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PUBLIC SERVICE
COMMISSION

January 9, 2013

VIA FEDEX

Kentucky Public Service Commission
211 Sower Blvd.
P.O. Box 615
Frankfort, KY 40602

Katherine E. Barker Marshall
Associate
202.857.6104 DIRECT
202.857.6395 FAX
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Re: Notification of a *Pro Forma* Transfer of Control of US Signal Company, L.L.C.

Dear Sir or Madam:

US Signal Company, L.L.C., (“US Signal” or “Company”), by its counsel, hereby notifies the Kentucky Public Service Commission (“Commission”) of a *pro forma* transaction, which resulted in an increase in ultimate control of US Signal by Richard Postma from 50% to 62.5% (the “Transaction”). At all times, Mr. Postma, the Chief Executive Officer of US Signal, held and continues to hold *de facto* control.

Additionally, as a result of this Transaction, Ron VanderPol’s interest in US Signal was reduced from 40% to 25%, and Valley Tractor Limited Partnership’s (“Valley Tractor”) interest in US Signal increased from 10% to 12.5%. Finally, as a result of the Transaction, US Signal’s parent company, P & V Capital Holdings, L.L.C. (“P&V”), was merged into US Signal, with US Signal as the surviving entity. The Transaction was effective December 31, 2012.

US Signal believes that Commission approval is not required because the ultimate control of US Signal remained at all times with Richard Postma. The Transaction does not add any new shareholders or owners, but rather, reconfigures the existing ownership percentages, and increases the ownership interest of the majority shareholder, Richard Postma. If the Commission believes approval is necessary, US Signal respectfully requests that the Commission approve this Transaction on a *nunc pro tunc* basis.

In support of this Notification, US Signal provides the following information:

I. The Parties

A. US Signal Company, L.L.C.

US Signal is a Michigan Limited Liability Company, formed on May 25, 2000. The Company is a certified facilities-based and resold local exchange and interexchange carrier,

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providing primarily data services in the following states in addition to Kentucky¹: Florida, Illinois, Indiana, Iowa, Michigan, Minnesota, Missouri, New York, Ohio, Pennsylvania, and Wisconsin. Additionally, US Signal holds blanket domestic authority to provide interstate telecommunications services, pursuant to Section 214 of the Communications Act of 1934, as amended. 47 U.S.C. §214.

US Signal is headquartered at 201 Ionia Ave SW, Grand Rapids, Michigan, 49503. US Signal does not have any subsidiaries, nor any affiliated entities that provide telecommunications services.

B. P & V Capital Holdings, L.L.C.

P&V was a Michigan Limited Liability Company, formed on December 17, 2002. P&V merely was a holding company for US Signal, P&V's wholly-owned subsidiary. The members of P&V were Richard Postma, who controlled 50% of P&V, Ron VanderPol, who controlled 40%, and Valley Tractor Limited Partnership, which controlled 10% of P&V. Because US Signal was a wholly-owned subsidiary of P&V, the same ownership interests in P&V were the same indirect ownership interest in US Signal.

P&V was headquartered at 201 Ionia Ave SW, Grand Rapids, Michigan, 49503. P&V did not hold any authority to provide telecommunications services nor any interest in any other entities that provide telecommunications services.

C. Richard Postma

Mr. Postma is a U.S. Citizen, and is Chief Executive Officer of US Signal. His business address is: 201 Ionia Ave SW, Grand Rapids, Michigan, 49503. Other than through US Signal, Mr. Postma does not control 10% or more of any other telecommunications provider.

¹ US Signal was granted certification as a competitive local exchange carrier and interexchange carrier in Kentucky in Filing Nos. TFS-2012-00456, and TFS-2012-00457, and was issued Carrier ID Numbers 5056900, and 5179580, respectively on July 19, 2012.
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D. Ron VanderPol

Mr. VanderPol is a U.S. Citizen, and shareholder in US Signal. His business address is 201 Ionia Ave SW, Grand Rapids, Michigan, 49503. Other than through US Signal, Mr. VanderPol does not control 10% or more of any other telecommunications provider.

E. Valley Tractor Limited Partnership

Valley Tractor Limited Partnership is a limited partnership, controlled by Ron VanderPol, which was registered in the State of Michigan on February 16, 2005. Valley Tractor is headquartered at 201 Ionia Ave SW, Grand Rapids, Michigan, 49503. Other than its interest in US Signal, Valley Tractor does not hold any authority to provide telecommunications services nor any interest in any other telecommunications provider.

II. Designated Contacts

The designated contacts for questions concerning this Notification are:

Katherine Barker Marshall
Arent Fox LLP
1717 K Street NW
Washington, DC 2006
Telephone: (202) 857-6104
Facsimile: (202) 857-6395
E-mail: katherine.marshall@arentfox.com

With a copy to:

Barbara Boshoven
Vice President of Corporate Affairs
US Signal Company, L.L.C.
201 Ionia Ave SW
Grand Rapids MI 49503
Telephone: (616) 988-7336
Facsimile: (616) 988-0414

III. Description of the Transaction

By the terms of a Merger Agreement, dated December 17, 2012, P&V was merged into its wholly-owned subsidiary, US Signal, effective December 31, 2012, with US Signal as the surviving entity. Following the merger, all membership interests in P&V were converted on a *pro rata* basis into equivalent membership interests in US Signal. All membership interests in P&V were then cancelled.

Prior to the merger of P&V into US Signal, Ron VanderPol redeemed 15% of his stock in P&V, which, after the merger, resulted in Mr. VanderPol retaining 25% ownership interest in US Signal. As a result, Richard Postma's ultimate interest in US Signal increased from his current 50% to 62.5%, and Valley Tractor's ultimate interest in US Signal increased from 10% to 12.5%.

This Transaction is strictly internal in nature and does not result in a change in ultimate control of US Signal. Richard Postma has been, and continues to be, the Chief Executive Officer of US Signal, and had held 50% interest in the Company. The net result of the Transaction is an increase in Mr. Postma's controlling interest to 62.5%. Diagrams that describe this Transaction are included as *Exhibit A*.

The Transaction will have no impact whatsoever on US Signal's customers. They will continue to receive their existing services at the same rates, terms and conditions that they have prior to the Transaction. US Signal will continue to be managed by personnel with significant experience in the telecommunications industry.

V. Public Interest Statement

The changes described in this Notification will have no impact on public interest considerations. The entity offering service to the customers is US Signal, and these *pro forma* changes in ownership does not impact the Company's ability to provide service to its customers. The net result of the Transaction is that the majority shareholder has increased his ownership interest in the Company from 50% to 62.5%. Further, this Transaction is transparent to its customers. Therefore, this Transaction is in the public interest.

VI. Conclusion

US Signal respectfully submits this Notification to the Commission. If, based upon the details of the Transaction as outlined in this Notification, the Commission feels that approval of this Transaction is necessary, US Signal respectfully requests approval be granted on a *nunc pro tunc* basis.

Enclosed please find one additional copy of this filing and a duplicate. Please date-stamp the duplicate and return in the enclosed postage prepaid envelope. Thank you for your assistance in this matter and please do not hesitate to contact me if you have any questions or concerns.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Katherine E. Barker Marshall".

Katherine E. Barker Marshall

Verification

State of Michigan

County of Kent

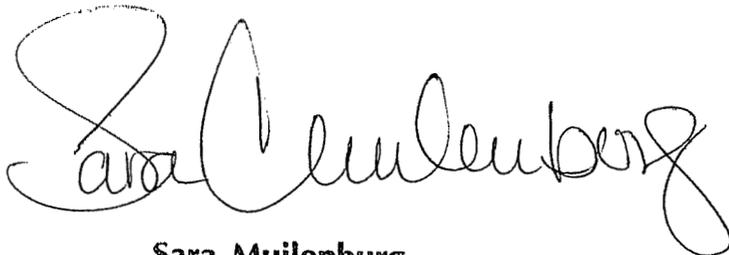
I, Richard Postma, of lawful age and being first duly sworn, do hereby depose and state that:

1. I am Chief Executive Officer of US Signal Company, L.L.C. ("US Signal"), am authorized to make this Affidavit on behalf of US Signal.
2. The instant Transaction, as described in our Notification to the Commission is pro forma in nature, and, combined with any other previous pro forma transaction, does not result in the change in the actual controlling party.
3. All information contained in the Notification to the Commission is true and correct to the best of my knowledge, information and belief.



Richard Postma
Chief Executive Officer,
US Signal, L.L.C.

Sworn and subscribed to me on this 3rd day of January, 2013.

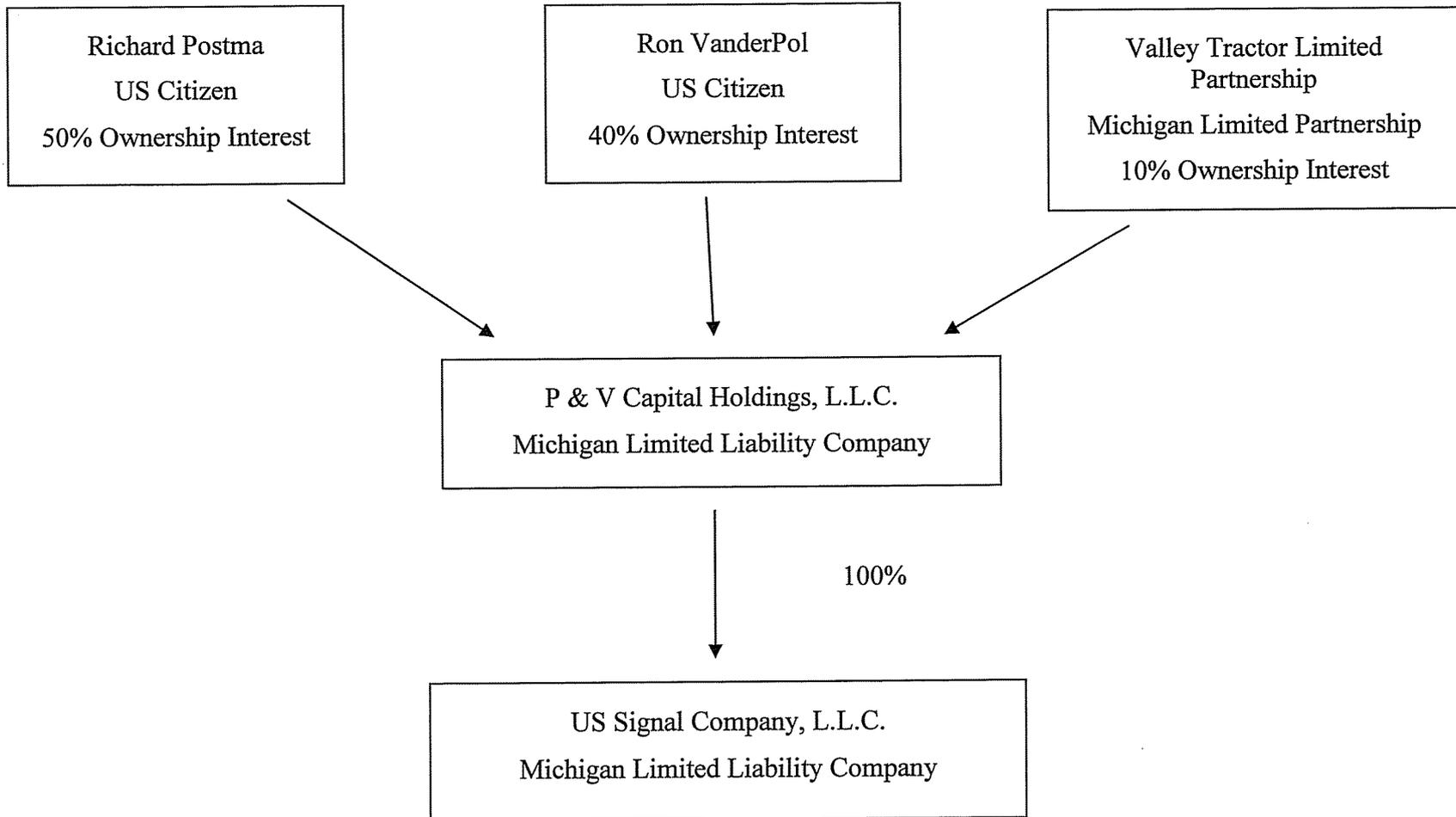


Sara Muilenburg
Notary Public, State of Michigan
County of Kent
My Commission Expires 04-09-2014
Acting in the county of Kent

Exhibit A

Transaction Charts

Pre-Transaction



Post-Transaction

