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PUBLIC SERVICE
COMMISSION

PATRICK D. CROCKER
patrick@crockerlawfirm.com

July 25, 2008

Stephanie Stumbo, Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40604

RE: Notification by BCN Telecom, Inc. and EliteView, LLC d/b/a GroveLine
of an Asset Purchase Agreement

Dear Ms. Stumbo:

On behalf of BCN Telecom, Inc. ("BCN" or "Buyer") and EliteView, LLC d/b/a GroveLine ("EliteView" or "Seller" and collectively with BCN, "the Parties"), we hereby notify the Commission of an Asset Purchase Agreement ("Agreement") which the companies propose to consummate. It is our understanding that under the circumstances set forth below, no formal approval of the Commission is required for this transaction. Accordingly, the Parties will proceed on the understanding that the Commission requires no approval or other formal action with respect to the proposed transaction. 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.

BCN Telecom, Inc.

BCN, a corporation organized under the laws of the State of New Jersey, is a wholly owned subsidiary of Telecom Acquisition Company, LLC, a New Jersey limited liability company and a holding company. BCN is authorized as a reseller of interexchange telecommunications services throughout the United States, with the exception of Alaska, and has resold and/or facilities based local exchange authority in 22 states. As the Commission determined when it granted BCN (formerly known as NUI Telecom, Inc.) authority to provide telecommunications service in the State of Kentucky, BCN is well-qualified managerially, technically, and financially to provide telecommunications services in Kentucky. This information, therefore, is already a matter of public record and the Parties respectfully request that it be incorporated by reference herein.

The principal office of BCN is located at:

550 Route 202-206
Bedminster, NJ 07921-0760
Telephone: (908) 470-4700

EliteView, LLC d/b/a GroveLine

EliteView, LLC d/b/a GroveLine is a limited liability company organized under the laws of the State of Massachusetts. EliteView has authority to provide intrastate interexchange service in California, Colorado, Florida, Iowa, Idaho, Indiana, Kentucky, Michigan, Minnesota, Missouri, North Carolina, Ohio, Pennsylvania, and Texas. EliteView is authorized to provide local exchange and interexchange service in New Hampshire, New Jersey, New York, Oregon, Rhode Island, Washington, and Wisconsin.

The principal office of EliteView is located at:

EliteView, LLC
350 Myles Standish Blvd
Taunton, MA 02780

The Transaction

Pursuant to an Asset Purchase Agreement, by and among BCN and EliteView's majority members, George S. Pappas and Alexander Pappas (collectively, the "Majority Members" and each a "Majority Member") executed June 27, 2008, EliteView has agreed to sell to BCN, and BCN has agreed to purchase all telecommunications assets and operations of EliteView including but not limited to the Customer Base of the Seller.

The proposed transfer of customers to BCN will have no adverse impact on customers. EliteView customers will continue to receive their existing services at the same rates, terms, and conditions that they have prior to the transfer and any future changes in the rates, terms, and conditions of service will be made consistent with Commission regulations. To avoid customer confusion and ensure a seamless transition, the Parties will provide advance written notice to the affected customers at least thirty (30) days prior to the transfer, explaining the change in service provider in accordance with applicable Commission and state regulations for changing a customer's presubscribed carrier. A copy of the sample notice of the transfer appears as **Exhibit A** attached hereto.

Public Interest Considerations

The transaction contemplated by the Agreement will serve the public interest. BCN is a strong company that will continue to provide high quality services to EliteView customers. The purchase of EliteView's assets will strengthen BCN, enable it to expand and better ensure that it remains a viable long-term competitor in the telecommunications market.

The proposed transfer does not present any competitive issues. The Parties note that there are a number of other carriers operating in each market, including the incumbent carrier, which controls a substantial market share.

Further, BCN has extensive experience offering telecommunications services. Consequently, the former EliteView customers will continue to receive these services from an experienced and qualified carrier. These customers will also be given sufficient notification of the proposed transaction and their rights. As such, the Parties anticipate that customers will experience a seamless transition of service provider.

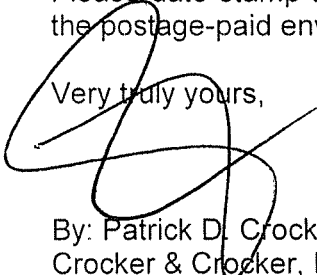
In sum, grant of the Application will serve the public interest by strengthening the competitive position of BCN without negatively impacting either EliteView customers or competition in the markets in which the Parties operate.

Questions concerning this matter should be directed to Patrick D. Crocker at the following:

Patrick D. Crocker
Crocker & Crocker, P.C.
The Kalamazoo Building
107 W. Michigan Avenue, 4th Floor
Kalamazoo, MI 49007
Telephone: (269) 381-8893
Facsimile: (269) 381-4855
Email: patrick@crockerlawfirm.com

Please date stamp the enclosed duplicate copy of this letter and return it to our firm using the postage-paid envelope provided.

Very truly yours,



By: Patrick D. Crocker
Crocker & Crocker, P.C.
Attorneys for BCN on behalf of Applicants

PDC/pas

EXHIBIT A

BCN TELECOM, INC.

Date

RE: New Service Provider

Dear Valued Customer:

I am pleased to inform you that BCN Telecom, Inc is acquiring the business operations of EliteView, LLC d/b/a GroveLine. This is a very positive development for you as our customer. This change will allow us to more rapidly expand our operations and bring you the best telecommunications service in the industry. This change will take place on or about [DATE] pending receipt of all required regulatory approvals.

There is no cost to move your existing service to BCN Telecom, Inc. You will continue to receive the services you currently have with no change in rates. All necessary steps have been taken to ensure a smooth transition. If you have any questions or concerns, please contact us at: BCN Telecom, Inc., 550 Route 202-206; Bedminster, NJ 07921, or 1-800-768-2852.

Very shortly, we expect to introduce new and innovative products and promotions that will bring added value to you. And of course you will continue to benefit from significant savings. You should know that you have an option to change your telecommunications provider. If you would like to change service providers, you should do so before [DATE], otherwise your service will automatically convert to BCN Telecom, Inc. following approval of the transaction by state and federal regulators, even if you have a "preferred carrier" freeze on your account. If you have a "preferred carrier" freeze on your account and would like to keep that protection after the transfer, you'll need to contact BCN Telecom, Inc. at its toll-free number, 800-768-2852.

BCN Telecom, Inc. has no plans to change the rates, terms, and conditions of services currently provided to you. In addition, no charges or fees will be imposed as a result of this transfer. BCN Telecom, Inc. will provide at least thirty (30) days prior written notice of any changes to these rates, terms, and conditions up to ninety (90) days from the date of the transfer of customers. Any future changes in rates, terms and conditions of service will be done as prescribed by the Federal Communications Commission (FCC) and your state regulatory commission.

Please note that BCN Telecom, Inc. will not be responsible for any outstanding complaints filed against EliteView before BCN Telecom, Inc. began providing your service. Those complaints remain the responsibility of EliteView.

On behalf of the entire team of employees, I look forward to continuing to serve you. We realize that you have a choice in selecting a telecommunications provider and we appreciate your business.

Sincerely,

Richard M. Boudria
Chairman/CEO