

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

THE WASHINGTON HARBOUR
3000 K STREET, NW, SUITE 300
WASHINGTON, DC 20007-5116
TELEPHONE (202) 424-7500
FAX (202) 424-7647
WWW.SWIDLAW.COM

NEW YORK OFFICE
THE CHRYSLER BUILDING
405 LEXINGTON AVENUE
NEW YORK, NY 10174
(212) 973-0111 FAX (212) 891-9598

May 3, 2001

VIA OVERNIGHT MAIL

Thomas M. Dorman, Executive Director
Public Service Commission of Kentucky
211 Sower Boulevard
P.O. Box 615
Frankfort, Kentucky 40601

22205282
0510
(9500)

RECEIVED

MAY 04 2001

PUBLIC SERVICE
COMMISSION

Re: El Paso Networks, L.L.C.'s Notification of Intent to Provide Interexchange Telecommunications Services in the Commonwealth of Kentucky

Dear Mr. Dorman:

On behalf of El Paso Networks, L.L.C. ("EPN" or "Company"), enclosed for filing are an original and four (4) copies of this letter of intent to provide resold and facilities-based interexchange telecommunications services in Kentucky, as well as EPN's proposed interexchange tariff. In accordance with the Commission's Order in Administrative Case No. 359 (dated June 12, 1996), EPN respectfully submits the following information:

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

El Paso Networks, L.L.C.
1001 Louisiana Street
Houston, Texas 77002
Tel: (713) 420-2080
Fax: (713) 420-6400

2. EPN is a Delaware limited liability company, and is an affiliate of El Paso Energy Corporation ("El Paso Energy"). El Paso Energy is a publicly traded corporation organized under the laws of the State of Delaware. Pursuant to a management agreement, the day-to-day operations of EPN will be managed by El Paso Global Networks Company ("El Paso Global"), a wholly-owned subsidiary of El Paso Energy. A copy of EPN's Certificate of Formation and a copy of its Certificate of Authority to Transact Business in Kentucky are attached hereto at Exhibit A.

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

Sam Beason
El Paso Networks, LLC
1001 Louisiana Street
Houston, Texas 77002
Tel: (713) 420-1037
Fax: (713) 420-6400

4. EPN has not provided nor collected for interexchange telecommunications service in Kentucky prior to filing this notice of intent. Please see notarized statement attached hereto at Exhibit B.

5. EPN does not seek to provide operator assisted services to traffic aggregators as defined in Administrative Case No. 330.

6. EPN intends to assemble and operate a resold and facilities-based dedicated and private line fiber optic communications infrastructure. EPN will enable its system with the latest generation of integrated optical networking equipment that provides access, multiplexing, switch extension, and transport services to carriers and service providers. EPN may also lease dedicated and private line fiber optic communications infrastructure to large corporate and government customers for high-bandwidth secure networks. EPN will lease the fiber optic facilities of other carriers or construct its own facilities, depending on current needs and market conditions.

EPN believes that the advanced technical characteristics of its network will allow it to provide the high levels of reliability, security, and capacity that its target customers typically demand as well as providing a more rapid time-to-provision by leveraging the EPN's significant investment in operational support systems.

EPN will continuously monitor and maintain a high level of control over its network on a 24-hour per day, 7 days per week basis through its network operations center. EPN's network is capable of using the highest commercially available capacity transmission (OC-192) and, therefore, can support advanced capacity-intensive data technologies such as frame relay and ATM as well as multimedia and Internet-related applications. EPN will initially provide high-bandwidth, fiber optic, point-to-point capacity to Internet and telecommunications companies on a wholesale basis.

7. A copy of EPN's proposed interexchange tariff is attached hereto as Exhibit C. The tariff has an effective date 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. EPN will comply with Commission statutes and regulations unless specific exemptions are granted pursuant to KRS 278.512. EPN will also obtain, and shall retain for one

year, electronic or written evidence that each of its customers knowingly chose it as his or her carrier to the extent such evidence is required.

Please date-stamp the enclosed extra copy of this filing and return it to the undersigned in the attached self-addressed, stamped envelope provided. Should you have any questions, please do not hesitate to contact Gregory L. Fickling at (202) 295-8391.

Respectfully submitted,



Russell M. Blau

Tony S. Lee *For Tony S. Lee*

Swidler Berlin Shereff Friedman LLP

3000 K Street, N.W., Suite 300

Washington, DC 20007-5116

Telephone: (202) 424-7500

Facsimile: (202) 424-7645

Counsel for El Paso Networks, L.L.C.

Enclosures

cc: Ann Robertson
Pete Manias
Gregory L. Fickling, Esq.

EXHIBITS

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

Exhibit A

Certificate of Incorporation
and Certificate of Authority to Transact Business in Kentucky

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE

0513764.06



John Y. Brown III
Secretary of State
Received and Filed
04/06/2001 12:29 PM
Fee Receipt: \$90.00

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
El Paso Networks, L.L.C.

3. The name of the limited liability company to be used in Kentucky is
El Paso Networks, L.L.C.

(If "real name" is unavailable for use)

4. Delaware is the state or country of organization.

5. November 30, 2000 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 N/A

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
1001 Louisiana Street, Houston, Texas 77002

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

Name	Address

(Attach a continuation, if necessary)

8. The street address of the registered office in Kentucky is
c/o CT Corporation System, Kentucky Home Life Building, Louisville, KY 40202

Street City State Zip Code

and the name of the registered agent at that office is
CT Corporation System

9. This application will be effective upon filing, unless a delayed effective date and/or time is specified:
N/A

(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. El Paso Global Networks Company, Its Member

David L. Siddall
Signature
David L. Siddall, Vice President
Type or Print Name & Title

Date: April 5, 2001

CT Corporation System consent to serve as the registered agent on behalf of the limited liability company.
Type or print name of registered agent CT Corporation System

Kirk Hood
Signature of Registered Agent
KIRK HOOD
Type or Print Name & Title
ASSISTANT SECRETARY

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "EL PASO NETWORKS, LLC" FILED IN THIS OFFICE ON THE THIRTIETH-DAY OF NOVEMBER, A.D. 2000, AT 2:30 O'CLOCK P.M.



Harriet Smith Windsor
Secretary of State

3322853 8100V

010022873

AUTHENTICATION: 0915698

DATE: 01-16-01

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A CORPORATION UNDER THE NAME OF "WALLER CREEK COMMUNICATIONS, INCORPORATED" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "WALLER CREEK COMMUNICATIONS, INCORPORATED" TO "EL PASO NETWORKS, LLC", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF NOVEMBER, A.D. 2000, AT 2:30 O'CLOCK P.M.



Harriet Smith Windsor

Secretary of State

3322853 8100V

010022873

AUTHENTICATION: 0915698

DATE: 01-16-01

**CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY
PURSUANT TO ARTICLE 5.17
OF THE TEXAS
BUSINESS CORPORATION ACT
AND SECTION 18-214 OF THE
DELAWARE LIMITED LIABILITY COMPANY ACT**

This Certificate of Conversion of Waller Creek Communications, Incorporated (the "Corporation") dated as of November 30, 2000, is being duly executed and filed by an authorized officer of the Corporation to convert the Corporation to a Delaware limited liability company.

1. The name of the Corporation immediately prior to filing this Certificate of Conversion, which was also the name set forth in its original Articles of Incorporation, was:

Waller Creek Communications, Incorporated

2. The jurisdiction of the Corporation immediately prior to filing this Certificate of Conversion was:

Texas

3. The jurisdiction where the corporation was first created is:

Texas

4. The date the Articles of Incorporation of the Corporation was filed is:

April 24, 1995

5. The name of the limited liability company as set forth in its Certificate of Formation is:

El Paso Networks, L.L.C.

6. The conversion has been approved in accordance with the provisions of Article 5.17 the Texas Business Corporation Act and Section 18-214 of the Delaware Limited Liability Company Act.

IN WITNESS WHEREOF, this Certificate of Conversion has been executed by an authorized officer of the Corporation on the date and year first above written.

By: Kelly Jameson
Name: Kelly Jameson
Title: Assistant Secretary

CERTIFICATE OF FORMATION
OF
EL PASO NETWORKS, L.L.C

This Certificate of Formation of El Paso Networks, L.L.C., (the "LLC") dated as of November 30, 2000, is being duly executed and filed by the undersigned, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act, 6 Del. C. §§ 18-101, et. seq.

FIRST: The name of the LLC formed hereby is:

El Paso Networks, L.L.C.


SECOND: The address of the registered office of the LLC in the State of Delaware is:

Corporation Trust Center
1209 Orange Street
New Castle County
Wilmington, Delaware 19801

THIRD: The name and address of the registered agent for service of process on the LLC in the State of Delaware are:

The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
New Castle County
Wilmington, Delaware 19801

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Formation to be executed as of the date first above written.



Kelly Jameson
An Authorized Person



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is a true and correct copy of the Articles of Conversion filed in this office converting WALLER CREEK COMMUNICATIONS, INCORPORATED, a TEXAS corporation, into EL PASO NETWORKS, L.L.C., a DELAWARE limited liability company, for which a Certificate of Conversion was issued on NOVEMBER 30, 2000.



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on January 25, 2001.

Henry Cuellar

Henry Cuellar VT
Secretary of State

**ARTICLES OF CONVERSION
OF
WALLER CREEK COMMUNICATIONS, INCORPORATED
A Texas Corporation
INTO
EL PASO NETWORKS, L.L.C.
A Delaware Limited Liability Company**

FILED
in the Office of the
Secretary of State of Texas

NOV 30 2000

Corporations Section

Pursuant to the provisions of Article 5.17 of the Texas Business Corporation Act and Section 18-214 of the Delaware General Corporation Act, the undersigned converting entity certifies the following Articles of Conversion adopted for the purpose of effecting a conversion in accordance with the provisions of the Delaware General Corporation Act.

1. A plan of conversion was approved and adopted in accordance with the provisions of Article 5.03 of the Texas Business Corporation Act providing for the conversion of Waller Creek Communications, Incorporated, (the "Corporation") a corporation incorporated under the Texas Business Corporation Act to El Paso Networks, L.L.C., a Delaware limited liability company.
2. An executed plan of conversion is on file at the principal place of business of the converting entity at 1001 Louisiana Street, Houston, Texas, 77002 and from and after the conversion, an executed plan of conversion will be on file at the principal place of business of the converted entity at 1001 Louisiana Street, Houston, Texas, 77002.
3. A copy of the plan of conversion will be furnished by the converting entity (prior to the conversion) or by the converted entity (after the conversion) on written request and without cost to any shareholder or member of the converting entity or the converted entity.
4. The approval of the plan of conversion was duly authorized by all action required by the laws under which the Corporation is incorporated and by its constituent documents. The number of outstanding shares of each class or series of stock of the Corporation entitled to vote, with other shares or as a class, on the plan of conversion are as follows:

The plan of conversion was duly approved by the shareholders of the Corporation as follows:

- (a) The number of shares outstanding: 1,000 Common
- (b) No shares of the Corporation are entitled to vote as a class.

(c) The total number of shares voted for and against the plan of conversion is as follows:

<u>Total Voted For</u>	<u>Total Voted Against</u>
1,000	0

5. That all liabilities and obligations of the Corporation, including franchise and other taxes, be, and they hereby are, assumed by the converted entity, El Paso Networks, L.L.C., a Delaware limited liability company.

IN WITNESS WHEREOF, this Articles of Conversion has been executed by an authorized officer of the Corporation on the date and year written.

Dated: November 30, 2000.

Waller Creek Communications, Incorporated

By: David L. Siddall
David L. Siddall
Vice President

Exhibit B

Notarized Statement

NOTARIZED VERIFICATION

I, Pantios Manias, being duly sworn, do hereby depose and state that:

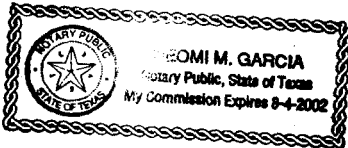
1. I am the Senior Vice President of Commercial Strategy of EPGN, which manages the operations of EPN, and am authorized to make this statement on EPN's behalf.
2. EPN has not provided nor collected for intrastate service in Kentucky prior to filing this application.

The foregoing statements are true and correct to the best of my knowledge, information and belief.

Pantios Manias

Pantios Manias
Senior Vice President of Commercial Strategy
El Paso Networks, L.L.C.

Subscribed and sworn to (or affirmed) before me this 2nd day of May, 2001.



Geomi M Garcia
Notary Public

My Commission Expires: 8-4-02

Exhibit C

Proposed Interexchange Tariff