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July 13, 2000

JUL 14 2000

Martin Huelsmann, Executive Director
Public Service Commission of Kentucky
211 Sower Boulevard
Frankfort, Kentucky 40602-0615

Re: Telergy Network Services, Inc.
Application for Certificate of Public Convenience and Necessity to Provide
Local Exchange and Interexchange Services in Kentucky

Dear Mr. Huelsmann:

Enclosed herein please find an original and ten (10) copies of the above-captioned Application, Motion for Protective Order, Affidavit in support of the Motion, along with attachments.

Please acknowledge receipt of this filing by date-stamping the extra copy of this cover letter and returning it to the undersigned in the self-addressed, stamped envelope provided for this purpose.

If you should require any additional information, you can reach the undersigned at (315) 362-2328.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Teri Misiaszek".

Teri Misiaszek
Regulatory Compliance Paralegal
Telergy Network Services, Inc.

Cc: Theresa Atkins, Esq.

Before the
KENTUCKY
PUBLIC SERVICE COMMISSION

JUL 14 2000

COPY

IN THE MATTER OF THE)
APPLICATION OF)
Telergy Network Services, Inc.)
FOR AUTHORITY TO OPERATE)
AS A RESELLER & FACILITIES-)
BASED PROVIDER OF LOCAL)
EXCHANGE AND INTEREXCHANGE)
SERVICE THROUGHOUT KENTUCKY)

Docket No. _____

MOTION FOR PROTECTIVE ORDER

Telergy Network Services, Inc. ("Applicant" or "Telergy") hereby files this Motion for Protective Order prohibiting any disclosure to the general public any portion of the documents known as Telergy Network Services, Inc.'s or parent company, Telergy, Inc.'s, Financial Statements and/or Auditor's Reports, labeled "Confidential." The Applicant requests that the Protective Order specifically state that these documents be disclosed only to Staff members directly involved in this case, and that any pleadings or other filings that incorporate, reference or attach the document or any portion thereof be submitted under Seal.

For the reasons stated in the attached Affidavit, the Applicant requests the entry of a Protective Order containing the terms and conditions set forth above, relative to its Financial Statements and/or the Financial Statements and/or Auditor's Report of its parent company, Telergy, Inc., and for all other appropriate relief.

Respectfully submitted,



Dated: June 29, 2000

By: Theresa Atkins, Esq.
Assistant General Counsel
Telergy Network Services, Inc.
One Telergy Parkway
East Syracuse, New York 13057
Telephone: (315) 362-2882
Facsimile: (315) 362-2635

Before the
KENTUCKY
PUBLIC SERVICE COMMISSION

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IN THE MATTER OF THE)
APPLICATION OF)
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AS A RESELLER & FACILITIES-)
BASED PROVIDER OF LOCAL)
EXCHANGE AND INTEREXCHANGE)
SERVICE THROUGHOUT KENTUCKY)

Docket No. _____

AFFIDAVIT

Telergy Network Services, Inc. ("Applicant" or "Telergy") declares that its Financial Statements and/or Auditor's Report, or that of its parent company, Telergy, Inc., contain information which is required to be submitted to the Commission as part of the Application for Authority to Provide all forms of Telecommunication Service in the State of Kentucky. The Applicant and its parent company, Telergy, Inc., are private, closely-held corporations and, as such, their financial statements are not public, rather "**Confidential and Proprietary Information.**"

Public disclosure of this information would materially damage the Applicant's competitive and financial positions. Further, the public interest would be impaired by public disclosure of the information contained in the Applicant's Financial Statements and/or the Financial Statements, Auditor's Report of the Applicant or parent company, in that any compromise of the Applicant's competitive or financial positions, vis-a-vis its competitors, would ultimately work to the detriment of the consuming public.

Theresa Atkins

Theresa Atkins, Esq.
Assistant General Counsel

Sworn to before me this
29 th day of June, 2000.

[Signature]
NOTARY PUBLIC
STATE OF NEW YORK
THERESA L. MISIASZEK
Notary Public, State of New York
No. 01M16003831
Qualified in Oswego County
Commission Expires March 9, 2002

COPY

Before the
KENTUCKY
PUBLIC SERVICE COMMISSION

IN THE MATTER OF THE)
APPLICATION OF)
Telergy Network Services, Inc.)
FOR AUTHORITY TO OPERATE)
AS A RESELLER & FACILITIES-)
BASED PROVIDER OF LOCAL)
EXCHANGE AND INTEREXCHANGE)
SERVICE THROUGHOUT KENTUCKY)

Docket No. _____

Telergy Network Services, Inc. ("Telergy" or "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. The name, post office address, telephone number and fax transmittal of Telergy Network Services, Inc. Corporation are as follows:

Telergy Network Services, Inc.
One Telergy Parkway
East Syracuse, New York 13057
Telephone: (315) 362-2000
Facsimile: (315) 362-5399

All correspondence, notices, inquiries and other communications regarding Customer complaints and Regulatory issues should be addressed to:

Regulatory:

Theresa Atkins, Esq.
Assistant General Counsel
Telergy Network Services, Inc.
One Telergy Parkway
East Syracuse, New York 13057
Telephone: (315) 362-2882
Facsimile: (315) 362-2635

COPY

Customer Care Representative:

Christine Borreggine, Director
Telergy Customer Care Department
5792 Widewaters Parkway
Syracuse, New York 13214
Telephone: 362-2600 or 1-800-889-6716
Fax Number: 1-315-445-7988

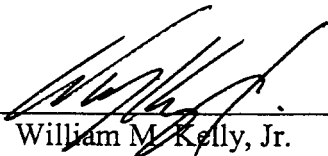
2. A copy of Telergy's Articles of Incorporation and Amendment thereto are attached hereto as **Exhibit A**.
3. A copy of Telergy's Kentucky Certificate of Authority is attached hereto as **Exhibit B**.
4. A notarized statement that Telergy has not provided or collected for intrastate service in Kentucky prior to the filing of the Applicant's tariff is attached hereto as **Exhibit C**.
5. Telergy does not seek authority to provide operator assisted services to traffic aggregators as defined in Administrative Case No. 330.
6. Telergy's proposed tariffs are attached hereto respectively as **Exhibits D (Illustrative Local Exchange) and E (Illustrative Interexchange)**.
7. A sample of Telergy's billing statement is attached hereto as **Exhibit F**.

COPY

WHEREFORE, Telergy respectfully requests that the Public Service Commission of the Commonwealth of Kentucky grant authority to engage as a resale and facilities-based provider of local exchange and interexchange telecommunications services to the public in accordance with applicable Laws currently in effect or hereinafter enacted by the Commission.

Respectfully submitted this 21st day of June, 2000.

Telergy Network Services, Inc.



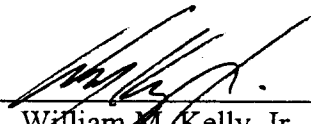
William M. Kelly, Jr.
Executive Vice President

COPY

VERIFICATION

STATE OF NEW YORK)
COUNTY OF ONONDAGA) ss.:

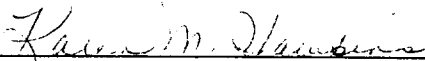
William M. Kelly, Jr., being first duly sworn, deposes and says: That he is the Executive Vice President for Telergy Network Services, Inc, the Applicant in the above proceeding; that he has read the foregoing application, and knows the contents thereof; and that he is authorized by Telergy Network Services, Inc. to verify that the contents of the Application are true.



William M. Kelly, Jr.
Executive Vice President
Telergy Network Services, Inc.

Subscribed and sworn to before me this

21st day of June, 2000.



Notary Public
State of New York

My commission expires: 7/15/00

KAREN M. HAWKINS
Notary Public, State of New York
Qualified in Madison Co. No. 01HA5063010
Commission Expires July 15, 2000

COPY

EXHIBIT TABLE OF CONTENTS

Exhibit A	Articles of Incorporation & Amendments thereto
Exhibit B	Certificate of Authority
Exhibit C	Notarized Statement of William M. Kelly, Jr., Executive Vice President of Telergy Network Services, Inc.
Exhibit D	Proposed Illustrative Tariff – Local Exchange
Exhibit E	Proposed Illustrative Tariff – Interexchange
Exhibit F	Sample Billing Statement of Telergy Network Services, Inc.

COPY

Telergy Network Services, Inc.

Exhibit A

**Articles of Incorporation
and Amendment thereto**

CERTIFICATE OF INCORPORATION

of

TELERGY COMMUNICATIONS, INC.

Under Section 402 of the Business Corporation Law of the State of New York

The undersigned, being a natural person over sixteen years of age, for the purpose of forming a corporation under Section 402 of the Business Corporation Law, affirms the information set forth in this Certificate under the penalties of perjury:

FIRST: The name of the corporation is:

TELERGY COMMUNICATIONS, INC.

SECOND: The purposes for which this corporation is formed are to engage in any lawful acts or activities for which corporations may be organized under the Business Corporation Law of the State of New York, provided that the corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

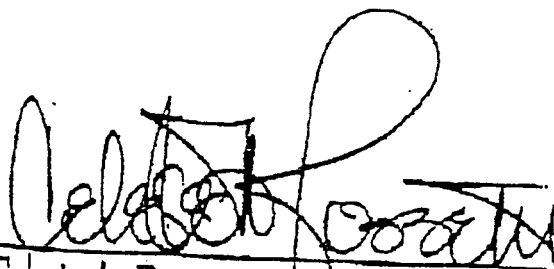
THIRD: The office of the corporation shall be located in Onondaga County, New York.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 200 common shares without par value, all of which shall be of one class.

FIFTH: The Secretary of State of the State of New York is designated as the agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process served against the corporation is One Telsery Parkway, East Syracuse, New York 13057.

SIXTH: Directors of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages because of their breach of duty as directors unless such liability is based upon a judgment or other final adjudication adverse to the director which establishes (i) that the director's acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law, (ii) that the director personally gained in fact a financial profit or other advantage to which the director was not legally entitled, or (iii) that the director's acts violated Section 719 of the New York Business Corporation Law. If the New York Business Corporation Law is amended to authorize the further elimination or limitation of the liability of directors, the liability of a director of the corporation, in addition to the limitation on personal liability established by this Certificate shall be further limited to the fullest extent permitted by the amended New York Business Corporation Law.

IN WITNESS WHEREOF, I have signed this Certificate of Incorporation on this 26th day of May, 1998, and affirm under the penalties of perjury that the statements contained in this Certificate of Incorporation are true.

A handwritten signature in black ink, appearing to read "Celeste A. Rossetti", written over a horizontal line.

Celeste A. Rossetti, Incorporator
c/o Bond, Schoenck & King, LLP
111 Washington Avenue
Albany, New York 12210

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

TELERGY COMMUNICATIONS, INC.

Under Section 805 of the Business Corporation Law

The undersigned, President and Secretary of Telergy Communications, Inc. (the "Corporation"), hereby certify:

1. The name of the Corporation is TELERGY COMMUNICATIONS, INC.
2. The Certificate of Incorporation of the Corporation was filed by the Department of State on May 26, 1998.
3. The Certificate of Incorporation is amended at paragraph "FIRST" as authorized by Section 801 of the Business Corporation Law to change the name of the Corporation to "TELERGY NETWORK SERVICES, INC."
4. Paragraph "FIRST" of the Certificate of Incorporation which refers to the corporate name is amended and substituted to read in full as follows:

"FIRST: The name of the corporation is: TELERGY NETWORK SERVICES, INC."
5. The Amendment to the Certificate of Incorporation was authorized by unanimous written consent of the Board of Directors followed by written consent of the sole Shareholder of the Corporation.

IN WITNESS WHEREOF, this certificate has been subscribed on the 8th day of June, 1998, by the undersigned who affirm that the statements made herein are true under the penalties of perjury.

B. M. Kelly
DATE: _____
President

J. M. Kelly
DATE: _____
Secretary

COPY

Telergy Network Services, Inc.

Exhibit B

**Telergy's Certificate of Authority to Transact Business
in the State of Kentucky**

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE

BOOK 00554 PC 0513



RECEIVED & FILED
\$ 90.00
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JOHN Y. BROWN III
SECRETARY OF STATE
COMM. 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:

- The corporation is a business corporation (KRS 271B). a nonprofit corporation (KRS 273).
 a professional service corporation (KRS 274).
- The name of the corporation is Telergy Network Services, Inc.
- The name of the corporation to be used in Kentucky is _____
(If "real name" is unavailable for use)
- New York is the state or country under whose law the corporation is incorporated.
- May 26, 1998 is the date of incorporation and the period of duration is perpetual.
- The street address of the corporation's principal office is One Telergy Parkway, East Syracuse, NY 13057
- The street address of the corporation's registered office in Kentucky is 400 West Market Street, Suite 1800, Louisville, KY 40202
and the name of the registered agent at that office is National Registered Agents, Inc.

- The names and usual business addresses of the corporation's current officers and directors are as follows:
 President Please see attached Addendum
 Vice President _____
 Secretary _____
 Treasurer _____
 Directors Please see attached Addendum

(Attach a continuation sheet, if necessary)

- 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.
- A certificate of existence duly authenticated by the Secretary of State accompanies this application.
- This application will be effective upon filing, unless a delayed effective date and/or time is specified: _____
(Delayed effective date and/or time)

William M. Kelly, Jr.
Signature
 William M. Kelly, Jr., Executive Vice-President
Type or Print Name & Title
 Date: December 27, 19 99

National Registered Agents, Inc., consent to serve as the registered agent on behalf of the corporation.
Type or print name of registered agent
Tina Leland
Signature of Registered Agent
 Tina Leland, Assistant Secretary
Type or Print Name & Title

BOOK 00554 PC 0514

ADDENDUM

OF

TELERGY NETWORK SERVICES, INC.

CORPORATE OFFICERS:

President	Brian P. Kelly	One Telergy Parkway East Syracuse, NY 13057
Vice President	Kevin J. Kelly	One Telergy Parkway East Syracuse, NY 13057
Secretary	Brian P. Kelly	One Telergy Parkway East Syracuse, NY 13057
Treasurer	Kevin J. Kelly	One Telergy Parkway East Syracuse, NY 13057

DIRECTORS:

Chairperson	Brian P. Kelly	One Telergy Parkway East Syracuse, NY 13057
Director	Kevin J. Kelly	One Telergy Parkway East Syracuse, NY 13057
Director	William M. Kelly, Jr.	One Telergy Parkway East Syracuse, NY 13057

Document No.: DN2000014151
Lodged By: mail
Recorded On: 02/03/2000 09:12:49
Total Fees: 9.00
Transfer Tax: .00
County Clerk: Bobbie Holsclaw-JEFF CO KY
Deputy Clerk: PENWIM

END OF DOCUMENT

COPY

Telergy Network Services, Inc.

Exhibit C

**Notarized Statement of
William M. Kelly, Jr., Executive Vice President
Relative to Intrastate Service**

Before the
KENTUCKY
PUBLIC SERVICE COMMISSION

COPY

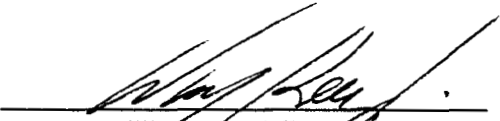
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AFFIDAVIT

I, William M. Kelly, Jr., being duly sworn, deposes and says:

1. I am the Executive Vice President of Telergy Network Services, Inc. with corporate offices located at One Telergy Parkway, East Syracuse, New York 13057.
2. I hereby certify that Telergy has not provided or collected for intrastate service in Kentucky prior to the filing of this application and tariff.



William M. Kelly, Jr.
Executive Vice President

Sworn before me this 31st
day of June, 2000.



NOTARY PUBLIC

KAREN M. HAWKINS
Notary Public, State of New York
Qualified in Madison Co. No. 01HA5063010
Commission Expires July 15, 2000