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Of Counsel  
Bruce C. Betzer

June 21, 2006

RECEIVED

**VIA OVERNIGHT DELIVERY**

JUN 22 2006

Executive Secretary  
Kentucky Public Service Commission  
211 Sower Boulevard  
Frankfort, KY 40602

PUBLIC SERVICE  
COMMISSION

RE: Notification by Telrite Corporation and Accxx Communications, LLC  
of an Asset Purchase Agreement

Dear Sir or Madam:

On behalf of Accxx Communications, LLC ("Accxx") and Telrite Corporation ("Telrite") (together referred to as the "Parties"), this letter is to advise the Commission of an Asset Purchase Agreement whereby Telrite will acquire certain designated long distance customer accounts of Accxx (the "Acquisition").

It is our understanding, based upon review of the applicable statutes and regulations, that this transaction does not require prior Commission approval. Accordingly, absent written notice to the contrary within thirty (30) days of the date of this letter, the parties will proceed to consummate the transaction in a timely fashion.

After the transaction is consummated, those designated long distance customers of Accxx acquired by Telrite will be served by Telrite with the same services and rates as previously provided by Accxx. Accxx intends to offer both long distance and VOIP services to new customers in this State after consummation of the transaction and therefore will maintain its long distance certification in this State.

Accxx is authorized to provide intrastate, interstate and international long distance telecommunications services in 47 states. Accxx is a certificated provider of resold long distance services in this State.<sup>1</sup> Telrite Corporation is a Georgia Corporation which

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<sup>1</sup> Accxx received its authority to provide long distance telecommunications services in this State pursuant to a tariff filing accepted on 4/30/2003.

provides long distance in 48 states. Telrite is a certificated provider of resold long distance services in this State.<sup>2</sup>

The proposed transaction will accomplish the following:

The proposed transaction will serve the public interest, convenience, and necessity. Consummation of the proposed transaction will result in net benefits to the acquired customers of Accxx by creating a single, larger provider of telecommunications services, facilitating efficiencies to benefit both the customers that are acquired and Telrite's customers. The transaction will enhance Telrite's ability to offer a broader range of innovative products and services to the customers.

The customers of Accxx that are acquired will be given the opportunity to switch their service from Telrite to a different carrier. None of the customers of Accxx will experience any change in rates due to the Acquisition. To the extent that any of Accxx's rates are not presently included in Telrite's tariffs, Telrite will amend its Tariffs accordingly to include such rates. As a result, the transaction should not cause any inconvenience or confusion to the customers acquired from Accxx. Those customers acquired from Accxx who choose not to switch their service to a different carrier will receive service from Telrite.

The Commission's ability and authority to regulate Accxx and to ensure that it satisfies all obligations, commitments and regulatory requirements established by the laws of this state and the Commission will remain unchanged. Thus, there are no potential public interest concerns raised by the proposed transaction and there will be clear benefits to the public upon the closing of this transaction.

The parties are forwarding this letter to the Commission for informational purposes, to be included in the appropriate files. Absent receipt of written notification to the contrary within thirty (30) days from the date of this letter, we will proceed with the understanding that no approval or other formal action is required by the Commission prior to consummation of the proposed transaction.

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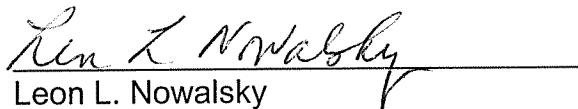
<sup>2</sup> Telrite received its authority to provide long distance telecommunications services in this State pursuant to a tariff filing accepted on 7/6/2003.

Executive Secretary  
Kentucky Public Service Commission  
June 21, 2006  
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Enclosed are the original and ten (10) copies of this letter. Please return one (1) of the copies file-stamped in the envelope provided. If you need any further information or have any questions regarding the matters discussed herein, please do not hesitate to contact the undersigned. Thank you for your assistance in this matter.

Respectfully submitted,



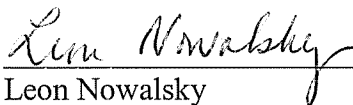
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Telrite Corporation

**ADOPTION NOTICE**

The undersigned of Telrite Corporation (“Telrite”) of Georgia hereby adopts, ratifies, and makes its own, in every respect as if the same had been originally filed and posted by it, all tariffs and supplements containing rates, rules and regulations for furnishing telecommunications service state wide in the Commonwealth of Kentucky filed with the Public Service Commission of Kentucky by Accxx Communications, LLC (“Accxx”) of Delaware and in effect on the 31<sup>st</sup> day of April, 2006, the date on or about which the management of the public service business of the said Accxx was taken over by Telrite.

This notice is issued on the 21<sup>st</sup> day of June, 2006, in conformity with 807 KAR 5:011, Section 10 of the Regulations for filing of Tariffs of Public Utilities with the Public Service Commission of Kentucky.

Telrite Corporation

By:   
Leon Nowalsky  
Counsel for Telrite Corporation

Michael Conway  
Accxx Communications, LLC