

NOWALSKY, BRONSTON & GOTHARD

A Professional Limited Liability Company

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050 21600 - HJN (Pend)  
05139400 - HJN  
05165800 - Reliant  
22251658 - Reliant  
(pending cases)

September 27, 2002

VIA OVERNIGHT DELIVERY

RECEIVED

Thomas M. Dorman, Executive Director  
Kentucky Public Service Commission  
730 Schenkel Lane  
P.O. Box 615  
Frankfort, KY 40602

SEP 30 2002

PUBLIC SERVICE  
COMMISSION

Re: Notification by Herb J. Newton, Lisa Rogers and HJN Telecom, Inc.  
of a Stock Purchase Agreement

Dear Mr. Dorman:

On behalf of Herb J. Newton ("Newton"), Lisa Rogers ("Rogers") and HJN Telecom, Inc. ("HJN"), this letter is to advise the Commission of a Stock Purchase Agreement (the "Agreement") whereby Lisa Rogers will become the owner of HJN.

The parties are forwarding this letter to the Commission for informational purposes, to be included in the appropriate files. Absent receipt of written notification to the contrary within thirty (30) days from the date of this letter, we will proceed under our understanding that no approval or other formal action is required by the Commission prior to consummation of the Acquisition.

The transaction will result in the acquisition by Lisa Rogers from Herb J. Newton of one hundred percent (100%) of the outstanding and issued shares of HJN's common stock for equitable consideration. Following the transaction, HJN will change its name to Reliant Communications, Inc. and will continue to operate, in all material respects, as HJN currently operates.<sup>1</sup>

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<sup>1</sup> Attached as Exhibit "A" are the requisite revised Articles of Incorporation and appropriate Secretary of State filings in order to effect the name change from HJN Telecom, Inc. to Reliant Communications, Inc. Following consummation of the transaction Reliant will file revised tariffs reflecting the name change as required by this Commission.

The present technical, managerial and financial personnel of HJN will, for the most part, remain the technical, managerial and financial personnel of HJN after this transaction and HJN, with Rogers as the new owner, will continue to provide service to the customers of HJN with the same high level of expertise currently in place.

The proposed Agreement will be beneficial to the involved companies as well as their customers, primarily due to the enhanced access to capital, the increased financial strength and the ability to expand in market presence, all of which will result from the transaction. The customers of HJN will continue to receive the same high quality service presently rendered to them and there will not be any increase in their rates due to this transaction.

HJN is a privately held Georgia corporation with principal offices located at 3235 Satellite Blvd., Building 400, Suite 300, Duluth, GA 30096. HJN is a non-dominant carrier that resells domestic and international long distance and local service purchased from various facilities based carriers. HJN is a certificated carrier in this State.<sup>2</sup>

Herb J. Newton is an individual resident of the State of Georgia, having his principal office at 3235 Satellite Blvd., Building 400, Suite 300, Duluth, GA 30096.

Lisa Rogers is an individual resident of the State of Florida having her principal office at 801 International Parkway, 5<sup>th</sup> Floor, Lake Mary, Florida 32746. Rogers is an individual who intends to own companies offering telecommunications services.

Pursuant to the transaction which is the subject of this Application, Rogers will acquire one hundred percent (100%) of the outstanding and issued shares of HJN for equitable consideration. Upon consummation of the transaction, HJN will change its name to Reliant Communications, Inc.

Applicants accordingly propose a transaction which will accomplish the following:

- (a) Rogers will acquire 100% of the outstanding and issued shares of stock of HJN from Herb Newton by virtue of the Purchase Agreement;
- (b) HJN shall continue to operate as a regulated entity pursuant to HJN's present certifications, registrations, tariff requirements and rate structures, or on an unregulated basis, as provided by and pursuant to applicable law.
- (c) Following consummation of the transaction, HJN will change its name to Reliant Communications, Inc.

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<sup>2</sup> In this state, HJN provides intrastate telecommunications services pursuant to an authorization, (long distance) Tariff Effective 07/26/98.

Critical to the proposed transaction is the need to ensure the continuation of high quality service to all customers currently served by HJN. The proposed transaction will serve the public interest for the following reasons:


- (a) First, it will enhance the operating efficiencies, including marketing and managerial efficiencies, of HJN.
- (b) Second, it will increase the appeal to present and potential customers as communications services will be provided in a more cost-effective manner due to higher buying power and lower transport costs that will result from the increased customer count.
- (c) Finally, it will allow HJN to operate in a more cost effective manner due to improved access to capital and the ability to provide services to a greater number of customers at competitive prices.

Accordingly, the requested transaction will serve to create a heightened level of operating efficiency which generally will serve to enhance the overall capacity of HJN to compete in the marketplace and to provide telecommunications services for customers in this state at competitive rates.

Enclosed are the original and ten (10) copies of this letter. Please return one (1) of the copies file-stamped in the envelope provided.

If you need any further information or have any questions regarding this filing, please do not hesitate to call.

Respectfully submitted,



EllenAnn G. Sands  
Nowalsky, Bronston & Gothard, APLLC  
3500 North Causeway Boulevard, Suite 1442  
Metairie, Louisiana 70002  
Telephone: (504) 832-1984  
Facsimile: (504) 831-0892  
Counsel for HJN Telecom, Inc., Herb J. Newton  
and Lisa Rogers

cc: Lance Steinhart

# EXHIBIT A

ARTICLES OF INCORPORATION

**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 022201040  
CONTROL NUMBER : K822664  
DATE INC/AUTH/FILED: 06/15/1998  
JURISDICTION : GEORGIA  
PRINT DATE : 08/08/2002  
FORM NUMBER : 215

NOWALSKY BRONSTON & GOTHARD  
SHEREE WEST  
3500 NORTH CAUSEWAY BLVD STE 1442  
METAIRIE, LA 70002

**CERTIFIED COPY**

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

**RELIANT COMMUNICATIONS, INC.**  
**A DOMESTIC PROFIT CORPORATION**

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



A handwritten signature in cursive script, appearing to read 'Cathy Cox'.

Cathy Cox  
Secretary of State

**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 021760710  
CONTROL NUMBER: K822664  
EFFECTIVE DATE: 06/18/2002  
REFERENCE : 0045  
PRINT DATE : 07/15/2002  
FORM NUMBER : 611

SHEREE G. WEST  
3500 NORTH CAUSEWAY BLVD.  
SUITE 1442  
METAIRIE, LA 70002

**CERTIFICATE OF NAME CHANGE AMENDMENT**

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

**HJN TELECOM, INC.**  
**A DOMESTIC PROFIT CORPORATION**

has filed articles of amendment in the Office of the Secretary of State changing its name to

**RELIANT COMMUNICATIONS, INC.**

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox  
Secretary of State

01760110

ARTICLES OF AMENDMENT OF CERTIFICATE OF INCORPORATION

OF

HJN TELECOM, INC.

K 823664

(Pursuant to Georgia Business Corporation Code Section 14-2-10(b))

21760707

HJN Telecom, Inc. (hereinafter called the "corporation"), a corporation organized and existing under and by the virtue of the Georgia Business Corporation Code, does hereby certify:

- 1. The name of the corporation is:

HJN Telecom, Inc.

- 2. The text of each amendment as adopted is as follows:

ARTICLE I

The name of the corporation is: Reliant Communications, Inc.

- 3. The foregoing amendment(s) [was] [were] adopted by the Board of Directors on June 16, 2002 and shareholder action was not required for approval.

Executed on this 16<sup>th</sup> day of JUNE, 2002.

Lisa Rogers  
President

SECRETARY OF STATE  
2002 JUN 18 A 11:14  
CORPORATIONS DIVISION

SECRETARY OF STATE  
2002 JUL 12 P 2:01  
CORPORATIONS DIVISION

**Secretary of State**  
Corporations Division  
Suite 315, West Tower  
2 Martin Luther King Jr. Dr.  
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 9822664  
EFFECTIVE DATE: 06/18/1996  
COUNTY: OWENETT  
REFERENCE: 0045  
PRINT DATE: 06/18/1996  
FORM NUMBER: 311

HJN TELECOM, INC.  
3235 SATELLITE BLVD.  
BUILDING 400, STE. 300  
DULUTH, GA 30096

**CERTIFICATE OF INCORPORATION**

I, Lewis A. Massey, the Secretary of State and the Corporation  
Commissioner of the State of Georgia, do hereby certify under the  
seal of my office that

**HJN TELECOM, INC.**  
**A DOMESTIC PROFIT CORPORATION**

has been duly incorporated under the laws of the State of Georgia  
on the effective date stated above by the filing of articles of  
incorporation in the office of the Secretary of State and by the  
paying of fees as provided by Title 14 of the Official Code of  
Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the  
State of Georgia on the date set forth above.



*Lewis A. Massey*

Lewis A. Massey  
Secretary of State



**HJN TELECOM, INC.**  
**ARTICLES OF INCORPORATION**

**ARTICLE I**

The name of the Corporation is HJN Telecom, Inc.

**ARTICLE II**

The Corporation shall be authorized to issue One Thousand (1,000) shares of stock.

**ARTICLE III**

The initial registered office of the Corporation shall be at 6455 East Johns Crossing, Suite 285, Duluth, Georgia 30097 in Fulton County. The initial registered agent of the Corporation at such address shall be Lance J.M. Steinhart.

**ARTICLE IV**

The name and address of the Incorporator is:


Lance J.M. Steinhart  
6455 East Johns Crossing  
Suite 285  
Duluth, Georgia 30097

**ARTICLE V**

The mailing address of the initial principal office of the Corporation is:

3235 Saffell Boulevard, Building 400, Suite 300  
Duluth, Georgia 30096

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.

  
\_\_\_\_\_  
Lance J.M. Steinhart  
Incorporator

JUN 15 1 59 PM '98

SECRETARY OF STATE



Secretary of State  
State of Georgia

**BUSINESS INFORMATION AND SERVICES**  
Suite 315, West Tower  
2 Martin Luther King Jr. Drive  
Atlanta, Georgia 30334-1630  
(404) 656-2817

**TRANSMITTAL INFORMATION FOR GEORGIA  
PROFIT OR NONPROFIT CORPORATIONS**

J. K. JACKSON  
Director

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

SHADED AREA FOR SECRETARY OF STATE USE ONLY

**NOTICE TO APPLICANTS: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM.  
INSTRUCTIONS ARE ON THE BACK OF THIS FORM.**

1. Corporate Name Reservation Number: 48 17410103  
Corporate Name Reservation Number  
HJN Telecom, Inc.  
Corporate Name (exactly as appears on name reservation)

2. HJN Telecom, Inc.  
Applicant/Attorney  
3235 Satellite Boulevard, Building 400, Suite 300 (770) 291-2121  
Address Telephone Number  
Duluth, Georgia 30096  
City State Zip Code

3. NOTICE: THIS FORM DOES NOT REPLACE THE ARTICLES OF INCORPORATION. MAIL OR DELIVER DOCUMENTS AND THE SECRETARY OF STATE FILING FEE TO THE ABOVE ADDRESS. DOCUMENTS SHOULD BE SUBMITTED IN THE FOLLOWING ORDER. (A COVER LETTER IS NOT REQUIRED.)
1. FORM 227 - TRANSMITTAL FORM (ATTACH SECRETARY OF STATE FILING FEE OF \$60.00 TO THIS FORM)
  2. ORIGINAL ARTICLES OF INCORPORATION
  3. ONE COPY OF ARTICLES OF INCORPORATION

I understand that the information on this form will be entered in the Secretary of State business registration database. I certify that a Notice of Incorporation or a Notice of Intent to Incorporate with a publishing fee of \$40.00 has been or will be mailed or delivered to the authorized newspaper as required by law.

Authorized Signature

June 15, 1998  
Date