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32789

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Winter Park, FL
32790-0200

Tel: 407-740-8575
Fax: 407-740-0613
tmi@tminc.com

Mr. Martin J. Huelsmann
Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40602

RE: Application Certificate of Convenience and Authority to Provide Facilities-based Local Exchange and Interexchange Services within the State of Kentucky on behalf of Lyxom, Inc.

Dear Mr. Huelsmann:

Enclosed please find the original and eight (8) copies of the above-reference Application of Lyxom, Inc. ("Lyxom") for a Certificate of Convenience and Authority to Provide Facilities-based Local Exchange and Interexchange Services within the State of Kentucky.

Please acknowledge receipt of this filing by date-stamping the extra copy of this cover letter and returning it to me in the self-addressed, stamped envelope provided for that purpose.

Any questions you may have regarding this filing may be directed to my attention at (407) 740-8575. Thank you for your assistance.

Sincerely,

Thomas M. Forte
Consultant to Lyxom, Inc.

Enclosures

TMF/ks

cc: Doreen Moore, Lyxom
file: Lyxom - KY Local
tms: KY10000

65052060 - 0505
22205206 - 0510
9500

August 3, 2000
Overnight Delivery

11:00 2000

**BEFORE THE KENTUCKY PUBLIC
SERVICE COMMISSION**

In the Matter of the Application of)
Lyxom, Inc.)
for a Certificate to Provide) Case No. _____
Facilities-based Local and Intrastate)
Toll Telecommunications Service)

**APPLICATION OF
Lyxom, Inc.**

Lyxom, Inc. ("Applicant" or "Lyxom"), a Delaware Corporation, seeks certification by this Commission to provide facilities-based local exchange and resold toll service in Kentucky pursuant to Kentucky Statutes and Commission rules and regulations. The petition of Lyxom, Inc. , in accordance with Administrative Case No. 355, respectively shows the following:

(1) The Name, address and telephone number of the applicant are:

Lyxom, Inc.
360 Merrimack Street
Building 5, Suite 303
Lawrence, MA 01843
Telephone: (978) 681-1222
Facsimile: (978) 681-5202
Toll Free: (800) 819-9334

Applicant's representative for ongoing local operations and correspondence is

Christopher LeSaffre, President & CEO
Lyxom, Inc.
360 Merrimack Street
Building 5, Suite 303
Lawrence, MA 01843
Telephone: (978) 681-1222
Facsimile: (978) 681-5202
Toll Free: (800) 819-9334

(2) Lyxom was incorporated under the laws of the State of Delaware on June 13, 1999. Its principal office is located at 360 Merrimack Street, Bldg. 5, Suite 303, Lawrence, MA 01843. The Applicant has authority to transact business in Kentucky. Copies of the applicant's Articles of Incorporation and Certificate of Authority are attached as Exhibit 1 and 2 respectively.

- (3) **The name, street address, telephone number and fax number of the responsible contact person for Customer complaints and regulatory issues is:**

Christopher LeSaffre, President & CEO
Lyxom, Inc.
360 Merrimack Street
Building 5, Suite 303
Lawrence, MA 01843
Telephone: (978) 681-1222
Facsimile: (978) 681-5202
Toll Free: (800) 819-9334

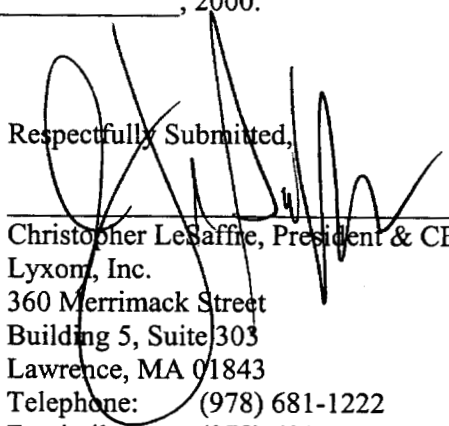
- (4) Exhibit 3 contains a notarized statement by an officer of the Company that the Company has not provided or collected for competitive local service in Kentucky prior to filing its application.
- (5) The Company proposes to provide facilities-based local service to both business and residential Customers. Facilities-based local services will be provided upon authorization by the Commission and the approval of the necessary Company local tariffs.
- (6) In Kentucky, Lyxom, Inc. will connect to switch via leased transport facilities. Lyxom equipment will interconnect to BellSouth's unbundled loops that go directly to the customers. The Applicant will ensure compliance with KRS 278.020.
- (7) Lyxom will comply with Commission statutes and regulations unless specific exemptions are granted pursuant to KRS 278.512.
- (8) For the provision of facilities-based local service, Lyxom shall obtain, and shall retain for one year, electronic or written evidence that each of its Customers knowingly chose Lyxom as the customer's local exchange carrier.
- (9) A proposed tariff for local exchange and toll services containing the terms and conditions, rates and charges of Lyxom is provided as Exhibit 4.

WHEREFORE, the Applicant asks that the Public Service Commission of the Commonwealth of Kentucky make its order authorizing Lyxom, Inc. to provide facilities-based local exchange and resold toll services in Kentucky.

DATED this _____ day of _____, 2000.

Respectfully Submitted,

By:



Christopher LeSaffie, President & CEO
Lyxom, Inc.
360 Merrimack Street
Building 5, Suite 303
Lawrence, MA 01843
Telephone: (978) 681-1222
Facsimile: (978) 681-5202
Toll Free: (800) 819-9334

BEFORE THE KENTUCKY PUBLIC
SERVICE COMMISSION


In the Matter of the Application of)
Lyxom, Inc.)
for a Certificate to Provide)
Facilities-based Local and Intrastate)
Toll Telecommunications Service)

Case No. _____

AFFIDAVIT

The undersigned attests he has reviewed all the documents filed by Lyxom, Inc. in the above mentioned proceedings; that the same appear to be true and correct; and the same are hereby adopted on behalf of the Company.

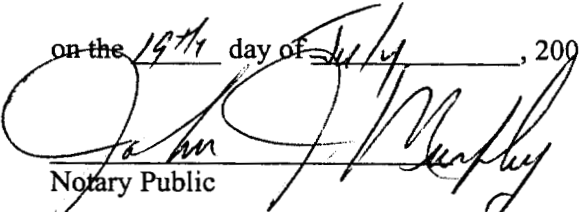
By:



Christopher LeSaffre, President & CEO
Lyxom, Inc.
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Building 5, Suite 303
Lawrence, MA 01843
Telephone: (978) 681-1222
Facsimile: (978) 681-5202
Toll Free: (800) 819-9334

This document was signed in my presence

on the 14th day of July, 2000.



Notary Public

Lyxom, Inc.

EXHIBIT 1

Articles of Incorporation

APPLICATION FOR AUTHORITY
OF

Ag990827000407

Lyxon Inc.

(Pursuant to Section 1304 of the Business Corporation Law)

FIRST: The name of the corporation is: Lyxon Inc.

SECOND: The jurisdiction of incorporation of the corporation is Delaware

The date of incorporation of the corporation is 6-13-99

THIRD: The business which the corporation proposes to do in the State of New York is as follows:

To engage in any act or activity permitted by the laws of Delaware for which corporations may be organized under the Business Corporation Law of the State of New York, provided that the corporation is not to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

FOURTH: The office of the corporation in the State of New York is to be located in the County of New York.

FIFTH: The Secretary of State of the State of New York is designated as the agent of the corporation upon whom process against the corporation may be served. The post office address within the State of New York to which the Secretary of State of the State of New York shall mail a copy of any process against the corporation served upon said Secretary of State is: c/o National Registered Agents, Inc., 440 9th Avenue, 5th Floor, New York, NY 10001.

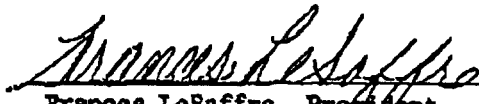
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SIXTH: The registered agent of the corporation is to be the agent of the corporation upon whom or upon which process against the corporation may be served. The name and the address within the State of New York of said registered agent are as follows: National Registered Agents, Inc., 440 9th Avenue, 5th Floor, New York, NY 10001.

SEVENTH: The corporation has not, since its incorporation, engaged in any activity in the State of New York except as set forth in paragraph (b) of Section 1301 of the Business Corporation Law.

IN WITNESS WHEREOF, I have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by me and are true and correct.

Executed on this 23 day of Aug, 1999.



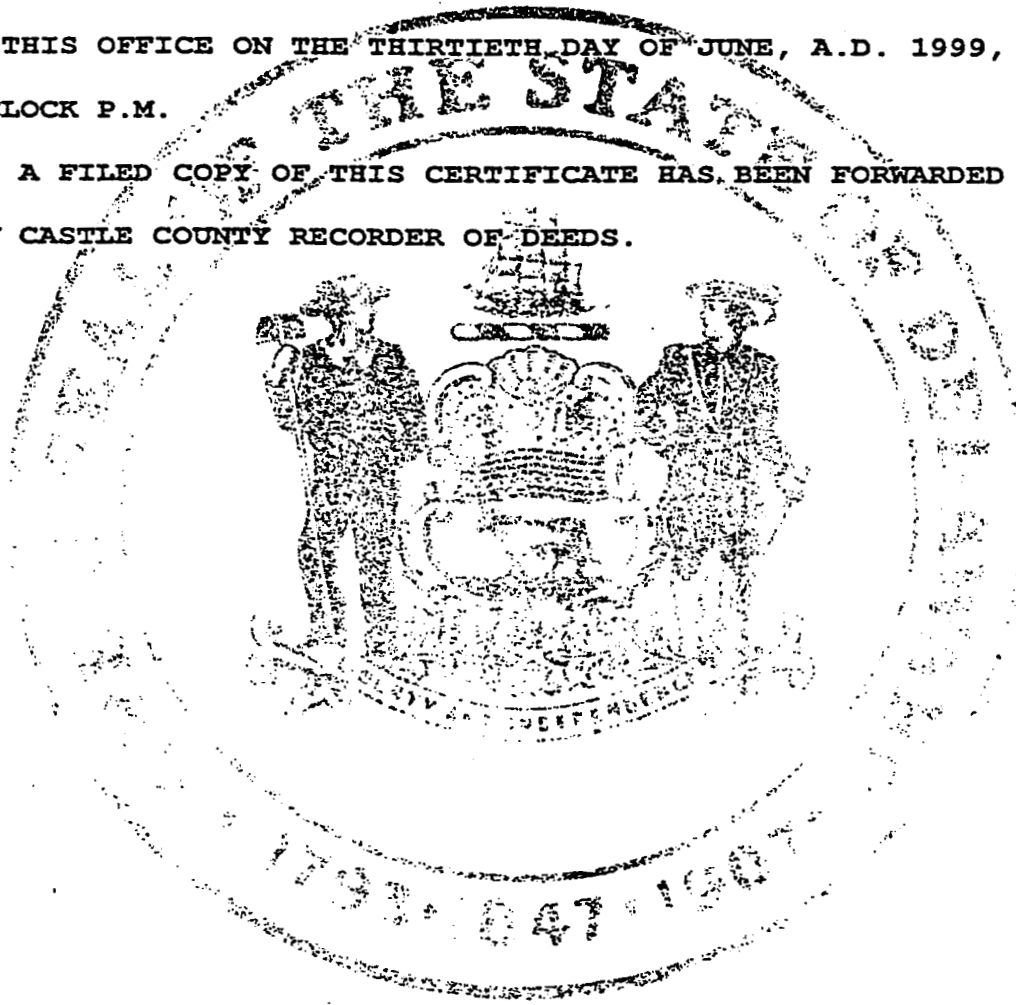
Frances LeSaffre, President ..

2

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 "LYXOM, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JUNE, A.D. 1999, AT 4:30 O'CLOCK P.M.

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



3061814 8100

991269637

Edward J. Freel, Secretary of State

9844893

AUTHENTICATION:

07-02-99

DATE:

CERTIFICATE OF INCORPORATION
OF
LYXOM, INC.

FIRST: The name of the Corporation is Lyxom, Inc.

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

THIRD: The nature of the business and purposes to be conducted or promoted by the Corporation are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware and to have and exercise all of the powers conferred by the laws of the State of Delaware upon corporations incorporated or organized under such Law.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is three thousand (3,000) shares of Common Stock with a par value of one cent (\$.01) per share.

FIFTH: The name and mailing address of the sole incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Jonathan N. Savage	McGovern Noel & Benik One BankBoston Plaza, 18 th Floor Providence, RI 02903

SIXTH: In furtherance and not in limitation of powers conferred by statute, it is further provided:

- (a) Election of directors need not be by written ballot unless so provided in the By-Laws of the Corporation; and
- (b) The Board of Directors is expressly authorized to adopt, amend or repeal the By-Laws of the Corporation.

SEVENTH: The Corporation shall have and may exercise, to the fullest extent permitted by Delaware law, and as provided in the By-Laws as in effect from time to time, the power to indemnify its officers, directors, employees and agents, and persons acting at the request of the Corporation as directors, officers, partners, members, trustees, employees or agents of other entities, whether corporations, partnerships, joint ventures, limited liability companies, trusts or other enterprises, or non-profit entities.

Lyxom, Inc.

EXHIBIT 2

Certificate of Authority

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE

0497471.09



John Y. Brown III
Secretary of State
Received and Filed
07/10/2000 01:04 PM
Fee Receipt \$80.00
Pcraine - P101

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of KRS Chapter 271B, 273 or 274, the undersigned hereby applies for authority to do 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 Lyxom, 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. 06-30-99 is the date of incorporation and the period of duration is perpetual
- 6. The street address of the corporation's principal office is
360 Merrimack Street, Bldg. 5, Suite 303, Lawrence, MA 01843
- 7. The street address of the corporation's registered office in Kentucky is
400 West Market Street, Suite 1800, Louisville, KY 40202
and the name of the registered agent at that office is
National Registered Agents, Inc.
- 8. The names and usual business addresses of the corporation's current officers and directors are as follows:
 - President See attached addendum
 - Vice President _____
 - Secretary _____
 - Treasurer _____
 - Directors _____

(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)

Christopher LaSaffre
Signature
Christopher LaSaffre President
Type or Print Name & Title
Date: July 5th 2000

National Registered Agents, Inc. consent to serve as the registered agent on behalf of the corporation.
Type or print name of registered agent

Sue Brodtmann
Signature of Registered Agent
Sue Brodtmann, Asst. Secretary
Type or Print Name & Title

Lyxom, Inc.

EXHIBIT 3

Notarized Statement of Kentucky Operations

BEFORE THE KENTUCKY PUBLIC
SERVICE COMMISSION

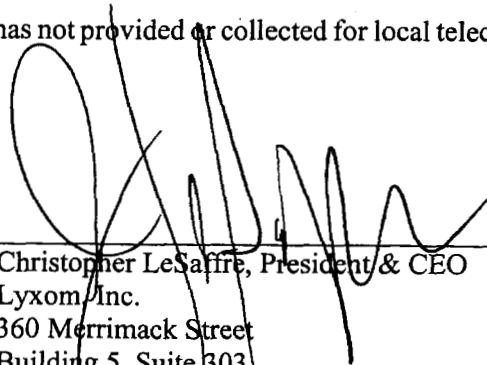
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Toll Telecommunications Service)

Case No. _____

AFFIDAVIT

The undersigned attests that Lyxom, Inc. has not provided or collected for local telecommunications services in the state of Kentucky.

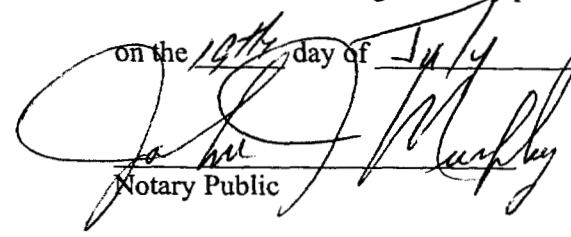
By:



Christopher LeSaffre, President & CEO
Lyxom, Inc.
360 Merrimack Street
Building 5, Suite 303
Lawrence, MA 01843
Telephone: (978) 681-1222
Facsimile: (978) 681-5202
Toll Free: (800) 819-9334

This document was signed in my presence

on the 19th day of July, 2000.



Notary Public

Lyxom, Inc.

EXHIBIT 4

Proposed Competitive Local Exchange Tariff