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6830 Walling Lane
Dallas, Texas 75231

October 23, 2002

Via United Parcel Service

Mr. Tom Dorman
Executive Director
Public Service Commission of Kentucky
211 Sower Boulevard
Frankfort, KY 40601

RECEIVED

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PUBLIC SERVICE
COMMISSION

RE: **Notification of Comm South Companies, Inc. and Arbros
Communications, Inc for Approval of Transfer of Control**

Dear Mr. Dorman:

Transmitted herewith for filing are an original and four (4) copies of a Notice of Transfer of Control for Comm South Companies, Inc. and Arbros Communications, Inc. via stock reallocation to Arcomm Holding Co.

Please date-stamp the "Receipt Copy" of this filing and return it in the pre-paid UPS envelope provided. If you have any questions regarding this filing, please contact the undersigned.

Respectfully submitted,

Sheri Pringle
Director - Regulatory Affairs
Comm South Companies, Inc.
214.355.7005
springle@commsouth.net

Enclosures

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF KENTUCKY**

Notification of)
)
Comm South Companies, Inc. and)
Arbros Communications, Inc. For)
Approval of Transfer of Control)
To Arcomm Holding Co.)

NOTIFICATION

Comm South Companies, Inc. and Arbros Communications, Inc. hereby notify the Public Service Commission of Kentucky ("Commission"), pursuant to Slip Opinion, Re Exemption for Providers of Local Exchange Service, Case No. 370 (January 8, 1998), of the allocation of all the outstanding common stock of Comm South Companies, Inc. from Arbros Communications, Inc. to Arcomm Holding Co. In support thereof, it is respectfully shown as follows:

I. The Parties

Comm South Companies, Inc. ("Comm South") is a privately-held Texas corporation. Its principal business office is at 6830 Walling Lane, Dallas, Texas 75231. Comm South is authorized to provide local telecommunications services in the State of Kentucky. See Case No. 97-322, November 18, 1997.

Arbros Communications, Inc. is a Delaware corporation and is a wholly owned subsidiary of Arcomm Holding Co., a corporation organized, existing and in good standing under the laws of the State of Delaware. Kwok-Leung Li is the sole director of both Arbros Communications, Inc. and Arcomm Holding Co.

II. Designated Contacts

The designated contact for questions concerning this Application is:

Sheri Pringle, Director – Regulatory Affairs
Comm South Companies, Inc.
6830 Walling Lane
Dallas, Texas 75231
Telephone: (214) 355-7005
Facsimile: (214) 355-7259

III. Description of the Transaction

On June 14, 2002, Comm South underwent a corporate reorganization, whereby Arbros Communications, Inc. allocated 100 percent of the outstanding shares of Comm South to Arcomm Holding Co., thereby making Comm South a wholly owned subsidiary of Arcomm Holding Co. A pre and post transaction corporate structure diagram is attached hereto as Exhibit A. A list of the current board of directors and officers for both Arcomm Holding Co. and Comm South is attached hereto as Exhibit B.

The transaction resulted in a change of control in name, but not ownership of Comm South, as Arcomm Holding Co. has the same ownership as Arbros Communications, Inc. The reorganization that transpired will not involve a change in the manner in which services are provided to Comm South's customers. Comm South will continue to operate in Kentucky under its current name, providing service under its existing tariffs. Furthermore, Mr. John McClure, President and CEO, will continue to direct the day-to-day operations of Comm South with the support of a highly qualified team of management personnel, all of who have experience in the telecommunications industry. A description of Comm South's key personnel is attached hereto as Exhibit C. The transaction is therefore, virtually transparent to Comm South's Kentucky customers.

IV. Financial Qualifications

Consummation of the transaction does not change the ongoing financial status of Comm South nor its ability to provide high quality telecommunications services to consumers in Kentucky.

V. Public Interest Analysis

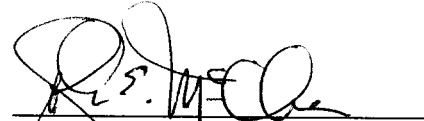
Consummation of the transaction does not affect the public interest, as it is a transparent reallocation of common stock and the ultimate ownership of Comm South has not changed and therefore will not affect any Kentucky customers.

WHEREFORE, it is respectfully requested that the Commission grant the Application herein.

Respectfully submitted,

Comm South Companies, Inc.

By:

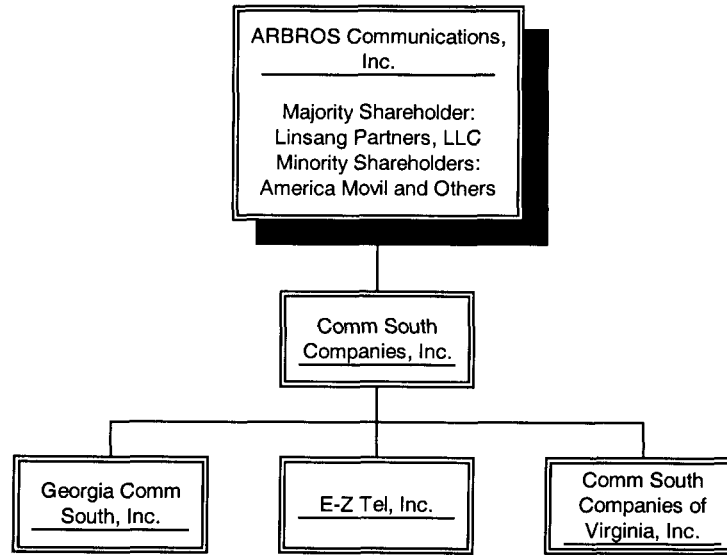
A handwritten signature in black ink, appearing to read "J.E. McClure", is written over a horizontal line.

John E. McClure
President/CEO
Comm South Companies, Inc.
6830 Walling Lane
Dallas, Texas 75231
Telephone: (214) 355-7002

Dated: October 23, 2002

Exhibit A
Corporate Structure

Pre-Transaction Corporate Structure



Post-Transaction Corporate Structure

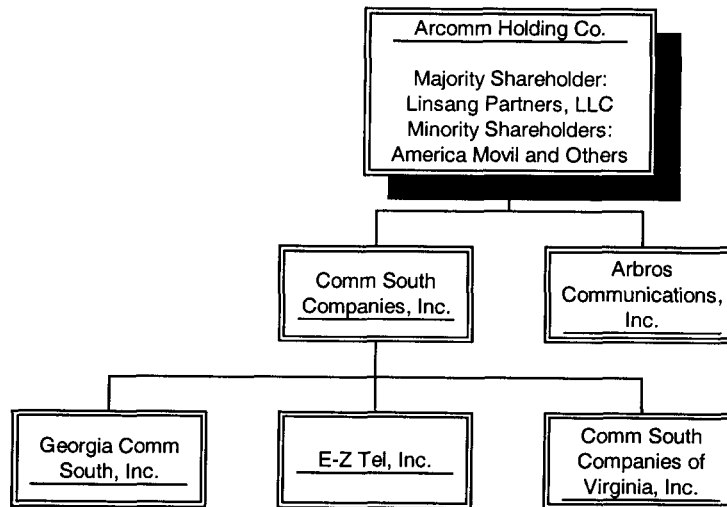


Exhibit B

Board of Directors and Officers

ARCOMM HOLDING CO.		
Directors & Officers		
Kwok-Leung Li	Director	Linsang Partners, LLC. 8401 Colesville Rd. Suite 750 Silver Spring, MD 20910
John E. McClure	President	Comm South Companies, Inc. 6830 Walling Lane Dallas, Texas 75231
Barry A. Amrich	Secretary/Treasurer	Comm South Companies, Inc. 6830 Walling Lane Dallas, Texas 75231

COMM SOUTH COMPANIES, INC.		
Directors & Officers		
Kwok-Leung Li	Director	Linsang Partners, LLC. 8401 Colesville Rd. Suite 750 Silver Spring, MD 20910
John E. McClure	Director President/CEO	Comm South Companies, Inc. 6830 Walling Lane Dallas, Texas 75231
Barry A. Amrich	Secretary/Treasurer	Comm South Companies, Inc. 6830 Walling Lane Dallas, Texas 75231

Exhibit C

Key Personnel for Comm South Companies, Inc.

Key Management for Comm South

John McClure – Chief Executive Officer & President: Mr. McClure is currently President and Chief Operating Officer for Comm South Companies, Inc. He has had over 25 years of executive management experience in the Manufacturing and High Tech industries holding such positions with Electronic Data Systems, Rand McNally & Company, Engenius and Wintegrity, Inc. His accomplishments have included the Chief Operating Officer role for such new products as GM OnStar, a wireless telecommunications automotive product. He has expertise in finance, accounting, marketing and business operations. Mr. McClure majored in accounting and finance at the University of Iowa. He currently serves on the executive board of directors of international non-profit companies.

Rick Brown - Chief Technical Officer: Mr. Brown has over 24 years experience in the telecommunications industry, including local, data and broadband services. He currently serves as Chief Technology Officer for Comm South and is responsible for all business development, new products and services, and emerging technologies. Mr. Brown was employed by Sprint for 19 years and has held several senior level positions with TCG, e.spire and BroadbandNOW. Mr. Brown currently serves on the Board of Directors of the National ALEC Association/Pre-Paid Companies of America (NALA/PCA), past Executive Steering Committee Member - SWB CLEC User Forum, and recently elected into the Who's Who of International Business Leaders.

Barry A. Amrich – Controller: Mr. Amrich has over 25 years of financial management experience (2 years of which are in the telecommunications industry), with the last fifteen years in senior level finance and accounting positions. Mr. Amrich's career has included all of the traditional areas of accounting and finance, as well as experience in financing foreign transactions such as, Euro-Dollar syndications and foreign government secured export sales to the U.S. His most recent experience was that of Controller and CFO for a research and development company holding proprietary patents in centrifuge technology, and as a senior business consultant for a national consulting firm. Mr. Amrich holds a degree in business and accounting from the University of Baltimore and passed the Texas CPA exam in 1980.

Marty Oakes – Senior Director of Operations: Mr. Oakes has over 4 years experience in the prepaid local telecommunications industry with responsibilities ranging from Director of Regulatory Affairs, Assistant Controller and Director of Operations. He currently serves as Sr. Director of Operations for Comm South Companies with responsibilities ranging from day to day operations of provisioning and credit departments, director of information systems and facilities management, and development of new business processes. Mr. Oakes has experience in entrepreneurial development of several businesses with responsibilities from securing funding, financial management, operational management and business development. Mr. Oakes is currently a partner in several businesses ranging from oil and gas exploration to retail and business services. Mr. Oakes holds a BBA in Business Management from Texas Christian University.

Sheri Pringle – Director, Regulatory Affairs/Carrier Relations:

Mrs. Pringle has over 18 years experience in the telecommunications industry, including local communications and broadband services. She currently serves as Director of Regulatory Affairs/Carrier Relations for Comm South Companies and is responsible for all legal, regulatory, and compliance issues as well as carrier relations/negotiations. Mrs. Pringle was with Sprint Telephone Company for 16 years in various positions and departments including customer service, engineering/construction, and regulatory affairs. Mrs. Pringle also served as Senior Manager of Provisioning for BroadbandNOW, Inc.