

T62-1272

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September 27, 2001

**VIA OVERNIGHT DELIVERY**

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

05160700  
0510

Re: TalkNow, Inc.

Dear Mr. Dorman:

Enclosed please find for filing one original and four (4) copies of TalkNow, Inc.'s proposed tariff to Operate as a Reseller of Telecommunications Services within the Commonwealth of Kentucky.

(1) The name and address of the company is as follows: TalkNow, Inc., 9775 Business Park Avenue, San Diego, California 92131.

(2) A copy of its 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 Desiree Neal, 9775 Business Park Avenue, San Diego, California 92131, (800) 576-7775 (Phone), (858) 536-3394 (Fax).

(4) A notarized statement by an officer of the utility regarding intrastate service is attached as Exhibit B.


(5) The company does not seek to provide operator assisted services to traffic aggregators.

Mr. Martin Huelsmann  
Executive Director  
Kentucky Public Service Commission  
September 27, 2001  
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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 me. Thank you.

Respectfully submitted,



Lance J.M. Steinhart  
Attorney for TalkNow, Inc.

Enclosures  
cc: Desiree Neal

**CERTIFICATE OF AUTHORITY**

COMMONWEALTH OF KENTUCKY  
JOHN Y. BROWN III  
SECRETARY OF STATE



APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of KRS Chapter 271B, 273 or 274, the undersigned hereby applies for authority to transact business in Kentucky on behalf of the corporation named below and for that purpose submits the following statements:

0522999.09  
John Y. Brown III  
Secretary of State  
Received and Filed  
09/25/01 08:41 AM  
Fee Receipt: \$90.00  
Pcraime - P101

- The corporation is  a business corporation (KRS 271B).  a nonprofit corporation (KRS 273).  
 a professional service corporation (KRS 274).
- The name of the corporation is TalkNow, Inc.
- The name of the corporation to be used in Kentucky is \_\_\_\_\_  
(If "real name" is unavailable for use)
- Delaware is the state or country under whose law the corporation is incorporated.
- July 26, 2000 is the date of incorporation and the period of duration is Perpetual
- The street address of the corporation's principal office is 9775 Business Park Ave., San Diego, CA 92131
- The street address of the corporation's registered office in Kentucky is 828 Lane Allen Road, Ste. F4, Lexington, KY 40504  
and the name of the registered agent at that office is TCS Corporate Services, Inc.
- The names and usual business addresses of the corporation's current officers and directors are as follows:  
President See Attached  
Vice President \_\_\_\_\_  
Secretary \_\_\_\_\_  
Treasurer \_\_\_\_\_  
Directors \_\_\_\_\_  
(Attach a continuation sheet, if necessary)
- If a professional service corporation, all the individual shareholders, not less than one half of the directors, and all of the officers other than the secretary and treasurer are licensed in one or more states or territories of the United States or District of Columbia to render a professional service described in the statement of purposes of the corporation.
- A certificate of existence duly authenticated by the Secretary of State accompanies this application.
- This application will be effective upon filing, unless a delayed effective date and/or time is specified: \_\_\_\_\_  
(Delayed effective date and/or time)

Gary Wasserson  
Signature  
\_\_\_\_\_  
Gary Wasserson President  
Type or Print Name & Title  
Date: 9/20/01, 19\_\_\_\_

TCS Corporate Services, Inc.  
Type or print name of registered agent  
\_\_\_\_\_ consent to serve as the registered agent on behalf of the corporation.  
\_\_\_\_\_  
Signature of Registered Agent  
President, Lance Steinhart  
Type or Print Name & Title

**LIST OF OFFICERS & DIRECTORS OF**  
**TALKNOW, INC.**

**Officers**

**Gary Wasserson**  
**Allan Silber**

**President, Secretary & CEO**  
**Treasurer**

**Directors**

**Gary Wasserson**  
**Allan Silber**

**All the above referenced Officers & Directors can be reached at:**  
**9775 Business Park Avenue, San Diego, CA 92131**

AFFIDAVIT

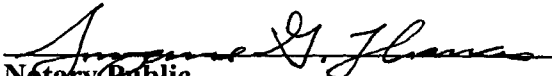
State of ~~California~~ <sup>UTAH</sup>, County of ~~San Diego~~ <sup>SACTLAKE</sup>, ss.

Gary Wasserson, being duly sworn, deposes and says, on behalf of the Applicant, that he/she is the President of TalkNow, Inc., and that to the best of his/her knowledge and belief, TalkNow, Inc. has not provided service to the public in the Commonwealth of Kentucky nor has Applicant ever received compensation for providing intrastate telecommunications services to the public in the Commonwealth of Kentucky.

  
Gary Wasserson  
President

Subscribed and sworn to before me, this ~~20th~~ day of ~~SEPT.~~, 2001.

My commission expires: 11/15/01.

  
Notary Public

{seal}

