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RECEIVED  
SEP 17 1999  
PUBLIC SERVICE  
COMMISSION

September 16, 1999

Mr. Don Mills  
Executive Director  
Kentucky Public Service Commission  
730 Schenkel Lane  
Frankfort, KY 40602

05050860  
0505

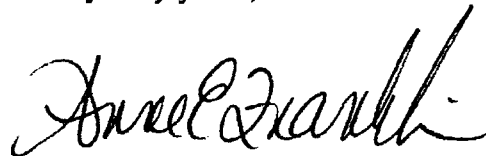
Re: **Cardinal Communications of Kentucky, Inc. – Application to Provide  
Intrastate Competitive Local and Interexchange Telecommunications  
Services**

Dear Mr. Mills:

Enclosed are the original and eleven (11) copies of the above-referenced application. Please file these in your usual fashion and return one file-stamped copy in the enclosed self-addressed, stamped envelope.

If you have any questions or comments, please do not hesitate to call.

Very truly yours,

  
Anne E. Franklin

AEF:ph

Enclosures

cc: Cardinal Communications of Kentucky, Inc.  
Donald I. Hackney, Jr.

BEFORE THE  
PUBLIC SERVICE COMMISSION OF KENTUCKY

RECEIVED

SEP 17 1999

PUBLIC SERVICE  
COMMISSION

In the Matter of:

Application of Cardinal	)	
Communications of Kentucky, Inc.	)	
for a Certificate	)	Case No. _____
of Public Convenience and Necessity	)	
to Operate as a Competitive Local	)	
Exchange Carrier and Intrastate	)	
Interexchange Carrier	)	

Application of Cardinal Communications of Kentucky, Inc.

By this application, Cardinal Communications of Kentucky, Inc. ("Applicant") requests certification in the Commonwealth of Kentucky, pursuant to Kentucky Revised Statute 278, as both a facilities-based and resale carrier to provide local exchange service, exchange access, interexchange service and all other forms of telecommunications services over which the Public Service Commission (the "Commission") has jurisdiction.

1. **Name, Address and Telephone Number.** Applicant's name, address and telephone number are as follows:

Cardinal Communications of Kentucky, Inc.  
585 Loblolly Lane  
Charlottesville, Virginia 22903  
804-984-2327 (tel)  
804-984-5430 (fax)

Applicant is a corporation organized under the laws of the State of Delaware. At such time as Applicant opens an office in the Commonwealth

of Kentucky, Applicant shall notify the Commission of such address. Attached hereto at Exhibit "A" is a copy of Applicant's certificate of incorporation in the State of Delaware. Applicant is a wholly-owned subsidiary of Cardinal Communications, Inc., a Delaware corporation.

**2. Officers and Directors.** Applicant's officers and directors are as follows:

Earle A. MacKenzie, President and Director  
Cardinal Communications of Kentucky, Inc.  
585 Loblolly Lane  
Charlottesville, Virginia 22903  
804-984-2327 (tel)  
804-984-5430 (fax)

Walter M. Zirkle, Vice President, Secretary and Director  
Cardinal Communications of Kentucky, Inc.  
585 Loblolly Lane  
Charlottesville, Virginia 22903  
804-984-2327 (tel)  
804-984-5430 (fax)

Donald A. Doering, Treasurer  
Cardinal Communications of Kentucky, Inc.  
585 Loblolly Lane  
Charlottesville, Virginia 22903  
804-984-2327 (tel)  
804-984-5430 (fax)

**3. Contact Persons.** Correspondence and communications pertaining to this application and Applicant's ongoing operations should be directed to Applicant's counsel of record:

Donald I. Hackney, Jr., Esq.  
Rebecca C. Stone, Esq.  
Arnall Golden & Gregory, LLP  
1201 West Peachtree Street  
Suite 2800  
Atlanta, Georgia 30309

404-873-8500 (tel)  
404-873-8501 (fax)

Correspondence and communications pertaining to customer complaints should be directed to:

Earle A. MacKenzie, President and Director  
Cardinal Communications of Kentucky, Inc.  
585 Loblolly Lane  
Charlottesville, Virginia 22903  
804-984-2327 (tel)  
804-984-5430 (fax)

4. **Tariff.** Applicant's proposed tariff, describing the services Applicant proposes to offer, is attached hereto at Exhibit "B".

5. **Service Areas.** Applicant intends to provide telecommunications services throughout the Commonwealth of Kentucky.

6. **Services Proposed to Be Provided.** Applicant proposes to offer facilities-based and resold high-speed telecommunications services to its customers throughout the Commonwealth of Kentucky. Applicant intends to provide digital connections at a variety of speeds between customer-designated premises and the Applicant's network. The Applicant's services may be provided using a variety of digital transmission technologies, using the Applicant's own services and equipment and/or the facilities of others. Service shall be provided on a 24 hour per day, 7 day per week basis. Applicant intends to purchase unbundled network elements, including copper loops, and to collocate equipment in the incumbent local exchange carrier's central offices, another carrier's central offices or its own locations.

Currently, Applicant does not own, operate or control, directly or indirectly, transmission facilities with the technological capability to provide telecommunications services within the Commonwealth of Kentucky. Applicant will construct its own facilities to provide facilities-based telecommunications services, and initially will focus on deploying xDSL technology to provide high-speed connections to its customers. Applicant's services are more fully described in Applicant's proposed tariff, attached hereto at Exhibit "B".

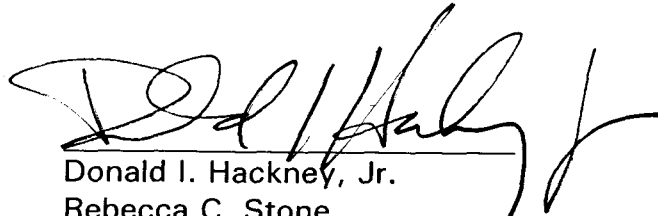
**7. Operator Assisted Services to Traffic Aggregators.** Applicant does not seek to provide operator assisted services to traffic aggregators as defined in Administrative Case No. 330.

**8. Compliance with All Applicable Laws and Regulations.** Applicant agrees to abide by all laws, rules and regulations applicable to telecommunications services providers within the Commonwealth of Kentucky. Applicant respectfully submits that approval of this Application will benefit the people of the Commonwealth of Kentucky by providing more alternatives for providers of competitive local exchange services, exchange access services, interexchange services and other telecommunications services.

WHEREFORE, Applicant asks that the Public Service Commission of the Commonwealth of Kentucky make its order authorizing Applicant to approve this Application for a Certificate of Public Convenience and Necessity to Provide Competitive Local Exchange Services, Exchange Access Service, Interexchange Service and all Other Forms of Telecommunications Services over which the Commission has Jurisdiction Within the Commonwealth of Kentucky.

Dated at Atlanta, Georgia, this 16<sup>th</sup> day of September, 1999.

Cardinal Communications of Kentucky, Inc.



Donald I. Hackney, Jr.

Rebecca C. Stone

Arnall Golden & Gregory, LLP

2800 One Atlantic Center

1201 West Peachtree Street

Atlanta, Georgia 30309

Attorneys for Cardinal Communications of  
Kentucky, Inc.

EXHIBIT A  
CERTIFICATE OF INCORPORATION

State of Delaware  
Office of the Secretary of State PAGE 1

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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 "CARDINAL COMMUNICATIONS OF KENTUCKY, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF AUGUST, A.D. 1999, AT 9 O'CLOCK A.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

3083958 8100

991341507

AUTHENTICATION: 9924700

DATE: 08-17-99



**CERTIFICATE OF INCORPORATION**

**OF**

**CARDINAL COMMUNICATIONS OF KENTUCKY, INC.**

The undersigned, an authorized person, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the Delaware General Corporation Law, does hereby certify that:

I.

**NAME OF CORPORATION**

The name of the corporation (hereinafter called the "Corporation") is: **CARDINAL COMMUNICATIONS OF KENTUCKY, INC.**

II.

**REGISTERED OFFICE AND REGISTERED AGENT**

The address, including street, number, city, and county, of the registered office of the corporation in the State of Delaware is 1013 Centre Road, City of Wilmington 19805, County of New Castle; and the name of the registered agent of the corporation in the State of Delaware at such address is Corporation Service Company.

III.

**PURPOSE OF CORPORATION**

The nature of the business and purposes to be conducted and promoted are as follows:

To engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law; and to exercise all the rights, privileges, immunities, and authority granted to or exercised by business corporations under the laws of the State of Delaware now in effect or that will become effective during the existence of the corporation.

IV.

CAPITALIZATION

The total number of shares of stock which the Corporation shall have the authority to issue is One Thousand (1,000), all of the par value of \$.01 per share. All such shares are of one class and are designated as Common Stock.

V.

ELIMINATION OF MONETARY LIABILITY OF DIRECTORS

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of his fiduciary duty as a director; provided, that this provision shall eliminate or limit the liability of a director only to the extent permitted from time to time by the Delaware General Corporation Law or any successor law or laws.

VI.

AMENDMENT OF BYLAWS

The bylaws of the Corporation may be adopted, amended or repealed by the Board of Directors of the Corporation; provided, however, that nothing contained in this Article VI shall be deemed to divest the stockholders of the Corporation of the power, nor limit their power, to adopt, amend or repeal the bylaws of the Corporation.

VII.

INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the provisions of § 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

VIII.

AMENDMENT OF ARTICLES OF INCORPORATION

From time to time any of the provisions of this certificate of incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the corporation by this certificate of incorporation are granted subject to the provisions of this Article VIII.

IX.

INCORPORATOR

The name and mailing address of the incorporator are as follows:

Donald I. Hackney, Jr.  
1201 W. Peachtree Street  
Suite 2800  
Atlanta, Georgia 30309

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation on this 16<sup>th</sup> day of August, 1999.

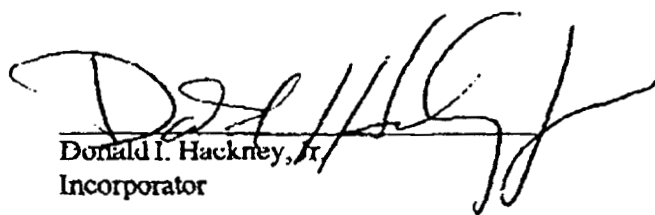
  
Donald I. Hackney, Jr.  
Incorporator

EXHIBIT B  
PROPOSED TARIFF