

September 22, 2000

VIA FEDEX

Kentucky Public Service Commission
730 Schenkel Lane
Frankfort, Kentucky 40602

05052240 (0505)
22252240 (051)
9500

RECEIVED

SEP 25 2000

PUBLIC SERVICE
COMMISSION

RE: Application of New Access Communications LLC for
Authority as a Telecommunications Reseller in Kentucky

CLEC & L.D.

To Whom It May Concern:

This Application for authority as a reseller of long distance and local exchange telecommunications services and accompanying tariff are sent to you for filing by New Access Communications LLC ("the Company") in accordance with the new streamlined filing requirements contained in Administrative Case No. 359, *In the Matter of Exemptions for Interexchange Carriers, Long Distance Resellers, Operator Service Providers and Customer-Owed, Coin Operated Telephones*, order dated June 21, 1996.



NEW ACCESS
COMMUNICATIONS

An additional copy of this application is included to be stamped as filed and returned to me in the enclosed self-addressed stamped envelope. If you have any questions, or require further information, please call me at (612) 321-9717. Thank you for your attention in this matter.

Sincerely,

NEW ACCESS COMMUNICATIONS LLC

Steven C. Clay, President

Enc.

www.newaccesscommunications.com
P 612 321-9717
F 612 321-9207
T 877 330-4937
A

**Before the
PUBLIC SERVICE COMMISSION OF KENTUCKY**

IN THE MATTER OF THE INFORMATIONAL)
FILING OF NEW ACCESS COMMUNICATIONS LLC)
FOR AUTHORITY TO OPERATE AS A RESELLER) No. _____
OF INTEREXCHANGE AND LOCAL EXCHANGE)
TELEPHONE SERVICE THROUGHOUT KENTUCKY)

New Access Communications LLC ("New Access" or "Applicant") 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. Applicant's name, post office address, telephone and fax number are:

New Access Communications LLC
120 South 6th Street
Suite 950
Minneapolis, MN 55402
(612) 321-9717
(612) 321-9207 (facsimile)

2. A copy of Applicant's Articles of Organization is attached hereto as Exhibit A. A copy of Applicant's Kentucky Certificate of Authority is attached hereto as Exhibit B.

3. The name, street address, telephone and facsimile numbers of the responsible contact person for customer complaints and regulatory issues:

Steven C. Clay, President
New Access Communications LLC
120 South 6th Street
Suite 950
Minneapolis, MN 55402
(612) 321-9717
(612) 321-9207 (facsimile)

4. A notarized statement that Applicant has not provided or collected for intrastate service in Kentucky prior to filing its tariff is attached hereto as Exhibit C.

5. Applicant does not seek authority to provide operator assisted services to traffic aggregators as defined in Administrative Case No. 330.
6. The company's proposed tariff is attached hereto as Exhibit D.
7. A sample company bill is attached hereto as Exhibit E.

WHEREFORE, NEW ACCESS COMMUNICATIONS LLC requests that the Public Service Commission of Kentucky grant it 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 hereafter enacted by the Commission.

Respectfully submitted this 22nd day of September, 2000.

NEW ACCESS COMMUNICATION LLC

By: 

Steven C. Clay
President
120 South 6th Street
Suite 950
Minneapolis, MN 55402
(612) 321-9717
sclay@newaccess.cc

Exhibit A

**ARTICLES OF ORGANIZATION
OF
IMS DIRECT 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 IMS Direct LLC.

**Article 2
Registered Office**

The address of the registered office of this limited liability company is 510 Marquette Avenue South, Suite 206, Minneapolis, Minnesota 55402.

**Article 3
Period of Existence**

Unless dissolved earlier in accordance with law, this limited liability company will have perpetual existence.

**Article 4
Organizer**

The name and address of the sole organizer of this limited liability company is Alice E. Campbell, 3400 City Center, 33 South Sixth 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.

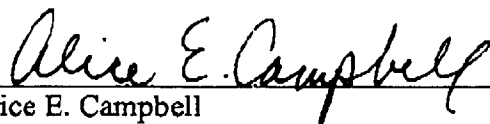
Article 7
Limitation of Liability of Governors

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.

IN WITNESS WHEREOF, the undersigned has set her hand this 25th day of May, 2000.



Alice E. Campbell
Organizer

GP:701433 v1.s1

STATE OF MINNESOTA
FILED
dup copy
MAY 25 2000
Mary Hoffmeyer
Secretary of State

**ACTION BY THE GOVERNORS
AND MEMBERS
OF
IMS DIRECT LLC**

The undersigned, being at least a majority of the governors and of the members of IMS Direct LLC, a Minnesota limited liability company ("Company"), hereby take the following action pursuant to Minnesota Statutes Section 322B.656, Section 322B.16 and Section 322B.35:

Amendment of Articles of Organization for Name.

RESOLVED, That the Articles of Organization of this LLC be amended as follows:

**Article 1
Name**

The name of this limited liability company is New Access Communications LLC.

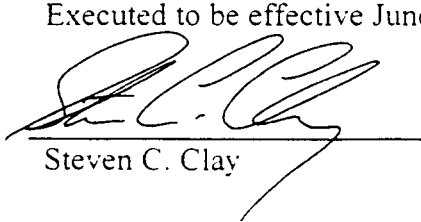
FURTHER RESOLVED, That Steven C. Clay, the President of this limited liability company, be, and hereby is, authorized and directed to make and execute Articles of Amendment embracing the foregoing resolution and to cause such Articles of Amendment to be filed with the office of the Secretary of State of the State of Minnesota.

Restatement of Bylaws and Member Control Agreement

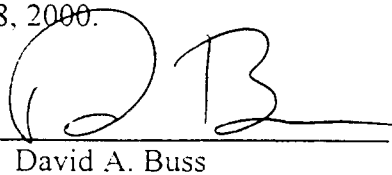
RESOLVED, That the Bylaws and the Member Control Agreement of this Company be restated effective today to reflect the Company's new name; and

FURTHER RESOLVED, That such Restated Bylaws and Restated Member Control Agreement be attested to by the Secretary as of the date hereof and inserted in the Company's record book.

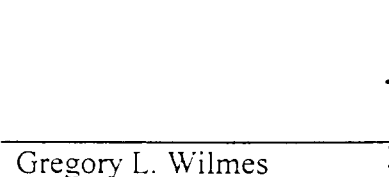
Executed to be effective June 28, 2000.



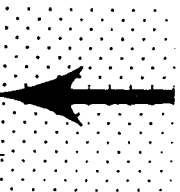
Steven C. Clay



David A. Buss



Gregory L. Wilmes



**ARTICLES OF AMENDMENT
OF
ARTICLES OF ORGANIZATION
OF
IMS DIRECT LLC**

I, the undersigned President of IMS Direct LLC, a Minnesota limited liability company, do hereby certify that an Amendment to the Articles of Organization to change the name of the company was approved by written action of all the Members pursuant to Minnesota Statutes Section 322B.16 and Section 322B.35, as follows:

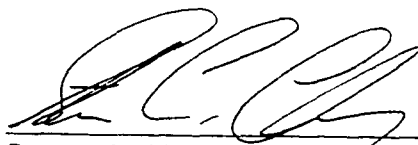
RESOLVED, That the Articles of Organization of this LLC be amended as follows:

**Article 1
Name**

The name of this limited liability company is New Access Communications LLC.

FURTHER RESOLVED, That Steven C. Clay, the President of this limited liability company, be, and hereby is, authorized and directed to make and execute Articles of Amendment embracing the foregoing resolution and to cause such Articles of Amendment to be filed with the office of the Secretary of State of the State of Minnesota.

Executed as of June 28, 2000.



Steven C. Clay, President

Exhibit B

Exhibit C

OATH

STATE OF Minnesota)
)
COUNTY OF Hennepin)

SS

Steven C. Clay , being duly sworn, states that New Access Communications LLC has not provided or collected for intrastate services in Kentucky prior to filing this application and tariff.



Signature of Affiant

Subscribed and sworn to before me, a Notary Public in and for the State and County named above, this 22nd day of September , 2000.

Elizabeth A. Husman
(SEAL) Notary Public



Exhibit D