

# NOWALSKY, BRONSTON & GOTHARD

A Professional Limited Liability Company

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Philip R. Adams, Jr.

**RECEIVED**

July 15, 2010

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**VIA OVERNIGHT DELIVERY**

**PUBLIC SERVICE  
COMMISSION**

Executive Secretary  
Kentucky Public Service Commission  
211 Sower Boulevard  
Frankfort, KY 40602

RE: Notification by Tri-M Communications, Inc. d/b/a TMC Communications, Michelle Cutlip, Michael E. Pfau, Trustee of the Melissa Marsch-Baker Trust U/D/T, and 5LINX Enterprises, Inc. of Transfer of Control of Tri-M Communications, Inc. d/b/a TMC Communications

Dear Sir or Madam:

On behalf of Tri-M Communications, Inc. d/b/a TMC Communications ("TMC"), Michelle Cutlip ("MC"), Michael E. Pfau, Trustee of the Melissa Marsch-Baker Trust U/D/T ("Trust") (the Trust, together with MC, are hereinafter referred to as "Stockholders") and 5LINX Enterprises, Inc. ("5LINX") (together referred to as the "Parties"), this letter is to advise the Commission of the pending transfer of control of ownership of TMC from its Stockholders to 5LINX.

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.

The Parties propose a transaction whereby 5LINX will acquire all of Stockholders' shares in TMC. This transaction does not involve transfer of operating authority nor any transfer of customers. The transaction will only involve a change of the ultimate control of TMC, by virtue of the transfer of stock from the Stockholders to 5LINX. TMC will continue to provide competitive telecommunications services to its existing customers in this State using the same technical and managerial personnel following consummation of the proposed transaction.

Tri-M Communications, Inc. d/b/a TMC Communications ("TMC") is a California corporation headquartered at 820 State Street, 5<sup>th</sup> Floor, Santa Barbara, California 93101. TMC is authorized to provide long distance, local, voice over IP and data telecommunications services in 48 states.<sup>1/</sup> TMC is a certificated provider of resold long distance services in this State.<sup>2/</sup> Michelle Cutlip ("MC") is an individual whose mailing address is 14 Stafford Road, Chatham, New Jersey 07928. MC has no certificates of authority. Michael E. Pfau, Trustee of the Melissa Marsch-Baker Trust ("Trust") is an individual whose mailing address is 1421 State Street, Suite B, Santa Barbara, California 93101. Trust has no certificates of authority. 5LINX Enterprises, Inc. is a Delaware corporation with its principal place of business located at 275 Kenneth Drive, Suite 100, Rochester, New York 14623 ("5LINX"). 5LINX has no certificates of authority.<sup>3/</sup>

The proposed transaction will accomplish the following:

5LINX will acquire 100% of the stock in TMC from Stockholders. The proposed transfer will be seamless to TMC's customers. TMC's name, rates and service offerings, as reflected in its tariffs, will not immediately change as a result of the proposed transaction.<sup>4/</sup> There will be no interruption of service. The physical assets, property, and personnel of TMC will remain substantially 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 TMC's customers by strengthening the overall financial status of TMC. The transaction will enhance TMC's ability to offer a broader range of innovative products and services to customers.

The Commission's ability and authority to regulate TMC 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.

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1 TMC provides long distance services in 48 states and local services in 5 states.

2 TMC received its authority to provide long distance telecommunications services in this State pursuant to a tariff filed 9/19/98.

3 5LINX, through its wholly-owned subsidiary, GLOBALINX, provides VOIP services throughout the country.

4 In the future, the Company contemplates changing its name to GLOBALINX. Prior to making any such change, a separate filing shall be made with this Commission.

Page -3-  
July 15, 2010

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 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.

Enclosed are the original and fourteen (14) 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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