

PEPPER & CORAZZINI, LLP
ATTORNEYS AT LAW

1776 K STREET, N.W., SUITE 200
WASHINGTON, D.C. 20006-2334

KRISTOPHER E. TWOMEY

NOT ADMITTED IN D.C.

EXT. 223

KET@COMMLAW.COM

February 7, 2000

Via FedEx
Executive Director
Kentucky Public Service Commission
730 Schenkel Lane
Frankfort, KY 40602

Re: Aero Communications, LLC
Proposed Tariff and Notice of Intent to Provide Service

Ladies and Gentlemen:

On behalf of Aero Communications, LLC, we transmit herewith an original and four copies of its Notice of Intent to Provide Service in Kentucky.

An extra copy of this letter and filing is enclosed. Please date-stamp it and returned it in the postage-paid envelope provided. Please direct all inquiries and correspondence related to this filing to my attention.

Respectfully submitted,



Kristopher E. Twomey
Counsel to Aero Communications, LLC

I:\WP\2691\2691\KENTUCKY\PSClocal.wpd
Enclosures

RECEIVED
FEB 08 2000
PUBLIC SERVICE
COMMISSION
(202) 296-0600
FAX (202) 296-5572
WWW.COMMLAW.COM

05054300
0510

**KENTUCKY NOTICE OF INTENT TO PROVIDE COMPETITIVE LOCAL
AND LONG DISTANCE TELECOMMUNICATIONS SERVICES
BY AERO COMMUNICATIONS, LLC**

RECEIVED
FEB 08 2000
PUBLIC SERVICE
COMMISSION

Aero Communications, LLC submits this notice of intent to provide competitive local exchange and long distance interexchange telecommunications services to customers within the Commonwealth of Kentucky.

1. The name, address and telephone number of the company is:
Aero Communications, LLC
130 West Main Street, Suite A
P.O. Box 585
Lena, IL 61048
Phone: (815) 233-3387
Fax: (815) 233-5366
2. Articles of Organization - See Attachment 1
3. Authorization to Conduct Business in Kentucky – See Attachment 2
4. Contact representatives for ongoing operations and correspondence:

Questions concerning this application and tariff should be directed to:

Kristopher E. Twomey, Esq.
Pepper & Corazzini, LLP
1776 K Street, NW Suite 200
Washington, DC 20006
Phone: (202) 296-0600
Fax: (202) 296-5572
Email: ket@commlaw.com

Company contact information:

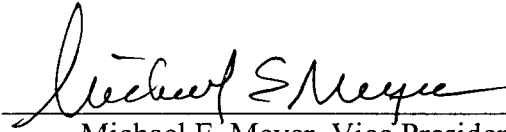
Dr. Michael E. Meyer, Vice President
Aero Communications, LLC
130 West Main Street, Suite A
P.O. Box 585
Lena, IL 61048
Phone: (815) 233-3387
Fax: (815) 233-5366
Email: mike@aeroinc.net

Customer service contact info:

All billing will be managed in-house. Customer service inquiries may call toll free (888) ASK-AERO ((888) 275-2376).

5. Aero Communications, LLC has not provided service in Kentucky prior to filing this notice of intent. See Attachment 3.
6. Aero Communications, LLC does not intend to provide operator service to traffic aggregators.
7. The proposed tariffs of Aero Communications, LLC are submitted to become effective 30 days after the date of filing.

Signed :



Michael E. Meyer, Vice President

ATTACHMENT 1

**AERO COMMUNICATIONS, LLC
ILLINOIS ARTICLES OF ORGANIZATION**



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

OCTOBER 27, 1999

0033502-9

BRIAN A HART
204 W STEPHENSON ST
FREEPORT, IL 61032-0000

RE AERO COMMUNICATIONS, LLC

DEAR SIR OR MADAM:

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF ORGANIZATION THAT CREATED YOUR LIMITED LIABILITY COMPANY. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

THE ACT, AT SECTION 50-30, REQUIRES THAT A FEDERAL EMPLOYER IDENTIFICATION NUMBER BE PROVIDED FOR ALL LIMITED LIABILITY COMPANY FILINGS. THE ACT REQUIRES THAT IT BE OBTAINED ON BEHALF OF THE LIMITED LIABILITY COMPANY AND GIVEN TO THE SECRETARY OF STATE WITHIN 90 DAYS AFTER FILING. FEDERAL EMPLOYER IDENTIFICATION NUMBERS CAN BE OBTAINED BY CONTACTING THE U.S. INTERNAL REVENUE SERVICE OR SOCIAL SECURITY ADMINISTRATION OFFICE IN YOUR AREA.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY COMPANY DIVISION
TELEPHONE: (217) 524-8008

JW:LLC

File Number

0033502-9



Whereas,

ARTICLES OF ORGANIZATION OF

AERO COMMUNICATIONS, LLC,
ORGANIZED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE LIMITED
LIABILITY COMPANY ACT OF ILLINOIS, IN FORCE JANUARY 1, 1994.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate of organization under the Illinois Limited Liability Company Act.

In Testimony Whereof, *I hereto set my hand and cause to*

be affixed the Great Seal of the State of Illinois, at

the City of Springfield, this _____ ^{27TH}

day of _____ ^{OCTOBER} *A.D. 1999 and*

of the Independence of the United States

the two hundred and _____ ^{24TH}

Jesse White

SECRETARY OF STATE

**Illinois
Limited Liability Company Act
Articles of Organization**

This space for use by
Secretary of State

Jesse White
Secretary of State
Department of Business Services
Limited Liability Company Division
Room 359, Howlett Building
Springfield, IL 62756
http://www.sos.state.il.us

SUBMIT IN DUPLICATE

Must be typewritten

This space for use by Secretary of State

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

Date
Assigned File #
Filing Fee \$400.00
Approved:

1. Limited Liability Company Name: Aero Communications, LLC

(The LLC name must contain the words limited liability company, L.L.C. or LLC and cannot contain the terms corporation, corp., incorporated, inc., ltd., co., limited partnership, or L.P.)

2. Transacting business under an assumed name: Yes No

(If YES, a Form LLC-1.20 is required to be completed and attached to these Articles.)

3. The address, including county, of its principal place of business: (Post office box alone and c/o are unacceptable.) _____

130 West Main Street, Suite A, P.O. Box 585, Lena, IL 61048 (Stephenson County)

4. Federal Employer Identification Number (F.E.I.N.): 36-4308411

5. The Articles of Organization are effective on: (Check one)

a) the filing date, or b) _____ another date later than but not more than 60 days subsequent to the filing date: _____
(month, day, year)

6. The registered agent's name and registered office address is:

Registered agent: Brian A. Hart
First Name Middle Initial Last Name

Registered Office: 204 W. Stephenson Street
Number Street Suite #

(P.O. Box alone and c/o are unacceptable) Freeport 61032
City ZIP Code County

7. Purpose or purposes for which the LLC is organized: Include the business code # (from IRS Form 1065) (If not sufficient space to cover this point, add one or more sheets of this size.)

To provide local and long distance telecommunications services and to engage in any other activities authorized by the Illinois Limited Liability Company Act and other applicable Illinois statutes as amended. IRS Business Code: 513300.

8. The latest date, if any, upon which the company is to dissolve N/A
(month, day, year)

Any other events of dissolution enumerated on an attachment. (Optional)

N/A

LLC-5.5

9. Other provisions for the regulation of the internal affairs of the LLC per Section 5-5 (a) (8) included as attachment:

Yes No

If yes, state the provisions(s) and the statutory cite(s) from the ILLCA.

10. a) Management is vested, in whole or in part, in the manager(s): Yes No
If yes, list names and business addresses.

b) Management is vested in the member(s): Yes No
If yes, list names and addresses.

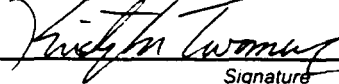
- 1) Aero Internet Services, Inc.
130 West Main Street, Suite A
P.O. Box 585
Lena, IL 61048
- 2) Heartland Communications Internet Services, Inc.
P.O. Box 1602
Paducah, KY 42002-1602

11. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that these articles of organization are to the best of my knowledge and belief, true, correct and complete.

Dated September 30, 1999
(Month/Day) (Year)

Signature(s) and Name(s) of Organizer(s)

Business Address(es)

1. 
Signature
Kristopher E. Twomey, Attorney
(Type or print name and title)
Pepper & Corazzini, L.L.P.
(Name if a corporation or other entity)

2. _____
Signature

(Type or print name and title)

(Name if a corporation or other entity)

3. _____
Signature

(Type or print name and title)

(Name if a corporation or other entity)

1. 1776 K Street, N.W., Suite 200
Number Street
Washington
City/Town
D.C. 20006
State ZIP Code

2. _____
Number Street

City/Town

State ZIP Code

3. _____
Number Street

City/Town

State ZIP Code

(Signatures must be in ink on an original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)

ATTACHMENT 2

**AERO COMMUNICATIONS, LLC
AUTHORITY TO DO BUSINESS IN KENTUCKY**

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE



APPLICATION FOR CERTIFICATE OF AUTHORITY

RECEIVED & FILED
90.00
DEC 3 10 50 AM '99
JOHN Y. BROWN III
SECRETARY OF STATE
COMM. OF KENTUCKY
BY [Signature]

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
Aero Communications, LLC.

3. The name of the limited liability company to be used in Kentucky is
Aero Communications, LLC

(if "real name" is unavailable for use)

4. Illinois is the state or country of organization.

5. September 30, 1999 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 N/A

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
West Main Street, Suite A, P.O. Box 585 Lena, IL 61048

7. The names and usual business addresses of the current managers, if any, are as follows:

Aero Internet Services, Inc. c/o Michael Meyer 130 West Main Street, Suite A, P.O. Box 585, Lena, IL 61048

Heartland Communications Internet Services, Inc. c/o Todd Heinrich 201 Read Circle, P.O. Box 1602 Paducah, KY 42002-1602

8. The street address of the registered office in Kentucky is
201 Read Circle Paducah, KY 42002-1602

and the name of the registered agent at that office is
Todd Heinrich

9 This application will be effective upon filing, unless a delayed effective date and/or time is specified:

November 29, 1999

(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
Todd W Heinrich - President
Type or Print Name & Title

Date: 11/29/99, 19 99

I, Todd Heinrich consent to serve as the registered agent on behalf of the limited liability company

Type or print name of registered agent

[Signature]
Signature of Registered Agent
Todd Heinrich
Type or Print Name & Title

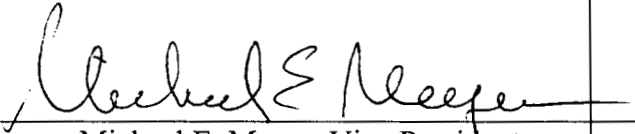
ATTACHMENT 3

**AERO COMMUNICATIONS, LLC
STATEMENT OF PREVIOUS SERVICE IN KENTUCKY**

BEFORE THE PUBLIC SERVICE COMMISSION OF KENTUCKY

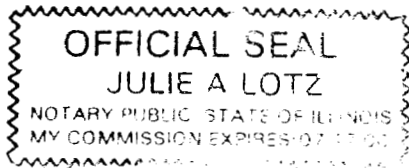
AFFIDAVIT

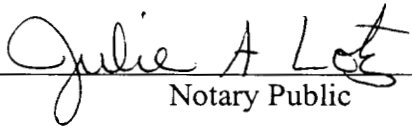
The undersigned hereby attests and affirms that Aero Communications, LLC has not provided service in the Commonwealth of Kentucky prior to the filing of this Notice of Intent to Provide Competitive Local and Long Distance Interexchange Service.



Michael E. Meyer, Vice President

This document was signed in my presence on the 22 day of December, 1999.




Notary Public

ATTACHMENT 4

**AERO COMMUNICATIONS, LLC
PROPOSED INTRASTATE LONG DISTANCE
INTEREXCHANGE TARIFF**