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PUBLIC SERVICE
COMMISSION

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August 12, 2000

VIA OVERNIGHT DELIVERY

Mr. Martin Huelsmann
Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, Kentucky 40602-0615
(502) 564-3940

05052100 - 0505
22205210 - 0510
9500

Re: Telera Communications, Inc.

Dear Mr. Huelsmann:

Enclosed please find for filing one original and eleven (11) copies of Telera Communications, Inc.'s Filing Requirements to Operate as a Reseller and Facilities-based Provider of Interexchange and Local Exchange Telecommunications Services within the Commonwealth of Kentucky.

- (1) Telera Communications, Inc., respectfully requests approval from the Kentucky Public Service Commission in accordance with 807 KAR 5:001, Section 8, KRS 278.030(2), KRS 278.160, and KRS 278.512, for authority to operate as a reseller and facilities-based provider of interexchange and local exchange telecommunications services. The name and address of the company are as follows: Telera Communications, Inc., 910 East Hamilton Ave., Suite 200, Campbell, California 95008.
- (2) The name, address, telephone number and fax number of the responsible contact for complaints and regulatory issues is Scott Temple, Senior Technical Staff, Telera Communications, Inc., 910 East Hamilton Ave., Suite 200, Campbell, California 95008, (408) 626-6852 (Phone), (408) 737-3658 (Fax).
- (3) Copies of Telera Communications, Inc.'s Certificate of Incorporation and certificate of authority from the Secretary of State are attached hereto as Exhibit A.

Mr. Martin Huelsmann
Executive Director
Kentucky Public Service Commission
August 12, 2000
Page 2

- (4) The names and qualifications of operating personnel and any other evidence to show Applicant has financial, technical, and managerial abilities to provide adequate, reasonable, and efficient service: Attached hereto as Exhibit B are biographies for key management personnel of Telera Communications, Inc., that demonstrate the technical and managerial abilities to provide adequate, reasonable, and efficient service.
- (5) Attached hereto as Exhibit C is a Proposed interexchange Tariff for Telera Communications, Inc. A local exchange tariff will be filed upon completion of interconnection negotiations and prior to commencing in accordance with Commission rules.
- (6) Interconnection / Resale Agreement. Telera Communications, Inc. has not yet entered into Interconnection and/or Resale Agreements with the incumbent local exchange carriers in Kentucky.
- (7) A notarized statement by Scott Temple, Senior Technical Staff for Telera Communications, Inc., regarding intrastate service is attached hereto as Exhibit D.
- (8) Telera Communications, Inc., intends to provide interexchange and local exchange telecommunications services to business and residential customers.
- (9) Telera Communications, Inc. will provide telecommunications services utilizing unbundled network elements purchased from the incumbent local exchange carriers and its own facilities. Telera Communications, Inc. will also provide interexchange and local exchange telecommunications services on a resale basis.
- (10) Telera Communications, Inc., will comply with the monitoring requirements of the Kentucky Administrative Code 355.

Mr. Don Mills
Executive Director
Kentucky Public Service Commission
August 12, 2000
Page 3

- (11) Telera Communications, Inc. does not seek to provide operator assisted services to traffic aggregators as defined in Adm. Case No. 330

I have also enclosed an extra copy of this letter to be date-stamped and returned to me in the enclosed preaddressed, postage-prepaid envelope.

If you have any questions or if I may provide you with additional information, please do not hesitate to contact me. Thank you.

Respectfully submitted,



Lance J.M. Steinhart
Attorney for Telera Communications, Inc.

Enclosures

cc: Scott Temple

EXHIBIT A

Copy of the Certificate of Incorporation and Certificate of Authority from Kentucky Secretary of State
for Telera Communications, Inc.

State of Delaware
Office of the Secretary of State

PAGE 1

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 "TELERA COMMUNICATIONS, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF JUNE, A.D. 2000, AT 9 O'CLOCK A.M.



3238644 8100

001359655

A handwritten signature in black ink, appearing to read "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0563191

DATE: 07-17-00

CERTIFICATE OF INCORPORATION
OF
TELERA COMMUNICATIONS, INC.

ARTICLE I

The name of the corporation is Telera Communications, Inc. (the "Corporation").

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is 1013 Centre Road, City of Wilmington, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

ARTICLE III

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

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares of capital stock all of which shall be designated "Common Stock" and have a par value of \$.001 per share.

ARTICLE V

The Board of Directors of the Corporation is expressly authorized to make, alter or repeal Bylaws of the Corporation.

ARTICLE VI

Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

ARTICLE VII

(A) To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or as may hereafter be amended, 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.

(B) The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil,

administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

(C) Neither any amendment nor repeal of this Article VII, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article VII, shall eliminate or reduce the effect of this Article VII in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE VIII

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

Prem Uppaluru
910 East Hamilton, Suite 200
Campbell, CA 95008

Executed this 31 day of May, 2000.

Prem Uppaluri
Prem Uppaluri, Incorporator

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE

0498127.09



John Y. Brown III
Secretary of State
Received and Filed
07/21/2000 10:16 AM
Fee Receipt: \$90.00

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 Telera Communications, 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. 6/2/00 is the date of incorporation and the period of duration is Perpetual

6. The street address of the corporation's principal office is 910 East Hamilton Ave., Ste 200, Campbell, CA 95008

7. The street address of the corporation's registered office in Kentucky is 828 Lane Allen Road, Ste. F4, Lexington, KY 40504

and the name of the registered agent at that office is TCS Corporate Services, Inc.

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

Robert J Stewart
Signature
Robert Stewart President

Type of Print Name & Title

Date: 07/01/00 19__

I, TCS Corporate Services, Inc. consent to serve as the registered agent on behalf of the corporation.
Type of print name of registered agent

Lance J. M. Stewart
Signature of Registered Agent
Lance J. M. Stewart President

Type of Print Name & Title

**LIST OF OFFICERS & DIRECTORS OF
TELERA COMMUNICATIONS, INC.**

Officers

**Prem Uppaluru
Robert Stewart
Lee Bauman**

**Chief Executive Officer
President
Secretary, Chief Financial Officer and Vice
President of Operations**

Directors

**Prem Uppaluru
Mukesh Sundaram
Lee Bauman
Rahoul Seth
Robert Stewart**

**All the above referenced Officers & Directors can be reached at:
910 East Hamilton Avenue; Suite 200; Campbell, CA 95008-0625**

EXHIBIT B

Biographies for Key Management Personnel of Telera Communications, Inc.

Officer Team

Prem Uppaluru CEO

Mr. Uppaluru is leading Telera's mission to become the foremost Business Communications Applications Service Provider (ASP), designed for the convergence of the Internet and telecommunications. A seasoned executive with a proven track record, Prem has 20 years experience in telecommunications, network management, multimedia and telephony.

Prior to co-founding Telera, Mr. Uppaluru co-founded VOIS Corporation where he served as CEO. Before launching into his entrepreneurial efforts, Prem held vice president and general manager positions at Novell. He also was the vice president of engineering at Fluent and Samsung Software America. Mr. Uppaluru's career also includes positions with Bell Labs and Bellcore. Mr. Uppaluru holds a Ph.D. in electrical engineering and computer science from the University of Texas.

Robert Stewart President

Mr. Stewart has over 20 years of regulatory and network services experience. Most recently, he held various management positions at Pacific Bell where he led successful product development efforts in video, data and voice communications. Mr. Stewart was responsible for introducing Pacific Bell's first commercial launch of CTI, Network ACD, and call center Internet integration services.

While at Pacific Bell, Mr. Stewart successfully introduced new digital video transport technologies to the broadcast, studio and post-production industries, which helped change the way television is broadcasted and movies are made. Among awards, Mr. Stewart received written commendation from the film industry for technical contributions in the making of Jurassic Park.

Mr. Stewart has a BS in economics and a BA in political science from Pacific Lutheran University and an MBA from Pepperdine University.

Lee Bauman
Secretary, Chief Financial Officer and Vice President of Operations

For over twenty years, Mr. Bauman has held senior management positions in both design and implementation of telecommunications systems as well as sales and marketing at such well-known companies as Bell Labs, Northern Telecom, Pacific Telesis and Pacific Bell.

Mr. Bauman built a global telecommunications consulting practice for PHB-Hagler Bailly in his role as Senior Vice President, Global Telecommunications Sector. As Vice President of Local Competition for Pacific Bell, Mr. Bauman spearheaded Pacific Bell's competitive local exchange strategy and business unit to provide local service outside of Pacific Bell's franchised territories. Earlier, he led the effort to reduce network implementation costs while increasing network enhancements as Vice President of Network Technology and Engineering. Previously, Mr. Bauman was Senior Vice President and, subsequently, President of PacTel Meridian Systems at Pacific Telesis when they acquired the business systems group of Northern Telecom. Mr. Bauman was Vice President of the Western Region at Northern Telecom, directing sales and service of communications systems.

Mr. Bauman holds a Bachelor of Science degree in Mechanical Engineering from the University of Cincinnati, a Master of Science degree in Mechanical Engineering from Rutgers University, a Master of Science degree in Electrical Engineering and Computer Science from the University of Colorado and a Masters in Business from Stanford University.

Mukesh Sundaram
Vice President of Engineering, and Cofounder

Sundaram is the guiding technical hand in development of the Company's patented Intelligent Communications Network architecture. Sundaram has 20 years of engineering management and R&D experience in networking, network management and telephony. Most recently, he served as vice president of engineering at VOIS Corporation and director of engineering at Novell, where he spearheaded the ManageWise product line.

Sundaram's career also includes engineering management positions at Excelan, Ungermann-Bass and COMSAT. He received a Master of Science degree (MS) in

Computer Science from the University of Tennessee, with additional postgraduate work at the University of Illinois.

Rahoul Seth
Board of Directors

Mr. Seth brings over 25 years of operating and financial experience to Telera. As a CFO, he has helped guide a number of companies from their early stages to become successful businesses with substantial revenues. Most recently Mr. Seth helped start Charitableway.com, a web based provider of technology and services to the philanthropy industry. Prior to that he was EVP & CFO of Sentient Networks Inc., a manufacturer of carrier class voice and data access switches that was acquired by Cisco in 1999.

Previously Mr. Seth was CFO at FAST Multimedia Inc and at ABEKAS Video Systems, Inc. He has also held senior financial and international business development positions at Corning Inc. and Raychem.

Mr. Seth holds an MBA from Harvard University and a B.A. in Economics from Delhi University (India). He is also a Chartered Accountant (England).

Management Team

Robert Stewart
President

Mr. Stewart has over 20 years of regulatory and network services experience. Most recently, he held various management positions at Pacific Bell where he led successful product development efforts in video, data and voice communications. Mr. Stewart was responsible for introducing Pacific Bell's first commercial launch of CTI, Network ACD, and call center Internet integration services.

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Mr. Stewart has a BS in economics and a BA in political science from Pacific Lutheran University and an MBA from Pepperdine University.

Scott Temple

Senior Systems Manager

Mr. Temple has over 20 years of telecommunications experience. Most recently, he held various management and technical positions at SBC, Inc. His job functions included operations support systems, computer operations, billing applications development, DBMS development for customer support software, application design, Network Management System development for SNET, and technology planning for broadband products such as ATM and Frame Relay. Mr. Temple also had a research internship at Bellcore/Telcordia.

EXHIBIT C

Proposed Tariffs for Telera Communications, Inc.

EXHIBIT D

A notarized statement by Scott Temple, Senior Technical Staff for Telera Communications, Inc.,
regarding intrastate service.