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FIRST PHONE

3281-B Fort Campbell Blvd
P.O. Box 504
Clarksville, Tn 37042

(931) 431-6316

June 27, 2005

Bill Feldman
211 Sower Blvd
P.O. Box 615
Frankfort, Ky 40602-0615

Dear Mr. Feldman,

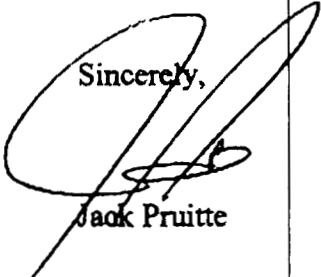
I am writing this letter to inform you of an ownership change at Holt & Co DBA First Phone. Holt & Co DBA First Phone is a reseller of Bell South Telecommunications Services. It is a 50% equal share partnership consisting of 2 partners; Jack W. Pruitte and David T. Holt.

In September of 2004, Jack W. Pruitte and David T. Holt agreed that Holt would sell and Pruitte would purchase Holt's 50% share of the partnership and that Pruitte would become sole owner. It was understood that the purchase would include interexchange services, assets, customers, etc... This purchase was agreed upon, under the assumption that Pruitte would be able to procure all the necessary transfers, changes, etc... within the appropriate states and with the Bell South Telecommunications Co.

Since the inception of Holt & Co DBA First Phone in 2002, I have been in charge of all operations, marketing, billing and all other factions of the Business. Jack W. Pruitte DBA First Phone will mirror the operations of Holt & Co DBA First Phone. Our principal place of business will stay the same, as will our billing address. Nothing will change except for the ownership.

If I can answer any question or help in any way to expedite this change please do not hesitate to contact me. My business phone number is 931-431-6316 or 877-431-9595. I can also be contacted at insu2507@msn.com.

Thank you for your help in this matter

Sincerely,

Jack Pruitte

P.S.C. Ky. Adoption Notice No. _____

ADOPTION NOTICE

The undersigned JACK W PRUITT DBA FIRST PHONE
(Name of Utility) System

of CLARKSVILLE TENNESSEE 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
TELEPHONE service at RESIDENTS
(Nature of Service)

in the Commonwealth of Kentucky, filed with the Public Service Commission of
Kentucky by HOLT & CO DBA FIRST PHONE CLARKSVILLE TENNESSEE
(Name of Predecessor)

and in effect on the 1st day of MARCH, 2005, the date on which
the public service business of the said HOLT & CO DBA FIRST PHONE
(Name of Predecessor)

was taken over by it.

This notice is issued on the 27th day of JUNE, 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.

JACK W PRUITT DBA FIRST PHONE
By _____

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

TO: BILL FELDMAN
KENTUCKY PUBLIC SERVICE COMMISSION

RECEIVED

FROM: JACK W PRUITTE
JACK W PRUITTE DBA FIRST PHONE

JDC
JUN 27 2005

PUBLIC SERVICE
COMMISSION

RE: LETTER EXPLAINING PURCHASE/SALE AND TARIFF ADOPTION NOTICE

BILL, IF A FAX IS NOT SUFFICIENT, PLEASE LET ME KNOW AND I WILL MAIL
THE ORIGINAL.

THANKS,
JACK PRUITTE

