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AUG 22 2005

PUBLIC SERVICE
COMMISSION

August 19, 2005

BY OVERNIGHT DELIVERY

Executive Secretary
Kentucky Public Utilities Commission
730 Schenkel Lane
Frankfort, KY 40601

Re: Notification by Seven Bridges Communications, LLC of a transfer of membership interest

Dear Sir or Madam:

On behalf of Frank E. Evans, Timothy J. Evans and Jeffrey L. Evans, the members of Seven Bridges Communications, L.L.C. ("Members" and Seven Bridges Communications, L.L.C. ("Seven Bridges") (together referred to as the "Parties"), this letter is to advise the Commission of the transfer of control of Seven Bridges to Pensacola Group, Inc. ("Pensacola").

The Parties propose a transaction whereby Pensacola will acquire the Parties' 100% membership interest in Seven Bridges. This transaction does not involve the transfer of operating authority nor any transfer of customers. The transaction will change the ultimate control of Seven Bridges by virtue of a membership interest transaction. Seven Bridges will continue to provide competitive telecommunications services to its existing customers following consummation of the proposed transaction.

Seven Bridges is a Delaware limited liability company having its business offices at 2257 Taylor Road, Suite 300, Montgomery, Alabama 36117. Seven Bridges is a provider of resold local and long distance telecommunications services. Seven Bridges is qualified to transact business in this state as a foreign limited liability company. Seven Bridges is authorized to provide local and long distance telecommunication

Kentucky Public Utilities Commission
August 19, 2005
Page two

services in nine (9) states. Seven Bridges received its authority to provide long distance telecommunication services in this state on June 30, 2000.

The Members of Seven Bridges Communications, L.L.C., Frank E. Evans, Timothy J. Evans and Jeffery L. Evans are each individuals residing in the State of Alabama, with a mailing address of 2257 Taylor Road, Suite 300, Montgomery, Alabama 36117. None of the Members, as individuals, hold certificates of authority.

Pensacola Group, Inc. is a Nevada corporation with its principal offices located at 309 West 7th Street, Suite 720, Fort Worth, Texas 76102. Pensacola is a holding company which holds no certificates of authority.

The proposed transaction will accomplish the following:

Pensacola will acquire 100% of the membership interest in Seven Bridges.

The proposed transfer will be seamless to Seven Bridges' customers. Seven Bridges' name, rates and service offerings, as reflected in its tariff, will not change as a result of the proposed transaction. There will be no interruption of service. The physical assets, property, and personnel of Seven Bridges will remain the same after the change in control. The customer service numbers for billing and service problems, liaison with Commission staff and tariffed rates will remain the same.

The proposed transaction will serve the public interest, convenience, and necessity. Consummation of the proposed transaction will result in net benefits to Seven Bridges' customers by strengthening the financial status of Seven Bridges. The transaction will enhance Seven Bridges' ability to offer a broader range of innovative products and services to customers.

The Commission's ability and authority to regulate Seven Bridges and to ensure that it satisfies all obligations, commitments and regulatory requirements established by the laws of this state and the Commission will remain unchanged. Thus, there are no potential public interest harms raised by the proposed transaction and there will be clear benefits to the public upon the closing of this transaction.

Kentucky Public Utilities Commission
August 19, 2005
Page three

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 **fifteen (15)** days from the date of this letter, we will proceed with the understanding that no approval or other formal action is required by the Commission prior to consummation of the proposed transaction.

A tariff adoption is not required as Seven Bridges will continue to provide service under its own name and tariffs.

Enclosed are the original and ten (10) 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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