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Before the
PUBLIC SERVICE COMMISSION OF KENTUCKY

IN THE MATTER OF THE INFORMATIONAL FILING)
OF ACORN TELEPHONE LLC FOR AUTHORITY TO)
OPERATE AS A RESELLER OF INTEREXCHANGE)
AND LOCAL EXCHANGE TELEPHONE SERVICE)
THROUGHOUT KENTUCKY)

No. _____

Acorn Telephone LLC hereby 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, telephone and fax number of the applicant corporation are:

Acorn Telephone LLC
2219 Bonnie Butler Way
Charlotte, NC 28270
Phone 704-887-1343
Fax 800-647-1343

- 2. A copy of the Company's Articles of Incorporation and Kentucky Certificate of Authority are attached hereto as Exhibits A and B.

- 3. The name, street address, telephone and fax numbers of the responsible contact person(s) for customer complaints and regulatory issues:

Customer service contact:

James Bellina
2219 Bonnie Butler Way
Charlotte, NC 28270
Phone 704-887-1343
Fax 800-647-1343

Regulatory contact:

James Bellina
2219 Bonnie Butler Way
Charlotte, NC 28270
Phone 704-887-1343
Fax 800-647-1343

4. A notarized statement that the company has not provided or collected for intrastate service in Kentucky prior to filing its tariff is attached as Exhibit C.
5. The company does not seek authority to provide operator assisted services to traffic aggregators as defined in Administrative Case No. 330.
6. The company's proposed tariffs are attached as Exhibits D and E.
7. A sample company bill is attached as Exhibit F.

WHEREFORE, Acorn Telephone LLC requests that the Public Service Commission of the Commonwealth of Kentucky grant authority to engage in the resale of local exchange and interexchange telecommunications services to the public in accordance with applicable laws currently in effect or hereinafter enacted by the Commission.

Respectfully submitted this 28th day of October, 2004.

Acorn Telephone LLC

By:


James Bellina
President

Verification of Applicant


State of North Carolina)

County of Mecklenburg)

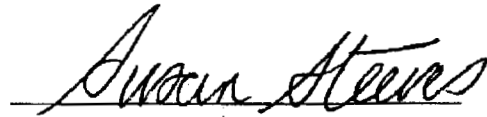
I, James Bellina, being first duly sworn, state that I am President of Acorn Telephone LLC the Applicant herein; that I have reviewed the matters set forth in the Application and Exhibits and the statements contained therein are true to the best of my knowledge, except as to those matters which are stated on information or belief, and as to those matters I believe them to be true.

Acorn Telephone LLC

By:


James Bellina
President

Sworn to and subscribed before me this 28 day of OCTOBER 2004.



Notary Public

My commission expires _____

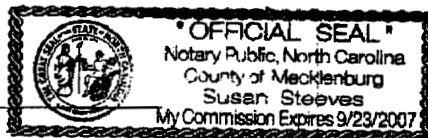


Exhibit A

Articles of Incorporation



NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF ORGANIZATION

OF

ACORN TELEPHONE LLC

the original of which was filed in this office on the 28th day of April, 2004.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 28th day of April, 2004

Elaine F. Marshall
Secretary of State

Date Filed: 4/28/2004 12:58:00 PM
 Elaine F. Marshall
 North Carolina Secretary of State
 C200411300315

State of North Carolina
 Department of the Secretary of State

Limited Liability Company
 ARTICLES OF ORGANIZATION

Pursuant to §57C-2-20 of the General Statutes of North Carolina, the undersigned does hereby submit these Articles of Organization for the purpose of forming a limited liability company.

1. The name of the limited liability company is: Acorn Telephone LLC

2. If the limited liability company is to dissolve by a specific date, the latest date on which the limited liability company is to dissolve: *(If no date for dissolution is specified, there shall be no limit on the duration of the limited liability company.)* None

3. The name and address of each person executing these articles of organization is as follows: *(State whether each person is executing these articles of organization in the capacity of a member, organizer or both. Note: This document must be signed by all persons listed here).*
James A. Bellina 2219 Bonnie Butler Way Charlotte, NC 28270 (Member and organizer)
Patrick L. Eudy 1927 Pinewood Circle Charlotte, NC 28211 (Member and organizer)

4. The street address and county of the initial registered office of the limited liability company is:
 Number and Street 2219 Bonnie Butler Way
 City, State, Zip Code Charlotte, NC 28270 County Mecklenburg

5. The mailing address, *if different from the street address*, of the initial registered office is:

6. The name of the initial registered agent is: James A. Bellina

7. Principal office information: *(Select either a or b.)*
 a. The limited liability company has a principal office.

The street address and county of the principal office of the limited liability company is:
 Number and Street _____
 City, State, Zip Code _____ County _____

The mailing address, *if different from the street address*, of the principal office of the corporation is:

b. The limited liability company does not have a principal office.

8. Check one of the following:

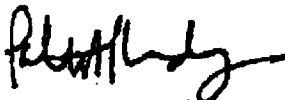
(i) *Member-managed LLC*: all members by virtue of their status as members shall be managers of this limited liability company.


(ii) *Manager-managed LLC*: except as provided by N.C.G.S. Section 57C-3-20(a), the members of this limited liability company shall not be managers by virtue of their status as members.

9. Any other provisions which the limited liability company elects to include are attached.

10. These articles will be effective upon filing, unless a date and/or time is specified:

This is the 19th day of April, 20 04


Patrick L. Eady
Member & organizer


Signature
James A. Bellina, Member and Organizer
Type or Print Name and Title

NOTES:

1. Filing fee is \$125. This document must be filed with the Secretary of State.

CORPORATIONS DIVISION
(Revised January 2002)

P.O. Box 29622

Instructions for Filing

RALEIGH, NC 27626-0622
(Form L-01)

0585493.06

JDozier
L902

COMMONWEALTH OF KENTUCKY
TREY GRAYSON
SECRETARY OF STATE

Trey Grayson
Secretary of State
Received and Filed
05/06/2004 2:27:34 PM
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
Acorn Telephone LLC

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

(If "real name" is unavailable for use)

4. North Carolina is the state or country of organization.

5. April 28, 2004 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 N/A

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
2219 Bonnie Butler Way Charlotte NC 28270

Street

City

State

Zip Code

7. The names and usual business addresses of the current managers, if any, are as follows:
James A. Bellina 2219 Bonnie Butler Way Charlotte, NC 28270

Name

Address

Name

Address

(Attach a continuation, if necessary)

8. The street address of the registered office in Kentucky is
Kentucky Home Life Building Louisville KY 40202

Street

City

State

Zip Code

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

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.

[Signature]
Signature
James A. Bellina, Manager
Type or Print Name & Title

Date: April 30, 20 04


I, CT Corporation System, consent to serve as the registered agent on behalf of the limited liability company.
Type or print name of registered agent

[Signature]
Signature of Registered Agent
Dale W. Morris
ASSISTANT VICE PRESIDENT

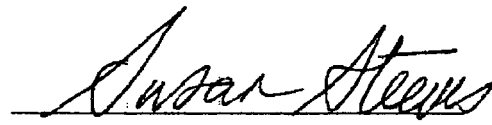
Exhibit C

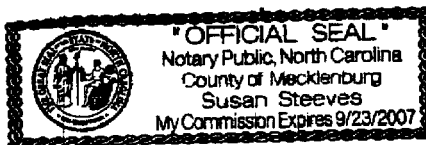
Affidavit

I, James Bellina, President of Acorn Telephone LLC, do hereby certify that the company has not provided or collected for intrastate service in Kentucky prior to filing of this application and tariff.


James Bellina, President
Acorn Telephone LLC

Sworn to and subscribed before me this 28 day of OCTOBER 2004.


Notary Public



My commission expires _____

Exhibit D

Proposed Interexchange Tariff

Exhibit E
Proposed Local Exchange Tariff

Exhibit F
Sample Customer Bill

Acorn Telecom Invoice

Sample Customer
 123 Main Street
 Anytown, USA 12345

Invoice Number: 2733
 Date: 10/28/2004
 Account No.: xxx-xxx-xxxx

Phone Num...	Description	Qty	Rate	Amount
xxx-xxx-xxxx	UNLIMITED CONNECTION PLAN with Free Regional and Nationwide Calling and Free Calling Features	1	60.00	60.00
	Caller ID w/ Anonymous call rejection	1	0.00	0.00
	Call Waiting Deluxe	1	0.00	0.00
	Call Forward Variable	1	0.00	0.00
	3 Way Calling	1	0.00	0.00
	Call Return	1	0.00	0.00
	Repeat Dialing	1	0.00	0.00
	Call Blocking	1	0.00	0.00
	Free Calling Features			0.00
	Inside Wire		3.00	3.00
	All required taxes and regulatory fees are included in the rates advertised, quoted, and billed.			

Please remit payment to:

Total	\$63.00
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Acorn Telecommunications
 756 Tyvola Rd, Suite 100
 Charlotte, NC 28217
 Tel: (888) 439-6100