

05051910
0505

JACKSON & KELLY PLLC

ATTORNEYS AT LAW

175 EAST MAIN STREET

P. O. BOX 2150

LEXINGTON, KENTUCKY 40505-2150 40588-9945

TELEPHONE 606-255-9500 TELECOPIER 606-281-6478

<http://www.jacksonkelly.com>

412 MARKET STREET
PARKERSBURG, WEST VIRGINIA 26101
TELEPHONE 304-424-3490

1144 MARKET STREET
WHEELING, WEST VIRGINIA 26003
TELEPHONE 304-233-4000

1660 LINCOLN STREET
DENVER, COLORADO 80264
TELEPHONE 303-390-0003

2401 PENNSYLVANIA AVENUE N.W.
WASHINGTON, D.C. 20037
TELEPHONE 202-973-0200

MEMBER OF LEX MUNDI
THE WORLD'S LEADING ASSOCIATION
OF INDEPENDENT LAW FIRMS

1600 LAIDLAY TOWER
CHARLESTON, WEST VIRGINIA 25301
TELEPHONE 304-340-1000

300 FOXCROFT AVENUE
MARTINSBURG, WEST VIRGINIA 25402
TELEPHONE 304-263-8800

256 RUSSELL AVENUE
NEW MARTINSVILLE, WEST VIRGINIA 26155
TELEPHONE 304-455-1751

6000 HAMPTON CENTER
MORGANTOWN, WEST VIRGINIA 26505
TELEPHONE 304-599-3000

1000 TECHNOLOGY DRIVE
FAIRMONT, WEST VIRGINIA 26554
TELEPHONE 304-368-2000

June 29, 2000

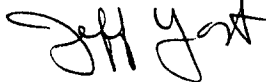
Honorable Martin J. Huelsmann
Executive Director
Kentucky Public Service Commission
211 Sower Blvd.
Frankfort, KY 40602-0615

Re: Bell Atlantic Network Data, Inc.

Dear Mr. Huelsmann:

On behalf of Bell Atlantic Network Data, Inc., we are filing the original and ten copies of its Notice to Provide Service in Kentucky. If you have any questions or need any more information, please let us know.

Sincerely yours,



Jeffrey J. Yost

JJY:bsh
Enclosures
c: Bell Atlantic Network Data, Inc.

9797301309130

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

NOTICE OF BELL ATLANTIC NETWORK DATA INC.
TO PROVIDE SERVICE IN KENTUCKY

Bell Atlantic Network Data Inc., a Delaware corporation, hereby notifies the Public Service Commission of Kentucky of its intent to both resell and provide facilities-based telecommunications services throughout the Commonwealth of Kentucky.

1. The name and address of the company are:

Bell Atlantic Network Data Inc.
1095 Avenue of the Americas, 41st Floor
New York, NY 10036

2. The company's articles of incorporation are attached as Exhibit A.

3. The company's certificate of authorization to transact business in Kentucky is attached as Exhibit B.

4. The name, street address, telephone number and fax number of the responsible contact person for customer complaints and regulatory issues are:

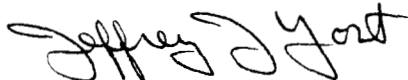
Thomas A. Kiernan
1095 Avenue of the Americas, Room 3403
New York, NY 10036
Telephone: (212) 278-8416
Fax: (212) 395-7512

5. The company has not provided or collected for intra-state service in Kentucky prior to filing of this Notice of Intent as shown by the affidavit attached as Exhibit C.

6. The company does not seek to provide operator assisted services to traffic aggregators.

7. Illustrative tariffs for Asynchronous Transfer Mode (ATM) and Frame Relay Services of the company are attached as Exhibit D.

Respectfully submitted,



Jeffrey J. Yost
Jackson & Kelly PLLC
175 East Main Street, Suite 500
P.O. Box 2150
Lexington, KY 40588-9945
Counsel for Applicant

Exhibit A

Articles of Incorporation

State of Delaware
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 "BELL ATLANTIC NETWORK DATA, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF FEBRUARY, A.D. 1998, AT 2:30 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2856835 8100

981051932

AUTHENTICATION:

8912415

DATE:

02-10-98

CERTIFICATE OF INCORPORATION
OF
BELL ATLANTIC NETWORK DATA, INC.

1. The name of the corporation is Bell Atlantic Network Data, Inc.
2. The address of its registered office in the State of Delaware is 1209 Orange Street in the city of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
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.
4. The total number of shares of all classes of stock which the corporation shall have authority to issue is one share of Common Stock without par value.
5. The name and mailing address of the incorporator are as follows:

J. Daniel Mason
1717 Arch Street, 32nd Floor - South
Philadelphia, PA 19103
6. The business and affairs of the corporation shall be managed under the direction of the Board of Directors.
7. The Board of Directors is expressly authorized from time to time to make, alter or repeal the by-laws of the corporation.

8. Election of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

9. To the fullest extent that the General Corporation Law of the State of Delaware, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, no director of this Corporation shall be liable to this Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of this Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

10. 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 pursuant to the General Corporation Law of the State of Delaware, does make this certificate, hereby declaring and certifying that this is his act and deed and the facts herein stated are true, and accordingly has caused to be set hereunto his hand, this 9th day of February, 1998.

J. Daniel Mason
J. Daniel Mason

Exhibit B

Certificate of Authorization

JURIN T. BROWN III
SECRETARY OF STATE



0491843 00

John T. Brown III
Secretary of State

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
Bell Atlantic Network Data, Inc.

3. The name of the corporation to be used in Kentucky is
Bell Atlantic Network Data, Inc.

4. Delaware is the state or country under whose law the corporation is incorporated
(If true name is unavailable for use)

5. February 9, 1998 is the date of incorporation and the period of duration is Perpetual

6. The street address of the corporation's principal office is
1095 Avenue of the Americas, New York, New York 10036

7. The street address of the corporation's registered office in Kentucky is
c/o C T Corporation System, Kentucky Home Life Building, Louisville, Kentucky 40202
and the name of the registered agent at that office is
C T Corporation System

8. The names and usual business addresses of the corporation's current officers and directors are as follows:
President See attached list of
Vice President _____
Secretary _____
Treasurer _____
Directors Amy B. McIntosh 1095 Avenue of the Americas, 41st Fl., New York NY 10036

(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: N/A
(Delayed effective date and/or time)

[Signature]
Signature
Amy B. McIntosh, President
Type or Print Name & Title
Date: 3-16, 19 00

C T CORPORATION SYSTEM consent to serve as the registered agent on behalf of the corporation
Type or print name of registered agent

[Signature]
Signature of Registered Agent
MARY ALICE ROGERS
Assistant Vice President

SSC-101 (7/88)

(KY019 - 7/15/98)

(See attached sheet for instructions)

MAR 21 2000 19:00

Appendix to Kentucky
Application for Certificate of Authority

Officers of
Bell Atlantic Network Data, Inc.

1. Amy B. McIntosh, President
1095 Avenue of the Americas, 41st Fl.
New York, New York 10036
2. John S. Cullina, Secretary
1320 North Court House Rd., 5th Fl.
Arlington, Virginia 22201
3. Paul N. Kelly, Assistant Treasurer
1717 Arch Street, 15th Floor
Philadelphia, Pennsylvania 19103
4. Diane K. Ferber, Vice Pres., Chief Financial Officer and Treasurer
1717 Arch Street
Philadelphia, Pennsylvania 19103

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BELL ATLANTIC NETWORK DATA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF MARCH, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

2856835 8300

001134179

AUTHENTICATION: 0320099

DATE: 03-16-00

GOLD SEAL APPEARS ONLY ON ORIGINAL

Exhibit C

Affidavit

AFFIDAVIT

STATE OF PENNSYLVANIA
COUNTY OF PHILADELPHIA

Diane K. Ferber, being first duly sworn, deposes and says that:

1. She is the Vice President – Finance and Chief Financial Officer of Bell Atlantic Network Data Inc., a Delaware corporation.
2. Bell Atlantic Network Data Inc. has not provided or collected for intra-state service in Kentucky prior to the filing of its notice of intent to provide telecommunications services in Kentucky.

DK Ferber

The foregoing Affidavit was subscribed, sworn to and acknowledged before me on this 15th day of June, 2000, by Diane K. Ferber.

My commission expires May 13, 2002

Kathleen M. McLeod
Notary Public

9797\301\308002

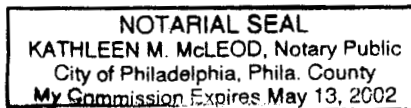


Exhibit D

Illustrative Tariffs



Connie Nicholas
Assistant Vice President
Wholesale Markets-Interconnection

GTE Network
Services

HQE03B28
600 Hidden Ridge
P.O. Box 152092
Irving, TX 75038
972/718-4586
FAX 972/719-1523

March 15, 2000

Amy B. McIntosh
President
Bell Atlantic Network Data, Inc.
1095 Avenue of the Americas, Rm 4131, 41st Floor
New York, New York 10036

05051910
0505
PENDING

Dear Ms. McIntosh:

GTE has received your letter stating that, under Section 252(i) of the Telecommunications Act of 1996 (the "Act"), Bell Atlantic Network Data, Inc. wishes to adopt the terms of the Interconnection Agreement between @link Networks, Inc. f/k/a Dakota Services Limited and GTE that was approved by the Commission as an effective agreement in the State of Kentucky in Docket No. 98-547 (the "Terms"). I understand you have a copy of the Terms. Please note the following with respect to your adoption of the Terms.

1. By your countersignature on this letter, you hereby represent and commit to the following three points:
 - (A) Bell Atlantic Network Data, Inc. adopts the Terms of the @link Networks, Inc. f/k/a Dakota Services Limited agreement for interconnection with GTE and in applying the Terms, agrees that Bell Atlantic Network Data, Inc. shall be substituted in place of @link Networks, Inc. f/k/a Dakota Services Limited in the Terms wherever appropriate.
 - (B) Bell Atlantic Network Data, Inc. requests that notice to Bell Atlantic Network Data, Inc. as may be required under the Terms shall be provided as follows:

To : Bell Atlantic Network Services, Inc.
Attention: Mr. John S. Cullina, Esq.
1320 North Court House Road, 8th Floor
Arlington, VA 22201
Telephone number: (703) 974-2928
FAX number: (703) 974-0691