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MESSER, CAPARELLO & SELF
A PROFESSIONAL ASSOCIATION

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INTERNET: www.lawfla.com

RECEIVED-FPSC

30 MAY 25 PM 3:42

RECORDS AND
REPORTING

May 25, 2000

BY HAND DELIVERY

Ms. Blanca Bayó, Director
Division of Records and Reporting
Room 110, Easley Building
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850

00064-TX

Re: Application of KMC Telecom V, Inc. for Alternative Local Exchange Certificate

Dear Ms. Bayó:

Enclosed for filing on behalf of KMC Telecom V, Inc. are an original and six copies of the Application for Authority to Provide Alternative Local Exchange Service within the State of Florida and a check in the amount of \$250.00 for the application fee. Accompanying the original is a diskette containing the most recent Form 10-K for KMC. The 10-K contains financial information relative to the application along with other information. Given the size of the document, we request that you accept this diskette in lieu of 6 copies of the 10-K.

Please acknowledge receipt of these documents by stamping the extra copy of this letter "filed" and returning the same to me.

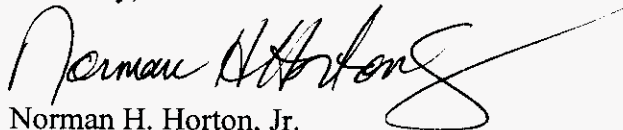
Thank you for your assistance with this filing.

Check received with filing and
forwarded to Fiscal for deposit.
Fiscal to forward a copy of check
to RAR with proof of deposit.

Initials of person who forwarded check:

PH

Sincerely,



Norman H. Horton, Jr.

NHH/amb
Enclosure

cc: Peter A. Bataan, Esq.

Doc. #06498-00

ORIGINAL

****FLORIDA PUBLIC SERVICE COMMISSION****

DIVISION OF TELECOMMUNICATIONS
BUREAU OF CERTIFICATION AND SERVICE EVALUATION

APPLICATION FORM
for
AUTHORITY TO PROVIDE
ALTERNATIVE LOCAL EXCHANGE SERVICE
WITHIN THE STATE OF FLORIDA

000641-TX

Instructions

- ◆ This form is used as an application for an original certificate and for approval of the assignment or transfer of an existing certificate. In the case of an assignment or transfer, the information provided shall be for the assignee or transferee (See Appendix A).
- ◆ Print or type all responses to each item requested in the application and appendices. If an item is not applicable, please explain why.
- ◆ Use a separate sheet for each answer which will not fit the allotted space.
- ◆ Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of **\$250.00** to:

Florida Public Service Commission
Division of Records and Reporting
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850
(850)413-6770

- ◆ If you have questions about completing the form, contact:

Florida Public Service Commission
Division of Telecommunications
Bureau of Certification and Service Evaluation
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850
(850)413-6600

1. This is an application for / (check one):

Original certificate (new company).

Approval of transfer of existing certificate: Example, a non-certificated company purchases an existing company and desires to retain the original certificate of authority.

Approval of assignment of existing certificate: Example, a certificated company purchases an existing company and desires to retain the certificate of authority of that company.

Approval of transfer of control: Example, a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of company:

KMC Telecom V, Inc. (hereafter "Applicant" or "KMC V")

3. Name under which the applicant will be business (fictitious name, etc.):

Same

4. Official mailing address (including street name & number, post office box, city, state, zip code):

1545 Route 206, Suite 300

Bedminster, NJ 07921

5. Florida address (including street name & number, post office box, city, state, zip code):

1545 Raymond Diehl Road, Suite 350

Tallahassee, FL 32308

Telephone (850)422-1800; Facsimile (850)422-1861

6. Structure of organization

- Individual Corporation
 Foreign Corporation Foreign Partnership
 General Partnership Limited Partnership
 Other _____

7. If individual, provide:

Name: Not applicable

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

8. If incorporated in Florida, provide proof of authority to operate in Florida:

(a) The Florida Secretary of State corporate registration number:

Not applicable

9. If foreign corporation, provide proof of authority to operate in Florida:

(a) The Florida Secretary of State corporate registration number:

F00000002606

Appended hereto as Exhibits A and B respectively are copies of Applicant's Articles of Incorporation and Applicant's Authority to Transact Business in Florida as a foreign corporation.

10. If using fictitious name-d/b/a, provide proof of compliance with fictitious name statute (Chapter 865.09, FS) to operate in Florida:

(a) The Florida Secretary of State fictitious name registration number:

Not applicable

11. If a limited liability partnership, provide proof of registration to operate in Florida:

(a) The Florida Secretary of State registration number:

Not applicable.

12. If a partnership, provide name, title and address of all partners and a copy of the partnership agreement.

Name: Not applicable.

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

13. If a foreign limited partnership, provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable.

(a) The Florida registration number: Not applicable.

14. Provide F.E.I. Number (if applicable): 22-3719935

15. Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:

(a) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. Provide explanation.

None of the officers, directors, or any of the ten largest stockholders have previously been adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime.

(b) an officer, director, partner or stockholder in any other Florida certificated telephone company. If yes, give name of company and relationship. If no longer associated with company, give reason why not.

KMC V as a wholly-owned subsidiary of KMC Telecom Holdings, Inc., is under common management with the following KMC Holdings Affiliates: KMC Telecom Inc. ("KMC"), KMC Telecom II, Inc., ("KMC II"), KMC Telecom III, Inc., ("KMC III"), KMC Telecom IV, Inc. ("KMC IV"), KMC Telecom of Virginia, Inc., (KMC VA") (the "Affiliates"). A diagram of the Company's corporate structure is appended hereto as *Exhibit C*. KMC V's Affiliates, KMC (10/15/97), KMC II (4/18/98) and KMC III (8/9/99) are certificated telephone companies in the State of Florida as of the dates listed above.

16. Who will serve as liaison to the Commission with regard to the following?

(a) The application:

Name: Peter A. Bataan

Title: Attorney

Kelly Drye & Warren
Address: 1200 19th Street, N.W., Suite 500

City/State/Zip: Washington, DC 20036

Telephone No.: (202) 955-9600 Fax No.: (202)955-9792

Internet E-Mail Address: pbatacan@kelleydrye.com

Internet Website Address: www.kelleydrye.com

(b) Official point of contact for the ongoing operations of the company:

Name: Tricia Breckenridge

Title: Executive Vice President, Business Development

Address: 3025 Breckinredge Blvd., Suite 170

City/State/Zip: Duluth, CA 30096

Telephone No.: (770)935-1230 Fax No.: (770)638-6796

Internet E-Mail Address: tbreck@kmctelecom.com

Internet Website Address: www.kmctelecom.com

(c) Complaints/inquiries from customers:

Name: Michael Duke

Title: Director Regulatory Affairs

Address: 3025 Breckinredge Blvd., Suite 170

City/State/Zip: Duluth, GA 30096

Telephone No.: (770)931-5258 Fax No.: (770)638-6796

Internet E-Mail Address: mduke@kmctelecom.com

Internet Website Address: www.kmctelecom.com

17. List the states in which the applicant:

(a) has operated as an alternative local exchange company.

None

(b) has applications pending to be certificated as an alternative local exchange company.

Applicant is in the process of applying for authority to provide both resold and facilities-based local exchange services and resold interexchange services throughout the United States. Specifically, in addition to Florida, KMC V is currently seeking authority to provide local exchange and intrastate interexchange services in Arizona, California, Florida, Delaware, Iowa, Maine, Massachusetts, New Jersey, New York, Pennsylvania, Rhode Island, Washington, DC, and West Virginia.

(c) is certificated to operate as an alternative local exchange company.

None

(d) has been denied authority to operate as an alternative local exchange company and the circumstances involved.

None

(e) has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.

None

(f) has been involved in civil court proceedings with an interexchange carriers, local exchange company or other telecommunications entity, and the circumstances involved.

None

18. Submit the following:

A. Financial capability.

The application **should contain** the applicant's audited financial statements for the most recent 3 years. If the applicant does not have audited financial statements, it shall so be stated.

The unaudited financial statements should be signed by the applicant's chief executive officer and chief financial officer **affirming that the financial statements are true and correct** and should include:

1. the balance sheet;
2. income statement; and
3. statement of retained earnings.

NOTE: *This documentation may include, but is not limited to, financial statements, a projected profit and loss statement, credit references, credit bureau reports, and descriptions of business relationships with financial institutions.*

Further, the following (which includes supporting documentation) should be provided:

1. **written explanation** that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.
2. **written explanation** that the applicant has sufficient financial capability to maintain the requested service.
3. **written explanation** that the applicant has sufficient financial capability to meet its lease or ownership obligations.

Applicant, through the strength of its parent corporation, KMC Holdings, has access to ample capital to compete effectively in the market and provide telecommunication services in Florida. Both a description of KMC Holdings' financial qualifications and a copy of KMC Holdings' most recent SEC Form 10-K, containing financial statements for the most recent 3 years, is attached hereto as *Exhibit E*

Specifically, as demonstrated in KMC Holdings' Cash Flow Statements appended as part of *Exhibit E*, KMC V has access to ample capital to fund the construction and operation of KMC V's telecommunications network in Florida, and to meet any lease and ownership obligations associated with its provision of local

exchange and interexchange telecommunications services in Florida.

In addition, appended hereto as *Exhibit E* is a Financial Guaranty issued by KMC Holdings, guaranteeing KMC V's financial obligations attendant to KMC V's operations as a telecommunications carrier in the State of Florida.

KMC V is a Delaware corporation formed in March 2000 and does not yet have audited financial statements.

- B. Managerial capability: give resumes of employees/officers of the company that would indicate sufficient managerial experiences of each.

KMC V is well-qualified managerially to provide the facilities-based competitive local exchange and resold interexchange telecommunications services for which authority is requested in this Application. KMC V has access to significant substantial managerial expertise. The Company's management team includes individuals with substantive experience in successfully developing and operating telecommunications businesses.

KMC V has the adequate internal technical resources to support its Florida operations. This expertise in the telecommunications industry makes KMC V's management team well-qualified to construct, operate and manage KMC V's local exchange and interexchange networks in Florida. Specific details of the business and technical experience of KMC V's officers and management personnel are appended hereto as *Exhibit F*, which also contains the biographies and a brief description of the business experience of key management and operational personnel who will be responsible for KMC V's telecommunications services in Florida and throughout the United States.

- C. Technical capability: give resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance.

Please see *Exhibit F* appended hereto.

As is evident from the information contained in *Exhibit F*, KMC V is managed by persons with substantial technical expertise in designing, constructing and operating telecommunications networks. This wealth of experience will enable KMC V to provide its local exchange customers with advanced, state-of-the-art technology, for the requested telecommunications services in Florida.

**** APPLICANT ACKNOWLEDGEMENT STATEMENT ****

1. **REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of the gross operating revenue derived from intrastate business. Regardless of the gross operating revenue of a company, a minimum annual assessment fee of \$50 is required.
2. **GROSS RECEIPTS TAX:** I understand that all telephone companies must pay a gross receipts tax of two and one-half percent on all intra and interstate business.
3. **SALES TAX:** I understand that a seven percent sales tax must be paid on intra and interstate revenues.
4. **APPLICATION FEE:** I understand that a non-refundable application fee of **\$250.00** must be submitted with the application.

UTILITY OFFICIAL:



Signature

5-24-00

Date

Assistant Secretary

Title

(908) 470-2100

Telephone No.

Address: _____
KMC Telecom V, Inc.

1545 Route 206, Suite 300

Bedminster, NJ 07921

908-719-8775

Fax No.

APPENDICES:

- A - CERTIFICATE TRANSFER OR ASSIGNMENT STATEMENT
- B - CUSTOMER DEPOSITS AND ADVANCE PAYMENTS
- C - INTRASTATE NETWORK
- D - CURRENT FLORIDA INTRASTATE SERVICES
- E - AFFIDAVIT

CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT

I, (Name) _____

(Title) _____ of

(Name of Company)

and current holder of Florida Public Service Commission Certificate Number
_____, have reviewed this application and join in the petitioner's request
for a:

() sale

() transfer

() assignment

of the above-mentioned certificate.

UTILITY OFFICIAL:

Signature

Date

Title

Telephone No.

Address: _____

Fax No.

INTRASTATE NETWORK (if available)

Chapter 25-24.825(5), Florida Administrative Code, requires the company to make available to staff the alternative local exchange service areas only upon request.

1. POP: Addresses where located, and indicate if owned or leased.

- 1) not applicable 2) _____
3) _____ 4) _____

2. SWITCHES: Address where located, by type of switch, and indicate if owned or leased.

- 1) not applicable 2) _____
3) _____ 4) _____

3. TRANSMISSION FACILITIES: POP-to-POP facilities by type of facilities (microwave, fiber, copper, satellite, etc.) and indicate if owned or leased.

POP-to-POP

OWNERSHIP

- 1) not applicable _____
2) _____ _____

AFFIDAVIT

By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide alternative local exchange service in the State of Florida. I have read the foregoing and declare that to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

Further, I am aware that pursuant to Chapter 837.06, Florida Statutes, "Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and 775.083."

Official: Jennette Bonetto
Signature

5-22-00
Date

Title: Assistant Secretary

908-470-2100
Telephone Number

Address: 1545 Route 206
Suite 300
Berlin, NJ
07921

EXHIBIT A

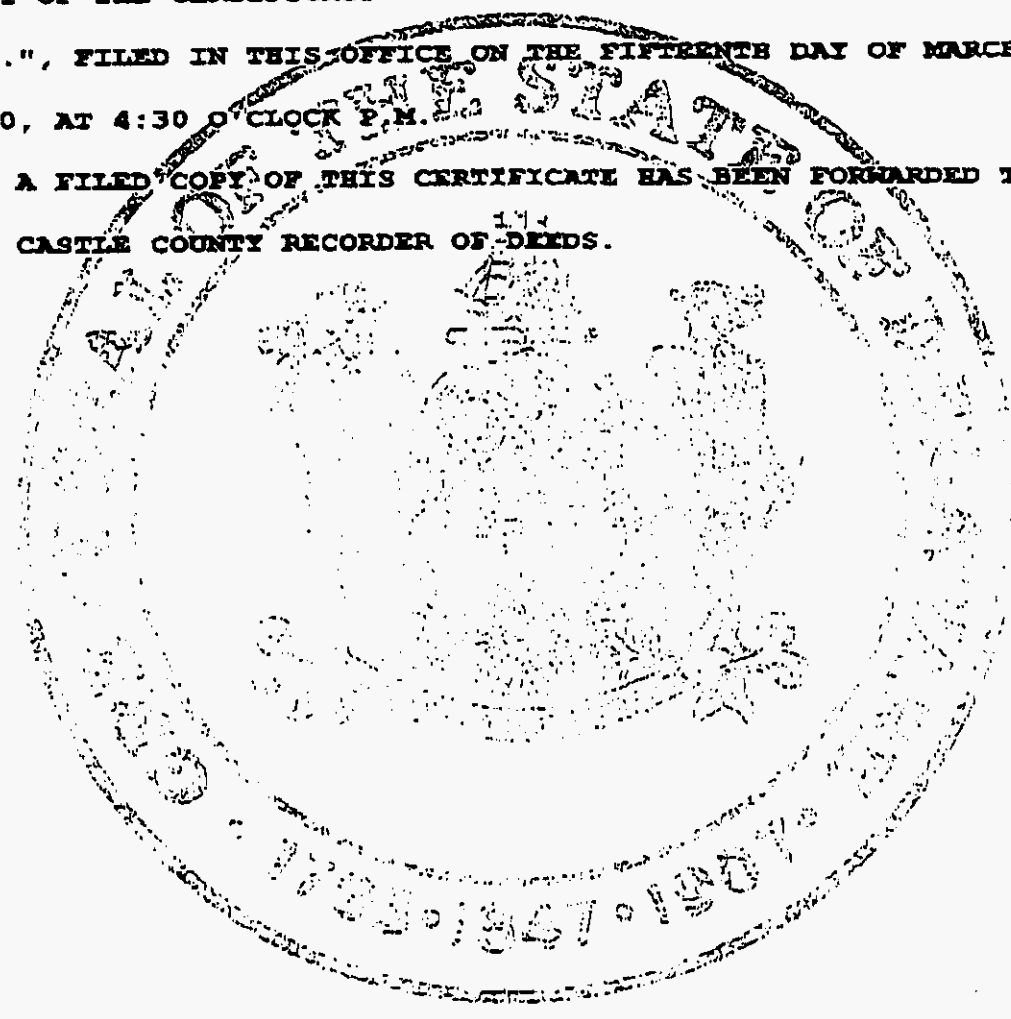
ARTICLES OF INCORPORATION

State of Delaware

Office of the Secretary of State

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 "KMC TELECOM V, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF MARCH, A.D. 2000, AT 4:30 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

3194507 B100
001132782

AUTHENTICATION: 0319174
DATE: 03-16-00

CERTIFICATE OF INCORPORATION

OF

KMC Telecom V, Inc.

FIRST: The name of the corporation is KMC Telecom V, Inc. (the "Corporation").

SECOND: The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is One Hundred (100) shares of Common Stock, par value \$.01 per share.

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

Tae Hee Kim
Kelley Drye & Warren LLP
101 Park Avenue
New York, New York 10178

SIXTH: The following provisions are inserted for purposes of the management of the business and conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation and its directors and stockholders:

(a) The number of directors of the Corporation shall be fixed and may be altered from time to time in the manner provided in the Bylaws, and vacancies in the Board of Directors and newly created directorships resulting from any increase in the authorized number of directors may be filled, and directors may be removed, as provided in the Bylaws.

(b) The election of directors may be conducted in any manner approved by the stockholders at the time when the election is held and need not be by ballot.

(c) All corporate powers and authority of the Corporation (except as at the time otherwise provided by law, by this Certificate of Incorporation or by the Bylaws) shall be vested in and exercised by the Board of Directors.

MAR 29 2000 16:33 NTC TELECOM 19087198775 P.04/04

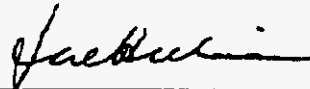
(d) The Board of Directors shall have the power without the assent or vote of the stockholders to adopt, amend, alter or repeal the Bylaws of the Corporation, except to the extent that the Bylaws or this Certificate of Incorporation otherwise provide.

SEVENTH: The Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by the laws of the State of Delaware, and all rights herein conferred upon stockholders or directors are granted subject to this reservation.

EIGHTH: No director shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided, however, that the foregoing shall not eliminate or limit the liability of a director (i) for any 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 knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

NINTH: Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes of the State of Delaware) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors of the Corporation in accordance with the Bylaws of the Corporation.

IN WITNESS WHEREOF, I do execute this Certificate and affirm and acknowledge, under penalties of perjury, that this Certificate is my act and deed and that the facts stated herein are true, this 15th day of March, 2000.



Tae Hee Kim, Sole Incorporator

EXHIBIT B

FOREIGN CORPORATION QUALIFYING DOCUMENT

**FLORIDA DEPARTMENT OF STATE****Katherine Harris
Secretary of State**

May 10, 2000

CT CORPORATION SYSTEM**TALLAHASSEE, FL**

Qualification documents for KMC TELECOM V, INC. were filed on May 10, 2000 and assigned document number F00000002606. Please refer to this number whenever corresponding with this office.

Your corporation is now qualified and authorized to transact business in Florida as of the file date.

A corporation annual report/uniform business report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. If you do not already have an FEI number, please apply NOW with the Internal Revenue by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding this matter, please telephone (850) 487-6051, the Foreign Qualification/Tax Lien Section.

Buck Kohr
Corporate Specialist
Division of Corporations

Letter Number: 800A00026203

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 10 PM 12:47

1. KMC TELECOM V, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. DELAWARE 3. 22-3719935
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. MARCH 15, 2000 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon filing
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1545 Rt. 206, Suite 300, Bedminster, NJ 07921
(Current mailing address)

8. TELECOMMUNICATION SERVICES
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System

Charles W. Meyer
(Registered agent's signature)

CHARLES W. MEYER
ASSISTANT SECRETARY

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

SEE ATTACHED ADDENDUM

DIVISION OF CORPORATIONS
00 MAY 10 PM 12:47

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

SEE ATTACHED ADDENDUM

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Joannette Barretta
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Joannette Barretta, Assistant Secretary
(Typed or printed name and capacity of person signing application)

ADDENDUM

Directors

Harold N. Kamine	1545 Route 206, Suite 300, Bedminster, NJ 07921
Roscoe C. Young II	1545 Route 206, Suite 300, Bedminster, NJ 07921
William Stewart	1545 Route 206, Suite 300, Bedminster, NJ 07921

Officers

Roscoe C. Young II	President and Chief Operating Officer 1545 Route 206, Suite 300, Bedminster, NJ 07921
William H. Stewart	Chief Financial Officer and Executive Vice President 1545 Route 206, Suite 300, Bedminster, NJ 07921
Alan M. Epstein	General Counsel, Executive Vice President and Secretary 1545 Route 206, Suite 300, Bedminster, NJ 07921
Paul DiMarco	Chief Information Officer 1545 Route 206, Suite 300, Bedminster 07921
James Barwick	Senior Vice President-Technology/Chief Engineer 1545 Route 206, Suite 300, Bedminster, NJ 07921
Charles Rosenblum	Senior Vice President – Human Resources 1545 Route 206, Suite 300, Bedminster, NJ 07921
Tricia Breckenridge	Senior Vice President- Business Development 1545 Route 206, Suite 300, Bedminster, NJ 07921
Robert Hagan	Senior Vice President and Assistant Secretary 1545 Route 206, Suite 300, Bedminster, NJ 07921
Marcy Dean	Vice President, Treasurer and Assistant Secretary 1545 Route 206, Suite 300, Bedminster, NJ 07921
Steven Kreider	Vice President and Assistant Treasurer 1545 Route 206, Suite 300, Bedminster, NJ 07921
Jeannette Barretta	Assistant Secretary 1545 Route 206, Suite 300, Bedminster, NJ 07921
Joseph Sheehan III	Vice President, Controllor 1545 Route 206, Suite 300, Bedminster, NJ 07921

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 00 MAY 10 PM 12:11

EXHIBIT C

CORPORATE STRUCTURE/ORGANIZATIONAL CHART

KMC'S CORPORATE STRUCTURE

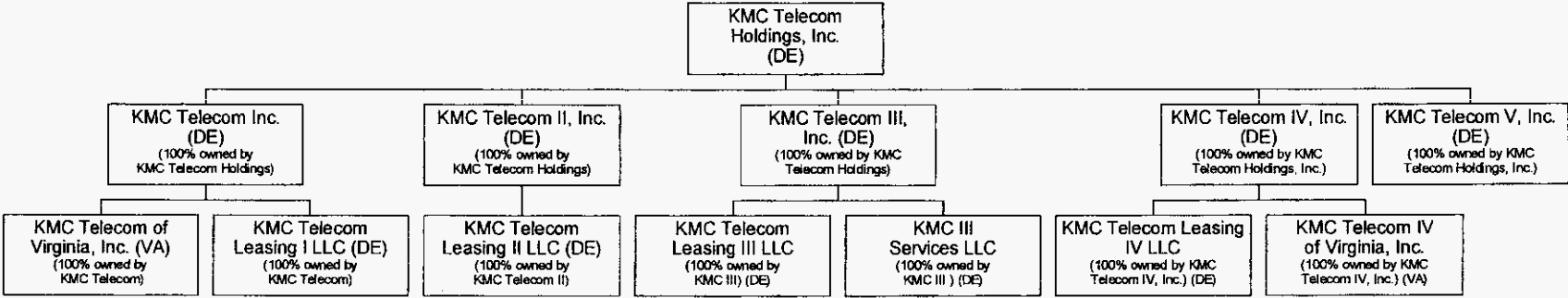


EXHIBIT D
FINANCIAL GUARANTY

STATEMENT OF FINANCIAL GUARANTEE

Jeannette Barretta , Affiant, being duly sworn according to law, deposes and says that:

She is the **Assistant Secretary** of KMC Telecom Holdings, Inc.

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

That KMC Telecom Holdings, Inc., guarantees financial support of Applicant KMC Telecom V, Inc., in its endeavor to obtain certification and provide telecommunications services in the State of **Florida** as described in this Application.

Jeannette Barretta
Jeannette Barretta
Assistant Secretary
KMC Telecom Holdings, Inc.

[Commonwealth/State] of New Jersey :
: ss.

County of Somerset :

Sworn and subscribed before me this 24th day of May, 2000.

Arlene Sapperstein
Signature of official administering oath

My commission expires Sept. 27, 2004

ARLENE SAPPERSTEIN
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES SEPT. 27, 2004

EXHIBIT E
FINANCIAL QUALIFICATIONS
OF KMC TELECOM V, INC.

KMC V has access to the financing and capital necessary to conduct its telecommunications operations as specified in the Petition. During an initial transition period, KMC V may rely in part upon the sizeable financial assets of its parent company, KMC Telecom Holdings, Inc., ("KMC Holdings"). In support of this Petition, KMC V submits the following financial information of KMC Holdings to demonstrate that it has sufficient access to capital and financial stability adequate to ensure its continued provision of quality local exchange and interexchange telecommunications services within the State of Florida. In addition to the information below, KMC Holdings' financial statements, consisting of its most recent SEC Forms 10-K and 10-Q, are appended hereto as part of this *Exhibit E*. As KMC V's revenues increase through the acquisition of customers, KMC V's revenues will supplant KMC Holdings' financial assistance.

KMC Holdings has financed its capital expenditures with equity invested by its founders, preferred stock placements, credit facility borrowings, notes, and Senior Discount Notes.

On May 24, 1999, KMC Holdings issued original notes in a private offering. Approximately \$104.1 million of the proceeds of the offering were used to purchase a portfolio of U.S. government securities which have been pledged to secure the payment of the first six interest payments on these notes. KMC Holdings will use the net proceeds of the offering to complete the 14 additional networks which it plans to construct by the end of the first half of 2000.

In February 1999, KMC Holdings issued PIK Preferred Stock and warrants to purchase common stock for aggregate gross proceeds of \$65.0 million to two purchasers. In April 1999, KMC Holdings issued additional shares of PIK Preferred Stock and warrants to purchase common stock to one additional purchaser for aggregate gross proceeds of \$35.0 million. In February 1999, its subsidiary which will own the 14 additional networks which KMC Holdings currently plans to construct by the end of the first half of 2000, entered into a secured vendor financing facility with Lucent Technologies Inc. Under this Lucent Facility, the subsidiary will be permitted to borrow, subject to certain conditions, up to an aggregate of \$600.0 million, primarily for the purchase from Lucent of switches and other telecommunications equipment. As of September 30, 1999, the Company had no borrowings outstanding under the facility.

In December 1998, KMC Holdings refinanced and expanded its \$70.0 million senior secured credit facility with Newcourt Commercial Finance Corporation to a new \$250.0 million facility. Under the refinanced and expanded facility, which is with a group of lenders led by Newcourt Commercial Finance Corporation, First Union National Bank, General Electric Capital Corporation and Canadian Imperial Bank of Commerce, KMC Holdings' subsidiaries which own its initial 23 networks are permitted to borrow up to an aggregate of

\$250.0 million, subject to certain conditions, for the purchase of fiber optic cable, switches and other telecommunications equipment and, once certain financial conditions are met, for working capital and other general corporate purposes.

Net cash provided by financing activities from borrowings and equity issuances was \$219.4 million for 1998 and \$332.1 million for the nine months ended September 30, 1999. KMC Holdings' net cash used in operating and investing activities was \$213.8 million for 1998 and \$332.0 million for the nine months ended September 30, 1999.

KMC Holdings made capital expenditures of \$9.1 million in 1996, \$61.1 million in 1997, \$161.8 million in 1998 and \$218.5 million in the nine months ended September 30, 1999. KMC Holdings currently plans to continue significant capital expenditures. The majority of these expenditures is expected to be made for network construction and the purchase of switches and related equipment to facilitate the offering of its services.

At September 30, 1999, KMC Holdings had outstanding commitments aggregating approximately \$92.8 million related to the purchase of fiber optic cable and telecommunications equipment as well as engineering services, principally under its agreements with Lucent Technologies.

KMC Holdings has received a signed commitment from Lucent to refinance the existing Lucent Facility upon terms which would involve the provision of additional funding to the Company and the resetting of the financial covenants for periods after the fourth quarter of 1999.

KMC Holdings believes that its cash, investments held for future capital expenditures and borrowings available under the Senior Secured Credit Facility and the Lucent Facility, together with the net proceeds from its April 1999 issuance of its PIK Preferred Stock and the proceeds of the offering of the original notes will be sufficient to meet its liquidity needs through the completion of its initial 23 networks and the 14 additional networks currently planned for completion by the end of the first half of 2000. Additional sources of financing may include public or private equity or debt financings by the Company, capitalized leases and other financing arrangements.

Specifically, as demonstrated in its Cash Flow statement, appended here as part of this *Exhibit E*, KMC Holdings has access to ample capital to fund the construction and operation of KMC V's telecommunications network in Florida, and to meet any lease and ownership obligations associated with its provision of local exchange telecommunications services in Florida.

EXHIBIT F

STATEMENT OF MANAGERIAL AND TECHNICAL QUALIFICATIONS

KMC Telecom V, Inc. (“KMC V”), a Delaware corporation, is a wholly-owned subsidiary of KMC Telecom Holdings, Inc. (“KMC Holdings”), a Delaware corporation. KMC V is technically qualified to operate as a provider of facilities-based local exchange services and resold local exchange telecommunications services in the State of Florida. Specifically, KMC V will rely upon the expertise of KMC Holdings’ management team who oversees the operations of KMC V and its affiliates: KMC Telecom Inc. (“KMC”), KMC Telecom II, Inc. (“KMC II”), KMC Telecom III, Inc. (“KMC III”), KMC Telecom IV, Inc. (“KMC IV”), and KMC Telecom of Virginia, Inc. (“KMC VA”).

The following is a list of KMC Holdings’ management team:

Roscoe C. Young, II Officer	President and Chief Operating
William H. Stewart	Chief Financial Officer and Executive Vice President
Paul DiMarco	Chief Information Officer
Patricia Breckenridge	Executive Vice President – Business Development
Larry Salter	Executive Vice President – Network Operations
Martin F. McDermott, III	Executive Vice President – Marketing Services
James L. Barwick Technology	Senior Vice President – and Chief Engineer
Charles Rosenblum	Senior Vice President – Human Resources

Robert Hagan	Senior Vice President and Assistant Secretary
Alan Epstein and	Vice President, General Counsel Secretary
Marcy Dean	Vice President, Treasurer and Assistant Secretary
Joseph P. Sheehan, III	Vice President and Controller
Steven Kreider	Vice President and Assistant Treasurer
Jeannette Barretta	Assistant Secretary

Collectively, the members of KMC Holdings' management team have designed, managed, and/or operated advanced telecommunications facilities throughout the United States. The members of KMC Holdings' management team bring many years of experience and a wealth of knowledge from being associated with a number of highly successful companies in the telecommunications industry.

Roscoe C. Young, II, KMC Holdings' President and Chief Operating Officer, prior to joining the Company, was Vice President of Network Services for Ameritech, where he led more than 4,000 employees in providing services ranging from ISDN and digital Centrex to dial tone. He previously directed engineering, network services, national account sales, marketing and real estate procurement for MFS Communications as Senior Vice President of that company. He has also been a senior executive with AT&T where he was responsible for sales, marketing, operations, engineering, financial management and human resources. During that time, he was selected by the Reagan

Administration to serve as a Special Assistant to Secretary of Defense Caspar Weinberger under the White House Executive Exchange Program.

William H. Stewart, KMC Holdings' Chief Financial Officer and Executive Vice President, was previously employed with Nassau Capital. Mr. Stewart joined Nassau Capital in 1995 and has over eleven in the telecommunications investment industry. While at Nassau Capital, Mr. Stewart led Nassau's investment program in the communications industry, which included investments in Cypress Communications, Crown Castle and Portal Software. Mr. Stewart has served as a Director of KMC Holdings since 1996. He graduated cum laude with a B.S. degree from Villanova University, earned an M.B.A. from New York University, and is a Chartered Financial Analyst.

Paul DiMarco, KMC Holdings' Chief Information Officer, joined the Company in September, 1998, as its Vice President of Information Technology and Chief Information Officer. From May 1995 to September 1998, he served as Senior Vice President and Chief Information Officer with Nycomed Americas, a multi-national pharmaceutical company. From May 1990 to May 1995, Mr. DiMarco was Director of Information Technology for Ortho-McNeil Pharmaceutical Corporation, a major pharmaceutical division within the Johnson and Johnson family of companies. Prior to joining Ortho-McNeil, Mr. DiMarco served for thirteen years with AT&T Corp. in positions of increasing responsibility including District Manager within the Information Technology Organization, National Account Manager, and Manager Technical- Support for the Commercial and Residential Billing System.

James L. Barwick, KMC Holdings' Senior Vice President of Technology and Chief Engineer, has 39 years of experience in the telecommunications industry. Mr. Barwick joined the Company in March 1997. Prior to joining the Company, Mr. Barwick had been self-employed since 1986 as a telecommunications consultant with expertise in equipment application engineering, radio path engineering, analog and digital Mux, switching and transport systems in the long distance carrier and incumbent local exchange carrier areas, technical writing, project management and computer assisted design systems.

Charles Rosenblum, KMC Holdings' Senior Vice President of Human Resources, has over 20 years experience in human resources, primarily in human resources planning, staffing and development. He joined the Company in January 1997. From May 1995 to January 1997 he served as Vice President of Human Resources of Kamine Development Corp. Previously he had held the positions of Director, Management Development with KPMG Peat Marwick and Manager of Management Education with Dun & Bradstreet Corporation. Earlier he had served in various human resource positions with Allstate Insurance Company.

Patricia Breckenridge, KMC Holdings' Executive Vice President of Business Development, joined the Company in April 1995. From January 1993 to April 1995 she was Vice President and General Manager of FiberNet USA's Huntsville, Alabama operations. Previously she had served as Vice President, External Affairs and later Vice President, Sales and Marketing of Diginet, Inc. She was co-founder of Chicago Fiber Optic Corporation, the predecessor of Metropolitan Fiber Systems. Earlier she was Director of Regulatory Affairs for Telesphere Corporation.

Larry Salter, KMC Holdings' Executive Vice President of Network Operations, is responsible for technical evaluation of new equipment, engineering, and network design of KMC Holdings' local networks. He also oversees the company's construction of new fiber optic-based SONET systems, and provides technical support to KMC Holdings' networks. Mr. Salter came to KMC Holdings' after a 26-year career with AT&T where he was involved in the development and management of Internet services, local area networks, secure systems, and a broad range of technical and engineering functions. He also was a Director of AT&T's strategy and business development and new business integration initiatives. Mr. Salter is a graduate of Iowa State University and holds an MBA in finance and marketing from the University of Chicago.

Martin McDermott, III, is KMC Holdings' Executive Vice President of Marketing Services. Prior to entering the CLEC industry, McDermott was President of Management Profiles, Inc., a management consulting firm specializing in new technologies in the communications industry. He also has held senior management positions with several other organizations including American Wireless Communications Corporation, WilTel, the National Telecommunications Network, Mitel and Northern Telecom, Inc. McDermott has served on the Boards of Directors of CompTel, ACTA, and NATA and is the author of The Business of Interconnect, a definitive study of customer premise equipment. He is a frequent industry spokesperson and contributor to industry periodicals on sales, marketing and technology topics.

Joseph P. Sheehan, III, joined KMC Holdings in June, 1998 as Manager of Financial Systems & Special Projects. He was promoted to Director of Financial Systems & Processes in May, 1999 and has recently been appointed to the position of

Vice President & Controller effective March, 2000. Mr. Sheehan began his career in telecommunications with AT&T where he held various positions in the Billing Operations and Controller's organizations from 1991 through 1998 and he managed the results of their Data Services and Government Markets groups in their Business Markets Unit. Prior to moving to AT&T Communications, Joseph spent two years with AT&T Capital where he worked in the Finance group of AT&T Credit managing the lease portfolio. Joseph holds a BS in accounting with an information systems minor from the University of Scranton as well as his MBA from the University of Phoenix and began his career with Coopers & Lybrand.

Jeannette Barretta, KMC Holdings' Assistant Secretary, joined KMC in 1997 as its Contract Administrator and was promoted to Assistant Secretary during 1997 and Contract Manager during 1998. Prior to joining KMC, Ms. Barretta worked as a paralegal for KCS Energy Marketing, Inc. Ms. Barretta began her career as a personal injury paralegal with the law firm of Ravich, Koster, Tobin Oleckna and Greenstein.

With such vast technical experience by the members of its management team, in addition to the outstanding team of engineers and network specialists it has employed, KMC Holdings has the adequate technical experience and managerial capability to develop and maintain a successful local exchange operation in the State of Florida

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May 25, 2000

DEPOSIT

DATE

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MAY 26 2000

BY HAND DELIVERY

Ms. Blanca Bayó, Director
Division of Records and Reporting
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Tallahassee, Florida 32399-0850

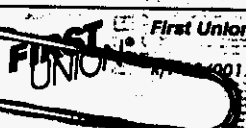
000641-TX

Re: Application of KMC Telecom V, Inc. for Alternative Local Exchange Certificate

Dear Ms. Bayó:

Enclosed for filing on behalf of KMC Telecom V, Inc. are an original and six copies of the Application for Authority to Provide Alternative Local Exchange Service within the State of Florida and a check in the amount of \$250.00 for the application fee. Accompanying the original is a diskette containing the most recent Form 10-K for KMC. The 10-K contains financial information relative to the application along with other information. Given the size of the document, we request that you accept this diskette in lieu of 6 copies of the 10-K.

Please acknowledge receipt of these documents by stamping the extra copy of this letter "filed" and returning the same to me.

KELLEY DRYE & WARREN LLP 1200 19TH STREET, N.W. WASHINGTON, DC 20036		006127
DATE: May 23, 2000		15-122/540 BRANCH 00480
PAY TO THE ORDER OF	Florida Public Service Commission	\$ 250.00
Two Hundred Fifty And No/100		DOLLARS
First Union National Bank 901220		Security features included. Details on back.
		<i>Glenn K. Lambert</i>
⑈00006 127⑈		