



Judith A. Riley, J.D.

2912 Lakeside Drive, Suite 100  
Oklahoma City, OK 73120

August 27, 2004

**Overnight Delivery**

05171500  
0510

Kentucky Public Service Commission  
211 Sower Boulevard  
Frankfort, KY 40602

RE: Application of Red River Networks LLC for Approval of Authority to Offer Interexchange Telecommunications Services to the Public in the Commonwealth of Kentucky.

Red River Networks LLC hereby submits the enclosed Application, seeking authority to offer interexchange telecommunications services to the public in the Commonwealth of Kentucky. An original and four (4) copies are provided. Please date stamp the extra transmittal letter enclosed for this purpose and return it in the postage-paid envelope provided.

Should there be any questions or additional information required, please do not hesitate to contact me at (405) 755-8177.

Sincerely,

A handwritten signature in black ink that reads "Judith A. Riley". The signature is written in a cursive, flowing style.

Judith A. Riley  
Regulatory Consultant

Enclosure

**BEFORE THE STATE PUBLIC SERVICE COMMISSION  
OF THE COMMONWEALTH OF KENTUCKY**

**IN THE MATTER OF THE APPLICATION            )**  
**OF RED RIVER NETWORKS LLC FOR            )**  
**A CERTIFICATE OF PUBLIC CONVENIENCE    )**  
**AND NECESSITY TO TRANSACT THE         )**     **Application No.**  
**BUSINESS OF AN INTEREXCHANGE         )**  
**SERVICE PROVIDER WITHIN THE            )**  
**COMMONWEALTH OF KENTUCKY             )**

**APPLICATION AND CERTIFICATE OF AUTHORITY**

Come now, Red River Networks LLC, the Petitioner herein, a limited liability company representing its intention to engage in the business of Interexchange Service Provider in the Commonwealth of Kentucky, and making claim that the public convenience will be thereby promoted. Said applicant, hereby submits the following information in accordance with the provisions of Administrative Case No. 359 and its proposed tariffs in accordance with 807 KAR 5:011:

1. Applicant is a privately-held Limited Liability Company, organized under the laws of the State of Oklahoma on December 3, 2002. Copies of Applicant's Certificate of Limited Liability Company, Certificate of Good Standing and Articles of Organization appear as **Exhibit A**. Applicant's Certificate of Registration to transact business in Kentucky appears as **Exhibit B**. Applicant's legal name, address of its principal offices and telephone number are:

Red River Networks LLC  
Federal Identification Number: 30-0132931  
201 Robert S. Kerr, Suite 500  
Oklahoma City, OK 73102  
Telephone: 405/236-2099  
Facsimile: 405/236-2118  
Toll Free: 800/860-9505  
Email: woody@rriver.net

2. Questions concerning this application should be directed to Applicant's Regulatory Consultant:

Judith A. Riley, Regulatory Consultant  
Telecom Professionals, Inc.  
2912 Lakeside Dr.  
Oklahoma City, OK 73120  
Telephone: 405/755-8177  
Facsimile: 405/755-8377  
Email: jriley@telecompliance.net

3. Applicant is an interexchange resale carrier providing switched and dedicated 1+ and 800 interexchange telecommunications services; basic and enhanced calling card services and prepaid calling card services to businesses and residences in the Commonwealth of Kentucky. The majority of network services are supplied primarily by Global Crossing. From time to time, Applicant may offer other services provided by other registered interexchange carriers. These network facilities are the property of other carriers. Applicant receives detailed information on magnetic medium from the carrier on which the traffic is placed. From this information, Applicant obtains data for its billing services. Applicant owns and operates equipment suitable for sales, billing and customer services. Some services are routed through Applicant's own switch. In addition, prepaid calling card services are routed through Applicant's own debit platform and billed directly from Applicant's own billing services.

4. A notarized statement that the company has not provided or collected for intrastate service in Kentucky prior to filing its' tariff is attached as **Exhibit C**.

5. The applicant does not seek authority to provide operator assisted services to traffic aggregators as defined in Administrative Case No. 330.

6. The sample Company bill is attached as **Exhibit D**.

7. Applicant's Principal Members are listed in **Exhibit E**.

8. Applicant will provide the services described in paragraph 3 above, on an interstate and intrastate basis.

9. Applicant is in the process of filing for certification to provide telecommunications services in all fifty (50) states. In no instance has any Application been denied or rejected.

10. No member having 5% or more of Applicant's voting membership nor any of Applicant's business operations has been involved in a formal complaint or other investigatory or enforcement proceeding.

11. The Company has never acquired a customer by switching it from another company without the customer's authorization.

12. Applicant proposes to offer switched and dedicated access 1+ and 800 long distance telecommunications services suitable for voice and limited data applications; basic calling card service; enhanced calling card service and prepaid calling card service in the Commonwealth of Kentucky.

13. Applicant proposes to provide its services originating throughout the entire Commonwealth of Kentucky.

14. Applicant is a reseller of telecommunications services primarily provided over the networks of its underlying carrier, Global Crossing. Applicant does own it's own switch and debit platform through which some services are routed.

15. **Exhibit F** reflects the depth of experience of Applicant's members.

16. A copy of Applicant's most recent financial statements certified by Applicant's President are provided in **Exhibit G**.

17. Applicant is a privately-held limited liability company, therefore no annual report is prepared.

18. Customer Complaints are to be addressed to:

Danny Bannister, Sr.  
1000 W. Wilshire, Suite 123  
Oklahoma City, OK 73102  
Telephone: 405/840-5116  
Facsimile: 405/236-2118  
Toll Free: 800/860-9505

19. Applicant submits the following reasons in support of its belief that the public interest will be served by the approval of this Application:

(a) Applicant's proposed intrastate telecommunications services are developed to serve the long distance needs of subscribers who can not otherwise realize similar cost savings through major carriers.

(b) An increase in the traffic generated through provision of Applicant's proposed intrastate services over existing major carriers' communications facilities will improve the efficiency and reduce major carriers' costs in provision of these services.

(c) The public will benefit from greater consumer choice created through the broadening of innovative telecommunications service alternatives and ongoing affordable rates maintained by the additional competitive pressure placed on other competitors.

(d) Local Exchange Carriers will realize greater access charge revenues through the increase in traffic utilizing local access.

20. The information contained in this Application and in the exhibits fully describes Applicant's business and its ability to provide end users and customers in Kentucky with a viable and economical alternative telecommunications service.

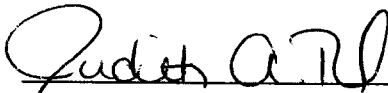
21. By this application and exhibits, Applicant demonstrates that it has the resources and ability to provide its services for the benefit of the public.

22. Applicant files its tariff establishing its proposed services and charges in **Exhibit H**.

WHEREFORE, Red River Networks LLC requests that the Kentucky Public Service Commission of the Commonwealth of Kentucky grant authority to engage in the resale of interexchange telecommunications services to the public in accordance with the applicable laws currently in effect or hereinafter enacted by the Commission.

Respectfully submitted this 27 day of August, 2004.

Red River Networks LLC

  
\_\_\_\_\_  
Judith A. Riley, Regulatory Consultant

**AFFIDAVIT**

STATE OF OKLAHOMA            )  
  )        ss.  
COUNTY OF OKLAHOMA        )

James W. Bannister, being duly sworn, states that he is the President of Red River Networks LLC, Applicant for authority to operate as a resale common carrier from the Kentucky Public Service Commission to provide interexchange telecommunications services on a resale basis throughout the Commonwealth of Kentucky; that the information contained in the application and attachments are true and correct; that the reseller is familiar with and will comply with all applicable federal and state laws and the rules and orders of the Kentucky Public Service Commission.

Dated this 27 day of August, 2004.

Red River Networks LLC

  
\_\_\_\_\_  
James W. Bannister, President

Subscribed and sworn before me, this 27<sup>th</sup> day of August, 2004.

  
Notary Public

My Commission expires: 11-9-04

**EXHIBIT A**  
**CERTIFICATE OF LIMITED LIABILITY COMPANY,**  
**CERTIFICATE OF GOOD STANDING**  
**AND**  
**ARTICLES OF ORGANIZATION**  
**(ATTACHED)**

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE  
OF  
LIMITED LIABILITY COMPANY

WHEREAS, the Articles of Organization of

RED RIVER NETWORKS LLC

an Oklahoma limited liability company, has been filed in the Office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of Oklahoma.

Filed in the City of Oklahoma City this 3RD  
day of DECEMBER, 2002.

Kay Dudley  
Secretary of State

By: Dandy Preston

LL 702695



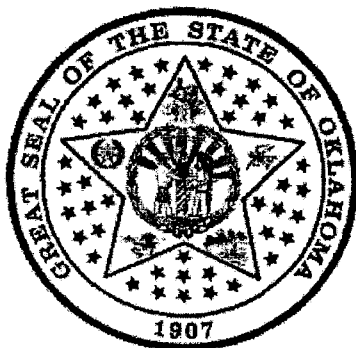
OFFICE OF THE SECRETARY OF STATE



**CERTIFICATE OF GOOD STANDING  
DOMESTIC LIMITED LIABILITY COMPANY**

*I, THE UNDERSIGNED, Secretary of State of the State of Oklahoma, do hereby certify that I am, by the laws of said state, the custodian of the records of the state of Oklahoma relating to the right of certain business entities to transact business in this state and am the proper officer to execute this certificate.*

*I FURTHER CERTIFY that RED RIVER NETWORKS LLC whose registered agent is MARK H. BENNETT, ESQUIRE, with its registered office at 211 N ROBINSON STE 1700 OKLAHOMA CITY 73102 USA Oklahoma is a Domestic Limited Liability Company duly organized and existing under and by virtue of the laws of the state of Oklahoma and is in good standing according to the records of this office. This certificate is not to be construed as an endorsement, recommendation or notice of approval of the entity's financial condition or business activities and practices. Such information is not available from this office.*



*IN TESTIMONY WHEREOF, I hereunto set my hand and affixed the Great Seal of the State of Oklahoma, done at the City of Oklahoma City, this 24th, day of June, 2004.*

*M. Susan Savage*

*Secretary Of State*

ARTICLES OF ORGANIZATION  
OF  
RED RIVER NETWORKS LLC,  
an Oklahoma limited liability company

FILED  
DEC 3 - 2002  
OKLAHOMA SECRETARY  
OF STATE

The undersigned, as sole organizer of a limited liability company, does hereby execute and adopt the following Articles of Organization of Red River Networks LLC pursuant to the Oklahoma Limited Liability Company Act, as amended from time to time (the "Act"):

1. Name. The name of the limited liability company (the "Company") is:

Red River Networks LLC

2. Term. The term of existence of the Company is perpetual.

3. Purpose. The purpose of the Company is to engage in any lawful act or activity for which limited liability companies may be organized under the Act.

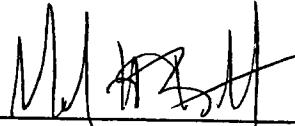
4. Principal Location. The address of the Company's principal place of business in the State of Oklahoma is 201 Robert S. Kerr, Suite 500, Oklahoma City, Oklahoma 73102.

5. Resident Agent and Office. The name and address of the Company's resident agent in the State of Oklahoma is Mark H. Bennett, Esquire, 211 North Robinson, Suite 1700, Oklahoma City, Oklahoma 73102.

6. Management. The Company will be managed by one or more managers. The managers will have the continuing exclusive authority to manage and conduct the business of the Company and any third person dealing with the Company may rely absolutely on the act, deed and signature of the managers of the Company as being the act of the Company, and no third person will be obligated or privileged to inquire into or otherwise ascertain whether the act of such managers has been duly authorized. The managers of the Company may authorize one or more officers to exercise certain authority of the managers, but the scope of any officer's authority will be restricted under the terms of the Operating Agreement of the Company.

7. Limitation of Liability. The members and managers of the Company will not be liable to the Company or its members for monetary damages for the breach of any fiduciary duty or any duty under the Act except personal liability for (a) the breach of the manager's duty of loyalty to the Company or its members; (b) acts or omissions which are not in good faith, or which involve intentional misconduct or a knowing violation of law; or (c) any transaction from which the manager derived an improper personal benefit. No amendment or repeal of this paragraph 7 will apply to, or have any effect on, the liability or alleged liability of any member or manager for, or with respect to, any acts or omissions of such member or manager occurring prior to such amendment or repeal.

THE UNDERSIGNED has executed these Articles of Organization this 3<sup>rd</sup> day of December, 2002.

A handwritten signature in black ink, appearing to read 'M H B', is written above a horizontal line.

MARK H. BENNETT, Sole Organizer

**EXHIBIT B**

**CERTIFICATE OF REGISTRATION**

**COMMONWEALTH OF KENTUCKY**

**(ATTACHED)**



**Trey Grayson**  
**Secretary of State**

**Certificate of Authorization**

I, Trey Grayson, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

**RED RIVER NETWORKS LLC**

, a limited liability company organized under the laws of the state of Oklahoma, is authorized to transact business in the Commonwealth of Kentucky and received the authority to transact business in Kentucky on June 5, 2003.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that an application for certificate of withdrawal has not been filed; and that the most recent annual report required by KRS 275.190 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 25th day of June, 2004.



*Trey Grayson*

Trey Grayson  
Secretary of State  
Commonwealth of Kentucky

BWeber/0561546 - Certificate ID: 983

COMMONWEALTH OF KENTUCKY  
JOHN Y. BROWN III  
SECRETARY OF STATE



0561546.06

BWeber  
L902

John Y. Brown III  
Secretary of State  
Received and Filed  
06/05/2003 03:39 PM  
Fee Receipt: \$90.00

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of KRS Chapter 275, the undersigned hereby applies for authority to transact business in Kentucky on behalf of the limited liability company named below and for that purpose submits the following statements:

- 1. The company is  a limited liability company (LLC).  
 a professional limited liability company (PLLC).
- 2. The name of the limited liability company is  
Red River Networks LLC
- 3. The name of the limited liability company to be used in Kentucky is  
\_\_\_\_\_  
(if "real name" is unavailable for use)
- 4. Oklahoma is the state or country of organization.
- 5. 12/03/2002 is the date of organization and, if the limited liability company has a specific date of dissolution, the latest date upon which the limited liability company is to dissolve is \_\_\_\_\_.
- 6. The street address of the office required to be maintained in the state of formation or, if not so required, the principal office address is  
201 Robert S. Kerr, Suite 500, Oklahoma City, OK 73102
- 7. The names and usual business addresses of the current managers, if any, are as follows:  
See Attached  
Name \_\_\_\_\_ Address \_\_\_\_\_  
Name \_\_\_\_\_ Address \_\_\_\_\_  
(Attach a continuation, if necessary)
- 8. The street address of the registered office in Kentucky is  
c/o C T Corporation System, Kentucky Home Life Building, Louisville, Kentucky 40202  
Street \_\_\_\_\_ City \_\_\_\_\_ State \_\_\_\_\_ Zip Code \_\_\_\_\_  
and the name of the registered agent at that office is  
C T Corporation System
- 9. This application will be effective upon filing, unless a delayed effective date and/or time is specified:  
\_\_\_\_\_  
(Delayed effective date and/or time)

I certify that, as of the date of filing this application, the above-named limited liability company validly exists as a limited liability company under the laws of the jurisdiction of its formation.

[Signature]  
Signature  
James W. Bannister, Manager  
Type or Print Name & Title  
Date: 5-30-03

C T Corporation System  
Type or print name of registered agent  
I, \_\_\_\_\_, consent to serve as the registered agent on behalf of the limited liability company.  
C T Corporation System  
[Signature]  
Signature of Registered Agent  
John J. Linnihan, Asst. VP  
Type or Print Name & Title

The names and respective addresses of its managers are:

NAME	ADDRESS
<u>James W. Bannister</u>	<u>201 Robert S. Kerr, Suite 500, Oklahoma City, OK 73102</u>
<u>Chad Dobbins</u>	<u>201 Robert S. Kerr, Suite 500, Oklahoma City, OK 73102</u>
<u>Danny Bannister</u>	<u>201 Robert S. Kerr, Suite 500, Oklahoma City, OK 73102</u>

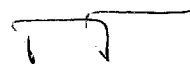
Document No.: DN2003151944  
Lodged By: CT CORP  
Recorded On: 07/12/2003 07:30:26  
Total Fees: 9.00  
Transfer Tax: .00  
County Clerk: Bobbie Holsclaw-JEFF CO KY  
Deputy Clerk: KELMAL

**EXHIBIT C**  
**NOTARIZED STATEMENT**  
**(ATTACHED)**



**AFFIDAVIT**

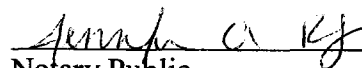
I, James W. Bannister, President of Red River Networks LLC do hereby certify that the Company has not provided or collected for intrastate service in Kentucky prior to filing of this application and tariff.



\_\_\_\_\_  
James W. Bannister, President  
Red River Networks LLC

Subscribed and sworn before me, this 27<sup>th</sup> day of August, 2004.

(Seal)

  
\_\_\_\_\_  
Notary Public

My Commission expires: 11-9-04

**EXHIBIT D**  
**SAMPLE COMPANY BILL**  
**(ATTACHED)**



**INVOICE**

Due Date	Invoice Date	Amount Due
4/15/2003	4/1/2003	\$1.92
Account No.	Invoice No.	Amount Paid
4800003-0001	4800003-0001.2	

Red River L.L.C.  
 201 Robert S. Kerr Ave Ste 500  
 Oklahoma City, OK 731024217

Account No: 48000030001		Summary
Invoice Date		4/1/2003
Invoice No		4800003-0001.2
Due Date		4/15/2003
Previous Balance		\$21.47
Payments and Adjustments		\$21.47
Current Activity Charges		\$1.61
Total Taxes and Fees		\$0.31
Total Amount Due		\$1.92

Customer Name: Mr. Brian Gustafson

Look to this message center for future promotions, savings, and news that will affect the way you communicate.

**Customer Service/Billing inquiries:**  
 1.800.847.1611  
 Red River L.L.C.  
 201 Robert S. Kerr Ave. Ste 500 Oklahoma City, OK 731024217

**Account Activity**

Payments and Credits

Payment - Thank You : \$-21.47  
 Total Payments and Credits : \$-21.47

Outbound Call Detail

: \$1.61

TERM_NO	DATE/TIME	DESCRIPTION	MOU	
(405) 302-5500				
(512) 735-1210	03/13/2003 06:43:12	AUSTIN, TX	1.2	: \$0.05
(785) 594-7498	03/17/2003 14:05:03	BALDWIN, KS	0.6	: \$0.02
(972) 633-4662	03/27/2003 09:38:30	PLANO, TX	7.9	: \$0.31
(405) 302-5506				
(570) 676-5607	03/13/2003 09:40:09	NEWFOUNDLD, PA	1.0	: \$0.04
(785) 594-7498	03/14/2003 16:38:42	BALDWIN, KS	22.0	: \$0.86
(785) 633-6883	03/17/2003 14:03:57	TOPEKA, KS	0.5	: \$0.02
(785) 633-6883	03/17/2003 14:06:21	TOPEKA, KS	0.5	: \$0.02
(512) 475-4946	03/21/2003 12:41:30	AUSTIN, TX	6.3	: \$0.25
(512) 475-4946	03/27/2003 17:15:36	AUSTIN, TX	1.1	: \$0.04

Tax Summary

Fed Telecommunications Relay Service : \$0.01  
 Fed USF Combined High Cost and School : \$0.12  
 Federal Excise Tax : \$0.05  
 Sales Tax : \$0.14

**EXHIBIT E**  
**PRINCIPAL MEMBERS**  
**(ATTACHED)**

**Red River Networks LLC**  
201 Robert S Kerr, Suite 500, Oklahoma City, OK 73102  
405/236-2099 Fax #: 405/236-2118 Fax #: 405/236-2386  
Federal ID #: 30-0132931  
James W Bannister, President

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**Owners:**

**A&M Investment LLC**  
A Single Member LLC - State of Oklahoma  
Manager: James W Bannister  
Social Security # 456-71-5357 DOB: 03/11/70  
3110 72nd Street SE, Norman, OK 73026 405/236-2099  
Federal ID #: 46-0481177 Ownership: 26.67%

**TRD Investment LLC**  
A Single Member LLC - State of Oklahoma  
Manager: Chad Dobbins  
Social Security #: 444-82-7306 DOB: 11/24/69  
4901 Clipper Crossing, Edmond, OK 73013 405/236-2099  
Federal ID #: 03-0441037 Ownership: 26.67%

**GrayJack Investment LP**  
General Partner of the Limited Partnership - State of Oklahoma  
Federal ID #:02-0600020  
**GrayJack Investment LLC**  
A Single Member LLC - State of Texas  
Manager: Danny Bannister  
Social Security #: 451-78-2971 DOB: 09/23/68  
703 Squire Court, Allen, TX 75002 214/725-3383  
Federal ID #: 01-0688196 Ownership: 26.66%

**Timothy & Susan Schafer**  
Individuals  
Social Security #: 484-04-2482 Social Security #: 485-82-3828  
DOB: 11/26/70 DOB: 12/19/70  
1628 280th Street, Adair, IA 50002 641/742-5296  
Ownership: 10%

**Diane Schafer**  
An Individual  
Social Security #: 481-60-4768 DOB: 09/20/49  
803 4th Street, Adair, IA 50002 641/742-5296  
Ownership: 10%

TITLE SHEET

KENTUCKY

INTEREXCHANGE TELECOMMUNICATIONS RESELLER TARIFF

OF

Red River Networks LLC  
James W. Bannister, President  
201 Robert S. Kerr, Suite 500  
Oklahoma City, OK 73102  
405-236-2099  
800-860-9505

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Issued:

Red River Networks LLC  
James W. Bannister, President  
201 Robert S. Kerr, Suite 500  
Oklahoma City, OK 73102

Effective: