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DEC 21 2000  
PUBLIC SERVICE  
COMMISSION

December 20, 2000

Kentucky Public Service Commission  
211 Sower Boulevard  
Frankfort, Kentucky 40602-0615

05157700-0510

RE: SCC COMMUNICATIONS CORP. INITIAL FILING

Pursuant to Administrative Case No. 359 and Administrative Case No. 370, SCC Communications Corp. ("SCC") herein files its initial tariff for the provision of exchange and interexchange facilities-based and resold telecommunications services. Included are an original and four copies of SCC's proposed tariff with an effective date no sooner than 30 days from the date of this filing. In addition, SCC submits the following information:

1. Name and Address of SCC  
SCC Communications Corp.  
6285 Lookout Road  
Boulder, CO 80301-3343  
Telephone: (303) 581-5600  
FAX Number: (303) 581-0900  
WEB: [www.scc911.com](http://www.scc911.com)
2. SCC's Articles of Incorporation and a copy of its authority to do business in Kentucky are attached as Exhibit No. 1.
3. The contact person for customer complaints and regulatory issues is:  
Gary A. Klug – Director of Regulatory Compliance  
SCC Communications Corp.  
6285 Lookout Road  
Boulder, CO 80301-3343  
Telephone: (303) 581-5600  
FAX Number: (303) 581-090
4. A notarized statement by an officer of SCC that it has not provided or collected for intrastate service in Kentucky prior to filing its tariff is attached as Exhibit No. 2.
5. SCC hereby issues the statement that it does not seek to provide operator assisted services to traffic aggregators as defined in Administrative Case No. 330, and that SCC will comply with the Commission's mandates in Administrative Case No. 330.

Please date-stamp the enclosed copy of this letter and the tariff and return them in the self-addressed postage-paid envelope provided. Should you are anyone else at the Commission have any questions regarding this filing, please do not hesitate to contact me at (303) 581-5600 or contact Gary Klug on (303) 581-6034.

Sincerely,

*Rebecca E. Boswell*  
Rebecca E. Boswell  
Regulatory Counsel

Enclosures

Office of the Secretary of State

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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 RESTATED CERTIFICATE OF "SCC COMMUNICATIONS CORP.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JUNE, A.D. 1998, AT 12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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001340385

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

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Edward J. Freel, Secretary of State

AUTHENTICATION:

0540123

DATE:

07-05-00

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF SCC COMMUNICATIONS CORP.  
a Delaware corporation

SCC Communications Corp. (the "corporation"), a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The original Certificate of Incorporation of the corporation was filed with the Secretary of State of the State of Delaware on September 17, 1993. The Certificate of Incorporation of the corporation was amended pursuant to a Certificate of Amendment of Certificate of Incorporation of the corporation filed with the Secretary of State of the State of Delaware on each of April 28, 1994; January 26, 1995; and March 5, 1996.

2. Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, the Amended and Restated Certificate of Incorporation was adopted by the corporation's Board of Directors and stockholders, the stockholders of the corporation having approved the Amended and Restated Certificate of Incorporation by the written consent of the holders of at least a majority of the outstanding share in accordance with Section 228 thereof, and written notice having been given in accordance with the requirements of such Section. The Amended and Restated Certificate of Incorporation restates, integrates and amends the provisions of the Certificate of Incorporation of this corporation.

3. The text of the Certificate of Incorporation as heretofore amended or supplemented is hereby restated and further amended to read in its entirety as follows:

ARTICLE I

The name of this corporation is SCC Communications Corp.

ARTICLE II

The address of this corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

### ARTICLE III

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may now or hereafter be organized under the Delaware General Corporation Law.

### ARTICLE IV

1. **Classes of Stock.** This corporation is authorized to issue two classes of stock, denominated Common Stock and Preferred Stock. The Common Stock shall have a par value of \$0.001 per share and the Preferred Stock shall have a par value of \$0.001 per share. The total number of shares of Common Stock which the Corporation is authorized to issue is Thirty Million (30,000,000), and the total number of shares of Preferred Stock which the Corporation is authorized to issue is Fifteen Million (15,000,000), which shares of Preferred Stock shall be undesignated as to series. Upon the filing of this Amended and Restated Certificate of Incorporation, each three (3) outstanding shares of Common Stock shall be converted into one (1) share of Common Stock, as the case may be (the "Stock Split"). No fractional shares of Common Stock or Preferred Stock, as the case may be, shall be issued upon the Stock Split.

2. **Issuance of Preferred Stock.** The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized, by filing one or more certificates pursuant to the Delaware General Corporation Law (each, a "Preferred Stock Designation"), to fix or alter from time to time the designations, powers, preferences and rights of each such series of Preferred Stock and the qualifications, limitations or restrictions thereof, including without limitation the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption price or prices, and the liquidation preferences of any wholly-unissued series of Preferred Stock, and to establish from time to time the number of shares constituting any such series and the designation thereof, or any of them; and to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be decreased in accordance with the foregoing sentence, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

#### 3. Rights, Preferences, Privileges and Restrictions of Common Stock

(a) **Dividend Rights.** Subject to the prior or equal rights of holders of all classes of stock at the time outstanding having prior or equal rights as to dividends, the holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

(b) **Redemption.** The Common Stock is not redeemable upon demand of any holder thereof or upon demand of this corporation.

(c) **Voting Rights.** The holder of each share of Common Stock shall have the right to one vote, and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of this corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

## ARTICLE V

1. **Exculpation.** A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is hereafter amended to further reduce or to authorize, with the approval of the corporation's stockholders, further reductions in the liability of the corporation's directors for breach of fiduciary duty, then a director of the corporation shall not be liable for any such breach to the fullest extent permitted by the Delaware General Corporation Law as so amended.

2. **Indemnification.** To the extent permitted by applicable law, this corporation is also authorized to provide indemnification of (and advancement of expenses to) such agents (and any other persons to which Delaware law permits this corporation to provide indemnification) through bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the Delaware General Corporation Law, subject only to limits created by applicable Delaware law (statutory or non-statutory), with respect to actions for breach of duty to the corporation, its stockholders, and others.

3. **Effect of Repeal or Modification.** Any repeal or modification of any of the foregoing provisions of this Article V shall be prospective and shall not adversely affect any right or protection of a director, officer, agent or other person existing at the time of, or increase the liability of any director of the corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

## ARTICLE VI

Elections of directors need not be by written ballot except and to the extent provided in the Bylaws of the corporation.

## ARTICLE VII

No holder of shares of stock of the corporation shall have any preemptive or other right, except as such rights are expressly provided by contract, to purchase or subscribe for or receive any shares of any class, or series thereof, of stock of the corporation, whether now or hereafter

authorized, or any warrants, options, bonds, debentures or other securities convertible into, exchangeable for or carrying any right to purchase any share of any class, or series thereof, of stock; but such additional shares of stock and such warrants, options, bonds, debentures or other securities convertible into, exchangeable for or carrying any right to purchase any shares of any class, or series thereof, of stock may be issued or disposed of by the Board of Directors to such persons, and on such terms and for such lawful consideration as in its discretion it shall deem advisable or as the corporation shall have by contract agreed.

#### ARTICLE VIII

The corporation is to have a perpetual existence.

#### ARTICLE IX

The corporation reserves the right to repeal, alter, amend or rescind any provision contained in this Amended and Restated Certificate of Incorporation and/or any provision contained in any amendment to or restatement of this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

#### ARTICLE X

The Board of Directors may from time to time make, amend, supplement or repeal the Bylaws by the requisite affirmative vote of Directors as set forth in the Bylaws; provided, however, that the stockholders may change or repeal any bylaw adopted by the Board of Directors by the requisite affirmative vote of stockholders as set forth in the Bylaws; and, provided further, that no amendment or supplement to the Bylaws adopted by the Board of Directors shall vary or conflict with any amendment or supplement thus adopted by the stockholders.

#### ARTICLE XI

No action shall be taken by the stockholders of the corporation except at an annual or special meeting of stockholders called in accordance with the Bylaws, and no action shall be taken by the stockholders by written consent.

#### ARTICLE XII

Advance notice of stockholder nominations for the election of directors and of business to be brought by stockholders before any meeting of the stockholders of the corporation shall be given in the manner provided in the Bylaws of the corporation."

**SIGNATURES**

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been signed under the seal of this corporation this 29th day of June, 1998.


SCC COMMUNICATIONS CORP.,  
a Delaware corporation

By:   
John G. Lewis  
Assistant Secretary

STATE OF COLORADO )  
 ) ss.  
CITY & COUNTY OF DENVER )

Subscribed and sworn to before me this 29th day of June, 1998, by John G. Lewis as Assistant Secretary of SCC Communications Corp., a Delaware corporation.

WITNESS my hand and official seal.

  
Notary Public

My commission expires: March 31, 2001





IN THE NAME AND BY THE AUTHORITY OF THE



**JOHN Y. BROWN III**  
SECRETARY OF STATE

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**CERTIFICATE**

I, **JOHN Y. BROWN III**, Secretary of State for the Commonwealth of Kentucky, do certify that the foregoing writing has been carefully compared by me with the original record thereof, now in my official custody as Secretary of State and remaining on file in my office, and found to be a true and correct copy of      **APPLICATION FOR CERTIFICATE OF AUTHORITY OF**  
**SCC COMMUNICATIONS CORP. FILED NOVEMBER 17, 1997.**



0441583

JOHN Y. BROWN III

SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF AUTHORITY

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Pursuant to the provisions of the Kentucky Revised Statutes, the undersigned hereby applies for the authority to transact business in the state of Kentucky on behalf of said corporation and for that purpose submits the following statement:

- The corporate entity is  for profit, stock (KRS 271B)
- non-profit, non-stock (KRS 273)
- a professional service corporation (KRS 274)

The name of the corporation is SEC Communications Corp.

The name of the corporation to be used in Kentucky is SEC Communications Corp.

(if "real name" is unavailable for use)

Delaware is the state or country under whose law it is incorporated.

Sept. 17, 1992 is the date of incorporation and the duration is perpetual or for a total of \_\_\_\_\_ years.

The address of its principal office is 6285 Lookout Road  
Franklin CO 80301

The street address of its registered office in Kentucky is Kentucky Home Life Building  
Louisville, Kentucky 40202

and the name of its registered agent at that office is CT Corporation System

The names and usual business addresses of its current officers and directors are as follows:

President	<u>George A. Hamilton</u>	<u>6285 Lookout Rd. Franklin CO 80301</u>
Secretary	<u>Nancy K. Hamilton</u>	<u>6285 Lookout Rd. Franklin CO 80301</u>
Director	<u>John G. Smith</u>	<u>8855 Arapahoe, Franklin CO 80531</u>
Director	<u>Thomas J. Toston</u>	<u>Amitech 50 S. Wacker Dr. St. Charles, IL 60154</u>
Director	<u>Bob Sherman</u>	<u>Essex Capital 201 City Hall St. Lowell, MA 02108</u>

(If necessary, attach continuation sheet)

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: April 1, 1997, 19 97

Nancy K. Hamilton  
SIGNATURE & TITLE  
Nancy K. Hamilton CEO, Secretary +  
PRINT OR TYPE NAME & TITLE Treasurer

(SEE REVERSE SIDE FOR INSTRUCTIONS)

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 "SCC COMMUNICATIONS CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF MAY, A.D. 1997.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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971151589


AUTHENTICATION: 8478553  
DATE: 05-23-97

**AFFIDAVIT OF CRAIG W. DONALDSON**


STATE OF COLORADO            )  
  )ss  
BOULDER COUNTY                )

I, Craig W. Donaldson, being duly sworn deposes and states:

1. I am the Vice President and General Counsel of SCC Communications Corp.
2. I am authorized on behalf of SCC as Vice President and General Counsel to state that SCC Communications Corp. has not provided or collected for intrastate telecommunications service in Kentucky prior to tiling its tariff.

  
\_\_\_\_\_  
Craig W. Donaldson  
Vice President and General Counsel

Subscribed and sworn before me this 20th day of December, 2000 by Craig W. Donaldson

  
\_\_\_\_\_  
Notary Public

2/10/04  
\_\_\_\_\_  
My Commission Expires