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January 14, 2000

Helen C. Helton
Executive Director
Public Service Commission
730 Schenkel Lane
P.O. Box 615
Frankfort, KY 40602-0615

RE: SBC Telecom, Inc.

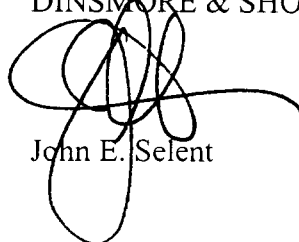
Dear Ms. Helton:

With this letter I am filing an original and four copies of the notice of intent to provide competitive local exchange carrier service of SBC Telecom, Inc., and all the information required to be filed therewith by the order dated January 8, 1998, of the Public Service Commission of the Commonwealth of Kentucky in Administrative Case No. 370.

Thank you and if you have any questions with respect to this matter, please call me..

Very truly yours,

DINSMORE & SHOHL LLP



John E. Selent

JES/bmt
Enclosures

RECEIVED

JAN 14 2000

PUBLIC SERVICE
COMMISSION

05051240
0505

Helen C. Helton
January 14, 2000
Page 2

cc: Steven D. Stickland, Esq. (w/o enclosures)
William A. Adams, Esq. (w/o enclosures)

KENTUCKY NOTICE OF INTENT TO PROVIDE SERVICE
OF
SBC TELECOM, INC.

SBC Telecom, Inc. ("SBC Telecom") submits this notice of intent to provide facilities-based and resold local exchange services, including operator services, to customers within the Commonwealth of Kentucky.

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

SBC Telecom, Inc.
175 E. Houston Street
San Antonio, Texas 78205
Attn: Vice President and General Counsel
(210) 351-3427 (telephone)
(210) 351-3630 (fax)

2. Articles of Incorporation. See Attachment 1.
3. Authorization to Conduct Business in Kentucky. See Attachment 2.
4. Representatives for ongoing operations and correspondent.

- a. Questions concerning this notice and tariff should be directed to:

John E. Selent, Esq.
Dinsmore & Shohl LLP
2000 Meidinger Tower
462 S. 4th Avenue
Louisville, KY 40202
(502) 540-2300 (Telephone)
(502) 585-2207 (Fax)

Thomas W. Hartmann, Esq.
Vice President and General Counsel
SBC Telecom, Inc.
175 E. Houston Street, Room 1256
San Antonio, Texas 78205
(210) 351-3427 (telephone)
(210) 351-3630 (fax)
thartma@corp.sbc.com (e-mail)

OF COUNSEL:
William A. Adams, Esq.
ARTER & HADDEN LLP
One Columbus
10 West Broad Street, Suite 2100
Columbus, Ohio 43215
(614) 221-3155 (telephone)
(614) 221-0479 (fax)
wadams@arterhadden.com (e-mail)

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b. Corporate Contact

Kevin M. Chapman
Director-Regulatory Relations
SBC Telecom, Inc.
175 E. Houston Street
Room 4-R-06
San Antonio, Texas 78205
(210) 351-5093 (telephone)
(210) 554-7136 (fax)
kchapma@corp.sbc.com (e-mail)

c. Customer Service

Jacqueline Luzier
Executive Director-Customer Care
SBC Telecom, Inc.
5850 W. Las Positas
Room 756
Pleasanton, California 94588
(925) 468-5390 (telephone)
(925) 468-4724 (fax)
jl1758@pbcomm.com (e-mail)

5. SBC Telecom has not provided service in Kentucky prior to filing this Notice of Intent. See notarized statement at Attachment 3.
6. SBC Telecom does not seek to provide operator assisted services to traffic aggregators as defined in Administrative Case No. 330. SBC Telecom, however, will provide operator assisted call completion services to its customers.
7. SBC Telecom's pro forma tariff (not including pricing) is set forth at Attachment 4. SBC Telecom will amend the tariff prior to offering service to add prices after it completes its network implementation strategy and obtains requisite interconnection agreements. SBC Telecom is filing this Notice now so that it can commence the process of obtaining the requisite interconnection agreements.

Signed Kevin M. Chapman
Kevin M. Chapman
Director-Regulatory Relations
SBC Telecom, Inc.

Attachment 1

Articles of Incorporation

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 AMENDMENT OF "SBC NATIONAL, INC.", CHANGING ITS NAME FROM "SBC NATIONAL, INC." TO "SBC TELECOM, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF OCTOBER, A.D. 1999, AT 10 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2969037 8100

991434470

Handwritten signature of Edward J. Freel in cursive.

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

0026606

10-14-99

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
SBC NATIONAL, INC.

SBC National, Inc., a corporation organized and existing under and by virtue of the
General Corporation Law of the State of Delaware, **DOES HEREBY CERTIFY:**

FIRST: That, by unanimous written consent of the Board of Directors of
SBC National, Inc., of action taken in lieu of a special meeting, in accordance with Section
141 (f) of the General Corporation Law of the State of Delaware, resolutions were duly adopted
setting forth a proposed amendment to the Certificate of Incorporation of said corporation,
declaring said amendment to be advisable and calling for a meeting of the shareholder of the said
corporation for consideration thereof.

SECOND: That thereafter, in accordance with the above resolutions, the sole
shareholder of said corporation, by a unanimous written consent of the shareholder in lieu of a
special meeting of the shareholder, in accordance with Section 228 of the General Corporation
Law of the State of Delaware, approved the amendment to ARTICLE ONE as follows:

ARTICLE ONE

"The name of the corporation is SBC Telecom, Inc."

THIRD: That said amendment was duly adopted in accordance with the provisions of

Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said SBC National, Inc. has caused this certificate to be signed by Stephen M. Carter, its Chairman of the Board of Directors, and attested by Edward L. Eckhart, its Vice President, General Counsel and Secretary, this 16th day of October, 1999.

SBC NATIONAL, INC.

By: 

Stephen M. Carter
Chairman of the Board

Attest:

By: 

Edward L. Eckhart
Vice President, General Counsel and Secretary

State of Delaware
Office of the Secretary of State

PAGE 1

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 "SBC NATIONAL, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF NOVEMBER, A.D. 1998, AT 11:15 O'CLOCK A.M.



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

Edward J. Freel, Secretary of State

2969037 8300

981449820

AUTHENTICATION:

DATE:

9420002

11-23-98

CERTIFICATE OF INCORPORATION
OF
SBC NATIONAL, INC.

ARTICLE ONE

The name of the corporation is SBC National, Inc.

ARTICLE TWO

The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of the registered agent of the Corporation at such address is The Corporation Trust Company.

ARTICLE THREE

The purpose of the Corporation is to engage in any lawful act or activity for which Corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE FOUR

The total number of shares of stock which the Corporation is authorized to issue is one thousand (1,000) shares of common stock, having a par value of one dollar (\$1.00) per share.

ARTICLE FIVE

The business and affairs of the Corporation shall be managed by the Board of Directors. The directors need not be elected by ballot unless required by the Bylaws of the Corporation.

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, except for liability 1) for any breach of the director's duty of loyalty to the Corporation or its stockholders; 2) for acts or omissions not in good faith of which involve intentional misconduct or knowing violation of the law; or 3) for any transaction from which a director derived an improper benefit.

ARTICLE SIX

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws.

ARTICLE SEVEN

The initial Board of Directors of the Corporation shall be constituted of the following individuals having the respective business office addresses stated herein:

| | |
|-------------------|---|
| Stephen M. Carter | One Bell Plaza, Dallas, Texas 75202 |
| Liam S. Coonan | 175 East Houston, San Antonio, TX 78205 |
| Terry Bailey | One Bell Plaza, Dallas, Texas 75202 |

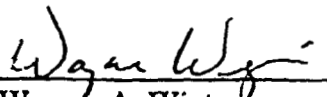
ARTICLE EIGHT

The Corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Delaware. All rights herein conferred are granted subject to this reservation.

ARTICLE NINE

The incorporator is Wayne A. Wirtz, whose mailing address is 175 East Houston Street, San Antonio, Texas 78205.

I, the undersigned, being the incorporator, for the purpose of forming a corporation under the laws of the State of Delaware do make, file and record this Certificate of Incorporation, do certify that the facts herein stated are true, and, accordingly, have hereto set my hand this 20th day of November, 1998.


Wayne A. Wirtz

Attachment 2

Authorization to Conduct Business in Kentucky

BOOK 00551 0164
COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE



RECEIVED & FILED
Dec 8 1 50 PM '99
JOHN Y. 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:

- The corporation is a business corporation (KRS 271B). a nonprofit corporation (KRS 273).
 a professional service corporation (KRS 274).
- The name of the corporation is SBC Telecom, Inc.
- The name of the corporation to be used in Kentucky is SBC Telecom, Inc.
- Delaware is the state or country under whose law the corporation is incorporated. (If "real name" is unavailable for use)
- November 20, 1998 is the date of incorporation and the period of duration is perpetual
- The street address of the corporation's principal office is 175 East Houston Street, San Antonio, Texas 78205
- The street address of the corporation's registered office in Kentucky is c/o C T Corporation System, Kentucky Home Life Building, Louisville, KY 40202
and the name of the registered agent at that office is C T CORPORATION SYSTEM
- The names and usual business addresses of the corporation's current officers and directors are as follows:
President please see attached
Vice President _____
Secretary _____
Treasurer _____
Directors please see attached

(Attach a continuation sheet, if necessary)

- 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.
- A certificate of existence duly authenticated by the Secretary of State accompanies this application.
- This application will be effective upon filing, unless a delayed effective date and/or time is specified: _____
(Delayed effective date and/or time)

Return to:
SEARCH & REPRODUCTION SERVICES
P.O. BOX 49035
Lexington, KY 40549-0355

Thomas W. Hartmann
Signature
Thomas W. Hartmann, VP, Gen. Cnsl & Sec.
Type or Print Name & Title
Date: November 30, 19 99

I, C T CORPORATION SYSTEM consent to serve as the registered agent on behalf of the corporation.
Type or print name of registered agent
E. W. Wallace
Signature of Registered Agent
Type or Print Name & Title

SBC TELECOM, INC.
DIRECTORS AND OFFICERS

Stan Sigman, Chairman
175 East Houston Street, San Antonio, Texas 78205

Ron Blake, Director and President
2000 W. Ameritech Center Drive
Room 4-F-82
Hoffman Estates, Illinois 60196

Wayne Watts, Director
175 East Houston Street, San Antonio, Texas 78205

Patricia Diaz Dennis, Senior Vice President-Regulatory and Public Affairs
175 East Houston Street, San Antonio, Texas 78205

Paul Roth, Vice President
111 Soledad, 16th Floor, San Antonio, Texas 78205

Timothy Harden, Vice President
2600 Camino Ramon, Ste. 4CN100, San Ramon, Calif. 94583

Thomas R. Hartmann, Vice President, General Counsel and Secretary
175 East Houston Street, San Antonio, Texas 78205

Mark Boright, Vice President and Chief Financial Officer
111 Soledad, Room 1614, San Antonio, Texas 78205

Michael D. Wagner, Treasurer
175 East Houston Street, San Antonio, Texas 78205

Document No.: DN1999197477
Lodged By: MAIL
Recorded On: 12/10/1999 09:15:58
Total Fees: 9.00
Transfer Tax: .00
County Clerk: Bobbie Holsclaw-JEFF CO KY
Deputy Clerk: PENWIM

END OF DOCUMENT

Attachment 3

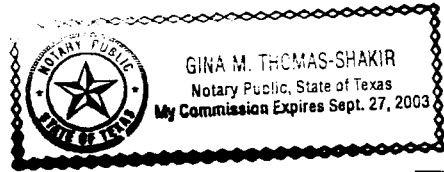
Affidavit

The undersigned attests that SBC Telecom, Inc. has not provided service in the Commonwealth of Kentucky prior to the filing of this Notice of Intent to provide service.

Kevin M. Chapman

Kevin M. Chapman
Director-Regulatory Relations

This document was signed in my presence on the 13th day of January, 2000.



[Signature]

Notary Public

Attachment 4

Tariff