta	Avenue City	Belk



Bellevue  
Birch Tree  
Bland  
Blue Eye  
Bolckow  
Boss  
Bourbon  
Bradleyville  
Branson  
Branson West  
Brayner  
Bronaugh  
Brunswick  
Buffalo  
Bunker  
Cabool  
Caledonia  
Cameron  
Canton  
Cape Fair  
Cassville  
Caulfield  
Cedar Creek  
Centerville  
Centralia  
Chamois  
Clarence  
Clark  
Clarksdale  
Collins  
Columbia  
Concordia  
Conway  
Cosby  
Crane  
Cross Timbers  
Cuba  
Dadeville  
Dalton  
Dardenne  
Defiance  
Dora  
Easton  
Edgar Springs  
El Dorado Springs  
Elkland

Ellsmore  
Elmer  
Eminence  
Everton  
Ewing  
Exeter  
Fillmore  
Foley  
Fordland  
Foristell  
Forsyth  
Fremont  
Gainesville  
Galena  
Golden City  
Gorin  
Gower  
Greenfield  
Groverspring  
Hallsville  
Hamilton  
Hartville  
Hawk Point  
Helena  
Hermann  
Hermitage  
High Hill  
Highlandville  
Holstein  
Houston  
Humansville  
Hunnewell  
Hurley  
Irondale  
Ironton  
Jamestown  
Jenkins  
Jerico Springs  
Jonesburg  
Kahoka  
Keytesville  
Kidder  
Kimberling City  
Kingston  
Koshonong  
La Belle

La Grange  
La Plata  
Laddonia  
Lawson  
Leasburg  
Lesterville  
Lewistown  
Licking  
Louisburg  
Lowry City  
Macon  
Manes  
Mano  
Mansfield  
Marshfield  
Marthasville

Exchanges Served by GTE Midwest, Inc. (cont'd)

Maysville	Schell City
Milo	Seymour
Monroe City	Shelbina
Montauk	Shelbyville
Monticello	Sheldon
Morrison	Shell Knob
Moscow Mills	Sparta
Mount Sterling	Stewartsville
Mount Vernon	Stoutsville
Mountain Grove	Sturgeon
Mountain View	Thayer
Nebo	Theodosia
New Melle	Thomasville
Niangua	Timber
Norwood	Trimble
O'Fallon	Troy
Oates	Truxton
Old Monroe	Turney
Osborn	Urbana
Osceola	Van Buren
Ozark	Vanzant
Palmyra	
Paris	Vichy
Perry	Walker
Pittsburg	Warrenton
Plattsburg	Washburn
Potosi	Wasola
Prairie Home	Wayland
Preston	Weaubleau
Protem	Wentzville
Raymondville	West Plains
Reeds Spring	West Quincy
Revere	Wheatland
Roby	Whitesville
Rocheport	Willow Springs
Rockaway Beach	Winfield
Rockville	Winona
Rosendale	Woodridge
Safe	Wright City
Saint James	
Saint Peters	
Santa Fe	
Sarcoxi	
Savannah	

Exchanges served by Sprint Missouri, Inc. d/b/a Sprint (Sprint)

Appleton City	Lincoln
Blackburn	Lonejack
Blairstown	Malta Bend
Brazito	Maryville
Buckner	Missouri City
Butler	Montrose
Calhoun	Mound City
California	New Bloomfield
Camden Point	Newburg
Centertown	Norborne
Centerview	Oak Grove
Chilhowee	Odessa
Clarksburg	Orrick
Clinton	Otterville
Coal	Pickering
Cole Camp	Platte City
Craig	Pleasant Hill
Dearborn	Richland
Deepwater	Rolla
Edgerton	Russelville
Eugene	Saint Robert
Fairfax	Saint Thomas
Ferrelview	Salem
Fort Leonard Wood	Smithton
Green Ridge	Strasburg
Hardin	Sweet Springs
Harrisonville	Syracuse
Henrietta	Taos
Holden	Tarkio
Holt	Tipton
Holts Summit	
Hopkins	
Houstonia	
Ionia	
Jefferson City	
Kearney	
King City	
Kingsville	
Lake Lotawana	
Lebanon	
Leeton	
Lexington	

Sprint (cont'd)

Urich

Warrensburg

Warsaw

Waverly

Waynesville

Wellington

Weston

Windsor

**AFFIDAVIT**

STATE OF TEXAS

COUNTY OF TRAVIS

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)

I, Carey M. Balzer, declare under penalty of perjury that I am authorized to make this affidavit on behalf of Vectris Telecom, Inc., the Applicant in the subject proceeding; that I have read the foregoing information and know the contents thereof; that the same are true of my knowledge, except as to matters which are therein stated on information or belief, and as to those matters I believe to be true.

Carey M. Balzer  
BY: Carey M. Balzer  
TITLE: President  
Vectris Telecom, Inc.

Sworn and subscribed before me this 13th day of December 1999.

Heather Pelczar  
Signature of official administering oath

My commission expires: 7-14-01

