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June 17, 2005

Thomas M. Dorman, Executive Director  
Kentucky Public Service Commission  
211 Sower Blvd  
Frankfort, KY 40601

JUN 20 2005

RE: Notification by Acceris Management and Acquisition LLC  
and Acceris Communications Corp. of an Asset Purchase Agreement

Dear Mr. Dorman:

On behalf of Acceris Management and Acquisition LLC ("ACCERIS" or "Buyer") and Acceris Communications Corp. ("ACC" or "Seller") we hereby notify the Commission of an Asset Purchase Agreement ("Agreement") which the companies propose to consummate. 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. Absent written notice to the contrary within thirty (30) days of the date of this letter, the parties will proceed to consummate the transaction in a timely fashion.

Pursuant to an Asset Purchase Agreement, by and among ACCERIS, NCE, Acceris Communications, Inc., its wholly owned subsidiary ACC, and majority stockholder Counsel Corporation, executed May 19, 2005, ACC has agreed to sell to ACCERIS, and ACCERIS has agreed to purchase all telecommunications assets and operations of ACC including but not limited to: (1) all PUC/PSC/FCC licenses, CPCNs and tariffs authorizing Seller to provide telecommunications services in all relevant states to the extent assignable or transferable; and (2) the customer base as of the Closing Date. ACC will relinquish its operating authority and ACCERIS will file a tariff, where applicable, to establish rates, terms and conditions identical to those in the Seller's tariff, thus providing a seamless transition for existing customers of ACC. In the State of Kentucky, the acquired assets will include long distance customers, as ACC has no local customers in the State of Kentucky.

ACCERIS is a limited liability company organized under the laws of the State of Minnesota, and is a wholly owned subsidiary of North Central Equity, LLC (the Buyer's Guarantor, hereinafter "NCE"). NCE is a privately owned holding company with experience in the telecommunications industry. ACCERIS is not currently authorized to provide telecommunications services in any jurisdiction, but is in the process of obtaining authority to provide interexchange and/or local exchange telecommunications services throughout the United States. Evidence of the Buyer's qualifications to provide service is outlined in the Application for a Certificate of Public Convenience and Necessity, which is being filed contemporaneously with this Notification.

ACC is a corporation organized under the laws of the State of Delaware, and is a wholly owned subsidiary of Acceris Communications, Inc. ACC is authorized under Section 214 of the Communications Act of 1934, as amended, to provide and is currently providing domestic interstate and international telecommunications service throughout the United States. ACC also has authority to provide, and is currently providing, intrastate, interexchange telecommunications services in the contiguous 48 states, Hawaii and the District of Columbia. ACC is also authorized to provide competitive local exchange services in Alabama, Arkansas, Colorado, Connecticut, Delaware, Florida, Georgia, Idaho, Indiana, Iowa, Kentucky, Louisiana, Maryland, Massachusetts, Michigan, Montana, Nebraska, Nevada, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Washington, and West Virginia. ACC is currently providing such service in Florida, Massachusetts, New Jersey, New York, and Pennsylvania.

The transaction contemplated by the Asset Purchase Agreement will serve the public interest by enabling ACCERIS to achieve increased economies of scale. The addition of the Buyer's management team will enable ACC to become a successful competitor in the telecommunications marketplace. More effective competition will ultimately lead to lower prices and the availability of more products and services to the public. The acquisition of the ACC customer base by ACCERIS will enable these subscribers to continue to receive high-quality telecommunications service at affordable rates without interruption.

Upon consummation of this transaction, ACCERIS will provide notice to ACC Customers in accordance with all applicable state and federal rules and regulations, and assure such customers of the Buyer's commitment to continue the provision of high quality, affordable services pursuant to the company's filed tariff. Specifically, customers will continue to receive the high quality, affordable telecommunications services that they presently receive. **ACCERIS is requesting permission, if applicable, to transfer ACC's authorization. ACC will relinquish its operating authority and ACCERIS will file a tariff where applicable, to establish rates, terms, and conditions identical to those in the Seller's tariff, thus providing a seamless transition for existing customers of ACC.** As such, the transaction will not cause inconvenience or confusion to ACC customers. Indeed, the transaction will be virtually transparent to ACC customers in terms of the services that they receive.

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

Please contact the undersigned should you have any questions or concerns.

Very truly yours,

Acceris Management and Acquisition LLC and  
Acceris Communications Corp.

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

PDC/pas