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March 25, 2002

RECEIVED

Thomas M. Dorman
Executive Director
Public Service Commission
211 Sower Blvd.
P. O. Box 615
Frankfort, KY 40601

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22213575-0530 } MARK INACTIVE

MAR 26 2002

PUBLIC SERVICE
COMMISSION

OCMC, INC. dba ONE CALL
05162900-0510
22251629-0530

Re: *One Call Communications, Inc. Sale of Assets*

Dear Mr. Dorman:

We are legal counsel to One Call Communications, Inc. ("One Call").

The purpose of this letter is to advise the Commission of a sale of the assets of One Call. With respect to Kentucky operations of One Call and its purchaser, the sale will close on Wednesday, March 27, 2002.

One Call was a competitive provider of operator services, long distance, and internet. It was solely owed by Larry Dunigan. By way of an Asset Purchase Agreement dated January 31, 2002, Mr. Dunigan sold the operator services and long distance divisions of One Call to a new entity OCMC, Inc. ("OCMC"). The deal was a management buy-out with investors. Pursuant to this sale of assets, the operator services and long distance divisions of One Call will continue to operate as d/b/a's of OCMC.

We have attached OCMC's adoption notice, pursuant to 807 KAR 5:011, Section 11, for One Call's tariff.

Thank you, and if you have any questions or concerns regarding this matter, please call us.

Sincerely,

DINSMORE & SHOHL LLP

Edward T. Depp

ETD:gd

cc: Ann C. Bernard, Esq.
John E. Selent, Esq.

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P.S.C. ADOPTION NOTICE NO. 1

ADOPTION NOTICE

The undersigned OCMC, Inc. of Indiana hereby adopts, ratifies, and makes it own in every respect as if the same had been originally filed and posted by it, all tariffs and supplements containing rates, rules and administrative regulations for furnishing operator services and long distance service in the Commonwealth of Kentucky, filed with the Public Service Commission by One Call Communications, Inc. of Indiana, and in effect on the 27th day of March, 2002, the date on which the Public Service business of the said One Call Communications, Inc., was taken over by it.

This notice is issued on the 25th day of March, 2002, in conformity with Section 10 of P.S.C. Tariff Administrative Regulations adopted by the Public Service Commission.

Signature: _____

Ann C. Bernard

By: _____

Ann C. Bernard

Its: _____

General Counsel

Date: _____

3/22/02