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(1926 - 1992)

05172600  
05-10

June 28, 2005

Thomas M. Dorman, Executive Director  
Kentucky Public Service Commission  
211 Sower Blvd  
Frankfort, KY 40601

RECEIVED

JUN 29 2005

PUBLIC SERVICE  
COMMISSION

RE: Acceris Management and Acquisition LLC

Dear Mr. Dorman:

Enclosed herewith for filing with the Kentucky Public Service Commission please find an original and three (3) copies of the above captioned corporation's INFORMATIONAL FILING FOR AUTHORITY TO OPERATE AS A RESELLER OF INTEREXCHANGE TELEPHONE SERVICES within the State of Kentucky.

Enclosed you will find an exact duplicate of this letter. Please stamp the duplicate received and return same in the postage-paid envelope attached thereto.

Should you have any questions, please contact me.

Very truly yours,

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

Patrick D. Crocker

PDC/pas

enc

**Before the  
PUBLIC SERVICE COMMISSION OF KENTUCKY**

IN THE MATTER OF THE INFORMATIONAL FILING OF )  
**ACCERIS MANAGEMENT AND ACQUISITION LLC** )  
FOR AUTHORITY TO OPERATE AS A RESELLER OF ) No. \_\_\_\_\_  
INTEREXCHANGE TELEPHONE )  
SERVICE THROUGHOUT THE STATE OF KENTUCKY )

ACCERIS MANAGEMENT AND ACQUISITION LLC submits the following information in accordance with the provisions of Administrative Case No. 359 and its proposed tariffs in accordance with 807 KAR 5:011.

1. The name, address and telephone number of the company is:

ACCERIS MANAGEMENT AND ACQUISITION LLC  
60 South Sixth Street, Suite 2535  
Minneapolis, MN 55402  
Telephone: (612) 465-0260  
Facsimile: (612) 455-1022  
Toll Free: (800) 852-7023

2. Articles of Organization - See **Exhibit A**.  
3. Authorization to conduct business in Kentucky: See **Exhibit B**.  
4. Representatives for ongoing operations and correspondence:

Questions concerning this application and tariff should be directed to:

Patrick D. Crocker  
Early, Lennon, Crocker & Bartosiewicz, P.L.C.  
900 Comerica Building  
Kalamazoo, MI 49007  
Telephone: (269) 381-8844  
Facsimile: (269) 381-8822

Company Contact:

Drew Backstrand  
Acceris Management and Acquisition LLC  
60 South Sixth Street, Suite 2535  
Minneapolis, MN 55402  
Telephone: (612) 465-0265  
Facsimile: (612) 455-1022  
Email: backstrand@ncequity.net

Customer Service:

Drew Backstrand  
ACCERIS MANAGEMENT AND ACQUISITION LLC  
60 South Sixth Street, Suite 2535  
Minneapolis, MN 55402  
Telephone: (612) 465-0260  
Facsimile: (612) 455-1022  
Toll Free: (800) 852-7023  
Email: Backstrand@ncequity.net

5. ACCERIS MANAGEMENT AND ACQUISITION LLC has not provided service in Kentucky prior to filing this notice of intent. See notarized statement attached hereto as **Exhibit C**.
6. ACCERIS MANAGEMENT AND ACQUISITION LLC does not seek authority to provide operator assisted services to traffic aggregators as defined in Administrative Case No. 330.
7. The Company's proposed tariff is submitted to become effective 30 days after the date of this filing. See **Exhibit D**.
8. A sample Company bill is attached as **Exhibit E**.

WHEREFORE, ACCERIS MANAGEMENT AND ACQUISITION LLC requests that the Public Service Commission of Kentucky grant authority to engage in the resale of interexchange telecommunications services to the public in accordance with applicable laws currently in effect or hereinafter enacted by the Commission.

Respectfully submitted this 28<sup>th</sup> day of June 2005.

ACCERIS MANAGEMENT AND ACQUISITION LLC

By:

  
Patrick D. Crockey, Attorney

**EXHIBIT A**

**Articles of Organization**

State of Minnesota

**SECRETARY OF STATE**

Certificate of Organization

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: Articles of Organization, duly signed, have been filed on this date in the Office of the Secretary of State, for the organization of the following limited liability company, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

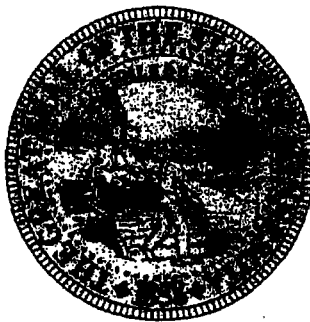
This limited liability company is now legally organized under the laws of Minnesota.

Name: Acceris Management and Acquisition LLC

Charter Number: 1353712-2

Chapter Formed Under: 322B

This certificate has been issued on 05/10/2005.



*Mary Kiffmeyer*  
Secretary of State.

LLC OR



1353712002

**ARTICLES OF ORGANIZATION  
OF  
ACCERIS MANAGEMENT AND ACQUISITION LLC**

The undersigned, being of full age and for the purpose of forming a limited liability company for general business purposes under Chapter 322B of the Minnesota Statutes, does hereby adopt the following Articles of Organization:

**Article 1**

**Name**

The name of this limited liability company is Acceris Management and Acquisition LLC. *m*

**Article 2**

**Registered Office**

The address of the registered office of this limited liability company is

60 South Sixth Street  
Suite 2535  
Minneapolis, MN 55402

**Article 3**

**Period of Existence**

Unless dissolved earlier in accordance with law, the period of existence of this limited liability company shall be perpetual.

**Article 4**

**Organizer**

The name and address of the sole organizer of this limited liability company are

Christopher A. Carlisle  
Gray, Plant, Mooty, Mooty & Bennett, P.A.  
500 IDS Center  
80 South Eighth Street  
Minneapolis, Minnesota 55402

**Article 5**

**Preemptive Rights Prohibition**

The members of this limited liability company shall have no preemptive rights as described in Minnesota Statutes Section 322B.33 or any successor thereto.

**Article 6**  
**Cumulative Voting**

The members of this limited liability company shall have no rights of cumulative voting as described in Minnesota Statutes Section 322B.63 or any successor thereto.

**Article 7**  
**Limitation of Liability of Governors**

A governor of this limited liability company shall not be personally liable to this limited liability company or its members for monetary damages for breach of fiduciary duty as a governor, except for liability (i) based on a breach of the governor's duty of loyalty to this limited liability company or its members; (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) under Section 322B.56 or Section 80A.23 of the Minnesota Statutes; or (iv) for any transaction from which such governor derived an improper personal benefit. If Chapter 322B of the Minnesota Statutes is hereafter amended to authorize the further elimination or limitation of the liability of governors, then the liability of a governor of this limited liability company, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by Chapter 322B of the Minnesota Statutes, as amended. Any repeal or modification of this Article by the members of this limited liability company shall be prospective only and shall not adversely affect any limitation on the personal liability of a governor of this limited liability company existing at the time of such repeal or modification.

**Article 8**  
**Actions by Written Consent**

Any action which is required or permitted to be taken by the governors of this limited liability company at a meeting and which does not require the approval of the members may be taken by written action signed by the number of governors that would be required to take the same action at a meeting at which all governors were present. However, if the action is one which must be approved by the members, such action may be taken only by written action signed by all of the governors then in office. Any action required or permitted to be taken at a meeting of the members may be taken by written action signed by members who possess the voting power that would be required to take the same action at a meeting of the members at which all members were present.

**Article 9**  
**Dissenters' Rights Prohibition**

Pursuant to Minnesota Statutes Section 322B.383, subdivision 1(1) (or similar provisions of future law), a member shall have no right to dissent from, and obtain payment for the fair value of the member's membership interest in the event of an amendment of the articles of organization which materially and adversely affects the rights or preferences of the membership interests of the dissenting member in that it: (i) alters or abolishes a preferential right of the membership interests; (ii) creates, alters, or abolishes a right in respect of the redemption of the

membership interests, including a provision respecting a sinking fund for the redemption or repurchase of the membership interests; (iii) alters or abolishes a preemptive right of the owner of the membership interests to make a contribution; (iv) excludes or limits the right of a member to vote on a matter or to cumulate votes; (v) changes a member's right to resign or retire; or (vi) establishes or changes the conditions for or consequences of expulsion.

The undersigned has set his hand this 10th day of May, 2005.


Christopher A. Carlisle  
Organizer

GP:1710865 v1

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

MAY 10 2005

*Mary Hoffmann*  
Secretary of State *M*

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
I hereby certify that this is a  
true and correct copy of the  
document as filed for record in  
this office  
DATED  
*Mary Hoffmann*  
3  
BY 



**EXHIBIT B**

**Certificate of Authority to Transact Business**

COMMONWEALTH OF KENTUCKY  
TREY GRAYSON  
SECRETARY OF STATE



0615966.06 PBlevins  
L902  
Trey Grayson  
Secretary of State  
Received and Filed  
06/23/2005 11:22:23 AM  
Fee Receipt: \$90.00

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of KRS Chapter 275, the undersigned hereby applies for authority to transact business in Kentucky on behalf of the limited liability company named below and for that purpose submits the following statements:

1. The company is  a limited liability company (LLC).  
 a professional limited liability company (PLLC).

2. The name of the limited liability company is  
ACCERIS MANAGEMENT AND ACQUISITION LLC

3. The name of the limited liability company to be used in Kentucky is

(If "real name" is unavailable for use)

4. Minnesota is the state or country of organization.

5. May 10, 2005 is the date of organization and, if the limited liability company has a specific date of dissolution, the latest date upon which the limited liability company is to dissolve is none-perpetual.

6. The street address of the office required to be maintained in the state of formation or, if not so required, the principal office address is

60 South 6th Street, Suite 2535, Minneapolis, MN 55402  
Street City State Zip Code

7. The names and usual business addresses of the current managers, if any, are as follows:

<u>Elam Baer</u>	<u>60 S. 6th Street, Suite 2535, Minneapolis, MN 55402</u>
<small>Name</small>	<small>Address</small>
<u>Laura Conradi Carlson</u>	<u>60 S. 6th Street, Suite 2535, Minneapolis, MN 55402</u>
<small>Name</small>	<small>Address</small>

(Attach a continuation, if necessary)

8. The street address of the registered office in Kentucky is

6010 Brownsboro Park Boulevard, Suite H, Louisville, KY 40207  
Street City State Zip Code

and the name of the registered agent at that office is  
Stephen A. Schwager

9. This application will be effective upon filing, unless a delayed effective date and/or time is specified:

(Delayed effective date and/or time)

I certify that, as of the date of filing this application, the above-named limited liability company validly exists as a limited liability company under the laws of the jurisdiction of its formation.

Laura C Carlson  
Signature  
Laura Conradi Carlson, VP-Finance and Manager  
Type or Print Name & Title

Date: 6/13, 2005

I, Stephen A. Schwager, consent to serve as the registered agent on behalf of the limited liability company.

Type or print name of registered agent

Stephen A. Schwager  
Signature of Registered Agent  
Stephen A. Schwager  
Type or Print Name & Title

**EXHIBIT C**

**Notarized Affidavit**

AFFIDAVIT

STATE OF MICHIGAN        )  
                                  )    ss  
COUNTY OF KALAMAZOO    )

Patrick D. Crocker, Attorney for Acceris Management and Acquisition LLC, first being duly sworn on oath, deposes and says as follows:

1. ACCERIS MANAGEMENT AND ACQUISITION LLC has neither provided nor collected money from customers within Kentucky for intrastate telecommunication services.
2. ACCERIS MANAGEMENT AND ACQUISITION LLC does not seek to provide operator assisted services to traffic aggregators.

Respectfully Submitted,

ACCERIS Management and Acquisition LLC

By: \_\_\_\_\_

Patrick D. Crocker

The foregoing instrument was acknowledged before me  
this 21<sup>st</sup> day of June 2005 by Patrick D. Crocker.

Paula A. Schneider

Notary Public: Paula A. Schneider  
Commission Expires: June 24, 2011  
Kalamazoo County, Michigan  
Acting in Kalamazoo County, Michigan