

# SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

WASHINGTON OFFICE  
3000 K STREET, NW, SUITE 300  
WASHINGTON, DC 20007-5116  
TELEPHONE (202) 424-7500  
FACSIMILE (202) 424-7647

August 20, 1999

NEW YORK OFFICE  
919 THIRD AVENUE  
NEW YORK, NY 10022-9998  
TELEPHONE (212) 758-9500  
FACSIMILE (212) 758-9526

RECEIVED

AUG 23 1999

PUBLIC SERVICE  
COMMISSION

0505 - 05050800  
0510 - 22250580  
(9500)

## VIA OVERNIGHT DELIVERY

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

Re: New Edge Network, Inc. d/b/a New Edge Networks' 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 New Edge Network, Inc. d/b/a New Edge Networks ("New Edge" or the "Company"), enclosed for filing are an original and four (4) copies of this letter of intent, as well as New Edge's proposed long distance and local tariffs. 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), New Edge submits the following information:

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

New Edge Network, Inc. d/b/a New Edge Networks  
3000 Columbia House Boulevard, Suite 106  
Vancouver, Washington 98661  
Tel: (360) 693-9009  
Fax: (360) 693-9997

2. New Edge, is a corporation organized under the laws of the State of Delaware. New Edge will market its services in Kentucky under the name New Edge Networks. Copies of New Edge's Certificate of Incorporation,<sup>1</sup> Certificate of Authority to transact business in Kentucky, and Certificate of Assumed Name are attached hereto at Exhibit A.

<sup>1</sup> New Edge was originally incorporated as "Access 21 Corporation" and, as a result of a name change, became "New Edge Network" prior to changing its name to "New Edge Network, Inc.," the name under which this Application is being filed.

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

Stacey Waddell, Vice President  
New Edge Network, Inc. d/b/a New Edge Networks  
3000 Columbia House Boulevard, Suite 106  
Vancouver, Washington 98661  
Tel: (360) 693-8554  
Fax: (360) 693-9997

New Edge's toll free customer service number is: 877-875-EDGE (3343)

4. New Edge 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. New Edge does not seek to provide operator assisted services to traffic aggregators as defined in Administrative Case No. 330.
6. New Edge plans to provide all forms of telecommunications services throughout the Commonwealth of Kentucky, including both intrastate local exchange and interexchange telecommunications services. New Edge seeks authority to provide services which allow its customers to originate and terminate local calls to other customers served by New Edge as well as customers served by all other authorized local exchange carriers. New Edge also requests authority to provide switched access services to interexchange carriers, which will allow New Edge's customers to originate and terminate intrastate and interstate calls to and from customers of interexchange carriers.

New Edge requests authority to offer local exchange services to customers located in all exchanges in Kentucky. Exchange services may include, but will not be limited to the following: (i) local exchange access services to single-line and multi-line customers (including basic residential and business lines, direct inward/outward PBX trunk service, Centrex services, and ISDN); (ii) local exchange usage services to customers of New Edge's end user access line services; and (iii) switched and special carrier access services to other common carriers. New Edge seeks authority to provide Digital Subscriber Line services, by leasing local loops of incumbent local exchange carriers ("ILECs") and competitive local exchange carriers currently operating in Kentucky. In addition, New Edge seeks authority, through interconnection with other carriers, to offer 911 and enhanced 911 emergency services, directory assistance and operator assisted calling, dual party relay services, and other miscellaneous services currently provided by ILECs.

New Edge also requests authority to offer interexchange services throughout the Commonwealth of Kentucky, including both inbound and outbound intraLATA services. This will be accomplished through a combination of its own facilities and through the resale of the facilities of other certificated carriers.

Initially, New Edge plans to offer services through a combination of purchased and leased assets. New Edge does not currently own any telecommunications facilities in the Commonwealth of Kentucky.

New Edge intends to provide service to subscribers from all points within the Commonwealth of Kentucky, and therefore seeks authorization to provide local exchange, exchange access and interexchange service statewide. 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, New Edge does not intend to provide service in those areas at this time.

New Edge intends to begin service as soon as possible, depending upon regulatory approval and the execution of applicable interconnection agreements.

7. A copy of New Edge's proposed long distance tariff is attached hereto as Exhibit C and a copy of New Edge's proposed local exchange tariff is attached hereto as Exhibit D. Both tariffs are to become effective thirty (30) days from the date of this filing, which is consistent with the regulatory requirements set forth in the Commission's Order in Administrative Case No. 359, dated June 21, 1996.
8. New Edge will comply with Commission statutes and regulations unless specific exemptions are granted pursuant to KRS 278.512. New Edge will also obtain, and shall retain for one year, electronic or written evidence that each of its customers knowingly chose New Edge as his or her local exchange carrier.

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,



Eric J. Branfman  
Michael P. Donahue

Counsel for New Edge Network, Inc.  
d/b/a New Edge Networks

cc: Stacey Waddell

Enclosures

**EXHIBITS**

- |           |   |
|-----------|---|
| Exhibit A | Certificate of Incorporation , Certificate of Authority to Transact Business in Kentucky, and Certificate of Assumed Name |
| Exhibit B | Notarized Statement   |
| Exhibit C | Proposed Long Distance Tariff   |
| Exhibit D | Proposed Local Exchange Tariff  |

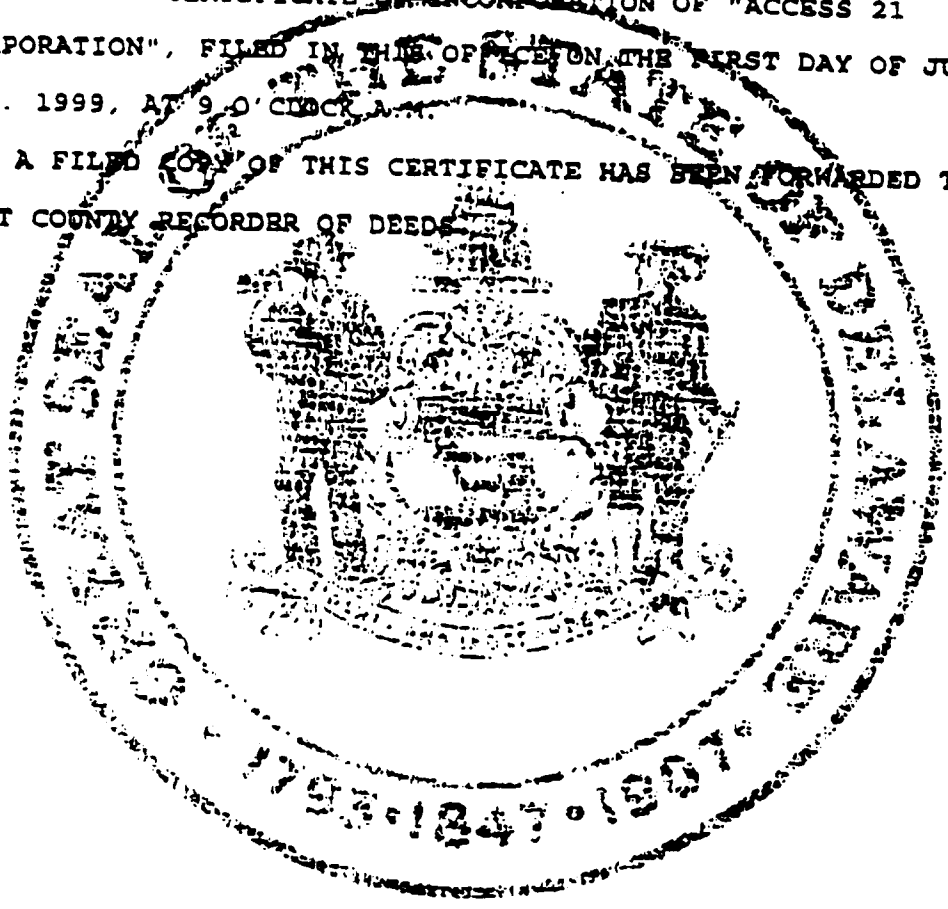
**Exhibit A**

**Certificate of Incorporation,  
Certificate of Authority to Transact Business in Kentucky, and  
Certificate of Assumed Name**

Office of the Secretary of State

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 "ACCESS 21 CORPORATION", FILED IN THIS OFFICE ON THE FIRST DAY OF JUNE, A.D. 1999, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS



*Edward J. Freel*

Edward J. Freel, Secretary of State

3049857 8100

991218717

AUTHENTICATION:

9778959

DATE:

06-02-99

CERTIFICATE OF INCORPORATION

OF

ACCESS 21 CORPORATION

FIRST: The name of the Corporation is Access 21 Corporation (hereinafter sometimes referred to as the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 15 East North Street, in the City of Dover, County of Kent. The name of the registered agent at that address is Incorporating Services, Ltd.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

FOURTH: The Corporation is authorized to issue a total of twenty-five million (25,000,000) shares of stock in one class designated as "Common Stock", par value \$0.001 per share and the Corporation is authorized to issue a total of ten million (10,000,000) shares of stock in one class designated as "Preferred Stock", par value \$0.001.

FIFTH: The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by Statute or by this Certificate of Incorporation or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation. Election of directors need not be by written ballot, unless the Bylaws so provide.

SIXTH: The Board of Directors is authorized to make, adopt, amend, alter or repeal the Bylaws of the Corporation. The stockholders shall also have power to make, adopt, amend, alter or repeal the Bylaws of the Corporation.


SEVENTH: The name and address of the incorporator is as follows:

Steve R. Gibson  
GRAY CARY WARE & FREIDENRICH LLP  
400 Hamilton Avenue  
Palo Alto, California 94301

EIGHTH: To the fullest extent permitted by the Delaware General Corporation Law, a director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of the foregoing provisions of this Article EIGHTH 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.

NINTH: This Corporation reserves the right to amend or repeal any of the provisions contained in this Certificate of Incorporation in any manner now or hereafter permitted by law, and the rights of the stockholders of this Corporation are granted subject to this reservation.

I, THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate of Incorporation, do certify that the facts herein stated are true, and accordingly, have hereto set my hand this 1st day of June, 1999.

  
Steve R. Gibson  
Incorporator



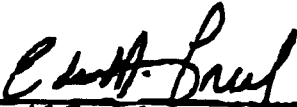
*State of Delaware*  
**Office of the Secretary of State** PAGE 1

---

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 "NEW EDGE NETWORK", CHANGING ITS NAME FROM "NEW EDGE NETWORK" TO "NEW EDGE NETWORK, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF AUGUST, A.D. 1999, AT 9 O'CLOCK A.M.

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



  
Edward J. Freel, Secretary of State

3049857 8100

991324281

AUTHENTICATION: 9905664

DATE: 08-05-99

CERTIFICATE OF AMENDMENT  
OF  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
NEW EDGE NETWORK

New Edge Network (the "Corporation"), a corporation organized and existing under the Delaware General Corporation Law ("DGCL") does hereby certify that:

FIRST: That the Board of Directors of the Corporation adopted a resolution proposing and declaring advisable the following amendment to the Amended and Restated Certificate of Incorporation of the Corporation:


RESOLVED, that upon approval of the stockholders of the Corporation, Article I of the Certificate of Incorporation shall be amended to read as follows:

"The name of the corporation is New Edge Network, Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the DGCL.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 228 and 242 of the DGCL.

IN WITNESS WHEREOF, this Certificate of Amendment has been executed on behalf of the corporation by its President on August 4, 1999.

  
Daniel G. Moffitt, President

COMMONWEALTH OF KENTUCKY  
JOHN Y. BROWN III  
SECRETARY OF STATE



RECEIVED & FILED  
Aug 12 1 38 PM '99  
JOHN Y. BROWN III  
SECRETARY OF STATE  
COMMONWEALTH OF KENTUCKY

APPLICATION FOR CERTIFICATE OF AUTHORITY

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).

2. The name of the corporation is  
New Edge Network, Inc.

3. The name of the corporation to be used in Kentucky is

(If "real name" is unavailable for use)

4. Delaware is the state or country under whose law the corporation is incorporated.

5. June 1, 1999 is the date of incorporation and the period of duration is perpetual

6. The street address of the corporation's principal office is  
3000 Columbia House Blvd., Suite 106 Vancouver, WA 98661

7. The street address of the corporation's registered office in Kentucky is  
c/o C T Corporation System, Kentucky Home Life Building, Louisville, KY 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 rider) \_\_\_\_\_  
Vice President \_\_\_\_\_  
Secretary \_\_\_\_\_  
Treasurer \_\_\_\_\_  
Directors (see attached rider) \_\_\_\_\_

(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:

Daniel G. Moffatt  
Signature  
Daniel G. Moffatt, President

Date: August 10, 1999

I, C T CORPORATION SYSTEM consent to serve as the registered agent on behalf of the corporation.

Type or print name of registered agent

E.A. Wallace, Asst Secretary  
Signature of Registered Agent  
Type or Print Name & Title

## NEW EDGE NETWORK, INC.

### Corporate Officer

Daniel G. Moffat  
President, Vice-President, Treasurer  
New Edge Network, Inc.  
3000 Columbia House Blvd., Suite 106  
Vancouver, Washington 98661

Howard Clowes - Secretary  
Gray, Cary, Ware and Freidenrich  
400 Hamilton Ave.  
Palo Alto, California 94301

### Board of Directors

Roger Evans - General Partner  
Greylock  
755 Page Mill Road  
Building A, Suite 100  
Palo Alto, California 94304-1018

Jay Misra  
31 River Court # 2603  
Jersey City, New Jersey 07310

Daniel G. Moffat - President & CEO  
New Edge Network, Inc.  
3000 Columbia House Blvd., Suite 106  
Vancouver, Washington 98661

Rich Shapero - General Partner  
Crosspoint Venture Partners  
2925 Woodside Road  
Woodside, California 94062

J. Peter Wagner - General Partner  
Accel Partners  
428 University Avenue  
Palo Alto, California 94301

COMMONWEALTH OF KENTUCKY  
JOHN Y. BROWN III  
SECRETARY OF STATE



RECEIVED & FILED  
Aug 12 20 00  
38 PM '99  
JOHN Y. BROWN III  
SECRETARY OF STATE  
COMMONWEALTH OF KENTUCKY  
BY

CERTIFICATE OF ASSUMED NAME

This certifies that the assumed name of

New Edge Networks

(Name under which the business will be conducted)

has been adopted by New Edge Network, Inc.

(Real name - KRS 368.015(1))

which is the "real name" of (YOU MUST CHECK ONE)

- a Domestic General Partnership
- a Domestic Registered Limited Liability Partnership
- a Domestic Limited Partnership
- a Domestic Business Trust
- a Domestic Corporation
- a Domestic Limited Liability Company
- a Joint Venture
- a Foreign General Partnership
- a Foreign Registered Limited Liability Partnership
- a Foreign Limited Partnership
- a Foreign Business Trust
- a Foreign Corporation
- a Foreign Limited Liability Company

organized and existing in the state or country of Delaware, and whose address is

3000 Columbia House Blvd., Suite 106

Street address, if any

Vancouver

City

WA

State

98661

Zip Code

The certificate of assumed name is executed by

*Daniel G. Moffat*

Signature

Daniel G. Moffat, President

Print or type name and title

August 10, 1999

Date

Signature

Print or type name and title

Date

**Exhibit B**

**Notarized Statement**

**NOTARIZED STATEMENT**

I, Stacey Waddell, being duly sworn, do hereby depose and state that

1. I am Vice President of New Edge Network, Inc. d/b/a New Edge Networks ("New Edge") and am authorized to make this statement on New Edge's behalf.
2. New Edge has not provided nor collected for intrastate service in Kentucky prior to filing this application.

The foregoing statements are true and correct to the best of my knowledge, information and belief.

Stacey Waddell  
Stacey Waddell

New Edge Network, Inc.  
d/b/a New Edge Networks

Subscribed and sworn to (or affirmed) before me this 13 day of August, 1999.

Luanne Jefferson  
Notary Public

My Commission Expires: 9/9/02

