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and Maryland

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August 18, 2003

VIA OVERNIGHT DELIVERY

Mr. Thomas Dorman
Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, Kentucky 40602-0615
(502) 564-3940

RECEIVED

AUG 19 2003

PUBLIC SERVICE
COMMISSION

Re: MG LLC d/b/a SearsConnect
Notice of Intention to Business as a Resold Wireless Carrier

Dear Mr. Dorman:

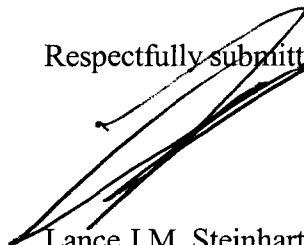
Pursuant to KRS 278.512 and 278.514, the company provides the following information:

- (1) The name and address of the company is as follows: MG LLC d/b/a SearsConnect, Two Executive Drive, Suite 900, Fort Lee, New Jersey 07024.
- (2) A copy of the company's certificate of authority from the Secretary of State is attached hereto as Exhibit A.
- (3) The name, address, telephone number and fax number of the responsible contact for complaints and regulatory issues is David Byron, MG LLC d/b/a SearsConnect, Two Executive Drive, Suite 900, Fort Lee, New Jersey 07024, (201) 461-5665 (Phone), (201) 461-1963 (Fax).

Mr. Thomas Dorman
Executive Director
Kentucky Public Service Commission
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Page 2

I have also enclosed an extra copy of this letter to be date-stamped and returned to me in the enclosed preaddressed, postage-prepaid envelope. If you have any questions or if I may provide you with additional information, please do not hesitate to contact our. Thank you.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Lance J.M. Steinhart", written over the typed name.

Lance J.M. Steinhart
Attorney for MG LLC d/b/a SearsConnect

Enclosures
cc: David Byron

CERTIFICATE OF AUTHORITY

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE



0565727.06

sbates
ADD

John Y. Brown III
Secretary of State
Received and Filed
08/08/2003 12:32:22 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
MG LLC

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

(If "real name" is unavailable for use)

4. Delaware is the state or country of organization.

5. April 30, 2003 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 _____

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
Two Executive Dr., Ste. 900, Fort Lee, NJ 07024

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

Name	Address
_____	_____
_____	_____

(Attach a continuation, if necessary)

8. The street address of the registered office in Kentucky is
828 Lane Allen Road, Ste. 219, Lexington, KY 40504

Street City State Zip Code

and the name of the registered agent at that office is TCS Corporate Services, Inc.

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.

David Graf
Signature

David Graf Member
Type or Print Name & Title

Date: July 23, 20 03

TCS Corporate Services, Inc.

Type or print name of registered agent

consent to serve as the registered agent on behalf of the limited liability company.

[Signature]
Signature of Registered Agent

Lance J.M. Steinboet President
Type or Print Name & Title

LIST OF MEMBERS & DIRECTORS OF
MG LLC

Members

Marc Byron
David Graf
The Halyard Capital Fund

Directors

None

All the above referenced Members & Directors can be reached at:
Two Executive Drive, Suite 900, Fort Lee, New Jersey 07024

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE



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David Graf
Signature
David Graf Member
Type or Print Name & Title

Date: July 23, 2003

TCS Corporate Services, Inc.
Type or print name of registered agent

I consent to serve as the registered agent on behalf of the limited liability company.

Lance J.M. Steinhart, President
Signature of Registered Agent
Type or Print Name & Title

LIST OF MEMBERS & DIRECTORS OF
MG LLC

Members

Marc Byron
David Graf
The Halyard Capital Fund

Directors

None

All the above referenced Members & Directors can be reached at:
Two Executive Drive, Suite 900, Fort Lee, New Jersey 07024

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE



0565727.12

sbates
C226

John Y. Brown III
Secretary of State
Received and Filed
08/08/2003
Fee Receipt: \$20.00

CERTIFICATE OF ASSUMED NAME

This certifies that the assumed name of

SearsConnect

[Name under which the business will be conducted]

has been adopted by MG LLC

[Real name - KRS 365.015(1)]

which is the "real name" of [YOU MUST CHECK ONE]

a Domestic General Partnership

a Foreign General Partnership

a Domestic Registered Limited Liability Partnership

a Foreign Registered Limited Liability Partnership

a Domestic Limited Partnership

a Foreign Limited Partnership

a Domestic Business Trust

a Foreign Business Trust

a Domestic Corporation

a Foreign Corporation

a Domestic Limited Liability Company

a Foreign Limited Liability Company

a Joint Venture

organized and existing in the state or country of Delaware, and whose address is

Two Executive Dr., Ste. 900, Fort Lee, NJ 07024

Street address, if any

City

State

Zip Code

The certificate of assumed name is executed by

Dale D. [Signature]

Signature

Member

Print or type name and title

July 23, 2003

Date

Signature

Print or type name and title

Date

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE



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sbates
C226

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SearsConnect

[Name under which the business will be conducted]

has been adopted by MG LLC

[Real name - KRS 365.015(1)]

which is the "real name" of [YOU MUST CHECK ONE]

- a Domestic General Partnership
- a Domestic Registered Limited Liability Partnership
- a Domestic Limited Partnership
- a Domestic Business Trust
- a Domestic Corporation
- a Domestic Limited Liability Company
- a Joint Venture
- a Foreign General Partnership
- a Foreign Registered Limited Liability Partnership
- a Foreign Limited Partnership
- a Foreign Business Trust
- a Foreign Corporation
- a Foreign Limited Liability Company

organized and existing in the state or country of Delaware, and whose address is

Two Executive Dr., Ste. 900, Fort Lee, NJ 07024

Street address, if any

City

State

Zip Code

The certificate of assumed name is executed by

Dan Hoff
Signature

Member

Print or type name and title

July 23, 2003
Date

Signature

Print or type name and title

Date

Mail to:
Lance Steinhart
1720 Windward Concourse
suite # 250
Alpharetta GA 30005
ⓔ

I, Donald W Blevins, County Court Clerk
of Fayette County, Kentucky, hereby
certify that the foregoing instrument
has been duly recorded in my office.

Donald W Blevins

By: Doug BRADLEY, dc

200308130303

August 13, 2003

10:28:38 AM

Fees \$9.00

Tax \$0.00

Total Paid \$9.00

THIS IS THE LAST PAGE OF THE DOCUMENT

2 Pages

343 - 344