

S T O L L | K E E N O N | & | P A R K | L L P

2650 AEGON CENTER | 400 WEST MARKET STREET | LOUISVILLE, KENTUCKY 40202-3377
(502) 568-9100 PHONE | (502) 568-5700 FAX | WWW.SKP.COM

DOUGLAS F. BRENT
502-568-5734
brent@skp.com

October 13, 2005

Elizabeth O'Donnell
Executive Director
Kentucky Public Service Commission
P.O. Box 615
Frankfort, Kentucky 40602-0615

05173000
0510

**Re: TELECONNECT LONG DISTANCE SERVICES AND SYSTEMS CO.
NOTICE OF INTENT TO PROVIDE INTEREXCHANGE SERVICE IN
KENTUCKY**

Dear Ms. O'Donnell:

We are counsel to MCI, Inc. and its subsidiary Teleconnect Long Distance Services and Systems Co. ("Teleconnect"). Teleconnect, which operates under the Telecom*USA brand, is currently authorized to provide resold interexchange service in 37 states. Teleconnect provides presubscribed ("1+") services and services on a transaction basis using dial around numbers such as 1010321 and 1010220. Customers using these transactional services do not have to be presubscribed to Teleconnect to take advantage of these offerings. The purpose of this letter is to file notice of Teleconnect's intent to provide service in Kentucky and an initial tariff, as required by the Commission's June 21, 1996 Order in Administrative Case 359. The information required by that order is as follows:

(1) Name and Address of the Utility.

Teleconnect Long Distance Services and Systems Co.
22001 Loudoun County Parkway
Ashburn, Virginia 20147

For regulatory reporting contacts, please see (3) below.

(2) Articles of Incorporation.

Teleconnect is an Iowa corporation authorized to do business in Kentucky. Articles of Incorporation are attached as Exhibit 1.

(3) Contact for Customer Complaints and Regulatory Issues.

Leigh Ann Cox, Manager
MCI, Inc.
500 Clinton Center Drive
Building 3, 3rd Floor
Clinton, MS 39056
Phone: (601) 460-8968
Fax: (601) 460-8971
Email: leigh.ann.cox@mci.com

In addition, for the purpose of annual regulatory assessments, and any other regulatory reporting requirements for Teleconnect, the contact is:

Melissa A. Burris, Staff Specialist
MCI, Inc.
6 Concourse Parkway
Suite 3200
Atlanta, GA 30328

(4) Statement Regarding Intrastate Services and "0+" Service to Traffic Aggregators.

Attached as Exhibit 2 is the affidavit of Joseph P. Dunbar. In addition, Teleconnect currently has no intention to provide inmate services in Kentucky.

Teleconnect's original tariff is included as Exhibit 3. As prescribed by the Commission's April 28, 2005 Order in Case No. 2002-00276, this tariff is to be effective on fifteen days notice. Accordingly, the effective date is October 28, 2005.

Elizabeth O'Donnell

October 13, 2005

Page 3

If there are questions concerning this notice, please call me. Otherwise, please acknowledge this registration by assigning a utility number to Teleconnect and providing that number for our records. Finally, please date-stamp the extra copy of this letter and return it in the enclosed, self-addressed stamped envelope.

Sincerely yours,

A handwritten signature in black ink, appearing to read 'DFB', with a long horizontal stroke extending to the right.

Douglas F. Brent
Counsel for Teleconnect Long Distance Services
and Systems Co.

cc: Leigh Ann Cox, MCI, Inc.
Donna McNulty, MCI, Inc.
Marsha Ward, MCI, Inc.
David I. Adelman
Mr. William Feldman

Enc.

112059
Linn

STATE OF IOWA
DEPARTMENT OF REVENUE

**RESTATED ARTICLES OF INCORPORATION
OF
TELECONNECT LONG DISTANCE SERVICES & SYSTEMS COMPANY
TO THE SECRETARY OF STATE
OF THE STATE OF IOWA**

Pursuant to the provisions of Iowa Code §498A.61 (1987), the undersigned corporation adopts the following Restated Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of the corporation is Teleconnect Long Distance Services & Systems Company.

**ARTICLE II
CORPORATE POWERS**

The corporation shall have unlimited power to engage in and to do any lawful act concerning any and all lawful business for which corporations may be organized under Chapter 498A of the Iowa Code.

**ARTICLE III
AUTHORIZED SHARES**

The aggregate number of shares which the corporation shall have authority to issue is one hundred thousand shares of no par value each.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The address of the registered office of the corporation is 500 Second Avenue, S.E., Cedar Rapids, Iowa, 52401 and the name of its registered agent at such address is Casey D. Mahon.

**ARTICLE V
DIRECTOR OR OFFICER INTEREST**

In the absence of fraud, no contract or transaction between this corporation and any other association or corporation shall be affected by the fact

that any director or officer of this corporation is interested in or is a director of or officer of such other association or corporation. Any director or officer of this corporation individually may be a party to or may be interested in any such contract or transaction or in any way connected with any such person, firm, association or corporation. Each person who may become a director or officer of this corporation is relieved of all liability which may otherwise exist by reason of contracting with the corporation for the benefit of such person or any other person, firm, association or corporation in which such person may in any way be interested.

ARTICLE VI STOCK TRANSFER RESTRICTION

No stockholder of this corporation shall sell any shares of stock held by him in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer at any time within thirty (30) days from and after the date on which the offer is made to the stockholder and shall exercise the option to purchase by notifying the stockholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the stockholder in writing within the thirty (30) day period and the shares may then be sold by the stockholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

ARTICLE VII DIRECTORS' LIABILITY

No director of this corporation shall be personally liable for monetary damages for breach of fiduciary duty as a director, except that a director may be held personally liable for such director's breaches of his or her duty of loyalty to the corporation or its stockholder for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, for a transaction from which the director derives an improper personal benefit, or under Iowa Code §496.44 (1987) as amended.

ARTICLE VIII CORPORATE SEAL AND EXECUTION OF WRITTEN INSTRUMENTS

The corporation shall have no corporate seal. All instruments executed by the corporation, including those which affect an interest in real estate, may be executed by the President or Vice President. Notwithstanding any of the foregoing provisions, any written instrument may be executed by any officer or

officers, agent or agents, or other person or persons specifically designated by resolution of the Board of Directors of the corporation.

ARTICLE IX
ADOPTION

These Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation as previously adopted and hereby amended, have been duly adopted as required by law, and supersede the original Articles of Incorporation and all amendments.

TELECONNECT LONG DISTANCE
SERVICES & SYSTEMS COMPANY

By: [Signature]
CLARK E. McLEOD, President

By: [Signature]
CABEY D. MAHON, Secretary

STATE OF IOWA, COUNTY OF LINN, ss.

The undersigned, being first duly sworn on oath, deposes and states that I am the President of Teleconnect Long Distance Services & Systems Company, and that I executed the foregoing Restated Articles of Incorporation as the voluntary act and deed of the corporation and that the statements contained in the Restated Articles are true.

[Signature]
CLARK E. McLEOD

Subscribed and sworn to before me this 31 day of March, 1988.

[Signature]
Notary Public in and for the State of Iowa

STATE OF IOWA, COUNTY OF LINN, ss.

The undersigned, being first duly sworn on oath, deposes and states that I am the Secretary of Teleconnect Long Distance Services & Systems Company, and that I executed the foregoing Restated Articles of Incorporation as the voluntary act and deed of the corporation and that the statements contained in the Restated Articles are true.

[Signature]
CABEY D. MAHON

Subscribed and sworn to before me this 31 day of March, 1988.

[Signature]
Notary Public in and for the State of Iowa



OFFICE OF THE SECRETARY OF STATE
DES MOINES, IOWA

This instrument recorded in Book _____ Page April 20, 1988

Expire Perp. Cert No. 0000421 Record No. _____

Filed by Shuttleworth & Ingemann, P.C. Attorney at Law

Filed 5:00 PM Recording Fee _____

Notary Public, Secretary of State

*2107, Cedar Rapids, Ia.
52406-2107
attn: Wm. Shuttleworth*

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Voter/Elections

Corporation Summary

Notaries

Nonprofits

Searched **Teleconnect Long Distance Services**

[Print Certificate](#)

Students/Youth

Legal Name	Chapter
TELECONNECT LONG DISTANCE SERVICES & SYSTEMS COMPANY	CODE 490 DOMESTIC PROFIT

Press/Media

Expiration Date

Type

Publications

PERPETUAL

Legal

About the Office

Effective Date

State of Inc.

Useful Links

Nov 20, 1986

IA

Contact Us

Filing Date

Status

Nov 20, 1986

Active

Names (viewing 3 of 4)

Type	Status	Modified	Name
Fictitious name	Active	No	TELECOM*USA
Fictitious name	Active	No	TELECOM*USA
Fictitious name	Active	No	TELECONNECT

Registered Agent or Reserving Party

Full Name	PRENTICE HALL CORPORATION SYSTEM
Address	729 INSURANCE EXCHANGE BLDG
City, ST, Zip	DES MOINES, IA, 50309

Home Office

Full Name	
Address	22001 LOUDOUN COUNTY PARKWAY
City, ST, Zip	ASHBURN, VA, 20147

112059

ARTICLES OF AMENDMENT

OF

TELECONNECT LONG DISTANCE SERVICES & SYSTEMS CO.

To the Secretary of State
of the State of Iowa

Pursuant to the provisions of the Iowa Business Corporation Act, the corporation hereinafter named (the "corporation") does hereby submit the following Articles of Amendment.

1. The name of the corporation is TELECONNECT LONG DISTANCE SERVICES & SYSTEMS CO.

2. Article FOURTH of the Articles of Incorporation of the corporation is hereby amended adding the following new sentence after the last sentence of said Article:

"Pursuant to Section 1123 of the Bankruptcy Code, notwithstanding any other provision contained herein to the contrary, the Corporation shall not issue non-voting equity securities."

3. The amendment herein provided for was adopted by the Board of Directors of the corporation without shareholder action on April 20, 2004.

4. The undersigned is an officer of the corporation.

Executed on April 20, 2004.

By: *Jennifer C. McGarey*

Name: Jennifer C. McGarey

Title: Secretary

05 APR 21 PM 2:30

SECRETARY OF STATE

FILED
IOWA
SECRETARY OF STATE

4-21-04
2:39 AM
W380258

IA BCD-ARTICLES OF AMENDMENT-BEF

2

NY2-A1393280013TV28011.DOC#1793.0004



533823 AMEN10 \$50.00 KIM 2 4/22/04

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Voter/Elections

Corporation Names

Notaries

Nonprofits

Searched **teleconnect long distance**

Students/Youth

Corp No. 112059

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Certification No.	Type	Status	Modified	Name
W00092127	Fictitious name	Active	No	TELECOM*USA
	Fictitious name	Active	No	TELECOM*USA
W00092126	Fictitious name	Active	No	TELECONNECT
	Legal	Active	No	TELECONNECT LONG DISTAN SERVICES & SYSTEMS COMP

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112059

SAMPLE FORM RECEIVED

10:09510235.00011707 \$5.00

RESOLUTION OF BOARD OF DIRECTORS
TO ADOPT FICTITIOUS NAME IN IOWA

OCT 10 1995
SECRETARY OF STATE

I, Charles W. Rau
certify that I am the ~~secretary~~ of Vice President
Teleconnect Long Distance Services and Systems Co.
[name of corporation]

a corporation subject to the provisions of
 Iowa Code Chapter 490 [Iowa Business Corporation Act]
 Iowa Code Chapter 504A [Iowa Nonprofit Corporation Act]

and that the following is a true and correct copy of a resolution adopted at a meeting of the
board of directors of the corporation on the ___ day of ___, 19 95.

[Signature]
SECRETARY Vice President

RESOLVED, that the corporation adopts the name

Teleconnect
under which it may operate in Iowa, that the secretary of the corporation is authorized to certify
a copy of this resolution and is directed to deliver the copy of the resolution to the Secretary of
State of Iowa for filing, pursuant to the Iowa Business Corporation Act [or the Iowa Nonprofit
Corporation Act].

INSTRUCTIONS

1. The filing fee is \$5.00.
2. The copy of the resolution adopting the fictitious name is to be certified by the secretary of the corporation.
3. One copy of the document is to be delivered to the secretary of state for filing.

PAUL D. PATE
Secretary of State
FILED
Date: 10-10-1995
Time: 9:53
Receipt: W92126

IA BC/NFP DF:RESOLUTION TO ADOPT FICTITIOUS NAME 01/95

0775

①

10109510235 8001170798FIC SOS \$5.00

112059

SAMPLE FORM RECEIVED

RESOLUTION OF BOARD OF DIRECTORS TO ADOPT FICTITIOUS NAME IN IOWA

OCT 10 1995 SECRETARY OF STATE

I, Charles W. Rau certify that I am the ~~secretary of~~ vice president Teleconnect Long Distance Services + Systems [name of corporation]

a corporation subject to the provisions of Iowa Code Chapter 490 [Iowa Business Corporation Act] Iowa Code Chapter 504A [Iowa Nonprofit Corporation Act]

and that the following is a true and correct copy of a resolution adopted at a meeting of the board of directors of the corporation on the ___ day of ___, 1995.

[Signature]
-SECRETARY Vice President

RESOLVED, that the corporation adopts the name

Telecom * USA

under which it may operate in Iowa, that the secretary of the corporation is authorized to certify a copy of this resolution and is directed to deliver the copy of the resolution to the Secretary of State of Iowa for filing, pursuant to the Iowa Business Corporation Act [or the Iowa Nonprofit Corporation Act].

INSTRUCTIONS

- 1. The filing fee is \$5.00.
- 2. The copy of the resolution adopting the fictitious name is to be certified by the secretary of the corporation.
- 3. One copy of the document is to be delivered to the secretary of state for filing.

PAUL D. PATE
Secretary of State
FILED
Date: 10-10-1995
Time: 9:57
Receipt: W 92127

IA BC/NFP DF:RESOLUTION TO ADOPT FICTITIOUS NAME 01/95

0774

(1)

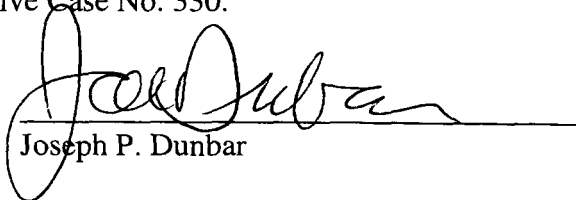
AFFIDAVIT

STATE OF NEW YORK

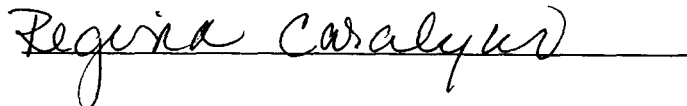
COUNTY OF WESTCHESTER

BEFORE ME, the undersigned authority, duly commissioned and qualified in and for the State and County aforesaid, personally came and appeared Joseph P. Dunbar, who, being by me first duly sworn deposed and said:

I am Senior Manager of Regulatory Compliance for MCI, Inc. and its operating subsidiaries, including Teleconnect Long Distance Services and Systems Company ("Teleconnect"), which is filing its notice of intent to serve and its initial Kentucky tariff for telecommunications services. In compliance with the Commission's June 21, 1996 Order in Administrative Case No. 359, I certify that Teleconnect has never held itself out as a provider of intrastate services in Kentucky and, to the best of my knowledge, has not collected for intrastate service in Kentucky prior to the filing of this notice of intent. I further state that Teleconnect's business may include providing "0+" or operator services to traffic aggregators and that in providing such services Teleconnect will comply with the Commission's mandates in Administrative Case No. 330.


Joseph P. Dunbar

SWORN TO AND SUBSCRIBED BEFORE ME
THIS 13th DAY OF September 2005

 Notary Public

Regina Caralyus
Notary Public, State of New York
No. 02CA6100923
Qualified in Westchester County
Commission Expires November 3, 2005

RESALE COMMON CARRIER SERVICE

TELECONNECT LONG DISTANCE SERVICES
& SYSTEMS COMPANY
RESALE COMMON CARRIER SERVICE
COMMONWEALTH OF KENTUCKY
PUBLIC SERVICE COMMISSION

ISSUED: October 13, 2005

EFFECTIVE: October 28, 2005

Erik Sanchez
Tariff Specialist
201 Spear Street, 9th Floor
San Francisco, CA 94105