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March 3, 2000

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VIA OVERNIGHT DELIVERY

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

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22251515 - 0505  
9500

Re: ConnectSouth Communications of Kentucky, Inc.'s Notification of Intent to  
Provide Resold and Facilities-Based Long Distance and Local Exchange Services  
in the Commonwealth of Kentucky

Dear Ms. Helton:

On behalf of ConnectSouth Communications of Kentucky, Inc. ("ConnectSouth" or the "Company"), enclosed for filing are an original and ten (10) copies of this letter of intent, as well as ConnectSouth'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), ConnectSouth submits the following information:

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

ConnectSouth Communications of Kentucky, Inc.  
9600 Great Hills Trail, Suite 250--East  
Austin, TX 78759  
Tel: (512) 681-9000  
Fax: (512) 681-9020

2. ConnectSouth, a corporation formed under the laws of the State of Delaware, is a wholly-owned subsidiary of ConnectSouth, LLC, a Delaware limited liability company. ConnectSouth will market its services in Kentucky under the name ConnectSouth. Copies of ConnectSouth's Articles of Incorporation and Certificate of Authority to Transact Business are attached hereto at Exhibit A.

3. The name, address, telephone number and facsimile number of the responsible contact persons for regulatory issues is as follows:

Patricia Ana Garcia Escobedo  
Director of Regulatory  
ConnectSouth Communications of Kentucky, Inc.  
9600 Great Hills Trail, Suite 250--East  
Austin, TX 78759  
Tel: (512) 681-9224  
Fax: (512) 681-9010

4. ConnectSouth 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. ConnectSouth does not seek to provide operator assisted services to traffic aggregators as defined in Administrative Case No. 330.
6. ConnectSouth seeks authority to provide all forms of telecommunications services to customers throughout the Commonwealth of Kentucky, including both intrastate local exchange and interexchange telecommunications services. ConnectSouth initially intends to target its marketing efforts to business customers with a need for affordable, high bandwidth, high performance, high speed Internet and Intranet data connections. To the extent that ConnectSouth offers services to residential customers, it will offer its services to all residential customers on a non-discriminatory basis. ConnectSouth's services will be available on a full-time basis, 24 hours a day, seven days a week.

Initially, ConnectSouth intends to provide Digital Subscriber Line (DSL) services only. In order to achieve this goal, ConnectSouth will deploy xDSL technology to provide high-speed, high quality data connections. ConnectSouth proposes to provide service over its own facilities, through the use of unbundled network elements purchased from other certified carriers and through the resale of incumbent LEC's services. ConnectSouth plans to install an Asynchronous Transfer Mode (ATM) switched network to carry its data traffic. ConnectSouth will establish a Hub in each metropolitan area in which it provides service. The Hub will be connected to ConnectSouth's collocated facilities in the incumbent LEC's central offices via DS3 or OC3 interconnects, forming a star configuration.

To the extent that areas of Kentucky are served by carriers that qualify as small or rural local exchange carriers under the Telecommunications Act of 1996, ConnectSouth does not intend to provide service in those areas at this time.

ConnectSouth intends to begin providing service as soon as possible, depending upon regulatory approval.

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7. A copy of ConnectSouth's proposed combined long distance and local exchange tariff is attached hereto as Exhibit C. The tariff will 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.
8. ConnectSouth will comply with Commission statutes and regulations unless specific exemptions are granted pursuant to KRS 278.512. ConnectSouth will also obtain, and shall retain for one year, electronic or written evidence that each of its customers knowingly chose ConnectSouth as his or her local exchange carrier.

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 Paul Garnett at (202) 945-6925.

Respectfully submitted,



Andrew D. Lipman  
Paul W. Garnett

Counsel for  
ConnectSouth Communications of Kentucky Inc.

cc: Christopher E. Hugman  
Patricia Ana Garcia Escobedo

Enclosures