



February 10, 2005
Via Overnight Delivery

210 N. Park Ave.
Winter Park, FL
32789

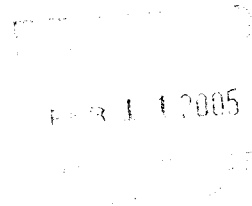
P.O. Drawer 200
Winter Park, FL
32790-0200

Tel: 407-740-8575
Fax: 407-740-0613
tmi@tminc.com

Mr. Brent Kirtley, Tariff Branch Manager
Kentucky Public Service Commission
211 Sower Blvd.
Frankfort, KY 40602-0615
(502) 564-3940

05102800-0510
22251028-0530

**RE: Notice of Name Change & Adoption Notice
for Operator Service Company, LLC**



Dear Mr. Kirtley:

Enclosed for filing please find the original and three (3) copies of the Notice of Name Change and replacement tariff filed on behalf of Operator Service Company, LLC. This filing reflects the Company's **name change from Operator Service Company, Inc. to Operator Service Company, LLC**. The Company respectfully requests this filing to become effective **on March 13, 2005.**

Questions regarding this filing may be directed to my attention at (407) 740-8575 or via e-mail at cwightman@tminc.com.

Please acknowledge receipt of this filing by returning a date stamped copy of this transmittal letter in the self-addressed stamped envelope enclosed for that purpose. Questions regarding this filing may be directed to my attention at (407) 740-8575.

Thank you for your assistance.

Sincerely,

Connie Wightman
Consultant to
Operator Service Company

Enclosure
CW/im.


cc: Jill Froman, OSC
File: OSC - KY
TMS: KYO0501

ADOPTION NOTICE

The undersigned Operator Service Company, L.L.C. of Lubbock, Texas 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 Resale Telecommunications Services in the Commonwealth of Kentucky, filed with the Public Service Commission of Kentucky by Operator Service Company of Lubbock, Texas and in effect on the 3rd day of February, 2005, the date on which the public service business of the said Operator Service Company, L.L.C. was taken over by it.

This notice is issued on the 10th day of February, 2005, in conformity with 807 KAR 5:011, Section 11, of the Regulations for the filing of Tariffs of Public Utilities with the Public Service Commission of Kentucky.

By



Connie Wightman, Consultant to
Operator Service Company, LLC

Authorized by Ky.P.S.C. Order No. _____

OPERATOR SERVICE COMPANY

NOTICE OF NAME CHANGE AND PARTIAL OWNERSHIP CHANGE

Operator Service Company, a Texas corporation, ("OSC") provides notice of a transfer of equity interest transaction between BC Holding III Corporation and Onslow Holdings, LLC, a California limited liability company, ("Buyer"). As a result of this transaction OSC became a minority-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. OSC has changed its domicile to a Delaware limited liability company, known as Operator Service Company, LLC.

I. DESCRIPTION OF TRANSACTION

Buyer is a company formed under the laws of California with its principal office located in California. A copy of the certificate of formation 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 is a holding company organized for the purpose of holding an equity interest in OSC.

On July 19, 2004, BC Holding III Corporation and Buyer entered into an agreement (the "Agreement"), pursuant to which Buyer will own a 49% interest in OSC. OSC remains a separate operating company.

II. 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. OSC has changed its domicile to be a Delaware limited liability company in connection with this transaction.

III. CONTACT INFORMATION

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

Connie Wightman, Consultant to Operator Service Company, LLC
Technologies Management, Inc.
210 Park Avenue North
Winter Park, Florida 32789
Telephone: (407) 740-3008
Facsimile: (407) 740-0613
email: cwightman@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
5302 Avenue Q
Lubbock, Texas 79412
Telephone (800) 658-6041
Facsimile: (806) 747-0757
e-mail: jill.froman@osc.com

A complete listing of officers for OSC and Buyer is attached as Exhibit 2.

IV. PUBLIC INTEREST CONSIDERATIONS

This transaction has been transparent to OSC's customers, and has not resulted in the change of any rate, term or condition of service. Customers have continued to receive the same high-quality service at the same rates, terms and conditions and OSC continues to compete effectively and efficiently in the competitive telecommunications marketplace, offering high-quality cost-competitive services.

Onslow Holdings, LLC (Buyer)

Exhibit 1

CERTIFICATE OF FORMATION



SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUL 14 2004



Kevin Shelley
Secretary of State



State of California
Kevin Shelley
Secretary of State

File # **200419610017**

LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION

ENDORSED - FILED
 In the office of the Secretary of State
 of the State of California

JUL 13 2004

KEVIN SHELLEY
Secretary of State

NOTE: A limited liability company is not permitted to render professional services.

A \$70.00 filing fee must accompany this form.

IMPORTANT - Read instructions before completing this form.

This Space For Filing Use Only

1. **NAME OF THE LIMITED LIABILITY COMPANY** (END THE NAME WITH THE WORDS "LIMITED LIABILITY COMPANY," "LTD. LIABILITY CO.," OR THE ABBREVIATIONS "LLC" OR "L.L.C.")

Onslow Holdings, LLC

2. **THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-KILLEA LIMITED LIABILITY COMPANY ACT.**

INITIAL AGENT FOR SERVICE OF PROCESS - If the agent is an individual, the agent must reside in California and both Items 3 and 4 must be completed. If the agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and Item 3 must be completed (leave Item 4 blank).

3. **NAME OF THE INITIAL AGENT FOR SERVICE OF PROCESS** Stephen Baus

4. **IF AN INDIVIDUAL, THE ADDRESS OF THE INITIAL AGENT FOR SERVICE OF PROCESS IN CALIFORNIA**

ADDRESS 9 Georgeff Road

CITY Rolling Hills

STATE CA

ZIP CODE 90274

5. **THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY: (CHECK ONLY ONE)**

ONE MANAGER

MORE THAN ONE MANAGER

ALL LIMITED LIABILITY COMPANY MEMBER(S)

6. **ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.**

7. **TYPE OF BUSINESS OF THE LIMITED LIABILITY COMPANY (FOR INFORMATIONAL PURPOSES ONLY)**

Holding Company

8. **I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.**

Stephen Baus
 SIGNATURE OF ORGANIZER

July 13, 2004
 DATE

Stephen Baus

TYPE OR PRINT NAME OF ORGANIZER

9. **RETURN TO:**

NAME Stephen Baus

FIRM 9 Georgeff Road

ADDRESS Rolling Hills, CA 90274

CITY/STATE

ZIP CODE



Operator Service Company, LLC

Exhibit 2

CERTIFICATE OF FORMATION

213 614 7903

MEMBERS:

BC Holding III Corporation	360 North Crescent Drive, South Building Beverly Hills, CA 90210
Onslow Holdings, LLC	19 La Cintilla Orinda, CA 94563

MANAGERS:

Stephen B. Baus	19 La Cintilla Orinda, CA 94563
William F. Bricking	360 North Crescent Drive South Building Beverly Hills, CA 90210
Philip E. Norment	360 North Crescent Drive South Building Beverly Hills, CA 90210
Stephen T. Zollo	360 North Crescent Drive South Building Beverly Hills, CA 90210

Delaware

PAGE 1

The First State

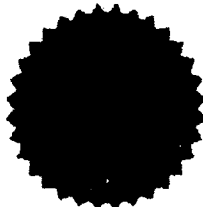
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OPERATOR SERVICE COMPANY, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

2328377 8300

050074233



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3649422

DATE: 01-28-05

Exhibit 3

LISTING OF OFFICERS

Officers

Operator Service Company, LLC
532 Avenue Q
Lubbock, Texas 79412

Officers:

Stephen Baus	President
Robert J. Joubran	Vice President and Treasurer
Eva M. Kalawski	Vice President and Secretary

Onslow Holdings, LLC
9 Georgeff Road
Rolling Hills, California 90274

Sole Member:

Stephen Baus