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A Professional Limited Liability Company

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April 15, 2002

**BY OVERNIGHT DELIVERY**

Mr. Martin J. Huelsmann, Exec. Director  
Kentucky Public Service Commission  
730 Schenkel Lane  
Frankfort, KY 40601

RECEIVED  
APR 16 2002

Re: Notification by LecStar Telecom, Inc. and Nuvox Communications,  
Inc. of an Asset Purchase Agreement

Dear Mr. Huelsmann:

On behalf of LecStar Telecom Inc. ("LecStar") and Nuvox Communications, Inc. ("Nuvox") this letter is to advise the Commission of an Asset Purchase Agreement (the "Agreement") which the companies propose to consummate. It is our understanding, based upon review of the applicable statutes and regulations, that this transaction does not require prior Commission approval. Accordingly, 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.

LecStar and Nuvox propose to consummate the Agreement whereby LecStar will purchase the telecommunications assets of Nuvox, to include only the residential local and long distance customers of Nuvox located in the BellSouth service territory. LecStar will not purchase and Nuvox will not sell the current business customers of Nuvox.

LecStar is a Georgia corporation with principal offices located at 4501 Circle 75 Parkway, Suite 4210, Building D, Atlanta, Georgia 30339. LecStar is a wholly owned subsidiary of LecStar Corporation, a publicly held Texas corporation. LecStar is a competitive provider of local and interexchange services. LecStar is a certificated local and interexchange provider in this State.<sup>1</sup>

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<sup>1</sup> In this State, LecStar provides resold intrastate local exchange and long distance telecommunications services pursuant to authority granted in Docket Number 359 and 370 effective date August 8, 2000.

Nuvox is a privately held South Carolina corporation with principal offices located at 16090 Swingley Ridge Road, Suite 500, Chesterfield, Missouri 63017. Nuvox is a certificated carrier in this State.<sup>2</sup>

The proposed Acquisition will accomplish the following:

- a. Nuvox shall sell, transfer and assign to LecStar all of Nuvox's right, title and interest in and to Nuvox's residential local and long distance telecommunications assets, as defined in the Asset Purchase Agreement;
- b. In consideration for the above transfer and sale of assets, LecStar will pay to Nuvox the purchase price set forth in the Asset Purchase Agreement.
- c. Following the transaction, Nuvox will continue to provide telecommunications services to its business customers, pursuant to the authority previously granted in this State.

LecStar proposes this transaction to transfer and consolidate the residential customer accounts of Nuvox in order to create a single, larger provider of residential local and long distance telecommunications services, facilitating efficiencies for the benefit for all of LecStar's customers. By virtue of these transactions, LecStar will realize significant economic, marketing and administrative efficiencies.

Following consummation of the transaction discussed above, the customers of Nuvox would be given the opportunity to switch their service from Nuvox to a substantially similar product offering of LecStar or choose a different carrier. Those customers of Nuvox who choose to switch their service to LecStar, will be transferred to LecStar and LecStar will continue to service these customers through and pursuant to the Certificate of Public Convenience and Necessity, or other operating authority, presently utilized by LecStar in servicing its existing customers in this State.<sup>3</sup>

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<sup>2</sup> In this state, Nuvox was granted authority to provide local exchange and long distance telecommunications services pursuant to authority granted in tariff filing adopting the tariffs of TriVergent Communications, Inc. of Greenville SC and Gabriel Communications of Kentucky, dated April 10, 2001.

<sup>3</sup> Prior to consummation of the proposed transaction, LecStar intends to notify all current end users of Nuvox of the event and of the opportunity to switch their service to a substantially similar product offering of LecStar or to choose a different carrier. The notification will be by bill insert, a sample copy of which is attached hereto as Exhibit "A".

The technical, managerial and financial personnel of Nuvox will assist with the transition and integration of the acquired Assets for a designated period following the transaction. Thereafter, the technical, managerial and financial personnel of LecStar, will continue servicing the transferred Nuvox customers with the same high level of expertise that they have had in the past.

Critical to the proposed transaction and consolidation of customer accounts is the need to ensure the continuation of high quality service to all customers currently served by Nuvox. The proposed transaction will serve the public interest for the following reasons:

- a. It will enable LecStar to provide a streamlined level of service for all involved customers by creating a single, larger provider of telecommunications services to the customers in this State. The transaction will enhance the operating efficiencies, including market efficiencies, of LecStar.
- b. It will increase the appeal to present and potential customers because of LecStar's larger size and greater variety of service offerings and market visibility.
- c. Finally, it will result in cost savings as the result of discounts on quantity ordering of materials and services.

Accordingly, the requested transaction and subsequent consolidation will serve to create a heightened level of operating efficiency which generally will serve to enhance the overall capacity of LecStar to compete in the marketplace and to provide telecommunications services for a greater number of consumers in this state at competitive rates.

Additionally, LecStar will possess a greater customer account base as the result of the proposed purchase of assets, and will thus be a stronger carrier able to provide a higher quality and variety of services to all customers presently serviced by both LecStar and Nuvox.

The parties are forwarding this letter to the Commission for informational purposes, to be included in the appropriate files. Absent receipt of written notification to the contrary within thirty (30) days of the date of this letter, we will proceed under the understanding that no approval or other formal action is required by the Commission prior to consummation of the proposed transaction.

Enclosed are the original and eleven (11) copies of this letter. Please return one (1) of the copies file-stamped in the envelope provided. If you need any further information or have any questions regarding the matters discussed herein, please do not hesitate to contact the undersigned. Thank you for your assistance in this matter.

Respectfully submitted,



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A Professional Limited Liability Company  
3500 North Causeway Boulevard  
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(504) 832-1984  
Counsel for LecStar Telecom, Inc. and  
Nuvox Communications, Inc.

cc: Michael Britt  
Hamilton Russell

**EXHIBIT A**

**Customer Notice**



Date

Dear<

NuVox Communications, Inc., and LecStar Telecom, Inc., have entered into an agreement pursuant to which your account will be transferred to LecStar, pending regulatory approval. This back-office transfer will be transparent to you and will have no impact on your existing rates, terms, and conditions of service. To expedite the transition of your service to LecStar, you may sign the attached letter of agency and return it in the enclosed self-addressed envelope to LecStar.

Based in Atlanta, Georgia, LecStar offers local and long distance telephone services. Should you choose to select a different preferred carrier, you may do so within 30 days of this letter. If you have questions concerning your existing service, including billing issues, please contact NuVox Communications at 888-316-1778. If you would like to learn more about LecStar's extensive product set, please contact LecStar at 800-208-7033 or visit their website at www.lecstar.com.

Again, your existing NuVox Communications services will continue to operate at your current rates under your existing terms and conditions of service. You will receive advance notice of any future changes or enhancements to your service. If you currently use NuVox as your Internet provider, you will continue to receive fast, reliable access from them and will receive a separate NuVox invoice for your Internet service.

Your transition to LecStar will ensure that you continue to have access to superior services and world-class customer care. We appreciate your action on the attached letter of agency.

Sincerely,

Rick Raynes  
Vice President, Business Development

(Detach here, sign and return)

BY SIGNING AND INITIALIZING THIS LETTER OF AGENCY, I AUTHORIZE THE CHANGE OF MY SERVICE PROVIDER TO LECSTAR FOR THE FOLLOWING TELEPHONE SERVICE(S) PROVIDED FROM MY NUVOX ACCOUNT.

Telephone Services



	<u>Customer Initials</u>	<u>Current provider</u>
Local Service – Switch As is	_____	_____
Intrastate IntraLATA (Local Toll) Service	_____	_____
Intrastate InterLATA/Interstate (Long Distance) Service	_____	_____
International (Long Distance) Service	_____	_____

I designate LECSTAR to act as my agent to handle all necessary arrangements to change my service provider(s) to LECSTAR. I understand that I may designate only one service provider for each telephone service offered from each telephone number and that I may designate different service providers for Local Service, Intrastate IntraLATA Service, Intrastate InterLATA/Interstate Service and International Service. I am at least eighteen (18) years old and am legally authorized to make the change(s). I also understand that there may be a fee associated with switching service provider(s). (My signature on this letter of agency will result in a change of my service provider to LECSTAR for the services authorized above.)

Customer Signature \_\_\_\_\_ Date \_\_\_\_\_

# LECSTAR™ Telephone Service

## Terms and Conditions

The telephone service provided by LecStar is subject to the following conditions:

Taxes – Regulatory fees and taxes will be charged as required by law and may differ from those charged from your previous provider. These items include PIC-C Fee, Subscriber Line Charge Fee, E911 Fee, LNP Fee, TRS Fees and Local, State and Federal taxes.

1. Long-Distance and other Usage Calls – For the LecStar long-distance rates to apply, the customer must select LecStar as their preferred Local, "1+" Local Toll and "1+" Long Distance provider. The long-distance service price is only for "1+" service for calls placed from the customer's service number to numbers within the contiguous 48 states. All operator assisted (collect, operator dialed, calling card, etc.), pay-per-use, (\*21, \*69, 411, etc.) and international calls will be at the rates offered by LecStar pursuant to its federal or state tariffs or price/rate lists, which may be modified from time to time. Calls made to enhanced service providers (900, 976, etc.) and long distance providers using "dial around access" (1010xxx) will be billed to the customer by the service provider responsible for those services at their standard rates.
2. Billing –When the customer's service is transferred to LecStar, the customer will receive a final bill from Nuvox for all charges and service credits (if any) incurred prior to the transfer to LecStar.

Your initial telephone bill from LecStar may include charges for the first "partial" billing period plus charges, fees and taxes for the first complete billing period, depending on your billing cycle. Please check the dates of service on your first invoice.

LecStar Telecom, Inc., P.O. Box 672075, Marietta, GA 30006-0035

Email: [customerservice@LecStar.com](mailto:customerservice@LecStar.com)

For Customer Service, please call 1-800-208-7033

<Name>

<Address>

<City, State, Zip>:

<County>:

<Telephone Number>

<NuVox Account #>:

**\*\*Please detach, complete the reverse side, sign and return in the envelope provided\*\***