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July 25, 2000

VIA OVERNIGHT DELIVERY

Helen C. Helton, Executive Director  
Public Service Commission of Kentucky  
730 Schenkel Lane  
Frankfort, Kentucky 40602

05052030 - 8505 - Pending  
22252030 - 0510  
9500

Re: Vitts Networks, Inc. Notification of Intent to Provide Resold and Facilities-Based Long Distance and Local Exchange Services in the Commonwealth of Kentucky

Dear Ms. Helton:

On behalf of Vitts Networks, Inc. ("Vitts" or the "Company"), enclosed for filing are an original and four (4) copies of this letter of intent, as well as Vitts' proposed tariff. In accordance with the Commission's Orders in Administrative Case No. 359 (dated June 12, 1996), Administrative Case No. 355 (dated September 26, 1996) and Administrative Case No. 370 (dated January 8, 1998), Vitts submits the following information:

1. Name, address, telephone number and fax number of the Company are as follows:

Vitts Networks, Inc.  
77 Sundial Avenue  
Manchester, NH 03103  
Telephone: (603) 656-8000  
Facsimile: (603) 656-8100

2. Vitts is a corporation organized under the laws of the State of Delaware. Vitts will market its services in Kentucky under the name Vitts Networks, Inc. Copies of Vitts' Certificate of Incorporation, Certificate of Authority to transact business in Kentucky are attached hereto at Exhibit A.

3. The name, address, telephone number and facsimile number of the responsible contact persons for regulatory issues are as follows:

Thomas Lyle, Regulatory Affairs Manager  
Vitts Networks, Inc.  
77 Sundial Avenue  
Manchester, NH 03103  
Telephone: (603) 656-8000  
Facsimile: (603) 656-8100

Vitts' toll free customer service number is: (888) 656-1800

4. Vitts has not provided nor collected for telecommunications service in Kentucky prior to filing this notice of intent. Please see notarized statement attached hereto at Exhibit B.
5. Vitts does not seek to provide operator assisted services to traffic aggregators as defined in Administrative Case No. 330.
6. Vitts plans to provide all forms of telecommunications services throughout the Commonwealth of Kentucky, including both intrastate local exchange and interexchange telecommunications services. To the extent that areas of Kentucky are served by carriers that qualify as small or rural local exchange carriers under the Telecommunications Act of 1996, Vitts does not intend to provide local service in those areas at this time.

Initially, Vitts plans to provide dedicated, non-switched telecommunications services on a facilities and/or resale basis for local and interexchange traffic throughout the State of Kentucky. Vitts will provide dedicated inbound and outbound data transport services to customers. Data transport service is a dedicated point-to-point service offered at the DS-1 (1.54 megabit) or DS-3 (45 megabit) level. The services offered by Vitts will be packet-switched and will not rely on the circuit switching of the incumbent local exchange carrier ("ILEC"). Vitts intends to provide service on a statewide basis through its own network facilities, including facilities collocated in the central offices of ILECs, through unbundled network elements purchased from ILECs and through the resale of ILEC services. Applicant does not currently own any telecommunications facilities in the Kentucky. Vitts plans to provide high-speed Internet access over IP/ATM Packet switches, xDSL compatible loops and IOF.

Vitts intends to begin service in 2001, depending upon regulatory approval and the execution of applicable interconnection agreements.

7. A copy of Vitts' proposed tariffs are attached hereto as Exhibit C. The tariffs are to become effective thirty (30) days from the date of this filing, which is consistent with the

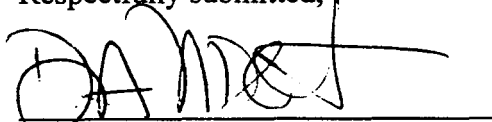
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regulatory requirements set forth in the Commission's Order in Administrative Case No. 359, dated June 21, 1996.

8. Vitts will comply with applicable Commission statutes and regulations unless specific exemptions are granted pursuant to KRS 278.512.

Please date-stamp the enclosed extra copy of this filing and return it to the undersigned in the attached self-addressed, stamped envelope. Should you have any questions, please do not hesitate to contact the undersigned.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Eric J. Branfman", written over a horizontal line.

Eric J. Branfman  
D. Anthony Mastando

Counsel for Vitts Networks, Inc.

cc: Thomas Lyle  
Megan Rha (w/o encl.)

Enclosures

COMMONWEALTH OF KENTUCKY  
JOHN Y. BROWN III  
SECRETARY OF STATE

0495859.09



John Y. Brown III  
Secretary of State

APPLICATION FOR CERTIFICATE OF AUTHORITY Received and Filed

06/08/2000 10:04 AM

Pursuant to the provisions of KRS Chapter 271B, 273 or 274, the undersigned hereby applies for authority to transact business in Kentucky on behalf of the corporation named below and for that purpose submits the following statements:

1. The corporation is  a business corporation (KRS 271B),  a nonprofit corporation (KRS 273),  a professional service corporation (KRS 274). Fee Receipt: \$90.00

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2. The name of the corporation is Vitta Networks, Inc.

3. The name of the corporation to be used in Kentucky is Vitta Networks, Inc.

4. Delaware (if "real name" is unavailable for use) is the state or country under whose law the corporation is incorporated.

5. August 19, 1996 is the date of incorporation and the period of duration is Perpetual

6. The street address of the corporation's principal office is 77 Sundial Avenue, Manchester, New Hampshire 03103

7. The street address of the corporation's registered office in Kentucky is c/o C T Corporation System, Kentucky Home Life Building, Louisville, Kentucky 40202 and the name of the registered agent at that office is C T Corporation System

8. The names and usual business addresses of the corporation's current officers and directors are as follows:  
President See attached list of  
Vice President \_\_\_\_\_  
Secretary \_\_\_\_\_  
Treasurer \_\_\_\_\_  
Directors See attached list of

(Attach a continuation sheet, if necessary)

9. If a professional service corporation, all the individual shareholders, not less than one half of the directors, and all of the officers other than the secretary and treasurer are licensed in one or more states or territories of the United States or District of Columbia to render a professional service described in the statement of purposes of the corporation.

10. A certificate of existence duly authenticated by the Secretary of State accompanies this application.

11. This application will be effective upon filing, unless a delayed effective date and/or time is specified: N/A

Greg DeMund  
Signature  
Greg DeMund, President  
Type or Print Name & Title

Date: 6/8, 192000

C T CORPORATION SYSTEM consent to serve as the registered agent on behalf of the corporation  
Type or print name of registered agent

SSC-101 (7/88)

[Signature]  
SPECIAL ASSISTANT SECRETARY  
Type or Print Name & Title

State of Delaware  
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 ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OF "VITTS NETWORKS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE TWENTY-FIFTH DAY OF JUNE, A.D. 1999, AT 1:30 O'CLOCK P.M.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0205122

DATE: 01-18-00

