

N O W A C Q U I S I T I O N C O R P O R A T I O N

**180 NORTH WACKER DRIVE, SUITE 3
CHICAGO, ILLINOIS 60606
312/658-1056 (V) 312/658-5487 (F)**

May 4, 2004

RECEIVED

Kentucky Public Service Commission
Filings Division, Tariff Review Branch
211 Sower Boulevard
Frankfurt, Kentucky 40602-0615

MAY 05 2004

**PUBLIC SERVICE
COMMISSION**

Dear Sir or Madam:

Now Acquisition Corporation ("Company") previously advised the Kentucky Public Service Commission ("PSC") of the Company's intent to acquire the Kentucky assets of Now Communications, Inc. ("NCI").

This letter serves as notice to the PSC that the Company and NCI have consummated the aforementioned transaction. Consistent with the consummation of that transaction, NCI has ceased providing services in the State of Kentucky, and the Company has changed its corporate name. Specifically, enclosed as **Exhibit A** is proof of the Company's filing with the Kentucky Secretary of State for an Amended Certificate of Authority to reflect its corporate name change to "Now Communications, Inc." Further, the Company also intends to do business in the state using the name of its parent company, Cleartel Communications, as an assumed name. Proof of filing the necessary Certificate of Assumed Name with the Secretary of State is enclosed as **Exhibit B**.

Accordingly, also enclosed are an original and three copies of the following revised and original pages of the Company's tariffs, reflecting the foregoing corporate names and introducing certain new rate plans:

Tariff

Local Tariff No. 1
IXC Price List No. 1

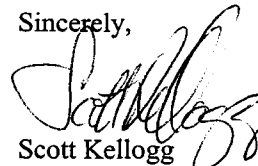
Pages Included in this Filing

First Revised Pages 1-32; Original Pages 33-38
First Revised Page 1-2

Please note, the Company intends to provide service in the State of Kentucky on an unbundled network element platform ("UNE-P) basis, and accordingly, also hereby submits an original and three copies of its **Tariff No. 2** (Access Services) for filing with the PSC. It is our understanding that no further action beyond this filing is necessary to permit the Company to provide such services in the state.

An additional copy of this transmittal page is enclosed, along with a self-addressed, stamped envelope. Please file stamp the additional copy and return it to me in the envelope provided.

Sincerely,



Scott Kellogg
Associate General Counsel

Enclosures

EXHIBIT A: Stamped Application for Amended Certificate of Authority

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE



0562303.09

sbates
P102

Trey Grayson
Secretary of State
Received and Filed
04/13/2004 9:03:03 AM
Fee Receipt: \$40.00

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

Pursuant to the provisions of KRS Chapter 271B, 273 or 274, the undersigned hereby applies for an amended certificate of authority on behalf of the corporation named below and for that purpose submits the following statements:

1. The corporation is a business corporation (KRS 271B).
 a nonprofit corporation (KRS 273).
 a professional service corporation (KRS 274).

2. Now Acquisition Corporation

(Name of corporation or fictitious name adopted for use in Kentucky)

is a corporation organized and existing under the laws of the state or country of Delaware

and received authority to transact business in Kentucky on 6/18/2003

3. The corporation's name in the state or country of incorporation has been changed to

Now Communications, Inc.

The name of the corporation to be used in Kentucky is

(If "real name" is unavailable for use)

4. The corporation's period of duration has been changed to _____

5. The corporation's state or country of incorporation has been changed to _____

6. A certificate of existence duly authenticated by the Secretary of State accompanies this application.

7. This application will be effective upon filing, unless a delayed effective date and/or time is specified:

(Delayed effective date and/or time)

Signature

Scott Kellogg, Secretary

Type or Print Name & Title

Date: MARCH 25, 20 04

EXHIBIT B: Certificate of Assumed Name

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE



0562303.04
Trey Grayson
Secretary of State
Received and Filed
02/12/2004 1:01:08 PM
Fee Receipt: \$20.00

states
ADD

CERTIFICATE OF ASSUMED NAME

This certifies that the assumed name of
Cleartel Communications

(Name under which the business will be conducted)

has been adopted by Now Acquisition Corporation

(Real name - KRS 368.012(1))

which is the "real name" of (YOU MUST CHECK ONE)

a Domestic General Partnership

a Foreign General Partnership

a Domestic Registered Limited Liability Partnership

a Foreign Registered Limited Liability Partnership

a Domestic Limited Partnership

a Foreign Limited Partnership

a Domestic Business Trust

a Foreign Business Trust

a Domestic Corporation

a Foreign Corporation

a Domestic Limited Liability Company

a Foreign Limited Liability Company

a Joint Venture

organized and existing in the state or country of Delaware, and whose address is

6590 West Rogers Circle, Suite 6A, Boca Raton, FL 33487

Street address, if any

City

State

Zip Code

The certificate of assumed name is executed by

Signature

Scott Kellogg

Print or type name and title

Secretary

2/6/04

Date

Signature

Print or type name and title

Date

**Amendment to the Interconnection Agreement
Between
NOW Communications, Inc. and
BellSouth Telecommunications, Inc.
Dated February 14, 2003**

This Amendment is entered into by and between NOW Communications, Inc. ("NOW") and BellSouth Telecommunications, Inc. ("BellSouth") hereinafter referred to collectively as the "Parties," to amend that certain Interconnection Agreement between the Parties dated February 14, 2003 ("Interconnection Agreement") to be effective as of the date of the last signature to the amendment.

WHEREAS, the assets of NOW are being acquired by NOW Acquisition Corporation ("NAC"), a Delaware corporation.

WHEREAS, the Parties desire that the Interconnection Agreement be amended to reflect the correct corporate entity name.

NOW, THEREFORE, in consideration of the mutual promises and covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. The name of NOW Communications, Inc. ("NOW") in the Interconnection Agreement is hereby deleted throughout the Interconnection Agreement and replaced with NOW Acquisition Corporation ("NAC").
2. The Parties agree to delete and replace Section 20.1 of the General Terms and Conditions as follows:

20.1 Every notice, consent, approval, or other communications required or contemplated by this Agreement shall be in writing and shall be delivered by hand, by overnight courier or by US mail postage prepaid, address to:

BellSouth Telecommunications, Inc.
BellSouth Local Contract Manager
600 North 19th Street, 8th floor
Birmingham, AL 35203

and

ICS Attorney
Suite 4300
675 West Peachtree Street
Atlanta, GA 30375

NOW Acquisition Corporation

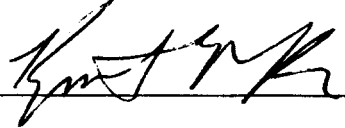
Scott Kellogg
Attorney
180 N. Wacker Drive
Ste. 3
Chicago, IL 60606
skellogg@veranet.net
Telephone Number – 312-658-1056
Fax Number – 312-658-5487

or at such other address as the intended recipient previously shall have designated by written notice to the other Party.

3. All of the other provisions of the Interconnection Agreement, dated February 14, 2003, shall remain in full force and effect.
4. Either or both of the Parties is authorized to submit this Amendment to each Public Service Commission for approval subject to Section 252(e) of the Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties have executed this Agreement the day and year written below.

BellSouth Telecommunications, Inc.

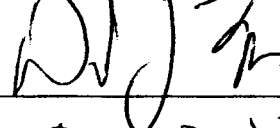
By: 

Name: Kristen E. Rowe

Title: Director

Date: 3/18/04

NOW Acquisition Corporation

By: 

Name: DONALD J ZUCK

Title: VP FINANCING

Date: 3 9 04