

762-0396

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

March 21, 2001

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MAR 22 2001  
PUBLIC SERVICE  
COMMISSION

**VIA OVERNIGHT DELIVERY**

Martin Huelsmann, Executive Director  
Public Service Commission of Kentucky  
211 Sower Boulevard  
P.O. Box 615  
Frankfort, Kentucky 40601

22251262-0505  
PENDING - file to 05/26/01

Re: Notification of McLeodUSA Telecommunications Services, Inc.  
of Intent to Provide Competitive Local Exchange Telecommunications  
Services within the Commonwealth of Kentucky

Dear Mr. Huelsmann:

McLeodUSA Telecommunications Services, Inc. ("McLeodUSA" or "Company"), by its undersigned counsel, hereby notifies the Kentucky Public Service Commission ("Commission") of the Company's intent to provide competitive local exchange telecommunications services within the Commonwealth of Kentucky. McLeodUSA also files its proposed local exchange tariff pursuant to 807 KAR 5:011.

An original and four copies of this notification letter are enclosed. Please date stamp the enclosed extra copy of this filing and return it in the postage paid, self-addressed envelope provided.

**Notice of Intent to Provide Local Exchange Services**

In accordance with the Commission's Orders issued in Administrative Case No. 359 (dated June 12, 1996), Administrative Case No. 355 (dated Sept. 26, 1996), and Administrative Case No. 370 (dated Jan. 8, 1998), McLeodUSA submits the following information and documents:

1. **Name and Address of the Utility.** The legal name, address, and telephone and facsimile numbers of the Company are as follows:

McLeodUSA Telecommunications Services, Inc.  
McLeodUSA Technology Park  
6400 C Street, SW  
P.O. Box 3177  
Cedar Rapids, IA 52406-3177  
Telephone: (319) 790-6823  
Facsimile: (319) 790-7901

2. **Articles of Incorporation.** A copy of McLeodUSA's Articles of Incorporation is attached hereto at Exhibit A. A copy of McLeodUSA's Certificate of Authority to Transact Business in Kentucky is also attached at Exhibit A.
3. **Contact Person.** The name, address, and telephone and facsimile numbers of the responsible contact person at the Company for customer complaints and regulatory issues are as follows:

David R. Conn  
Vice President and Deputy General Counsel  
McLeodUSA Incorporated  
McLeodUSA Technology Park  
6400 C Street, SW  
P.O. Box 3177  
Cedar Rapids, IA 52406-3177  
Telephone: (319) 790-7055  
Facsimile: (319) 790-7901

McLeodUSA's toll-free phone numbers are (800) 500-3453 (residential customers) and (800) 593-1177 (business customers).

Martin J. Huelsmann  
March 21, 2001  
Page 3

4. **Intrastate Services Statement.** Attached hereto as Exhibit B is the Company's notarized statement that it has neither provided nor collected for local exchange services in Kentucky prior to the filing of its proposed local exchange tariff.<sup>1</sup>
5. **Operator-Assisted Services Statement.** McLeodUSA does not seek to provide operator assisted services to traffic aggregators as defined in Administrative Case No. 330.
6. **Proposed Local Exchange Tariff.** McLeodUSA seeks authority to provide all forms of resold and facilities-based local exchange services, as well as switched access services and various intrastate private line and dedicated access services. Attached hereto as Exhibit C is McLeodUSA's proposed local exchange tariff, which bears an effective date that is no sooner than thirty (30) days from the date of this filing.

Should you have any questions regarding this filing or require additional information, please do not hesitate to contact us.

Respectfully submitted,



Grace R. Chiu  
Brett P. Ferenczak

Counsel for  
McLeodUSA Telecommunications Services, Inc.

Enclosures

cc: David R. Conn (w/o encl.)  
Richard S. Lipman  
Richard M. Rindler (w/o encl.)  
Kelly A. Olson

---

<sup>1</sup> McLeodUSA has been authorized to operate as a reseller of interexchange telecommunications services in the Commonwealth of Kentucky since 1996, pursuant to the Commission's acceptance of the Company's proposed interexchange tariff for filing effective December 22, 1996. McLeodUSA files this letter of intent to expand its authority to include the provision of resold and facilities-based local exchange services.

**EXHIBITS**

**Exhibit A**                    **Articles of Incorporation and  
Certificate of Authority to Transact Business**

**Exhibit B**                    **Notarized Statement Regarding Provision of Local Exchange  
Services**

**Exhibit C**                    **Proposed Local Exchange Tariff**

**Exhibit A**

**Articles of Incorporation**

**and**

**Certificate of Authority to Transact Business**

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 SECRETARY OF STATE

ARTICLES OF INCORPORATION  
 OF  
 MILEOD TELEMANAGEMENT, INC.

07289311-J-0, CA 59204881A-SOS 420.00

The undersigned person, acting as incorporator of a corporation organized under the Iowa Business Corporation Act, Chapter 490, Code of Iowa 1963, adopts the following Articles of Incorporation for such corporation, to be effective upon filing with the Secretary of State of the State of Iowa.

ARTICLE I  
 CORPORATE NAME AND EXISTENCE

The name of the corporation is Mileod Telemanagement, Inc. The corporation shall begin its existence as of the date that the Secretary of State issues a Certificate of Incorporation.

ARTICLE II  
 AUTHORIZED SHARES

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of no par value stock.

ARTICLE III  
 REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 500 Firststar Building, P.O. Box 2107, Cedar Rapids, Iowa 52406, and the name of its initial registered agent at such address is Thomas M. Collins.

ARTICLE IV  
 INCORPORATOR

The incorporator is Thomas M. Collins whose address is 500 Firststar Building, P.O. Box 2107, Cedar Rapids, Iowa 52406.

ARTICLE V  
 BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is one. The name and address of the person who is to

000941

4

serve as director until the first annual meeting of shareholders or until his successors are elected and shall qualify as:

Name	Address
Clark McLeod	233 Rosedale Road SE Cedar Rapids, Iowa 52403

After the initial Board of Directors, the Board shall consist of such number of directors as shall be fixed and determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

#### ARTICLE VI 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 the Iowa Business Corporation Act.

#### ARTICLE VII DIRECTORS LIABILITY/INDEMNIFICATION

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 stockholders for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, for a transaction from which the director derives an improper personal benefit, or under Iowa Code §490.832 (1993) as amended or reclassified. If the Iowa Business Corporation Act is later amended to permit the further elimination or limitation of the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by such amendment.

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent authorized by the Iowa Business Corporation Act as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights).

**ARTICLE VIII  
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 IX  
STOCK TRANSFER RESTRICTION**

No stockholder of this corporation shall sell any shares of stock held by him or her 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 X  
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.

Dated this 26 day of July, 1993.

Thomas M. Collins  
Thomas M. Collins, Incorporator

STATE OF IOWA )  
COURT OF LIES ) SS:

On this 26 day of July, 1993, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Thomas M. Collins, to me personally known to be the person named in and who executed the foregoing Articles of Incorporation and acknowledged the same as his free and voluntary act and deed.



James K. Korman  
Notary Public in and for the State of Iowa

ELAINE BAXTER  
Secretary of State  
FILED  
Date: 7-26-1993  
Time: 3:01 pm  
Receipt: 1N9944

000944



**ELAINE BAXTER**  
Secretary of State  
State of Iowa

**IOWA 1994  
ANNUAL REPORT  
for an  
IOWA CORPORATION**

Required by Iowa Code chapter 490

Return this report to the  
Secretary of State  
postmarked no later than  
March 31, 1994.

AR-1  
635-0062a

808 \$30.00  
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**1. The name of the corporation, its registered agent, and its registered office.**

490 DP-168002  
MCLEOD TELEMANAGEMENT, INC.  
THOMAS M COLLINS  
500 FIRSTAR BLDG  
PO BOX 2107  
CEDAR RAPIDS, IA 52406

(You may change your registered agent/office in the box at right.)

**CHANGE OF REGISTERED  
AGENT OR OFFICE:**

Complete this section if there is a change to the current registered agent and registered office as preprinted in item one of this report.

**1. Name of the new registered agent:**

Casey D. Mahan

(Please print)

*[Signature]*  
Signature of new registered agent

**2. The address of the new registered office in Iowa is:**

~~221-3rd Ave SE Suite 500~~  
Street Address (A street address is required.  
A post office box may be added.)

Cedar Rapids, IA 52401

(City, State, Zip)

**3. The signature of a new registered agent constitutes the consent of the new agent to the appointment.**

**4. The name of the corporation and the address of the current registered agent and registered office are as stated in item one of this annual report.**

**5. After any change is made, the address of the registered office and the business address of the registered agent will be identical.**

**2. Address of the Principal Office of the Corporation**

Town Center  
Suite 500  
221 3rd St SE  
Cedar Rapids Iowa 52401

Change the address to:

Town Centre Suite 500  
221- 3rd Ave SE  
Cedar Rapids, IA 52401

**3. Stock Authorized and Issued**

	CLASS	SERIES	AUTHORIZED	ISSUED
1.	Common		1000	1000
2.				
3.				
4.				

**4. Does the corporation own agricultural land in Iowa?**

YES, the corporation owns

acres.

NO

(Number of acres)

**5. Is the corporation a "family farm corporation?"**

YES

NO

**6. FILING FEE IS ENCLOSED ..... \$30.00**

The officers and directors of the corporation are reported on page 2 and any attached additional sheets.

**7. SIGNED:**

*[Signature]*

STATE OF IOWA  
SECRETARY OF STATE

FILED 04/01/1994 AT 8:11 AM

Signature/Title # 000168002M00046265  
\*NO: 94413985 -WS: 94413986

319-3640000  
Phone (optional)

168002

ARTICLES OF AMENDMENT OF MCLEOD TELEMANAGEMENT, INC.

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

Pursuant to the provisions of Sections 490.1005 and 490.1006 of the Iowa Business Corporation Act, the undersigned corporation adopts the following amendments to the corporation's Articles of Incorporation.

1. The name of the corporation, prior to the effective date of these Articles of Amendment, is McLeod Telemanagement, Inc. The name of the corporation following the effective date of these Articles of Amendment will be McLeodUSA Telecommunications Services, Inc.

2. The corporation has elected to amend Article I of the Articles of Incorporation to read as follows:

The name of the corporation is McLeodUSA Telecommunications Services, Inc.

3. The amendment was adopted by all members of the Board of Directors and the sole shareholder by unanimous written consent, without a meeting effective Dec 27, 1996, all in accordance with Section 490.1003 of the Iowa Business Corporation Act. The number of shares of the corporation outstanding at the time of adoption of the amendment was 1200 shares, common stock, the number of shares entitled to vote on the amendment was 1000 shares, common stock, and the number represented at the time of adoption was 1000 shares of common stock. All 1000 shares of common stock were voted in favor of adoption.

4. The effective date and time of this amendment is 12:01 a.m. January 1, 1997.

MCLEOD TELEMANAGEMENT, INC.

FILED IOWA SECRETARY OF STATE 12-27-96 2:15 pm

By:

[Signature] Casey D. Mahon, Secretary

W130541



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(1)



**PAUL D. PATE**  
 Secretary of State  
 State of Iowa

**Statement of Change  
 of Registered Office or  
 Registered Agent or Both**

# 168002

Pursuant to the provisions of the Iowa Business Corporation Act, the Iowa Limited Liability Company Act or the Iowa Nonprofit Corporation Act, the corporation submits the following statement to change the registered office or registered agent or both, in Iowa:

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SECRETARY OF STATE

1. The name of the corporation: MCLEODUSA TELECOMMUNICATIONS SERVICES, INC.

2. The address of the new registered office of the corporation:\*

2222 Grand Avenue                      Des Moines, Iowa                      50312  
 Street    City    State    Zip

3. The name of the new registered agent for the corporation:\*

C T Corporation System

\*NOTE: The address of the registered office and the address of the business office of the registered agent as changed, will be identical.

4. Signature

Please type or print name and title: Laura S. Hahn, Assistant Secretary

**COMPLETE THIS ITEM ONLY IF REGISTERED AGENT HAS CHANGED.**

The undersigned consents to be appointed registered agent for the corporation named in this statement.

Name of new agent C T Corporation System

Signature James M. Halpin  
 James M. Halpin, Assistant Secretary

The information you provide will be open for public inspection under Iowa Code, so

**PLEASE READ INSTRUCTIONS ON REVERSE BEFORE COMPLETING**

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4-7-98  
 J. Halpin  
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SECRETARY OF STATE

**ARTICLES OF MERGER  
OF  
CONSOLIDATED COMMUNICATIONS TELECOM SERVICES INC.  
INTO  
MCLEODUSA TELECOMMUNICATIONS SERVICES, INC.**

508923 MERG10 \$50.00 K00

TO THE SECRETARIES OF STATE OF THE STATE OF IOWA AND THE STATE OF ILLINOIS:

Pursuant to Section 1105 of the Iowa Business Corporation Act, Consolidated Communications Telecom Services Inc. and McLeodUSA Telecommunications Services, Inc. adopt the following articles of merger.

1. The Plan of Merger ("Plan") is attached as Exhibit 1.
2. The designation, number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote separately on the Plan as to each corporation is as follows:

**CONSOLIDATED COMMUNICATIONS TELECOM SERVICES INC.**

<u>Designation Of Group</u>	<u>Shares Outstanding</u>	<u>Votes Entitled To Be Cast On Amendment</u>
Common	1,000	1,000

**MCLEODUSA TELECOMMUNICATIONS SERVICES, INC.**

<u>Designation Of Group</u>	<u>Shares Outstanding</u>	<u>Votes Entitled To Be Cast On Amendment</u>
Common	1,000	1,000

The number of votes cast for the Plan by each voting group was sufficient for approval by that voting group. The votes cast in favor of the Plan were unanimous.

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3. Consolidated Communications Telecom Services Inc. is merged into McLeodUSA Telecommunications Services, Inc. with McLeodUSA Telecommunications Services, Inc. as the surviving corporation.

4. This merger shall become effective upon filing with the Secretary of the State of Iowa and the Secretary of the State of Illinois.

Dated: July 30, 1998

CONSOLIDATED COMMUNICATIONS  
TELECOM SERVICES, INC.

By: *Richard A. Lumpkin*  
Richard A. Lumpkin, Sole Director

MCLEODUSA TELECOMMUNICATIONS  
SERVICES, INC.

By: *Clark E. McLeod*  
Clark E. McLeod, Sole Director

## PLAN OF MERGER

This Plan of Merger is entered as of August 28, 1998, by and between Consolidated Communications Telecom Services Inc., an Illinois corporation ("Consolidated"), and McLeodUSA Telecommunications Services, Inc., an Iowa corporation ("Telecommunications"). Consolidated and Telecommunications are wholly-owned subsidiaries of McLeodUSA Incorporated, a Delaware corporation ("McLeodUSA").

### RECITALS

A. The Board of Directors of Consolidated and Telecommunications and the officers of McLeodUSA have determined it to be advisable that Consolidated be merged with and into Telecommunications in a statutory merger (the "Merger") in accordance with the Iowa Business Corporations Act (the "Iowa Act") so that Telecommunications will be the surviving corporation of the Merger and have directed that this Plan of Merger be submitted to the stockholders of Consolidated and Telecommunications for approval.

The parties agree as follows:

#### 1. THE MERGER

1.1 The Merger. Subject to the terms and conditions of this Agreement, Consolidated will be merged with and into Telecommunications pursuant to this Agreement in accordance with applicable provisions of the laws of the State of Iowa and as a result of the merger all shares of Consolidated will be canceled and the only shares of Telecommunications are and will continue to be owned by McLeodUSA. Telecommunications will remain a wholly-owned subsidiary of McLeodUSA.

1.2 Effects of the Merger. In addition to the foregoing effects of the Merger, each of the following will occur: (a) the separate existence of Consolidated will cease and Consolidated will be merged with and into Telecommunications, and Telecommunications will be the surviving corporation of the Merger (the "Surviving Corporation"); (b) the Articles of Incorporation and Bylaws of Telecommunications will continue unchanged and will be the Articles of Incorporation and Bylaws of the Surviving Corporation until thereafter duly amended; (c) the shares of Consolidated common stock outstanding will, by virtue of the Merger and without any action on the part of any holder thereof, be canceled; (d) the shares of Telecommunications will continue to be owned by McLeodUSA; and (e) the Merger will have all of the effects provided by the Plan of Merger and applicable law.

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2. CLOSING MATTERS

2.1 Cancellation of Certificates. At the Closing, every share of Consolidated Common Stock will be surrendered to Telecommunications and the certificate(s) for such shares duly endorsed will be canceled.

3. SUBMISSION OF STOCKHOLDERS; EFFECTIVE DATE OF MERGER

This Plan of Merger shall be submitted to the stockholders of Consolidated and Telecommunications in accordance with the corporate laws of the State of Iowa and the State of Illinois. If this Plan of Merger is duly adopted by all shareholders entitled to vote of both Consolidated and Telecommunications and is not terminated, as soon as practicable after the conditions provided for in the Agreement have been satisfied or waived, Consolidated and Telecommunications shall execute and file such documents and take such other action as may be necessary or appropriate to effect the transactions contemplated by the Plan of Merger.

4. MISCELLANEOUS

4.1 Plan. The Plan and this Agreement are intended to be construed together in order to effectuate their purposes.

4.2 Assignment, Binding Upon Successors and Assigns. Neither party hereto may assign any of its rights or obligations under this Agreement without the prior written consent of the other party hereto, which consent may be withheld in such party's sole discretion. This Agreement will be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns.

4.3 Governing Law. This Agreement shall be governed by and construed in accordance with the internal laws of the State of Iowa (irrespective of its choice of law or conflict of laws principles).

4.4 Counterparts. This Agreement may be executed in two or more counterparts, each of which will be an original as regards any party whose signature appears thereon and all of which together will constitute one and the same instrument.



IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the date and year first above written.

CONSOLIDATED COMMUNICATIONS  
TELECOM SERVICES, INC.

By: *Richard A. Lumpkin*  
Richard A. Lumpkin, Sole Director

MCLEODUSA TELECOMMUNICATIONS  
SERVICES, INC.

By: *Clark E. McLeod*  
Clark E. McLeod, Sole Director

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SECRETARY OF STATE

8-28-98

10:35 am

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**CHESTER J. CULVER**  
 Secretary of State  
 State of Iowa

**STATEMENT OF CHANGE  
 OF REGISTERED OFFICE  
 AND/OR  
 REGISTERED AGENT**

168002

Pursuant to Iowa law, the undersigned submits this Statement to change the business entity's registered office and/or registered agent in Iowa. Please read the INSTRUCTIONS on the back side of this form before completing the information and signing below.

1. The **NAME** of the business entity is: McLeodUSA Telecommunications Services, Inc.

2. The **street address** of the **CURRENT** registered **OFFICE** is:

2222 Grand Ave. Des Moines Iowa 50312  
street city state

3. The **street address** of the **NEW** registered **OFFICE** is:

8400 C Street SW, PO Box 3177, Cedar Rapids, IA 52406-3177  
street city state

4. The **name** of the **CURRENT** registered **AGENT** is: CT Corporation System

5. The **name** of the **NEW** registered **AGENT** is: Randall Rings

6. If the **REGISTERED AGENT** has changed, the **NEW** Registered Agent must sign here, consenting to their appointment, or attach their written consent to this form.

Randall Rings  
Signature of NEW Registered Agent

Complete **ONLY** if the Registered Agent changes.

7. If the **REGISTERED AGENT** changes the **street address** of their **business office** on this form, the Registered Agent must sign here indicating that **NOTICE** of the change has been given to the business entity.

Randall Rings  
Signature of Registered Agent

Complete **ONLY** if the Registered Agent changes the street address of their business office.

8. After any/all change(s) are made, the **street address** of the registered office and the **street address** of the business office of the registered agent will be identical.

9. Signature by authorized\* representative: Randall Rings

\*See instruction #7 on back

Print Name and Title: Randall Rings  
Name

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STATE OF IOWA  
Secretary of State Office

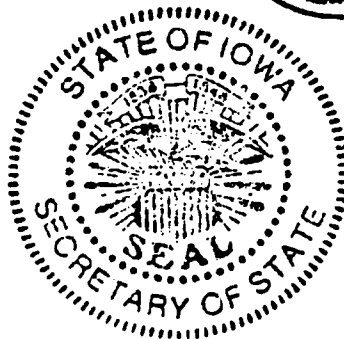
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I hereby certify that this is a true and complete document(s) to which the seal is affixed as filed in this office beginning 20th day of July 1993 to and including the date below.

DATED December 26 2001

Charles J. Miller  
Secretary of State

BY: [Signature]





BOOK 00504 0484

JOHN Y. BROWN III

SECRETARY OF STATE

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF

JOHN Y. BROWN III  
SECRETARY OF STATE  
OFFICE OF CLERK  
BY: *[Signature]*

RECEIVED & FILED  
JAN 21 11 45 AM '97  
*Quilloe*

McLeod Telemanagement, Inc.  
(Exact Corporate Name)

Pursuant to the provisions of Chapters 271B and 273 of the Kentucky Revised Statutes, the undersigned hereby applies, on behalf of said corporation, for an Amended Certificate of Authority to transact business in Kentucky and for that purpose submits the following statement:

A Certificate of Authority was issued to the above named corporation by the Secretary of State of Kentucky on October 21, 1996, authorizing said corporation to transact business in the State of Kentucky under the name of McLeod Telemanagement, Inc.

The corporation's name in its state or country of incorporation has been changed to McLeodUSA Telecommunications Services, Inc.

The name of the corporation to be used in Kentucky is \_\_\_\_\_

Document No: 1997009820  
Lodged By: mail  
Recorded On: Jan 24, 1997 09:43:41 A.M.  
Total Fees: \$9.00  
County Clerk: Rebecca Jackson  
Deputy Clerk: STACIE

(if "real name" is unavailable for use)

The corporation's period of duration has been changed to No Change

The corporation's state or country of incorporation has been changed to No Change

This application is accompanied by a Certificate of Existence (or document of similar import) *Duly Authenticated* by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated.

Dated January 13, 19 97

*[Signature]*

Signature and Title

Casey D. Mahon, Secretary  
Type or Print Name & Title

(See Reverse side for Instructions)

SSC-102 (8/92)

(KY. - 1514 - 8-1-95)

END OF DOCUMENT


**Exhibit B**

**Notarized Statement Regarding  
Provision of Local Exchange Services**

NOTARIZED STATEMENT

I, David R. Conn, being duly sworn, do hereby depose and state that:

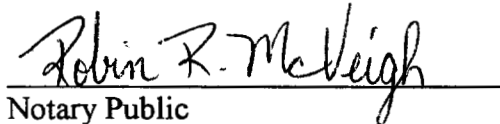
1. I am Vice President and Deputy General Counsel of McLeodUSA Telecommunications Services, Inc. ("McLeodUSA") and am authorized to make this statement on McLeodUSA's behalf;
2. McLeodUSA has neither provided nor collected for local exchange services in Kentucky prior to filing its local exchange tariff; and
3. The foregoing statements are true and correct to the best of my knowledge, information and belief.



David R. Conn  
Vice President and Deputy General Counsel  
McLeodUSA Telecommunications Services, Inc.

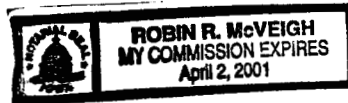
Subscribed and sworn to (or affirmed) before me this 20<sup>th</sup> day of March, 2001.

Seal



Notary Public

My Commission Expires: \_\_\_\_\_



**Exhibit C**

**Proposed Local Exchange Tariff**