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32789

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32790-0200

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tmi@tminc.com

October 5, 2006  
**Via Overnight Delivery**

Mr. Brent Kirtley, Tariff Branch Manager  
Kentucky Public Service Commission  
211 Sower Blvd.  
Frankfort, KY 40602-0615

RE: Notification of Change in Ownership  
**Operator Service Company, LLC**

Dear Ms. Kirtley:

Enclosed for filing please find the original and three (3) copies of the Notification of Change in Ownership submitted on behalf of Operator Service Company, LLC ("OSC"). The stock of OSC has been acquired by INFONXX, Inc. OSC will continue to operate as a separate, wholly owned subsidiary of INFONXX, Inc. Details of this transaction are attached for the Commission's files. No changes to rates, terms or conditions of service are contemplated as a result of this transaction.

Please acknowledge receipt of this filing by date stamping the extra copy of this cover letter and returning it in the self-addressed, stamped envelope enclosed for this purpose.

Any questions you may have regarding this filing may be directed to my attention at (407) 740-3004 or via email to [rnorton@tminc.com](mailto:rnorton@tminc.com). Thank you for your assistance.

Sincerely,

Robin Norton, Consultant to  
Operator Service Company, LLC

Enclosure

RN/bc

cc: Jill Froman, OSC  
file: OSC - KY  
tms: KYo0601x

**RECEIVED**

OCT 06 2006

PUBLIC SERVICE  
COMMISSION

## **OPERATOR SERVICE COMPANY, LLC**

### **NOTICE OF OWNERSHIP CHANGE**

Operator Service Company, LLC, a Delaware limited liability company ("OSC"), provides notice of a transfer of equity interest transaction between its parent companies, BC Holding III Corporation, a Delaware corporation ("BC Holdings") and Onslow Holdings, LLC, a California limited liability company ("Onslow") (together "Sellers"), and INFONXX, Inc., a Delaware corporation. ("Buyer") As a result of the consummation of this transaction, OSC is now a wholly-owned subsidiary of Buyer, but will continue to operate as a separate entity. OSC is currently certificated to provide intrastate interexchange telecommunications services in Kentucky and will retain its status as a telecommunications services provider in Kentucky.

#### **I. THE COMPANY ACQUIRING OSC**

INFONXX, Inc. ("INFONXX" or "Buyer") is a privately held company incorporated in Delaware, which is headquartered in Bethlehem, Pennsylvania. INFONXX is currently the leading wholesale provider of directory assistance services (including enhanced services) to the wireless industry, and also provides wholesale directory assistance services to corporate customers and competitive local exchange carriers (CLECs). INFONXX also supplies wholesale directory assistance services in the United Kingdom, and recently entered the market in France and Italy. INFONXX operates call centers in Arizona, California, North Carolina, and Texas.

Since its founding in 1992, INFONXX has grown from three employees to more than 6,000 U.S. employees. INFONXX has pioneered many enhanced directory assistance services such as call completion (i.e., service that connects the caller directly to the number) and listings for information in addition to telephone numbers including local theaters, restaurant reservations, and driving directions.

A copy of Buyer's Certificate of Incorporation is included as Exhibit 1. Buyer is not a certificated entity in the State of Kentucky and has not registered to do business in Kentucky as a foreign entity. Buyer has no plans to operate directly in Kentucky as a telecommunications services provider.

#### **I. DESCRIPTION OF TRANSACTION**

On August 30, 2006, Sellers entered into a purchase agreement by which Buyer purchased all ownership interests in OSC in return for a cash payment to BC Holdings and Onslow and a full repayment of

OSC's bank debt. Prior to this transaction, BC Holding held a 51% ownership interest in OSC, whereas Onslow held a 49% ownership interest. Buyer now owns 100% of OSC's equity and has assigned or will assign OSC to its wholly-owned subsidiary, INFONXX Operating Company.

## II. CONTACT INFORMATION

The name and address of the individual to contact regarding this filing is:

Robin Norton, Consultant to Operator Service Company, LLC  
Technologies Management, Inc.  
210 Park Avenue North  
Winter Park, Florida 32789  
Telephone: (407) 740-3004  
Facsimile: (407) 740-0613  
E-mail: rnorton@tminc.com

The name and address of the individual who handles regulatory affairs on behalf of OSC is:

Jill Froman, Chief Financial Officer  
Operator Service Company, LLC  
5302 Avenue Q  
Lubbock, Texas 79412  
Telephone (806) 747-2474  
Facsimile: (806) 747-5047  
E-mail: jill.froman@osc.com

The name and address of the individual who handles regulatory affairs on behalf of INFONXX, Inc. is:

Scott DeNardo, Vice President, US General Counsel,  
Assistant Secretary  
3864 Courtney Street, Suite 411  
Bethlehem, PA 18017  
Telephone 610-997-1057  
E-mail: Scott.DeNardo@infonxx.com

## III. CUSTOMER IMPACT

OSC remains a separate certificated company in the State of Kentucky. This transaction has no effect on the rates or terms and conditions of service. The toll free telephone number for customer service will remain the same: 800-658-6041.

#### **IV. PUBLIC INTEREST CONSIDERATIONS**

The transfer of ownership of OSC to Buyer will serve the public interest. Buyer's experience and success in the directory assistance and enhanced services markets make it particularly well qualified to operate OSC's business. Indeed, the transaction will be largely transparent to OSC's customers and will not have an adverse effect on them. These customers will continue to enjoy similar services, rates, and quality that OSC currently provides.

The change in ownership of OSC will increase competitive choice for consumers by bringing together companies that possess singular experience and strategic vision in the telecommunications and enhanced services spheres. The directory assistance market is a competitive one in which numerous independent providers like Buyer compete against larger ILECs, including the RBOCs. In this respect, Buyer's purchase of OSC will increase its ability to provide meaningful competition against larger providers through greater efficiencies and economies of scale. This increased competitive power in turn will give rise to better prices, higher service quality, and increased innovation.

**INFONXX, Inc.**

**Exhibit 1**

**CERTIFICATE OF INCORPORATION**

# Delaware

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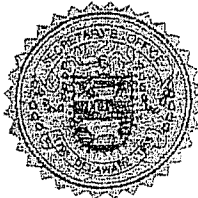
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "INFONXX, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF APRIL, A.D. 2006, AT 4:07 O'CLOCK P.M.

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

2301076 8100

060340404



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4661184

DATE: 04-11-06

**INFONXX, INC.**

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**

**INFONXX, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:**

1. The name of the corporation is **INFONXX, Inc.** **INFONXX, Inc.** was originally incorporated under the name **Inpho Access Corporation**, and the original Certificate of Incorporation of the corporation was filed with the Secretary of State of the State of Delaware on June 15, 1992.

2. This Amended and Restated Certificate of Incorporation was adopted by the corporation pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, and restates and integrates earlier amendments, and further amends the provisions of the Certificate of Incorporation of this corporation.

3. The text of the Restated Certificate of Incorporation as heretofore amended or supplemented is hereby restated and further amended to read in its entirety as set forth in **Exhibit A** attached hereto.

**IN WITNESS WHEREOF**, this Amended and Restated Certificate of Incorporation has been signed under the seal of the corporation this 11<sup>th</sup> day of April 2006.

**INFONXX, INC**

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

Robert A. Pines  
Chairman, Chief Executive Officer and  
President

**Operator Service Company, LLC**

**Exhibit 2**

**CERTIFICATE OF FORMATION**



# Delaware

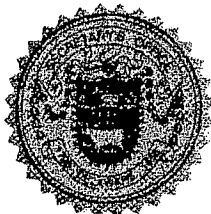
PAGE 2

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "OPERATOR SERVICE COMPANY, LLC" FILED IN THIS OFFICE ON THE THIRTIETH DAY OF DECEMBER, A.D. 2004, AT 9:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2004, AT 11:59 O'CLOCK P.M.

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



2328377 8100V

040956117

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State


AUTHENTICATION: 3595464

DATE: 01-04-05

CERTIFICATE OF FORMATION  
OF  
OPERATOR SERVICE COMPANY, LLC

1. The name of the limited liability company is Operator Service Company, LLC.
2. 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, State of Delaware 19801. The name of the registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Operator Service Company, LLC this 31<sup>st</sup> day of December, 2004.



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Eva M. Kalawski  
Authorized Person