

Small Business America

1711 W. County Rd. B, #330N
Roseville, MN 55113
877-271-5582

05165500
0510

September 12, 2002

Mr. Thomas Dorman
Executive Director
Public Service Commission
211 Sower Boulevard
Frankfort, Kentucky 40602

RECEIVED

SEP 13 2002

PUBLIC SERVICE
COMMISSION

RE: Twin City Capital, L.L.C.'s Registration for Interexchange Service Authority to Operate as a Reseller of Telecommunications Services Within the Commonwealth of Kentucky.

Dear Mr. Dorman:

Enclosed are the original and four (4) copies of Twin City Capital, L.L.C.'s ("NorthStar" or "Applicant") registration for interexchange service authority to operate as a reseller of telecommunication services within the Commonwealth of Kentucky and the proposed tariff. So that our records will be complete, please date stamp the extra copy of this registration and return in the envelope provided.

The Applicant provides the information as required by the Kentucky Public Service Commission pursuant to Administrative Case No. 359:

1. The name and address of the company are as follows:

Twin City Capital, L.L.C. d/b/a Small Business America
1711 West County Rd. B, 330N
Roseville, MN 55113
2. A copy of the Applicant's Articles of incorporation are attached at Exhibit A. A copy of the Applicant's Certificate of Authority from the Kentucky Secretary of State is attached at Exhibit B.
3. The Applicant's proposed tariff is attached at Exhibit D.
4. The name, street address, telephone number, and fax number of the responsible contact person for customer complaints and regulatory issues are as follows:

Jon Greene, Chief Manager
Twin City Capital, L.L.C.
d/b/a Small Business America
1711 West County Rd. B, 330N
Roseville, MN 55113
Tel: (651) 649-3575
Fax: (651) 649-3580

5. See Exhibit C for a notarized statement by an officer of the Applicant that the Applicant has not provided or collected for intrastate service in Kentucky prior to filing the notice of intent.
6. Twin City Capital, L.L.C. does not seek to provide operator assisted service to traffic aggregators as defined in Administrative Case No. 330.

Thank you for your assistance in this matter. Any questions regarding this registration or proposed tariff should be referred to Bobbi Ferguson, Visiology, Inc, 16061 Carmel Bay Drive, Northport, Alabama 35475 who may be reached via telephone at (205) 330-1703, via FAX at (205) 330-1705, or via email at bobbi@visiology.com.

Yours truly



Jon Greene
Chief Manager

Enclosures

EXHIBIT A

COPY OF

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.

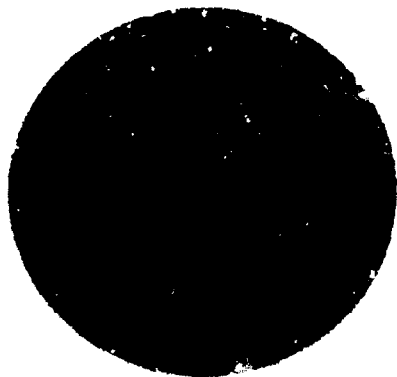
This limited liability company is now legally organized under the laws of Minnesota.

Name: TWIN CITY CAPITAL, LLC

Charter Number: 23015-LLC

Charter Formed Under: 322B

This certificate has been issued on 06/05/2001.



Mary Kiffmeyer
Secretary of State.

23015-LLC

ARTICLES OF ORGANIZATION

OF

TWIN CITY CAPITAL, LLC

The undersigned organizer, in order to form a limited liability company under Minnesota Statutes, Chapter 322B, hereby adopts the following Articles of Organization:

**ARTICLE ONE
NAME**

The name of this Company is **TWIN CITY CAPITAL, LLC**

**ARTICLE TWO
REGISTERED OFFICE**

The registered office of this Company is located at 3145 Hafner Court, Shoreview, MN. 55126

**ARTICLE THREE
ORGANIZER**

The name and address of the organizer of this Company is as follows.

Name
E. Martin Stapleton

Address
2300 Firstar Center
St Paul, Minnesota 55101

**ARTICLE FOUR
NO CUMULATIVE VOTING RIGHTS**

No member of this Company shall have any cumulative voting rights

**ARTICLE FIVE
NO PRE-EMPTIVE RIGHTS**

No member of this Company shall have any pre-emptive rights.

090456

**ARTICLE SIX
FIRST BOARD OF GOVERNORS**

The names of the first Board of Governors of this Company are as follows:

Scott Lee

**ARTICLE SEVEN
ACTION BY WRITTEN CONSENT**

7.1 By the Board. Any action required or permitted to be taken at a meeting of the Board of Governors of this Company not needing approval by the members, may be taken by written action signed by the number of governors that would be required to take such action at a meeting of the Board of Governors at which all governors are present

7.2 By the Members. Any action required or permitted to be taken at a meeting of the members of this Company, may be taken by written action signed by the members who own the voting power that would be required to take such action at a meeting of the members at which all members are present

**ARTICLE EIGHT
LIMITATION OF LIABILITY OF GOVERNORS**

No governor of this Company shall be personally liable to the Company or its members for monetary damages for breach of fiduciary duty by such governor as a governor; provided, however, that this Article shall not eliminate or limit the liability of a governor to the extent provided by applicable law (i) for any breach of the governor's duty of loyalty to the Company or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 332B.56 or 80A.23 of the Minnesota Statutes, (iv) for any transaction from which the governor derived an improper personal benefit or (v) for any act or omission occurring prior to the effective date of this Article. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any governor of the Company for or with respect to any acts or omissions of such governor occurring prior to such amendment or repeal

**ARTICLE NINE
CLASSES AND SERIES OF MEMBERSHIP INTERESTS**

The Board of Governors may act by Resolution to establish multiple classes of Membership Interests and series within classes and may fix relative rights and preferences of such classes and series, including the terms by which profits and losses will be allocated among the holders of such classes or series of Membership Interests

2001

IN WITNESS WHEREOF, I have hereunto set my hand this 5th day of June,


E. Martin Stapleton

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

JUN - 5 2001


Secretary of State

EXHIBIT B

CERTIFICATE OF AUTHORITY

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE



0530836.12
John Y. Brown III
Secretary of State
Received and Filed
05/02/2002 12:13 PM
Fee Receipt: \$20.00

states
C226

CERTIFICATE OF ASSUMED NAME

This certifies that the assumed name of
Small Business America

(Name under which the business will be conducted)

has been adopted by TWIN CITY CAPITAL, LLC

(Real name - KRS 302.015(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 Minnesota, and whose address is

1711 W. County Road B, #330N, Roseville, MN 55113

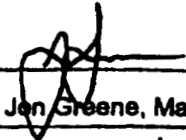
Street address, if any

City

State

Zip Code

The certificate of assumed name is executed by



Signature
Jen Greene, Manager

Print or type name and title
2/4/02

Date

Signature

Print or type name and title

Date

Document No.: BR2002094064
Lodged By: UNISEARCH
Recorded On: 05/21/2002 09:30:51
Total Fees: 9.00
Transfer Tax: .00
County Clerk: Bobbie Holzman-JEFF CO KY
Deputy Clerk: CARRAR

BOOK 588 PAGE 0307
COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE



0530836.06 States LB02
 John Y. Brown III
 Secretary of State
 Received and Filed
 02/11/2002 10:18 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
TWIN CITY CAPITAL, LLC

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

Document No.: 053083606
 Lodged By: MWSEARCH
 Recorded On: 02/26/2002 11:17:13
 Total Fees: \$90.00
 Transfer Fee: \$0.00
 County Clerk: Bobbie Holtsclaw
 Deputy Clerk: DANNA

4. Minnesota is the state or country of organization.

5. June 5, 2001 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 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
1711 W. County Road B, #330N, Roseville, MN 55113

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

8. The street address of the registered office in Kentucky is
400 West Market Street, Suite 1800 Louisville KY 40202

And the name of the registered agent at that office is
National Registered Agents, Inc.

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

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
Don Greene, Manager
 Type or Print Name & Title

Date: May 4, 2002

1. National Registered Agents, Inc.
 company. Type or print name of registered agent

consent to serve as the registered agent on behalf of the limited liability company
National Registered Agents, Inc.
 By: Deborah J. Hurlbert
 Signature of Registered Agent
Deborah J. Hurlbert
 Type or Print Name & Title

END OF DOCUMENT

EXHIBIT C

AFFIDAVIT

AFFIDAVIT

State of Minnesota:

: ss.

County of Ramsey:

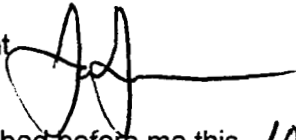
Jon Greene, Affiant, being duly sworn according to law, deposes and says:

That he is the Chief Manager of Twin City Capital, L.L.C.;

That he is authorized to and does make this affidavit for said corporation;

That Twin City Capital, L.L.C. has not offered intrastate service in Kentucky and does not have any presubscribed customers in Kentucky. However, there is a possibility of incidental calling card traffic by out-of-state customers traveling through Kentucky. At this time, we are unable to determine if this has occurred.

Signature of Affiant



Sworn and subscribed before me this 10th day of September, 2002.


Signature of official administering oath

My commission expires Jan. 31, 2006.

Lee T. Walters
Notary Public - State of Minnesota
Commission Number: NO-20302149
My Commission Expires: Jan. 31, 2006

EXHIBIT D

PROPOSED TARIFF

P.S.C. Ky. No. 1

Cancels P.S.C. Ky. No. _____

Twin City Capital, L.L.C. d/b/a Small Business America

of

1711 W. County Road B, ##330N
Roseville, MN 55113

Rates, Rules and Regulations for Furnishing

INTRASTATE TELECOMMUNICATION SERVICES

AT

COMMONWEALTH OF KENTUCKY

FILED WITH PUBLIC SERVICE COMMISSION OF

KENTUCKY

ISSUED September 12, 2002

EFFECTIVE October 13, 2002

ISSUED BY Twin City Capital, L.L.C. d/b/a Small Business America
(Name of Utility)

BY Jon Greene