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January 9, 2006

Helen Helton, Executive Director
Kentucky Public Service Commission
211 Sower Blvd
Frankfort, KY 40601

RECEIVED

JAN 17 2006

**PUBLIC SERVICE
COMMISSION**

RE: BCN Telecom, Inc.
Notification of Indirect Change of Control

Dear Ms. Helton:

Telecom Acquisition Company, LLC, ("TACO" or "Purchaser") a New Jersey limited liability company, the parent and sole owner of BCN Telecom, Inc. ("BCN" or "Company"), a New Jersey corporation, and Advance Capital Partners, LLC, JADM Partners, LP, Salvatore Tiano, and ELD Partners, LP" (collectively, the "Sellers) by its attorneys, hereby notifies the Kentucky Public Service Commission ("Commission") of the indirect change of control of BCN Telecom, Inc. This transfer of control is occurring at the parent level without any impact on the certificated entity. The proposed transaction will result in a change in Membership Interest of TACO and will be completed at the holding company level. 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.

The Sellers currently hold equity membership interest in TACO. On January 10, 2006 TACO and the Sellers intend to execute a Membership Interest Sale and Purchase Agreement (the "Agreement"), whereby TACO agrees to purchase and redeem 100% of the equity membership interests of the Sellers. The Sellers agree to sell, assign, transfer and deliver the Membership Interests to TACO. TACO is currently the parent and sole owner of BCN. After the transaction is consummated TACO will continue to be the parent and sole owner of BCN. The transaction will not result in a change of ownership or control of BCN.

The transfer of membership interest of the Sellers from its current members to TACO is in the public interest. After the consummation of the transaction BCN will continue to operate under the same name, tariff, and operating authority as at present. Thus, the indirect transfer of control will be transparent to customers and will not have any adverse impact on them.

Kentucky Public Service Commission
January 9, 2006
Page 2

BCN's address and telephone number will continue as follows:

BCN Telecom, Inc.
550 Route 202-206
Bedminster, NJ 07921
Telephone: (908) 470-4700
Facsimile: (908) 470-4707

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

Patrick D. Crocker
Early, Lennon, Crocker & Bartosiewicz, P.L.C.
900 Comerica Building
Kalamazoo, MI 49007
Telephone: (269) 381-8844
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E-mail: pcrocker@earlylennon.com

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

Respectfully submitted,

BCN Telecom, Inc.
Telecom Acquisition Company, LLC

By: Patrick D. Crocker
Early, Lennon, Crocker & Bartosiewicz, P.L.C.
Its: Attorneys

PDC/pas