



ALE-T-09-01

## The CommLaw Group

HELEIN & MARASHLIAN, LLC  
1483 Chain Bridge Road  
Suite 301  
McLean, Virginia 22101

Telephone: (703) 714-1300  
Facsimile: (703) 714-1330  
E-mail: [mail@CommLawGroup.com](mailto:mail@CommLawGroup.com)  
Website: [www.CommLawGroup.com](http://www.CommLawGroup.com)

Writer's Direct Dial Number  
703-714-1326

Writer's E-mail Address  
[cmh@commlawgroup.com](mailto:cmh@commlawgroup.com)

June 11, 2009

### VIA OVERNIGHT COURIER

Ms. Jean D. Jewell, Secretary  
Idaho Public Utilities Commission  
472 West Washington Street  
Boise, ID 83702

RECEIVED  
2009 JUN 12 AM 10:13  
IDAHO PUBLIC  
UTILITIES COMMISSION

Re: ALEC, Inc.  
Application for Certificate of Public Convenience and Necessity

Dear Ms. Jewell:

On behalf of ALEC, Inc. ("ALEC"), transmitted herewith are an original and three (3) copies of ALEC's Application for a Certificate of Public Convenience and Necessity to Provide Local Exchange Services within the State of Idaho. The Company has no local exchange customers at this time in the State of Idaho; this is a new filing.

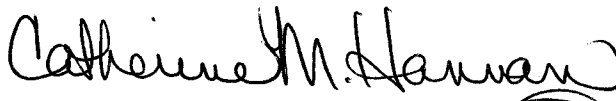

**APPLICANT HAS ALSO ENCLOSED ONE (1) COPY OF FINANCIAL STATEMENTS IN A SEPARATE ENVELOPE MARKED "CONFIDENTIAL AND PROPRIETARY", AND RESPECTFULLY REQUESTS CONFIDENTIAL TREATMENT OF THE ENCLOSED FINANCIAL INFORMATION. APPLICANT EXPECTS THAT THIS INFORMATION WILL BE RESTRICTED TO COUNSEL, AGENTS AND EMPLOYEES WHO ARE SPECIFICALLY ASSIGNED TO THIS APPLICATION BY THE COMMISSION.**

An additional copy of this transmittal letter is also enclosed, to be date-stamped and returned in the postage prepaid envelope provided.

**Jean D. Jewell, Secretary**  
**June 11, 2009**  
**Page Two**

Should there be any questions regarding this filing, kindly contact the undersigned.

Respectfully submitted,

  
Catherine M. Hannan 

Counsel for  
ALEC, Inc.

Enclosures

BEFORE THE IDAHO PUBLIC UTILITIES COMMISSION RECEIVED

IN THE MATTER OF THE )  
APPLICATION OF )  
ALEC, Inc. )  
For a Certificate of Public )  
Convenience and Necessity to )  
Provide Local Exchange )  
Telecommunications Services )  
Within the State of Idaho )

2009 JUN 12 AM 10:19

IDAHO PUBLIC  
UTILITIES COMMISSION

ALE-T-09-01

**APPLICATION AND REQUEST FOR AUTHORITY**

Application is hereby made to the Idaho Public Utilities Commission for a Certificate of Public Convenience and Necessity authorizing ALEC, Inc. ("ALEC" or "Applicant") to provide local exchange telecommunications services pursuant to Idaho Code Sections 61-526 through - 528 and IDAPA 31.01.01.111 (Rules 111 & 112) as clarified by Procedural Order No. 26665 in Case No. GNR-T-96-4. The following information and exhibits are furnished in support of this Application and Request for Authority:

**I. PROPOSED SERVICES.**

Applicant is certificated, registered or otherwise authorized to provide interexchange and local exchange telecommunications services in the States of Alabama, California, Florida, Georgia, Kansas, Kentucky, Mississippi, Nebraska, Nevada, North Carolina, Ohio, South Carolina, Tennessee, Texas and Washington. Petitioner expects grant of similar service authority in the near future from the States of Arkansas and Colorado.

Additionally, Applicant presently has pending, or expects to file in the near future, applications for authority to provide local exchange and/or interexchange telecommunications services in the states of Illinois, Indiana, New Jersey, Pennsylvania and Wisconsin.

Through this Application and Request for Authority, ALEC requests authority to allow the company to offer its customers facilities-based and resold competitive local exchange

telecommunications and interexchange telecommunications services throughout the entire state of Idaho, or to the extent the facilities of its underlying carriers permit.

Applicant seeks authority to provide facilities-based and resold local exchange and interexchange services to the extent the network and transmission facilities of its facilities-based competitive suppliers permit. Applicant does not anticipate installing physical plant at this time. Petitioner intends, however, to collocate switching, signaling systems and other equipment of ILEC and non-ILEC collocation facilities such as carrier hotels, and to lease capacity on fiber circuits from other carriers. The location of Applicant's facilities will depend upon the service requests of Applicant's customers and therefore such locations have not been fully finalized. No physical construction of fiber optic or copper cables is anticipated, now or in the future.

## **II. FORM OF BUSINESS.**

### **1. Name, Address and Form of Business:**

ALEC, Inc.  
250 W. Main Street, Suite 1920  
Lexington, KY 40507  
Telephone: (859) 721-4200  
Facsimile: (859) 721-4201  
Internet: [www.alec.net](http://www.alec.net)

The Commission should direct all inquiries and correspondence with respect to this

Application to:

Catherine M. Hannan  
Helein & Marashlian, LLC  
The *CommLaw* Group  
1483 Chain Bridge Road, Suite 301  
McLean, Virginia 22101  
Telephone: (703) 714-1326  
Facsimile: (703) 714-1330  
E-mail: [cmh@commlawgroup.com](mailto:cmh@commlawgroup.com)

Regulatory Counsel for ALEC, Inc.

With a copy to:

Mark I. Hayes, Senior Vice President of CLEC Operations  
ALEC, Inc.  
250 W. Main Street, Suite 1920  
Lexington, KY 40507  
Telephone: (859) 721-4224  
Facsimile: (859) 721-4201  
E-mail: [mhayes@alec.net](mailto:mhayes@alec.net)

ALEC, Inc., is a corporation organized pursuant to the laws of the State of Kentucky.

Applicant is authorized to conduct business in Idaho as a foreign corporation. Applicant currently has no principal business address within the State of Idaho. Applicant's registered agent for service of process in Idaho is

National Registered Agents, Inc.  
1423 Tyrell Lane  
Boise, ID 83706

A certified copy of Applicant's Articles of Incorporation and Foreign Corporation Certification are attached as Exhibit 1 hereto.

2. Name and address of Applicant's sole common stockholder, which owns 100% of Applicant's issued and outstanding shares of common stock and 100% voting control is

SinglePipe Communications, Inc.  
11492 Bluegrass Parkway, Suite 107  
Louisville, KY 40299

3. Names and addresses of the officers and directors of Applicant:

Please see Exhibit 2 hereto.

4. Names and addresses of organizations holding 5% or greater ownership or management interests in Applicant:

As noted above, Applicant is 100% owned by SinglePipe Communications, Inc. No management agreements exist with respect to Applicant.

5. Names and addresses of subsidiaries owned or controlled by Applicant:

None.

### **III. TELECOMMUNICATIONS SERVICE.**

1. The date on which applicant proposes to begin construction or anticipates it will begin to provide service:

As noted above, Applicant does not anticipate installing physical plant at this time. Applicant anticipates it will begin to provide service upon grant of authority and the effectiveness of one or more interconnection agreements with certificated carriers in Idaho.

2. Description of Customer Classes and Customer Services that Applicant proposes to offer to the public:

Applicant seeks to offer wholesale switching and interconnection services to other telephone service providers and similarly-positioned wholesale business customers. Contingent on business conditions and the telecommunications environment, ALEC's future plans are to

expand its offering to retail, private line services, and residential customers. Applicant may also provide local telecommunications services on a resale basis. In conjunction with its service offering, Applicant will also provide facilities-based interexchange telecommunications services.

#### **IV. SERVICE TERRITORY.**

Applicant seeks authority to provide interexchange and local exchange services throughout the State of Idaho. As noted above, Applicant may provide these services on either a resold or facilities basis. At present, Applicant neither owns nor controls property in the State of Idaho. It is likely that Applicant's service offering will compete with such entities as Qwest North, Qwest South and Verizon Northwest.

#### **V. FINANCIAL INFORMATION.**

Copies of Applicant's Financial Statements, as well as the Financial Statements of Applicant's 100% corporate parent, SinglePipe Communications, Inc., are being filed in a separately sealed envelope marked "Confidential and Proprietary".

#### **VI. "ILLUSTRATIVE TARIFF FILINGS.**

Applicant's initial tariff and price sheets are attached hereto as Exhibit 3.

#### **VII. CUSTOMER CONTACTS.**

##### **1. Contact Information for Applicant:**

For consumer inquiries and complaints from the public:

Mark I. Hayes, Senior Vice President of CLEC Operations  
ALEC, Inc.  
250 W. Main Street, Suite 1920  
Lexington, KY 40507  
Telephone: (859) 721-4224  
Facsimile: (859) 721-4201  
E-mail: [mhayes@alec.net](mailto:mhayes@alec.net)

Toll-free number for customer inquiries and complaints:

(800) 709-8030

For resolving complaints, inquiries and matters concerning rates and price lists or tariffs:

Mark I. Hayes, Senior Vice President of CLEC Operations  
ALEC, Inc.

250 W. Main Street, Suite 1920

Lexington, KY 40507

Telephone: (859) 721-4224

Facsimile: (859) 721-4201

E-mail: [mhayes@alec.net](mailto:mhayes@alec.net)

#### **VIII. INTERCONNECTION AGREEMENTS.**

In the State of Idaho, Applicant has initiated interconnection negotiations with Verizon Northwest, Inc.

#### **IX. COMPLIANCE WITH COMMISSION RULES.**

Attached hereto, as Exhibit 4, is Applicant's written statement affirming that it has reviewed all of the Commission rules and agrees to comply with them.

#### **X. ESCROW ACCOUNT OR SECURITY BOND.**

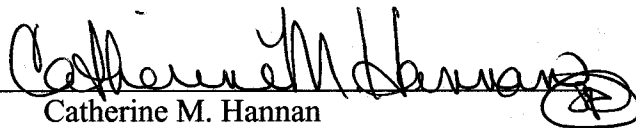
Applicant does not anticipate requiring advance deposits by its customers at this time.

WHEREFORE, ALEC, Inc., requests that the Idaho Public Utilities Commission enter an order granting a Certificate of Public Convenience and Necessity authorizing ALEC, Inc., to provide resold and facilities-based local exchange telecommunications services pursuant to Idaho Code Sections 61-526 through -528 and IDAPA 31.01.01.111.



Respectfully submitted, this 11<sup>th</sup> day of June, 2009.

ALEC, INC.

By: 

Catherine M. Hannan

Helein & Marashlian, LLC

The *Comm*Law Group

1483 Chain Bridge Road, Suite 301

McLean, Virginia 22101

Telephone: (703) 714-1326

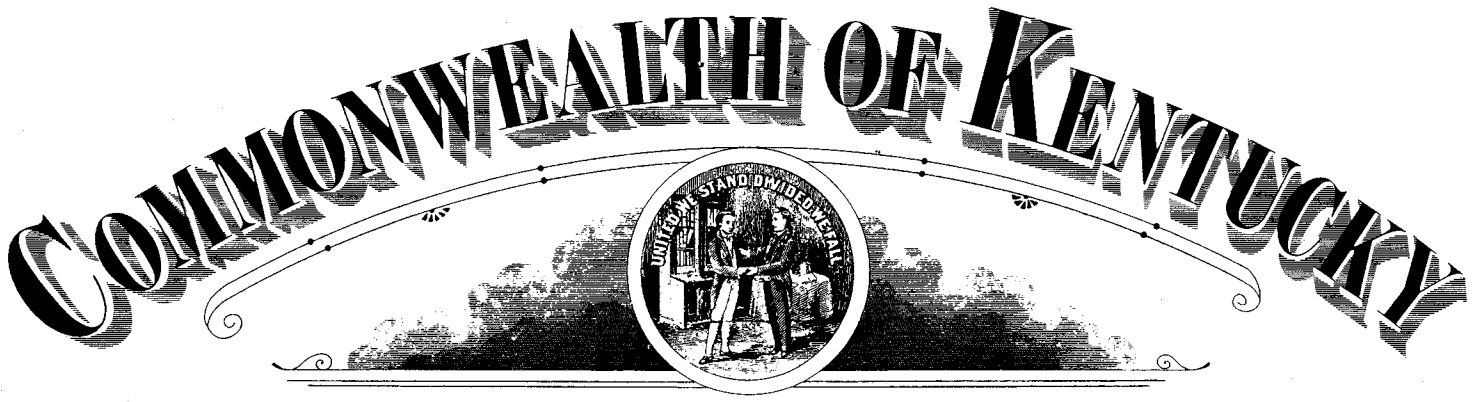
Facsimile: (703) 714-1330

E-mail: [cmh@commlawgroup.com](mailto:cmh@commlawgroup.com)

Regulatory Counsel for ALEC, Inc.

**EXHIBIT 1**

**Certified Articles of Incorporation  
And  
Foreign Corporation Certificate  
Of  
ALEC, Inc.**



**Trey Grayson**  
**Secretary of State**

**Certificate**

I, Trey Grayson, Secretary of State for the Commonwealth of Kentucky, do hereby certify that the foregoing writing has been carefully compared by me with the original thereof, now in my official custody as Secretary of State and remaining on file in my office, and found to be a true and correct copy of

ARTICLES OF INCORPORATION OF

ALEC, INC. FILED APRIL 28, 1997;

ARTICLES OF MERGER OF METROLINK INTERNET SERVICES OF PORT ST. LUCIE,



INC. MERGING INTO ALEC, INC. FILED MARCH 20, 2001;

ARTICLES OF MERGER OF OPTILINK COMMUNICATIONS, INC. MERGING INTO  
ALEC, INC. FILED MARCH 28, 2001;

ARTICLES OF MERGER OF GIETEL, INC. MERGING INTO ALEC, INC. FILED  
FEBRUARY 27, 2002.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my  
Official Seal at Frankfort, Kentucky, this 1st day of June, 2009.



*Tn6z*

Trey Grayson  
Secretary of State  
Commonwealth of Kentucky  
mmullins/0432067 - Certificate ID: 81189



**Commonwealth of Kentucky**  
**Office of the Secretary of State**  
Suite 156, State Capitol  
Frankfort, KY 40602

Trey Grayson  
Secretary of State

Fax (502) 564-4075  
Corporate Filings (502) 564-3490  
Corporate Records (502) 564-3490

**Records Request Receipt**

SUZANNA RAFALCO  
1483 CHAIN BRIDGE ROAD, SUITE 301  
MCLEAWN VA 22101

Records Request ID: 45637  
Customer ID: 23233  
Date: Monday, June 01, 2009  
Total Amount: \$29.00  
Total Amount Paid (to Records): \$29.00  
Corporate RecordsBalance: \$0.00

Payments Received:  
Amount: \$29.00 Method: Credit card

All charges have been paid in full. The documents requested are listed below.

ALEC, INC. (0432067.09.99999)		
Document	Quantity	Cost
Domestic Certificate of Existence (\$10.00)	1	\$10.00
Certified Copies (\$10.00 plus \$0.50 per page after 5 pages)	23 pages	\$19.00

ARTICLES OF INCORPORATION  
OF  
ALEC, Inc.

432067  
RECEIVED & FILED  
50.00  
APR 28 11 47 AM '97  
JOHN L. CAMPBELL, JR.  
JEFFREY T. CARNEAL  
G.B.

**KNOW ALL MEN BY THESE PRESENTS:**

The undersigned, John L. Campbell, Jr and Jeffrey T. Carneal, do hereby form a private corporation under the laws of the State of Kentucky.

**ARTICLE I**

The name of the corporation shall be ALEC, Inc.

**ARTICLE II**

The duration of the corporation shall be perpetual.

**ARTICLE III**

The purpose of the corporation shall be the transaction of any and all lawful business for which corporations may be incorporated under KRS Chapter 27IB, and to do any and all acts, and to execute and perform any and all other powers necessary, proper, incident or convenient in carrying out the purpose above set forth, as fully as any natural person might do.

**ARTICLE IV**

The aggregate number of shares which the corporation is authorized to issue shall be One Thousand (1,000) shares of common stock of no par value. Each share shall have equal voting rights.

#### **ARTICLE V**

The name and address of the registered agent shall be J.T. Carneal, 975 Tenne-Vue Drive, Paducah, Kentucky 42003, and the address of the principal office of the corporation shall be 1158 Jefferson Street, Paducah, Kentucky 42001.

#### **ARTICLE VI**

The initial Board of Directors of the corporation shall consist of three directors who are to serve until the first annual meeting of the shareholders of the corporation, or until their successors are elected and qualified. The number of directors thereafter shall be as the By-Laws of the corporation may from time to time provide.

#### **ARTICLE VII**

The names and address of the incorporators are John L. Campbell, Jr. and Jeffrey T. Carneal, 1158 Jefferson Street, Paducah, Kentucky 42001.

#### **ARTICLE VIII**

The private property of the stockholders shall not be liable for any debts, liabilities or obligations of the corporation.

#### **ARTICLE IX**


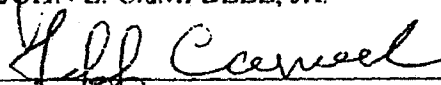
The Corporation elects to have preemptive rights.

#### **ARTICLE X**

The business and affairs of the Corporation may be carried on by one or more of the Shareholders of the Corporation who shall have all of the duties otherwise vested in the Board of Directors. Further, such Shareholder(s), when acting with the authority otherwise vested in the

Board of Directors, shall be subject to the standards of conduct for Directors, as provided under the provisions of KRS Chapter 271B. Further, the liability of such Shareholder(s), when acting with the authority which is otherwise vested in the Board of Directors may be limited as from time to time approved by the Shareholders in accordance with KRS 271B.8-300, and may be indemnified under the provisions of KRS Chapter 271B.

IN WITNESS WHEREOF, the incorporators have hereunto subscribed triplicate originals, this the 23<sup>rd</sup> day of April, 1997.


  
\_\_\_\_\_  
JOHN L. CAMPBELL, JR.  
  
\_\_\_\_\_  
JEFFREY T. CARNEAL

STATE OF KENTUCKY )  
 )  
COUNTY OF McCRACKEN )

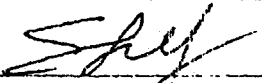
I, the undersigned, a Notary Public, in and for the state and county aforesaid, do hereby certify that John L. Campbell, Jr. and Jeffrey T. Carneal appeared before me and acknowledged and delivered the foregoing Articles of Incorporation of ALEC, Inc. to be their free act and deed as incorporators of said corporation.

Witness my hand and seal of office this 23 day of April, 1997.

My commission expires: 5/14/2004

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE AT LARGE

THIS INSTRUMENT PREPARED BY:

  
\_\_\_\_\_  
EDWARD L. YANCY  
Attorney at Law  
P.O. Box 23817  
Lexington, Kentucky 40523-3817  
Telephone: (606) 233-3355



ARTICLES OF MERGER

0432067.09

MERGING

John Y. Brown III  
Secretary of State

METROLINK INTERNET SERVICES OF PORT ST. LUCIE, INC.

Received and Filed  
03/20/2001 12:49 PM

INTO

Fee Receipt: \$50.00  
sperry-PAOM

*Appl 72067* - ALEC, INC.

In accordance with Section 271B.11-050 of the Kentucky Business Corporation Act, the following Articles of Merger are submitted. ALEC, Inc., a corporation organized and existing under the laws of Kentucky ("ALEC"),

DOES HEREBY CERTIFY:

FIRST: That the surviving corporation is ALEC, a corporation incorporated on the 28th day of April 1997, pursuant to Section 271B.2-030 of the Business Corporation Act of the Commonwealth of Kentucky.

SECOND: That the merging corporation is MetroLink Internet Services of Port St. Lucie, Inc. ("MetroLink"), a corporation incorporated on the 21st day of May 1997, pursuant to the Florida Business Corporation Act.

THIRD: That DURO Communication Corporation, a Delaware corporation ("DURO"), owns one hundred percent (100%) of the issued and outstanding stock of all classes of ALEC and MetroLink.

FOURTH: That DURO, by resolution of its Board of Directors, duly adopted by unanimous written consent and filed with the minutes of the Board of Directors, on the 14th day of February, 2001, adopted the Plan of Merger between ALEC and MetroLink (the "Plan of Merger"), attached hereto as Exhibit A.

FIFTH: That the Plan of Merger has been duly adopted by the Board of Directors of ALEC and MetroLink as of February 14, 2001.

SIXTH: That, pursuant to Section 271B.11-030 of the Kentucky Business Corporation Act, the approval of the shareholders of ALEC was not required to effect the mergers described herein.

SEVENTH: That, pursuant to Section 607.1104 of the Florida Business Corporation Act, the approval of the shareholders of MetroLink was not required to effect the mergers described herein.

**EIGHTH:** That the mergers shall become effective on the date the Articles of Merger are filed with the Secretary of State of the Commonwealth of Kentucky.

IN WITNESS WHEREOF, that ALEC and MetroLink have caused these Articles of Merger to be signed as of this 15th day of February, 2001.

ALEC, INC.

By: 

Name: John G. Hayes

Title: President

METROLINK INTERNET SERVICES OF PORT ST.  
LUCIE, INC.

By: 

Name: John G. Hayes

Title: President

1032863 1 hbc

**Exhibit A**

**PLAN OF MERGER**

## PLAN OF MERGER

This Plan of Merger (hereinafter referred to as the "Plan"), entered into on the 15th day of February, 2001 by and between:

ALEC, Inc., a Kentucky corporation (hereinafter referred to as "ALEC");

and

MetroLink Internet Services of Port St. Lucie, Inc., a Florida corporation  
(hereinafter referred to as "MetroLink").

WHEREAS, DURO Communication Corporation, a Delaware corporation (hereinafter referred to as "DURO") owns one hundred percent (100%) of the issued and outstanding stock of all classes of ALEC and MetroLink, and as such sole shareholder has determined that it will be in the best interest of DURO to merge and consolidate MetroLink into ALEC as the surviving corporation;

WHEREAS, the Board of Directors of each of DURO, ALEC and MetroLink have respectively determined that it will be in the best interest of each entity to merge and consolidate MetroLink into ALEC as the surviving corporation, effective upon the filing of Articles of Merger in the Commonwealth of  
Kentucky.

NOW, THEREFORE, in consideration of the foregoing, it is agreed as follows:

1. For and in consideration of the assumption by ALEC of all liabilities of MetroLink, all of the assets of every kind and description of MetroLink are hereby merged into and conveyed to ALEC.
2. The separate existence of MetroLink shall cease upon the execution of this Plan and the filing of Articles of Merger with the Secretary of State of the Commonwealth of Kentucky (the "Effective Time").
3. The title to all real estate and other property owned by MetroLink is hereby vested in ALEC without reversion or impairment.
4. ALEC hereby assumes all liabilities of MetroLink as the surviving corporation.
5. Any proceeding pending against MetroLink may be continued against ALEC as if the merger did not occur, or, in the alternative, ALEC may be substituted in any such proceeding.

6. Each share of ALEC that is issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding without change.

7. All shares of capital stock of MetroLink held in the treasury of MetroLink immediately prior to the Effective Time shall be canceled, without the payment of any consideration therefor.

8. All other shares of capital stock of MetroLink which are outstanding immediately prior to the Effective Time shall be canceled and retired without any action on the part of the holder thereof.

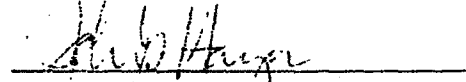
9. There shall be no additional shares issued by ALEC to MetroLink because of this merger.

10. Both entities shall execute all instruments necessary to effect this merger.

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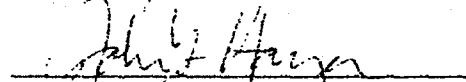
IN WITNESS WHEREOF, the parties have executed this Agreement as a sealed instrument on the date first above written.

ALEC, INC.

A handwritten signature in dark ink, appearing to read "John G. Hayes", is written over a horizontal line.

By: John G. Hayes  
Title: President

METROLINK INTERNET SERVICES OF PORT ST.  
LUCIE, INC.

A handwritten signature in dark ink, appearing to read "John G. Hayes", is written over a horizontal line.

By: John G. Hayes  
Title: President

## ARTICLES OF MERGER

0432067.09

MERGING

OPTILINK COMMUNICATIONS, INC.

INTO

ALEC, INC.

# 481929

432067

John Y. Brown III  
Secretary of State  
Received and Filed  
03/28/2001 02:04 PM  
Fee Receipt: \$50.0  
Ghance - PAOM

In accordance with Section 271B.11-050 of the Kentucky Business Corporation Act, the following Articles of Merger are submitted. ALEC, Inc., a corporation organized and existing under the laws of Kentucky ("ALEC"),

## DOES HEREBY CERTIFY:

FIRST: That the surviving corporation is ALEC, a corporation incorporated on the 28th day of April 1997, pursuant to Section 271B.2-030 of the Business Corporation Act of the Commonwealth of Kentucky.

SECOND: That the merging corporation is OptiLink Communications, Inc. ("OptiLink"), a corporation incorporated on the 22nd day of April 1998.

THIRD: That DURO Communication Corporation, a Delaware corporation ("DURO"), owns one hundred percent (100%) of the issued and outstanding stock of all classes of ALEC and OptiLink.

FOURTH: That DURO, by resolution of its Board of Directors, duly adopted by unanimous written consent and filed with the minutes of the Board of Directors, on the 14th day of February, 2001, adopted the Plan of Merger between ALEC and OptiLink (the "Plan of Merger"), attached hereto as Exhibit A.

FIFTH: That the Plan of Merger has been duly adopted by the Board of Directors of ALEC and OptiLink as of March 20th, 2001.

SIXTH: That, pursuant to Section 271B.11-030 of the Kentucky Business Corporation Act, the approval of the shareholders of ALEC was not required to effect the mergers described herein.

SEVENTH: That the approval of the shareholders of OptiLink was required to effect the merger described herein, and the designation and number of outstanding shares entitled to be cast was 47,000 shares of common stock, no par value.



**EIGHTH:** That the total number of undisputed votes cast for the OptiLink Plan of Merger was 47,000, and that the number of votes cast for the OptiLink Plan of Merger was sufficient for approval by the shareholders as required.

**NINTH:** That the mergers shall become effective on the date the Articles of Merger are filed the Department of State of the Commonwealth of Kentucky.

IN WITNESS WHEREOF, that ALEC and OptiLink have caused these Articles of Merger to be signed as of this 21 day of March, 2001.

ALEC, INC.

By: 

Name: John G. Hayes

Title: President

OPTILINK COMMUNICATIONS, INC.

By: 

Name: John G. Hayes

Title: President

1032873.1 hbc

**Exhibit A**

**PLAN OF MERGER**

PLAN OF MERGER

This Plan of Merger (hereinafter referred to as the "Plan"), entered into on the 23rd day of March, 2001, by and between:

ALEC, Inc., a Kentucky corporation ("ALEC")

and

OptiLink Communications, Inc. ("OptiLink").

WHEREAS, DURO Communication Corporation, a Delaware corporation ("DURO") owns one hundred percent (100%) of the issued and outstanding stock of all classes of ALEC and OptiLink, and as such sole shareholder has determined that it will be in the best interest of DURO to merge and consolidate OptiLink into ALEC as the surviving corporation;

WHEREAS, the Board of Directors of each of DURO, ALEC and OptiLink have respectively determined that it will be in the best interest of each entity to merge and consolidate OptiLink into ALEC as the surviving corporation, effective upon the filing of Certificates of Merger in Kentucky.

NOW, THEREFORE, in consideration of the foregoing, it is agreed as follows:

1. For and in consideration of the assumption by ALEC of all liabilities of OptiLink, all of the assets of every kind and description of OptiLink are hereby merged into and conveyed to ALEC.
2. The separate existence of OptiLink shall cease upon the execution of this Plan and the filing of Certificates of Merger with the Secretary of State of the Commonwealth of Kentucky (the "Effective Time").
3. Each share of ALEC that is issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding without change.
4. All shares of capital stock of OptiLink held in the treasury of OptiLink immediately prior to the Effective Time shall be canceled, without the payment of any consideration therefor.
5. All other shares of capital stock of OptiLink which are outstanding immediately prior to the Effective Time shall be canceled and retired without any action on the part of the holder thereof.

IN WITNESS WHEREOF, the parties have executed this Agreement as a sealed instrument on the date first above written.

ALEC, INC.

By: 

Name: John G. Hayes  
Title: President

OPTILINK COMMUNICATIONS, INC.

By: 

Name: John G. Hayes  
Title: President

DOCS\896936.1

0432067.09

Glance  
PAOM

John Y. Brown III  
Secretary of State  
Received and Filed  
02/27/2002 01:32 PM  
Fee Recipt: \$50.00

ARTICLES OF MERGER

MERGING

GIETEL, INC. 487069

INTO

ALEC, INC.

In accordance with Section 271B.11-050 of the Kentucky Business Corporation Act, the following Articles of Merger are submitted. ALEC, Inc., a corporation organized and existing under the laws of Kentucky ("ALEC"),

DOES HEREBY CERTIFY:

FIRST: That the surviving corporation is ALEC, a corporation incorporated on the 28th day of April 1997, pursuant to Section 271B.2-030 of the Business Corporation Act of the Commonwealth of Kentucky.

SECOND: That the merging corporation is GIETEL, Inc. ("GIETEL"), a corporation incorporated on the 27th day of February 1998, pursuant to the North Carolina Business Corporation Act.

THIRD: That DURO Communication Corporation, a Delaware corporation ("DURO"), owns one hundred percent (100%) of the issued and outstanding stock of all classes of ALEC and GIETEL.

FOURTH: That DURO, by resolution of its Board of Directors, duly adopted by unanimous written consent and filed with the minutes of the Board of Directors, on the 14th day of February, 2001, adopted the Plan of Merger between ALEC and GIETEL (the "Plan of Merger"), attached hereto as Exhibit A.

FIFTH: That the Plan of Merger has been duly adopted by the Board of Directors of ALEC as of February 14, 2001 and the Board of Directors of GIETEL as of December 12, 2001.

SIXTH: That, pursuant to Section 271B.11-030 of the Kentucky Business Corporation Act, the approval of the shareholders of ALEC was not required to effect the mergers described herein.

SEVENTH: That, pursuant to Section 55-11-03 of the North Carolina Business Corporation Act, the approval of the shareholders of GIETEL was required to effect the merger described herein, and the designation and number of outstanding shares entitled to be cast was 1,000 shares of common stock, no par value.

EIGHTH: That the total number of undisputed votes cast for the GIETEL Plan of Merger was 1,000, and that the number of votes cast for the GIETEL Plan of Merger was sufficient for approval by the shareholders as required by Chapter 55 of the North Carolina General Statutes.

NINTH: That the mergers shall become effective on the date the Articles of Merger are filed with the Secretary of State of the Commonwealth of Kentucky.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, that ALEC and GIETEL have caused these Articles of Merger to be signed as of this 17 day of December, 2001.

ALEC, INC.

By: 

Name: Osvaldo F. deFaria, Jr.

Title: President

GIETEL, INC.

By: 

Name: Osvaldo F. deFaria, Jr.

Title: President

DOCSC903636.1



**Exhibit A**

**PLAN OF MERGER**

**See Attachment**

## PLAN OF MERGER

This Plan of Merger (hereinafter referred to as the "Plan"), is entered into as of the 12<sup>th</sup> day of December, 2001 by and between ALEC, Inc., a Kentucky corporation (hereinafter referred to as "ALEC") and GIETEL, Inc., a North Carolina corporation (hereinafter referred to as "GIETEL").

WHEREAS, DURO Communication Corporation, a Delaware corporation (hereinafter referred to as "DURO") owns one hundred percent (100%) of the issued and outstanding stock of all classes of ALEC and GIETEL, and as such sole shareholder has determined that it will be in the best interest of DURO to merge and consolidate GIETEL into ALEC, with ALEC as the surviving corporation;

WHEREAS, the Board of Directors of each of DURO, ALEC and GIETEL have respectively determined that it will be in the best interest of each entity to merge and consolidate GIETEL into ALEC, with ALEC as the surviving corporation, effective upon the filing of the Articles of Merger in Kentucky;

NOW, THEREFORE, in consideration of the foregoing, it is agreed as follows:

1. For and in consideration of the assumption by ALEC of all liabilities of GIETEL, all of the assets of every kind and description of GIETEL are hereby merged into and conveyed to ALEC.
2. The separate existence of GIETEL shall cease upon the execution of this Plan and the filing of Articles of Merger with the Secretary of State of the State of North Carolina and the Articles of Merger with the Secretary of State of the Commonwealth of Kentucky.
3. The title to all real estate and other property owned by GIETEL is hereby vested in ALEC without reversion or impairment.
4. ALEC hereby assumes all liabilities of GIETEL as the surviving corporation.
5. Any proceeding pending against GIETEL may be continued against ALEC as if the merger did not occur, or, in the alternative, ALEC may be substituted in any such proceeding.
6. Each share of ALEC that is issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding without change.
7. All shares of capital stock of GIETEL held in the treasury of GIETEL immediately prior to the Effective Time shall be canceled, without the payment of any consideration therefor.

8. All other shares of capital stock of GIETEL which are outstanding immediately prior to the Effective Time shall be canceled and retired without any action on the part of the holder thereof.

9. There shall be no additional shares issued by ALEC to GIETEL because of this merger.

10. Both entities shall execute all instruments necessary to effect this merger.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties have executed this Agreement as a sealed instrument as of the date first above written.

ALEC, INC.

By: 

Name: Osvaldo F. deFaria, Jr.

Title: President

GIETEL, INC.

By: 

Name: Osvaldo F. deFaria, Jr.

Title: President

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# State of Idaho

Office of the Secretary of State

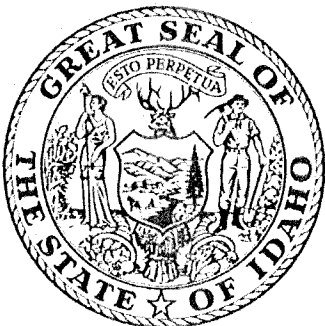
**CERTIFICATE OF AUTHORITY  
OF  
ALEC, INC.**

File Number C 183163

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: May 15, 2009



*Ben Yursa*  
SECRETARY OF STATE

By *Contra*

**EXHIBIT 2**  
**Officers and Directors**  
**Of**  
**ALEC, Inc.**

## **Officers and Directors**

### **Officers:**

Matthew J. Phillips  
250 W. Main Street, Suite 1920  
Lexington, KY 40507

President and Chief Executive  
Officer

Jeffrey Carr  
250 W. Main Street, Suite 1920  
Lexington, KY 40507

Chief Operating Officer

Scott Edelen  
250 W. Main Street, Suite 1920  
Lexington, KY 40507

Chief Financial Officer

Mark I. Hayes  
250 W. Main Street, Suite 1920  
Lexington, KY 40507

Senior Vice President of CLEC  
Operations

### **Directors:**

Matthew J. Phillips  
250 W. Main Street, Suite 1920  
Lexington, KY 40507

Andrew McKay  
250 W. Main Street, Suite 1920  
Lexington, KY 40507

Wright Steenrod  
250 W. Main Street, Suite 1920  
Lexington, KY 40507

Dan O'Brien  
250 W. Main Street, Suite 1920  
Lexington, KY 40507

George Tronsrue  
250 W. Main Street, Suite 1920  
Lexington, KY 40507

Ray Moncrief  
250 W. Main Street, Suite 1920  
Lexington, KY 40507

**Exhibit 4**  
**Rules Compliance Statement**  
**Of**  
**ALEC, Inc.**

RECEIVED  
2009 JUN 12 AM 10: 20  
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UTILITIES COMMISSION



BEFORE THE IDAHO PUBLIC UTILITIES COMMISSION

RECEIVED  
2009 JUN 12 AM 10:20  
IDAHO PUBLIC  
UTILITIES COMMISSION

IN THE MATTER OF THE )  
APPLICATION OF ALEC, INC. )  
For a Certificate of Public Convenience )  
And Necessity to Provide Local Exchange )  
And Interexchange Telecommunications )  
Services within the State of Idaho )

State of Kentucky )  
County of Fayette )  
ss:

CERTIFICATION

I, Mark I. Hayes, Senior Vice President of CLEC Operations of ALEC, Inc., being first duly sworn, deposes and says that he has read the foregoing Application and knows the contents thereof; and

That the same are true of his knowledge, except as to matters which are therein stated on information and believe, and as to those matters, he believes them to be true.

ALEC, Inc. has also reviewed all of the Commission's Rules and agrees to comply with them.

ALEC, INC.

By: Mark I. Hayes  
Mark I. Hayes  
Senior Vice President of CLEC Operations

Subscribed and sworn to before me this 29<sup>th</sup> day of May, 2009.

Melissa Hackworth  
NOTARY PUBLIC

My Commission expires: September 5, 2012