

TC05-084

LAW OFFICES
RITER, ROGERS, WATTIER & BROWN, LLP
Professional & Executive Building
319 South Coteau Street
P.O. Box 280
Pierre, South Dakota 57501-0280
www.riterlaw.com

ROBERT C. RITER, Jr.
DARLA POLLMAN ROGERS
JERRY L. WATTIER
JOHN L. BROWN

MARGO D. NORTHRUP, Associate

OF COUNSEL:
Robert D. Hofer
E. D. Mayer
TELEPHONE
605-224-5825
FAX
605-224-7102

June 22, 2005

Pamela Bonrud, Executive Director
South Dakota Public Utilities Commission
500 East Capitol Avenue
Pierre, South Dakota 57501


RECEIVED
JUN 26 2005
SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

Re: Onvoy, Inc.
Our File Number 05-089

Dear Pam:

Enclosed herein please find original and ten copies of Onvoy, Inc.'s APPLICATION FOR AN AMENDED CERTIFICATE OF AUTHORITY.

Sincerely yours,


Darla Pollman Rogers
Attorney at Law

DPR/ph

Enclosures

CC: Mary T. Buley

RECEIVED

JUN 24 2005

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF SOUTH DAKOTA

**SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION**

IN THE MATTER OF THE APPLICA-
TION OF ONVOY, INC. FOR AN
AMENDED CERTIFICATE OF AU-
THORITY

Docket No. _____

APPLICATION FOR AMENDED
CERTIFICATE OF AUTHORITY

The South Dakota Public Utilities Commission ("Commission") issued a Certificate of Authority to Minnesota Independent Interexchange Corporation d/b/a Polaris Telecom ("MIIC") on July 31, 1992, in Docket No. TC92-071 ("Docket TC92-071"), to provide interexchange toll service to customers of Farmers Mutual Telephone Company and Valley Telephone Company.

Onvoy, Inc. ("Onvoy") requests that its current Certificate of Authority be amended to permit Onvoy to provide interexchange toll service in all areas of South Dakota. In support of its Application, Onvoy states as follows:

1. Telecommunications Carrier: Onvoy, Inc
300 South Highway 169, Suite 700
Minneapolis, MN 55426
Telephone Number: 952-230-4100

Company's Representative: Mary T. Buley

Company's General Counsel: Michael Hoff
Onvoy, Inc.
300 South Highway 169, Suite 700
Minneapolis, MN 55426

2. Services will be provided under the name of Onvoy, Inc.

3. (a) Onvoy is a Minnesota corporation formed on October 6, 1988. Onvoy is the parent company of a wholly owned subsidiary, Minnesota Independent Equal Access Corporation (MIEAC), a Minnesota corporation founded on December 8, 1988. A dia-

gram depicting the organizational structure of Onvoy and its subsidiary is attached as Exhibit A. MIIC was merged into Onvoy on July 21, 2000. Copies of Onvoy's registration as a Foreign Corporation with the South Dakota Secretary of State and its Certificates of Incorporation issued by the Minnesota Secretary of State are attached as Exhibit B.

(b) Onvoy's headquarters is located at 300 South Highway 169, Suite 700, Minneapolis, MN 55426. Onvoy's web page is www.onvoy.com and its main telephone number is (952) 230-4100. Onvoy's registered agent in South Dakota is CT Corporation System, Inc. CT Corporation System, Inc. has an office at 319 South Coteau St., Pierre, South Dakota 57501.

(c) Onvoy has one major private investor that owns more than a 20 percent managing interest in Onvoy. This individual company is Quantum Industrial Partners, LDC and its offices are located at 888 7th Avenue, 32nd Floor, New York City, NY 10106. Quantum Industrial Partners has a 39% ownership in Onvoy.

4. Onvoy seeks authority as an IXC for the entire state so that it can provide 1+ Intrastate toll calling, toll free service and operator services. Onvoy will employ a combination of its own equipment, and services and facilities from other carriers to provide the 1+intrastate long distance services. Onvoy will be selling long distances services to businesses and wholesale markets.

5. Onvoy is a regional telecommunications and internet services provider that operates Minnesota's largest privately-owned fiber network. This fiber network delivers wholesale and retail telecommunications services to Minnesota independent telephone companies, global interexchange carriers, enterprise clients and the State of Minnesota. As of the end of March 2005, Onvoy provided long distance to 130,900 access lines in Minnesota. Onvoy's centralized equal access service provides a choice of 1+ long dis-

tance service to 295,000 total access lines from 78 telephone companies. Onvoy's network spans 3,500 miles throughout Minnesota and it serves approximately 12,000 private lines ranging from DS1 to OCn capacity.

Onvoy clearly meets all the technical, managerial, financial and legal qualifications required of applicants for certification from the Commission. Onvoy's management personnel have, in the aggregate, over 67 years of experience in the ownership and operations of telecommunications companies. Onvoy's management group is currently responsible for successful facilities based CLEC, IXC, wholesale telecommunications, and centralized equal access services in Minnesota and other Midwestern states as show in the table in Section 9.

6. Onvoy will be offering 1+ intrastate toll calling, toll-free service and operator services throughout the entire state.

7. Onvoy has the financial resources to operate its current facilities and services as demonstrated by Exhibit C to this application and to provide services in South Dakota. Exhibit C contains abbreviated financial statements for Onvoy, a privately held company. Onvoy considers its annual report trade secret information.

8. Potential customers can call Onvoy's toll free number 1-877-336-6869 for general questions or billing inquiries. Customers can report technical problems via a toll free number or on line at Onvoy's web page: www.onvoy.com. The e-mail addresses for billing and sales are: billing@onvoy.com and sales@onvoy.com. Regulatory questions can be directed to Onvoy's Senior Regulatory Manager, Mary T. Buley at 952-230-4183. Her business address is 300 South Highway 169, Suite 700, Minneapolis, MN 55426 and her e-mail is mary.buley@onvoy.com.

9. Onvoy and its subsidiary hold a Certificate of Authority in a number of Mid-western states, as follows:

Entity	State	Authority Granted
Onvoy, Inc.	Minnesota	CLEC & IXC
Onvoy, Inc.	North Dakota	CLEC & IXC
Onvoy, Inc.	South Dakota	IXC in parts of SD
Onvoy, Inc.	Iowa	IXC
Onvoy, Inc.	Wisconsin	IXC
Onvoy, Inc.	Nebraska	IXC
Minnesota Independent Equal Access Corporation	Minnesota	Incumbent Carrier (CEA)
Minnesota Independent Equal Access Corporation	North Dakota	Incumbent Carrier (CEA)

10. As outlined in section 4, Onvoy plans to sell its long distance services to business and wholesale markets. Onvoy plans to market its services via sales contacts, referrals and its web site.

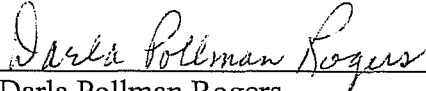
11. The services will be provided to Onvoy's customers under the terms of Onvoy's Tariff currently on file with the Commission.

12. Onvoy's Federal Tax Identification number is 41-1624131.

13. Onvoy has not had any reported complaints from applicants or customers concerning the unauthorized switching of a customer's long distance provider in the last two years.

14. Therefore, Onvoy respectfully requests that its Certificate of authority issued in TC92-071 be amended to permit Onvoy to provide interexchange services in all exchanges of South Dakota.

Dated this twenty-second day of June, 2005.



Darla Pollman Rogers
Riter, Rogers, Wattier & Brown, LLP
P. O. Box 280
Pierre, South Dakota 57501
Telephone (605) 224-7889
Fax (605) 224-7102

EXHIBIT A

Onvoy Organizational Structure

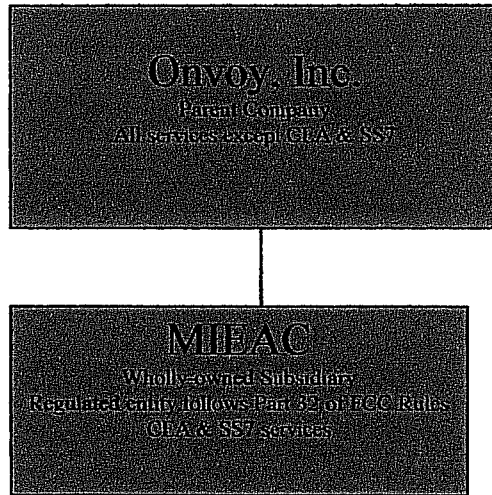


Exhibit B

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

Certificate of Authority

ORGANIZATIONAL ID #: FB025758

I, **JOYCE HAZELTINE**, Secretary of State of the State of South Dakota, hereby certify that the Application for a Certificate of Authority of **ONVOY, INC. (MN)** to transact business in this state duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issue this Certificate of Authority and attach hereto a duplicate of the application to transact business in this state.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this December 4, 2001.



Joyce Hazeltine

Joyce Hazeltine
Secretary of State

State of Minnesota

SECRETARY OF STATE

Certificate of Merger

I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

MN: MINNESOTA EQUAL ACCESS FACILITIES CORPORATION

MN: MINNESOTA INDEPENDENT INTEREXCHANGE CORPORATION

MN: MRNET, INC.

MN: MEANS COMMUNICATIONS CORPORATION

MN: ONVOY, INC.

State of Formation and Name of Surviving Entity:

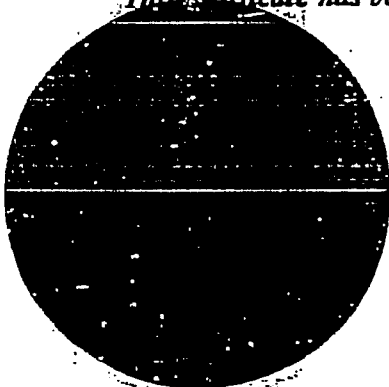
MN: ONVOY, INC.

Effective Date of Merger: July 21, 2000

Name of Surviving Entity After Effective Date of Merger:

ONVOY, INC.

This certificate has been issued on: July 21, 2000.



Mary Kiffmeyer
Secretary of State.

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE

66-729

AMENDMENT OF
ARTICLES OF INCORPORATION
OF
MINNESOTA EQUAL ACCESS NETWORK SERVICES, INC.

RECEIVED
DEC 23 1999
SEC. OF STATE

Pursuant to the provisions of Minnesota Statutes Section 302A.135, the following amendment to the Articles of Incorporation of Minnesota Equal Access Network Services, Inc., a Minnesota corporation, was approved and adopted pursuant to Minnesota Statutes Chapter 302A.

Article I of the Articles of Incorporation of Minnesota Equal Access Network Services, Inc. is hereby amended in its entirety to read as follows:

ARTICLE I
NAME AND REGISTERED OFFICE

1.01 Name. The name of this Corporation is Onvoy, Inc.

I swear that the foregoing is true and accurate and that I have the authority to sign this Amendment of Articles of Incorporation on behalf of the corporation.

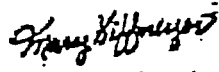
Dated: JULY 1, 1999

MINNESOTA EQUAL ACCESS
NETWORK SERVICES, INC.

By 
Its Chief Executive Officer

STATE OF MINNESOTA
FILED - DUPLICATE COPY

JUL 07 1999


Secretary of State

State of Minnesota

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

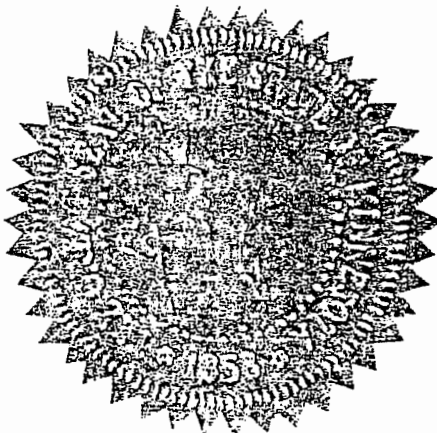
This corporation is now legally organized under the laws of Minnesota.

Corporate Name: MINNESOTA EQUAL ACCESS NETWORK SERVICES, INC.

Corporate Charter Number: 6B-729

Chapter Formed Under: 302A

This certificate has been issued on 10/06/1988.



Joan Anderson Grove
Secretary of State.

Exhibit C

Onvoy's Consolidated Financial Statements

Onvoy, Inc.
Fiscal Year 2004 Income Statement
October 1, 2003 through September 30, 2004

Revenue	\$ 63,736,215
Expenses	<u>64,338,452</u>
Net Loss	<u>\$ (602,237)</u>