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October 23, 2003

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

REC'D

OCT 28 2003

PUBLIC SERVICE
COMMISSION

RE: Application for Authority to Transfer Control or Ownership of NUI Telecom, Inc.
From NUI Capital Corp. to Telecom Acquisition Company, LLC

Dear Ms. Helton:

NUI Capital Corp., a Delaware corporation ("NUI" or "Seller"), the sole shareholder of NUI Telecom, Inc., a New Jersey corporation, (the "Company") and Telecom Acquisition Company, LLC, a New Jersey limited liability company, ("TAC" or "Purchaser" and together with Seller the "Parties,") by its attorneys, hereby notifies the Commission of the proposed transfer of control of the Company from NUI to TAC. 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.

TAC has reached an agreement with the Sellers whereby TAC will acquire all outstanding shares of capital stock ("Shares") of the Company. Specifically, the proposed transfer of control will occur pursuant to a Stock Purchase Agreement between TAC and NUI Capital Corp. ("Agreement"). Under this Agreement, Seller will agree to sell, assign, transfer, and deliver to Purchaser on the Closing Date, and Purchaser agrees to purchase, assume, and receive from Seller on the Closing Date, all of Seller's right, title, and interest at the Closing in all capital stock of the Company.

The transfer of control of the Company from its current shareholder to TAC is in the public interest. This transaction will enhance the Company's ability to compete in the market for telecommunication services in Kentucky and elsewhere. Initially after the transaction, the Company will continue to operate as it has in the past, using the same names, tariff, and operating authority. TAC intends to retain all key Company personnel, including certain senior management personnel. Thus, the transfer of ownership or control will be transparent to, and have no adverse impact upon the Company's customers. The benefit from increased economies of scale will permit the Company to operate more efficiently and thus to compete more effectively.

As a result of this transaction, the Company will have access to the financial resources it needs to introduce new products and services and to respond to competition in the competitive telecommunications environment in Kentucky. Over time, consumers in Kentucky will benefit from a greater number of products and service options, as well as lower prices.

TAC's address and telephone number are:

550 Route 202-206
Bedminster, NJ 07921
Telephone: (908) 470-4780
Facsimile: (908) 470-4707

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

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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Respectfully submitted,

Telecom Acquisition Company, LLC and
NUI Capital Corp.

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

PDC/bmr

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