

# HOGAN & HARTSON

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September 29, 2000

**VIA OVERNIGHT DELIVERY**

Thomas Dorman  
Executive Director  
Public Service Commission of Kentucky  
211 Sower Boulevard  
Frankfort, KY 40602-0615

RECEIVED

09 29 2000

PUBLIC SERVICE  
COMMISSION

05156400-0510

**Re: Zone Telecom, Inc. - Application for Authority**


Dear Mr. Dorman:

Enclosed for filing is an original and four copies of the Informational Filing of Zone Telecom, Inc. ("Zone") to operate as a reseller of interexchange service throughout Kentucky. Also enclosed is an original and four copies of Zone's proposed tariff to provide such service.

Concurrent with this submission, Zone is filing a Notification of its intent to acquire selected assets, including customers, from The Furst Group, Inc. ("TFG"), an existing authorized provider of telecommunications service in Kentucky. In order to facilitate the timely completion of this asset transfer and to ensure that the transition of service from TFG to Zone is transparent to consumers, Zone respectfully requests that its Application for Authority be processed and granted expeditiously.

Kindly date-stamp the additional copy of this filing and return it to me in the enclosed postage prepaid envelope. Any questions concerning this submission should be addressed to the undersigned.

Respectfully submitted,

  
Gina Spade

Enclosures

RECEIVED

Before the  
PUBLIC SERVICE COMMISSION OF KENTUCKY

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PUBLIC SERVICE  
COMMISSION

IN THE MATTER OF THE INFORMATIONAL )  
FILING OF ZONE TELECOM, INC. FOR )  
AUTHORITY TO OPERATE AS A RESELLER ) No. \_\_\_\_\_  
OF INTEREXCHANGE SERVICE )  
THROUGHOUT KENTUCKY )

Zone Telecom, Inc. ("Zone" 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. The name, post office address, telephone and fax number of the Applicant are:

Zone Telecom, Inc.  
279 Harvard Street, Suite 21  
Cambridge, MA 02139  
Phone: (617) 876-3002  
Fax: (617) 687-7791

2. A copy of Zone's Articles of Incorporation and Kentucky Certificate of Authority 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:

Jill Papenhausen  
Corporate Director  
Consumer & Government Affairs  
Zone Telecom, Inc.  
459 Oakshade Road  
Shamong, NJ 08088  
Phone: (609) 268-4372  
Fax: (609) 268-8713  
[jpapenhausen@furst.com](mailto:jpapenhausen@furst.com)

4. A notarized statement that Zone has not provided or collected for intrastate service in Kentucky prior to filing its tariff is attached as **Exhibit C**.
5. Zone does not seek authority to provide operator assisted services to traffic aggregators as defined in Administrative Case No. 330.
6. Zone's proposed tariff is attached as **Exhibit D**.
7. A sample Company bill is attached as **Exhibit E**. Please note that the sample bill is from The Furst Group. Zone is in the process of acquiring certain assets of Furst and at least initially will be utilizing many of the same vendors and processes. Please see the Notification filed concurrently with the Commission for further details about the transaction.

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

Respectfully submitted this 29<sup>th</sup> day of September, 2000.

**Zone Telecom, Inc.**

By: \_\_\_\_\_



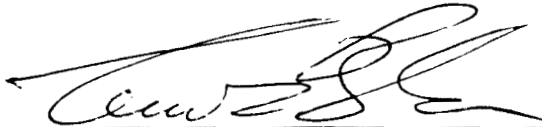
Lawton Bloom  
Vice President and Secretary  
Zone Telecom, Inc.  
279 Harvard Street, Suite 21  
Cambridge, MA 02139

VERIFICATION OF APPLICANT

COMMONWEALTH OF MASSACHUSETTS )  
 )  
COUNTY OF MIDDLESEX )

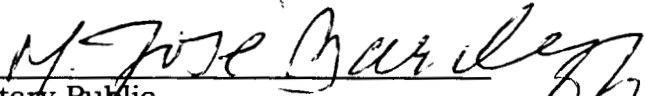
I, Lawton Bloom, being first duly sworn, state that I am Vice President and Secretary of Zone Telecom, Inc., the Applicant herein; that I have reviewed the matters set forth in the Application and Exhibits and the statements contained therein are true to the best of my knowledge, except as to those matters which are stated on information or belief, and as to those matters I believe them to be true.

**Zone Telecom, Inc.**

By: 

Lawton Bloom  
Vice President and Secretary  
Zone Telecom, Inc.  
279 Harvard Street, Suite 21  
Cambridge, MA 02139

Sworn to and subscribed before me this 28<sup>th</sup> day of September, 2000.

  
Notary Public

My Commission Expires: 2/3/06

# EXHIBIT A

ARTICLES OF INCORPORATION

Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ZONE TELECOM, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF JUNE, A.D. 2000, AT 2 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, appearing to read "Edward J. Freel".

---

Edward J. Freel, Secretary of State

3242585 8100

001299580

AUTHENTICATION: 0495091

DATE: 06-14-00

CERTIFICATE OF INCORPORATION

OF

ZONE TELECOM, INC.

The undersigned, a natural person, for the purposes of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and generally known as the "General Corporation Law of the State of Delaware"), hereby certifies that:

FIRST: The name of the corporation (hereinafter called the "Corporation") is Zone Telecom, Inc.

SECOND: The address, including street, number, city, and county, of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, State of Delaware 19801; and the name of the registered agent of the Corporation in the State of Delaware at such address is The Corporation Trust Company.

THIRD: The nature of the business and the purposes to be conducted and promoted by the Corporation, shall be to engage in any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is Three Thousand (3,000) shares of Common Stock, \$0.01 par value per share.

FIFTH: The name and the mailing address of the incorporator are as follows:

NAMEADDRESS

Steven D. Pohl

c/o Brown, Rudnick, Freed & Gesmer  
One Financial Center  
Boston, MA 02111

SIXTH: The Corporation shall have perpetual existence.

SEVENTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this

Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

EIGHTH: For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided that:

1. The business of the Corporation shall be conducted by the officers of the Corporation under the supervision of the Board of Directors.

2. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the By-Laws. No election of Directors need be by written ballot.

3. The Board of Directors of the Corporation may adopt, amend or repeal the By-Laws of the Corporation at any time after the original adoption of the By-Laws according to Section 109 of the General Corporation Law of the State of Delaware; provided, however, that any amendment to provide for the classification of directors of the Corporation for staggered terms pursuant to the provisions of subsection (d) of Section 141 of the General Corporation Law of the State of Delaware shall be set forth in an amendment to this Certificate of Incorporation, in an initial By-Law, or in a By-Law adopted by the stockholders of the Corporation entitled to vote.

NINTH: The Corporation may, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.



TENTH: From time to time any of the provisions of this Certificate of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this Article TENTH.

ELEVENTH: No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this paragraph (b) of this Article ELEVENTH shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment.

Signed on the 13<sup>th</sup> day of June, 2000.

  
\_\_\_\_\_  
Steven D. Pohl, Incorporator

# EXHIBIT B

KENTUCKY CERTIFICATE OF AUTHORITY

COMMONWEALTH OF KENTUCKY  
JOHN Y. BROWN III  
SECRETARY OF STATE

0499512.00



John Y. Brown III  
Secretary of State  
Received and Filed  
07/28/2000 09:48 AM  
Fee Receipt \$30.00  
Perkins - P127

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:

- 1. The corporation is  a business corporation (KRS 271B).  a nonprofit corporation (KRS 273).  
 a professional service corporation (KRS 274).
- 2. The name of the corporation is Zone Telecom, Inc.
- 3. 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.

06/13/2000 is the date of incorporation and the period of duration is Perpetual

The street address of the corporation's principal office is

279 Harvard St., #21, Cambridge, MA 02139

The street address of the corporation's registered office in Kentucky is

c/o C T Corporation System, Kentucky Home Life Building, Louisville, KY 40202

and the name of the registered agent at that office is

C T Corporation System

The names and usual business addresses of the corporation's current officers and directors are as follows:

President See attached rider

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 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)

[Signature]

Signature

Lawton Bloom, Vice President

Type or Print Name & Title

Date: July 28, 2000

C T Corporation System

Type or print name of registered agent

consent to serve as the registered agent on behalf of the corporation.

Signature of Registered Agent

01 (7/98)

By: \_\_\_\_\_

Type or Print Name & Title

# EXHIBIT C

NOTARIZED STATEMENT

**AFFIDAVIT**

I, Lawton Bloom, Vice President and Secretary of Zone Telecom, Inc., do hereby certify that the Company has not provided or collected for intrastate service in Kentucky prior to the filing of this application and tariff.



Lawton Bloom  
Vice President and Secretary  
Zone Telecom, Inc.

Sworn to and subscribed before me  
this 28<sup>th</sup> day of September,  
2000.



Notary Public

My Commission expires:

7/3/06

# **EXHIBIT D**

## **PROPOSED INTEREXCHANGE TARIFF**

# **EXHIBIT E**

ZONE DRAFT  
CUSTOMER BILL