



10960 Wilshire Blvd., Suite 1420⁶⁰⁰
Los Angeles, CA 90024

Phone 310.312.3900
Fax 310.312.8889

September 26, 2005

Beth O'Donnell
Kentucky Public Services Commission
211 Souwer Blvd.
Frankfurt, Kentucky 40601

RECEIVED

OCT 11 2005

PUBLIC SERVICE
COMMISSION

04202500
0420

Re: Wireless registration for SK-EarthLink LLC ("EarthLink")

Dear Ms. O'Donnell:

On behalf of EarthLink, a commercial mobile radio service provider and a reseller of wireless services, please find the below-listed information as required by Kentucky for providers of wireless telecommunication services pursuant Administrative Case No. 359.

1. Legal name of business offering such service:

SK-EarthLink LLC

2. Fictitious or other names under which service will be offered:

N/A

3. Address of business offering such service:

SK-EarthLink LLC
10960 Wilshire Blvd., 6th Floor
Los Angeles, CA 90024

4. Name, title, address and telephone number of person to be contacted regarding application:

Marc S. Martin
Kirkpatrick & Lockhart Nicholson Graham LLP
1800 Massachusetts Avenue, NW
Suite 200
Washington, DC 20036-1221
(202) 778-9859
(202) 778-9100 (Fax)
mmartin@klng.com

5. Telephone numbers to which service or other customer complaints should be directed:

Terry Boyle
SK-EarthLink, LLC
10960 Wilshire Blvd., 6th Floor
Los Angeles, CA 90024
(310) 312-3900
(310) 312-8889 (Fax)
CustomerCare@sk-earthlink.com

6. Certificate of Authority to do Business as a Foreign Limited Liability Company in Kentucky

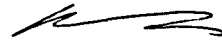
See Exhibit 1

7. Certificate of Formation

See Exhibit 2

Should you have any questions regarding this application, please do not hesitate to contact Marc S. Martin at 202.778.9859.

Respectfully submitted,



Todd Tappin

Chief Financial Officer, SK-EarthLink LLC

Enclosures

Exhibit 1

Certificate of Authority to do Business as a Foreign Limited Liability Company in Kentucky

COMMONWEALTH OF KENTUCKY
TREY GRAYSON
SECRETARY OF STATE



0617348.06

Trey Grayson
Secretary of State
Received and Filed
07/13/2005 1:04:35 PM
Fee Receipt: \$90.00

phart
L902

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
SK-EarthLink, LLC

3. The name of the limited liability company to be used in Kentucky is

(if "real name" is unavailable for use)

4. Delaware is the state or country of organization.

5. 03/24/2005 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 Perpetual

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
10960 Wilshire Blvd., 6th Floor, Los Angeles, CA 90024

Street City State Zip Code

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

SK-EarthLink Management Corp. 10960 Wilshire Blvd., 6th Floor, Los Angeles, CA 90024

Name Address
Name Address

(Attach a continuation, if necessary)

8. The street address of the registered office in Kentucky is
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

Todd Tappin, CFO of SK-EarthLink Management Corp., Manager
Type or Print Name & Title

Date: July 7, 2005

Document No.: DN2005113523
Lodged By: KY LENDERS
Recorded On: 07/14/2005 11:49:07
Total Fees: 9.00
Transfer Fee: .00
County Clerk: BOBBIE HOLSELAW JEFF CO KY
Deputy Clerk: LAITHI

I, C T Corporation System, consent to serve as the registered agent on behalf of the limited liability company.
Type or Print Name of Registered Agent

C T Corporation System
By:
Signature of Registered Agent

Mary Lou Mulkeen
Type or Print Name & Title
Assistant Secretary

County Clerk, please return to:
KENTUCKY LENDERS ASSISTANCE
828 LANE ALLEN ROAD, SUITE 219
LEXINGTON, KY 40504

(See attached sheet for instructions)

Exhibit 2

Certificate of Formation

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SK-EARTHLINK LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF OCTOBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SK-EARTHLINK LLC" WAS FORMED ON THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3916858 8300

AUTHENTICATION: 4200034

050808453

DATE: 10-03-05

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "SK-EARTHLINK LLC" AS RECEIVED AND FILED IN THIS OFFICE.

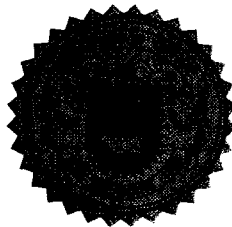
THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 2005, AT 2:29 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY.

3916858 8100H

050809330



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4200683

DATE: 10-03-05

CERTIFICATE OF FORMATION
OF
SK-EARTHLINK LLC

I.

The name of the limited liability company is SK-EarthLink LLC (the "Company").

II.

The address of the registered agent of the Company in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the Company's registered agent at such address is The Corporation Trust Company.

III.

The management of the limited liability company shall be vested in its manager.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of SK-EarthLink LLC, this 27th day of January, 2005.

/s/ Charles F. Hollis, III
Charles F. Hollis III, organizer