

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

1200 19TH STREET, N.W.

SUITE 500

WASHINGTON, D.C. 20036

(202) 955-9600

FACSIMILE

(202) 955-9792

www.kelleydrye.com

NEW YORK, NY

LOS ANGELES, CA

CHICAGO, IL

STAMFORD, CT

PARSIPPANY, NJ

BRUSSELS, BELGIUM

HONG KONG

AFFILIATE OFFICES

BANGKOK, THAILAND

JAKARTA, INDONESIA

MANILA, THE PHILIPPINES

MUMBAI, INDIA

TOKYO, JAPAN

05159900
0510

22251599
0530

(9510)

July 13, 2001

RECEIVED

JUL 16 2001

PUBLIC SERVICE
COMMISSION

Mr. Bill Bowker
Commonwealth of Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40602

**Re: Keen LD, Inc. Notice of Intent to Provide Resold Telecommunications
Service in the Commonwealth of Kentucky**

Dear Mr. Bowker,

Enclosed, for filing with the Commission, please find an original, a duplicate and four copies of the above-captioned Notice. Please date-stamp the duplicate and return in the pre-addressed envelope provided. If there are questions regarding this submission, please contact me at (703) 918-2315. Thank you in advance for your assistance with this matter.

Cordially,

Winafred Brantl

Winafred Brantl

enclosures

KEEN LD, INC.
NOTICE OF INTENT TO PROVIDE
RESOLD TELECOMMUNICATIONS SERVICE
IN THE COMMONWEALTH OF KENTUCKY

RECEIVED
JUL 13 2007
KENTUCKY
PUBLIC SERVICE COMMISSION

In accordance with the Kentucky Public Service Commission's Order in *Exemptions for Interexchange Carriers, Long Distance Resellers, Operator Service Providers and Customer-Owned, Coin-Operated Telephones*, Administrative Case No. 359 (June, 21 1996), Keen LD, Inc. ("Company") respectfully submits this Notice of Intent to Provide Resold Intrastate Interexchange services (including resold operator services) in the Commonwealth of Kentucky ("Notice"). In support of this Notice, Keen LD, Inc. submits the following information:

I. NAME, ADDRESS, AND TELEPHONE NUMBER OF THE COMPANY

The name, address, and telephone number of the Company are:

Keen LD, Inc.
62 First Street, 4th Floor
San Francisco, CA 94105
Telephone: (415) 284-4000
Facsimile: (415) 284-4100

II. CERTIFICATE OF FORMATION

Keen LD, Inc. is a corporation organized under the laws of Delaware. Copies of the Company's Articles of Incorporation and Kentucky Certificate of Authority are appended as *Exhibits A and B*.

III. CONTACTS

A. Customer Complaints

Customers may reach the Company with questions or complaints by calling (888) 438-5336 (GET-KEEN) toll-free 24 hours/day, 7 days/week.

B. Corporate Contact

Keen LD, Inc.'s contact for regulatory issues is:

Jim Migdal
KEEN LD, INC.
62 First St., 4th Floor
San Francisco, CA 94105
Telephone: (415) 284-4000
Facsimile: (415) 284-4100

Keen LD, Inc.'s contact for customer complaints is:

Nathan Becker
Customer Service Manager
KEEN LD, INC.
62 First St., 4th Floor
San Francisco, CA 94105
Telephone: (415) 284-4000
Facsimile: (415) 284-4100

C. Designated Contacts for Notice

The designated contact for questions regarding this Notice is:

Winafred Brantl, Esq.
Kelley Drye & Warren, LLP
1200 19th Street, N.W., Suite 500
Washington, D.C. 20036
Telephone: (703) 918-2315
Facsimile: (703) 918-2450

IV. NOTARIZED STATEMENT

A notarized statement by an officer of Keen LD, Inc. is appended hereto as *Exhibit C*.
The company has not provided or collected for intrastate service in Kentucky prior to filing this Notice.

V. SERVICE TO AGGREGATORS

In the event that Company chooses to provide operator-assisted calling to its customers it will comply fully with the Commission's mandates in Administrative Case No. 330.

VI. PROPOSED TARIFF

Keen LD, Inc. appends as *Exhibit D* its proposed tariff for interexchange telecommunications service. This tariff is submitted to become effective thirty (30) days from the date of this filing.

Respectfully submitted,

KEEN LD, INC.

By: 

Dated: JUNE 1, 2001

EXHIBIT A
ARTICLES OF INCORPORATION

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "KEEN LD, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF OCTOBER, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

3304560 8100

001527906

AUTHENTICATION: 0745036

DATE: 10-19-00

CERTIFICATE OF INCORPORATION
OF
KEEN LD, INC.

ARTICLE 1

The name of this Corporation is Keen LD, Inc.

ARTICLE 2

The address of the Corporation's registered office in the State of Delaware is 15 East North Street, City of Dover, County of Kent, Delaware, 19901. The name of the registered agent at that address is Incorporating Services, Ltd.

ARTICLE 3

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE 4

This Corporation is authorized to issue one class of stock to be designated "Common Stock," with a par value of \$0.0001 per share. The total number of shares which the Corporation is authorized to issue is one thousand (1,000).

ARTICLE 5

Except as otherwise provided in this Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

ARTICLE 6

The number of directors of the Corporation shall be fixed from time to time by a bylaw or amendment thereof duly adopted by the board of directors or by the stockholders.

ARTICLE 7

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE 8

Meeting of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the Bylaws of the Corporation.

ARTICLE 9

A director of the Corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended after approval by the stockholders of this Article to authorize corporation action further eliminating or limiting the personal liability of directors then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article 9 by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time, or increase the liability of any director of this Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

ARTICLE 10

To the fullest extent permitted by applicable law, this Corporation is also authorized to provide indemnification of (and advancement of expenses to) such agents (and any other persons to which Delaware law permits this Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law of the State of Delaware, subject only to limits created by applicable Delaware law (statutory or non-statutory), with respect to actions for breach of duty to this Corporation, its stockholders, and others.

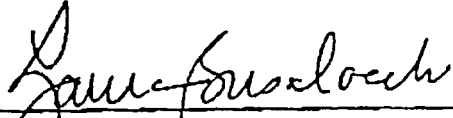
Any repeal or modification of any of the foregoing provisions of this Article 10 shall not adversely affect any right or protection of a director, officer, agent or other person existing at the time of, or increase the liability of any director of this Corporation with respect to any acts or omissions of such director, officer or agent occurring prior to such repeal or modification.

ARTICLE 11

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Delaware and in pursuance of the General Corporation Law of Delaware, does make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly has hereunto set her hand this 19th day of October, 2000.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation on this 19th day of October, 2000.



Incorporator
Laura Busalacchi
Gunderson Dettmer Stough
155 Constitution Drive
Menlo Park, CA 94025

EXHIBIT B
KENTUCKY CERTIFICATE OF AUTHORITY

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE

FILED

MAY 7 2 28 PM '01

GUY R. ZEIGLER
O.F.C.O.



0515342.09

John Y. Brown III
Secretary of State

Received and Filed
05/04/2001 12:58 PM

Fee Receipt: \$90.00

Pcraine - ADD

BY _____ D.C. 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
Keen LD, Inc.

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

(If "real name" is unavailable for use)

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

5. October 19, 2000 is the date of incorporation and the period of duration is Perpetual

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

62 First Street, 4th Floor, San Francisco, CA 94105

7. The street address of the corporation's registered office in Kentucky is

421 West Main Street, Frankfort, KY 40601

and the name of the registered agent at that office is

Corporation Service Company d/b/a CSC-Lawyers Incorporating Service Company

8. The names and usual business addresses of the corporation's current officers and directors are as follows:

President See attached officers/directors rider

Vice President _____

Secretary _____

Treasurer _____

Directors See attached officers/directors rider

(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)

Signature

Peter Chen, Secretary

Type or Print Name & Title

Date: APRIL 30, 2001

1. Corporation Service Company d/b/a CSC-Lawyers Incorporating Service Company
Type or print name of registered agent

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

Signature of Registered Agent

Carol K. Dolor, Asst. Vice President

Type or Print Name & Title

**KEEN LD, INC.
OFFICERS & DIRECTORS**

Karl Jacob	President and CEO
Gary Iwatani	CFO and Treasurer
Peter Chen	Secretary
Bill Bettencourt	Director
John Somorjai	Director

The above individuals may be contacted at:
62 First Street, 4th Floor
San Francisco, CA 94105
1-415-284-4000

EXHIBIT C
NOTARIZED STATEMENT

VERIFICATION

STATE OF KENTUCKY:

Peter Chen of Keen LD, Inc., being duly sworn according to law, deposes and says that:

The above named person is authorized to and does make this affidavit for said corporation; and

The Applicant has not provided or collected for intrastate service in Kentucky prior to the filing of a Notice of Intent with the Kentucky Public Service Commission.

By: *[Signature]*
Name: Peter Chen
Title: Secretary
Date: June 1, 2001

In San Francisco County, State of California

Sworn and subscribed to before me this 1st day of June, 2001.



Notary Seal

Marta M. Walsh
Signature of Official Administering Oath
Notary Public

My commission expires January 10, 2002

EXHIBIT D

**PROPOSED
INTEREXCHANGE TELECOMMUNICATIONS
SERVICE TARIFF**