

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

3000 K STREET, NW, SUITE 300
WASHINGTON, DC 20007-5116
TELEPHONE (202) 424-7500
FACSIMILE (202) 424-7645

NEW YORK OFFICE
405 LEXINGTON AVENUE
NEW YORK, NY 10174

September 1, 2000

VIA OVERNIGHT DELIVERY

Helen C. Helton
Executive Director
Public Service Commission of Kentucky
730 Schenkel Lane
Frankfort, Kentucky 40602

RECEIVED

SEP 05 2000

PUBLIC SERVICE
COMMISSION

**Re: Broadband Digital Technologies, Inc. Notification of Intent
to Provide Resold and Facilities-Based Local
Exchange Services in the Commonwealth of Kentucky**

Pending

*0505 2200
0505*

Dear Ms. Helton:

On behalf of Broadband Digital Technologies, Inc. ("BDTI" or the "Company"), enclosed for filing are an original and four (4) copies of this letter of intent, as well as BDTI's proposed tariff. In accordance with the Commission's Orders in Administrative Case No. 359 (dated June 12, 1996), Administrative Case No. 355 (dated September 26, 1996) and Administrative Case No. 370 (dated January 8, 1998), BDTI submits the following information:

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

Richard Shields
Vice President
Broadband Digital Technologies, Inc.
4675 MacArthur Court, Suite 1400
Newport Beach, California 92660
Telephone: (949) 724-4833
Facsimile: (949) 724-4839

2. BDTI is a corporation organized under the laws of the State of Delaware. BDTI will market its services in Kentucky under the name Broadband Digital Technologies, Inc. Copies of BDTI's Certificate of Incorporation and 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 persons for regulatory issues are as follows:

Andrea Sloan Pink
Vice President and General Counsel
Winfire, Inc.
4675 MacArthur Court, Suite 1400
Newport Beach, California 92660
Telephone: (949) 724-4833
Facsimile: (949) 724-4839

BDTI's toll free customer service number is: (877) 993-7333

4. BDTI has not provided nor collected for telecommunications service in Kentucky prior to filing this notice of intent. Please see notarized statement attached hereto at Exhibit B.
5. BDTI does not seek to provide operator assisted services to traffic aggregators as defined in Administrative Case No. 330.
6. BDTI will deploy xDSL technology to provide high-speed, high quality data connections. BDTI proposes to provide service over its own facilities, through the use of unbundled network elements purchased from other certificated carriers and through the resale of others' services. BDTI plans to install an Asynchronous Transfer Mode ("ATM") switched network to carry its data traffic. BDTI will establish a Hub in each metropolitan area in which it provides service. The Hub will be connected to BDTI's collocated facilities in the incumbent LEC's central offices via DS3 or OC3 interconnects, forming a star configuration.

BDTI intends to target its marketing efforts to residential and business customers with a need for affordable, high bandwidth, high performance, high speed Internet and Intranet data connections.

Although BDTI will offer only data services at the outset, it requests general authority to provide facilities-based and resold local exchange telecommunications services so that it will not have to amend its authority in the event it decides to offer voice services in the future.

7. A copy of BDTI's proposed tariff is attached hereto as Exhibit C. The tariff is to become effective 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.

Helen C. Helton
August __, 2000
Page 3

8. BDTI will comply with applicable Commission statutes and regulations unless specific exemptions are granted pursuant to KRS 278.512.

Please date-stamp the enclosed extra copy of this filing and return it to the undersigned in the attached self-addressed, stamped envelope. Should you have any questions, please do not hesitate to contact the undersigned.

Respectfully submitted,



Harry N. Malone
SWIDLER BERLIN SHEREFF FRIEDMAN, LLP
3000 K St., NW, Suite 300
Washington, DC 20007-5116
Telephone: (202) 424-7705
Facsimile: (202) 424-7645

Counsel for Broadband Digital Technologies, Inc.

Enclosures

cc: Andrea Sloan Pink, BDTI
Barbara J. Cowell, BDTI
Benjamin L. Arizmendi

EXHIBITS

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

0491886.09



John Y. Brown III
Secretary of State

APPLICATION FOR CERTIFICATE OF AUTHORITY

Received and Filed
05/04/2000 11:14 AM

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).

Fee Receipt: \$90.00

Pcraine - P101

2. The name of the corporation is
Broadband Digital Technologies, Inc.

3. The name of the corporation to be used in Kentucky is
Broadband Digital Technologies, Inc.

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

5. January 14, 2000 is the date of incorporation and the period of duration is Perpetual

6. The street address of the corporation's principal office is
4675 MacArthur Court, Suite 1400, Newport Beach, California 92660

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:
See attached list
President _____
Vice President _____
Secretary _____
Treasurer _____
Directors See attached list

(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
Richard Shields, Vice President
Type or Print Name & Title
Date: April 25, 2000

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

SSC-101 (7/98)

[Signature]
SPECIAL ASSISTANT SECRETARY
Type or Print Name & Title

BROADBAND DIGITAL TECHNOLOGIES, INC.

List of Officers & Directors

Directors:

Eric Kolstad
Chad Steelberg
Ryan Steelberg

Officers:

Chad Steelberg	Chairman of the Board and Chief Executive Officer
Ryan Steelberg	President
Richard Shields	Vice President, Chief Financial Officer and Secretary

Address for all officers and directors:

c/o Broadband Digital Technologies, Inc.
4675 MacArthur Court, Suite 1400
Newport Beach, CA 92660

Exhibit B

Notarized Statement

NOTARIZED STATEMENT

STATE OF CALIFORNIA :
: ss
COUNTY OF ORANGE :

I, Richard Shields, being duly sworn, do hereby depose and state that

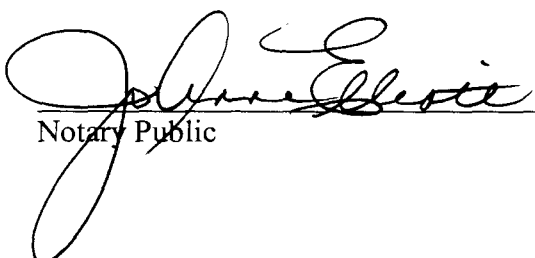
1. I am Vice President of Broadband Digital Technologies, Inc. ("BDTI") and am authorized to make this statement on BDTI's behalf.
2. BDTI has not provided nor collected for intrastate service in Kentucky prior to filing this application.

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



Richard Shields
Vice President
Broadband Digital Technologies, Inc.

Subscribed and sworn to (or affirmed) before me this 28th day of August, 2000.



Notary Public

My Commission Expires:

7-10-04

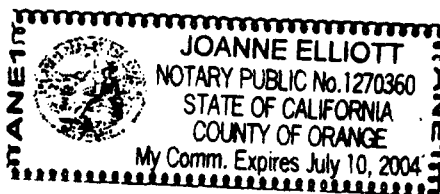


Exhibit C

Proposed Tariff