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NOV 12 1999
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NEW YORK, NY 10022

November 11, 1999

VIA OVERNIGHT DELIVERY

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

05051010 0505
22251010 0510
(9500)

Re: CTSI, Inc.'s 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 CTSI, Inc. ("CTSI" or the "Company"), enclosed for filing are an original and ten (10) copies of this letter of intent, as well as CTSI's 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), CTSI submits the following information:

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

CTSI, Inc.
300-H Laird Street
Wilkes-Barre, PA 18702
Tel: (570) 208-6400
Fax: (570) 208-6511

2. CTSI, is a corporation organized under the laws of the Commonwealth of Pennsylvania. CTSI will market its services in Kentucky under the name CTSI, Inc. Copies of CTSI's Articles of Incorporation and Certificate of Authority to Transact Business are attached hereto at Exhibit A.

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

Mark DeFalco
CTSI, Inc.
300-A Laird Street
Wilkes-Barre, PA 18702
Tel: (570) 208-3291
Fax: (570) 208-6391

CTSI's toll free customer service number is: (888) 278-8783.

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

CTSI requests authority to offer local exchange services to customers located in Kentucky. 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 CTSI's end user access line services; and (iii) switched and special carrier access services to other common carriers. CTSI seeks authority to provide Digital Subscriber Line services through its own facilities and leased and local loops of incumbent local exchange carriers ("ILECs") and competitive local exchange carriers currently operating in Kentucky. In addition, CTSI 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.

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

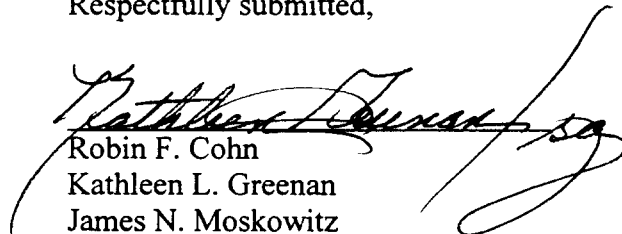
CTSI intends to provide service to subscribers from all points within the Commonwealth of Kentucky, and therefore seeks authorization to provide local exchange, exchange access and interexchange service statewide. To the extent that areas of Kentucky are served by carriers that qualify as small or rural local exchange carriers under the Telecommunications Act of 1996, CTSI does not intend to provide service in those areas at this time.

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

7. A copy of CTSI's proposed combined long distance and local exchange tariff is attached hereto as Exhibit. The tariff is 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. CTSI will comply with Commission statutes and regulations unless specific exemptions are granted pursuant to KRS 278.512. CTSI will also obtain, and shall retain for one year, electronic or written evidence that each of its customers knowingly chose CTSI 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,



Robin F. Cohn
Kathleen L. Greenan
James N. Moskowitz

Counsel for CTSI, Inc.

cc: Mark DeFalco

Enclosures

EXHIBITS

- | | |
|-----------|-----------------------------------------------------------------------------|
| Exhibit A | Articles of Incorporation and Certificate of Authority to Transact Business |
| Exhibit B | Notarized Statement |
| Exhibit C | Proposed Tariff |

Exhibit A

Articles of Incorporation and Certificate of Authority to Transact Business

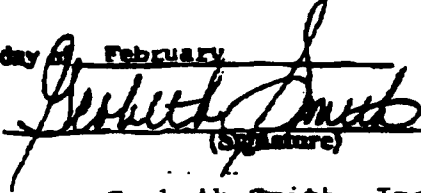
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DSCB:15-1306/2102/2303/2702/2903/7102A (Rev 90)-2

9. Cooperative corporations only: (Complete and strike out inapplicable term) The common bond of membership among its members/shareholders is _____

IN TESTIMONY WHEREOF, the incorporator(s) has (have) signed these Articles of Incorporation this 14th

day of February 19 97


(Signature)
Geobeth Smith, Incorporator


(Signature)
Dansen Maurer, Incorporator

9859-394

AUG 05 1998

Microfilm Number _____

Filed with the Department of State on _____

Entry Number 2739749

[Signature]
Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION
DSCB:15-1915 (Rev 90)

D

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Commonwealth Telecom Services, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) <u>100 GTE Drive,</u>	<u>Dallas, Pennsylvania</u>	<u>18612-9776</u>	<u>Luzerne</u>
Number and Street	City	State	Zip
			County

(b) e/s: _____	_____
Name of Commercial Registered Office Provider	County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: 15 Pa. C.S. § 1507

4. The date of its incorporation is: February 19, 1997

5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on _____ at _____

6. (Check one of the following):

The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:

"The name of the corporation is CTSI, Inc."

9859- 395

DSCB:15-1916 (Rev 90)-2

— The amendment adopted by the corporation as set forth in full in Exhibit A attached hereto and made a part hereof.

8. — The restated Articles of Incorporation supersedes the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 31st day of July, 19 98.

Commonwealth Telecom Services, Inc
(Name of Corporation)

BY:

John D. Filipowicz
(Signature)

TITLE: Senior Vice President, Assistant
General Counsel and Assistant
Secretary

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE



RECEIVED & FILED

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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

CTSI, Inc.

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

CTSI, Inc.

(If "real name" is unavailable for use)

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

5. February 20, 1997 is the date of incorporation and the period of duration is Perpetual

6. The street address of the corporation's principal office is

100 CTE Drive, Dallas, Pennsylvania 18612

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 Michael L. Gottdenker 100 CTE Drive, Dallas, PA 18612

Sr. Vice President John D. Filipowicz 105 Carnegie Ctr., Princeton, NJ 08540

Secretary John J. Jones 105 Carnegie Ctr., Princeton, NJ 08540

Treasurer Timothy J. Stoklosa 105 Carnegie Ctr., Princeton, NJ 08540

Directors David C. McCourt 105 Carnegie Ctr., Princeton, NJ 08540

(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:

(Delayed effective date and/or time)

John D. Filipowicz
John D. Filipowicz, Vice President, Sr.

Date: March 18, 1999

I, C T CORPORATION SYSTEM

Type or print name of registered agent

consent to serve as the registered agent on behalf of the corporation

Korri A. Behler

Signature of Registered Agent

KORRI A. BEHLER

Application for Certificate of Authority Filing Instructions

TYPE OF CORPORATION

The corporation must indicate if it is a business corporation (KRS 271B), a nonprofit corporation (KRS 273), or a professional service corporation (KRS 274) by checking the appropriate box.

CORPORATE NAME

The corporate name must contain the word "corporation," "incorporated," "company," or "limited," or an abbreviation thereof. The corporation must apply under its "real name" as filed in the state or country in which it is incorporated. If the "real name" is unavailable for use in Kentucky, the corporation must adopt a fictitious name for use in this state. If a fictitious name is adopted, a resolution of the corporation's board of directors, certified by the secretary, adopting the fictitious name must accompany this application.

Professional Service Corporations (KRS 274)

The name of a professional service corporation must contain the words "professional service corporation" or the abbreviation "P.S.C."

DATE OF INCORPORATION AND DURATION

The date of incorporation is the date articles of incorporation were filed with the secretary of state or other official having custody of corporate records. The period of duration of the corporation is that period which is stated in the articles of incorporation. (May be perpetual or a total number of years.)

PRINCIPAL OFFICE ADDRESS

The principal office is the address (in or out of this state) where the principal executive offices of the corporation are located.

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation must be in Kentucky and contain a street address or other specific location (Highway, Rural Route, Building etc.). A post office box only is insufficient for the registered office address.

Profit Corporation - The registered agent may be an individual resident of Kentucky, a Kentucky corporation, a Kentucky nonprofit corporation, a Kentucky limited liability company, a foreign corporation, a foreign nonprofit corporation, a foreign limited liability company authorized to transact business in Kentucky.

Nonprofit Corporation - The registered agent may be an individual resident of Kentucky, a Kentucky corporation, a Kentucky nonprofit corporation, a foreign corporation or a foreign nonprofit corporation authorized to transact business in Kentucky.

CONSENT OF REGISTERED AGENT

The registered agent must give written consent to act as agent on behalf of the corporation. If the registered agent is a corporation (domestic or foreign) an officer or the chairman of the board of directors must sign on behalf of the corporation. If the registered agent is a limited liability company (domestic or foreign) and management of the company is vested in one or more managers, a manager must sign on behalf of the limited liability company. If management of the company is vested in its members, a member must sign. The representative signing on behalf of the business entity acting as agent must designate the title or capacity in which he or she

CERTIFICATE OF EXISTENCE

A certificate of existence or document of similar import (for example, certificate of "good standing") must accompany this application. The certificate must be an original and must not be older than six (6) months. A copy of the certificate is not acceptable. Please contact the secretary of state's office of the domiciled state for a certificate of existence.

EFFECTIVE DATE AND TIME

The document will be effective on the date and time of filing, unless a delayed effective date and/or time is specified. A delayed effective date may not be later than the 90th day after the date of filing.

WHO MAY SIGN

A corporate officer or the chairman of the board of directors must sign the application for certificate of authority.

NUMBER OF COPIES

Submit the original signed application and two exact or conformed copies. (May be photocopies.) Two file-stamped copies will be returned to the corporation as evidence of filing. One file-stamped copy must then be filed with the county clerk of the county in which the corporation's registered office is situated. NOTE: Your file-stamped copy shall serve as the Certificate of Authority.

FILING FEES

The filing fee for a business corporation or a professional service corporation is \$90.00.

The filing fee for a nonprofit corporation is \$40.00.

Your check should be made payable to the "Kentucky State Treasurer".

MAILING ADDRESS

John Y. Brown III
Secretary of State
P. O. Box 718
Frankfort, KY 40602-0718

OFFICE LOCATION

Room 154, Capitol Building
700 Capital Avenue
Frankfort, KY 40601

WEB SITE ADDRESS

Our home page address is <http://www.sos.state.ky.us/>

Click on "On Line Business Database" for information on status of all business entities in Kentucky. Forms are also available on our website.

Form name availability, call (502) 564-2848, press 2, and then press 1.

For further information, call (502) 564-2848, press 2 and then press 2 or try our web site.

NOTE: If a Certificate of Authorization is needed, please attach a written request and submit an additional fee of \$10.00 (KY019)

Exhibit B

Notarized Statement

NOTARIZED STATEMENT

I, Gary Zingaretti, being duly sworn, do hereby depose and state that

- 1. I am Vice President, Industry Relations of CTSI, Inc. ("CTSI") and am authorized to make this statement on CTSI's behalf.
- 2. CTSI 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.

Gary M Zingaretti

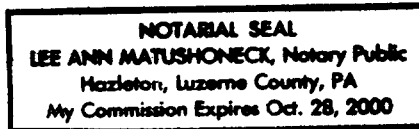
 Gary Zingaretti
 Vice President, Industry Relations

CTSI, Inc.

Subscribed and sworn to (or affirmed) before me this 10 day of November, 1999.

Lee Ann Matushoneck

 Notary Public



My Commission Expires:

Exhibit C

Proposed Tariff