The CommLaw Group

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RECEIVED

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PUBLIC SERVICE COMMISSION

Writer's E-mail Address

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December 6, 2006

VIA OVERNIGHT DELIVERY

Executive Director Kentucky Public Service Commission 211 Sower Boulevard Frankfort, Kentucky 40602-0615

Re:

V-Global Communications, Inc. and AmeriVon LLC Notification of Intent to

Complete a Transfer of Control

Dear Executive Director:

AmeriVon LLC ("AmeriVon"), its majority shareholder AmeriVon Holdings, LLC ("AVH") and its minority shareholder, Robert B. Segal, and V-Global Communications, Inc. ("V-Global" and, together with AmeriVon, AVH and Segal, "the Parties" or "Petitioners"), through their undersigned counsel, hereby notify the Kentucky Public Service Commission ("Commission") of their intent to consummate a transaction through which Robert B. Segal and his wholly owned company, V-Global, will acquire 100% control of AmeriVon and, immediately following this non-pro forma transfer of control, change AmeriVon's name to V-Global Communications, LLC ("the Transaction"). The Parties intend to consummate the proposed Transaction as soon as possible.

Based on a review of applicable state law, the Parties have determined that Commission approval of the proposed Transaction is not required. Therefore, the Parties provide this notice as a courtesy (and not as a request for Commission actions), to ensure the accuracy of the Commission's records and to advise the Commission of the Parties intent to complete the proposed Transaction as soon as possible.

An original and three (3) copies of this notice are enclosed for filing. Please date-stamp and return the enclosed extra copy of this filing in the enclosed self-addressed stamped envelope.

The Parties further state as follows:

I. DESCRIPTION OF THE PARTIES

A. AmeriVon LLC

AmeriVon is a privately held limited liability corporation organized under the laws of the state of Nevada. At present, a majority of AmeriVon stock, 80%, is owned by AmeriVon Holdings, LLC (hereafter "AVH") and the minority share, 20%, is held by AmeriVon's President, Robert B. Segal. AmeriVon's principle place of business is located at 800 Southwood Boulevard, Suite 212 Incline Village, Nevada 89451.

AmeriVon is a switchless resale common carrier which intends to provide intrastate, interstate and international long distance message toll telecommunications services to residential customers on a retail basis. These long distance services will be provided through local exchange and/or other connecting carriers. AmeriVon will purchase excess capacity of its underlying carriers and resell this capacity to its customers on a retail basis. The company is licensed or otherwise authorized to provide long distance service throughout the continental United States; at present, however, it is not providing any regulated telecommunications services to any pre-subscribed customers in this state or any other.

B. V-Global Communications, LLC

V-Global Communications, Inc. (hereafter "V-Global") is a privately held corporation organized under the laws of Delaware. Its principle place of business is located at One Stamford Plaza, 263 Tresser Boulevard, 9th Floor, Stamford, Connecticut 06901. Robert B. Segal is the President and sole owner of V-Global.

V-Global was formed for the specific purpose of becoming the holding company parent of AmeriVon LLC following Mr. Segal's purchase of all of AmeriVon's stock from its current majority shareholder, AVH. Once the transfer of majority ownership of AmeriVon to Mr. Segal and his company, V-Global, is complete, AmeriVon will change its name to V-Global Communications, LLC and become the wholly-owned subsidiary of V-Global. Upon transfer of ownership and name change approval, V-Global Communications, LLC will begin marketing and providing telecommunications services to the public.

II. CONTACT INFORMATION

Questions or inquiries concerning this filing may be directed to counsel for the Parties:

Jonathan S. Marashlian, Esq. Christopher A. Canter, Esq. HELEIN & MARASHLIAN, LLC THE *COMM*LAW GROUP 8180 Greensboro Drive, Suite 775 McLean, Virginia 22102 Phone: (703) 714-1308

Fax: (703) 714-1330

Email: CAC@CommLawGroup.com

With a copy to:

Robert B. Segal, President/CEO V-Global Communications, LLC One Stamford Plaza 263 Tresser Boulevard, 9th Floor Stamford, Connecticut 06901 Phone: (845) 406-3416

Phone: (845) 406-3416 Fax: (845) 362-1801

Email: RBSegal@V-Global.net Web Page: www.V-Global.net

III. DESCRIPTION OF THE TRANSACTION

The Parties propose to complete a transaction ("Transaction") whereby Robert B. Segal, the President and sole owner of V-Global and current President and minority (20%) shareholder of AmeriVon, will acquire all of AmeriVon's outstanding shares, currently held by AVH, the majority (80%) shareholder in AmeriVon. Upon completion of this non-pro forma transfer of control, Robert B. Segal will engage in a pro forma paper transfer of his 100% ownership in AmeriVon to V-Global, which is also 100% owned by Mr. Segal. Mr. Segal will simultaneously change the name of AmeriVon to "V-Global Communications, LLC." All of these actions will be taken prior to selling any telecommunications services to the public. Closing of the Transaction is contingent upon the Parties obtaining all required Government approvals and satisfaction of the standard contract conditions.

An organizational chart illustrating the pre- and post-Transaction corporate structures of the Parties is attached at Exhibit A. Evidence of Secretary of State approval of AmeriVon LLC's name change to V-Global Communications, LLC, is attached at Exhibit B.

Since AmeriVon is not currently serving any presubscribed customers, the proposed change of ownership and name change of the licensed entity, AmeriVon will not adversely affect either the public or consumers. Indeed, the Transaction is entirely without adverse consequences and instead will result in AmeriVon's telecommunications licenses and assets being transferred to management with demonstrated financial resources, managerial abilities, business plan and, most importantly,

desire and willingness to bring AmeriVon's telecommunications services to the market under the new name, V-Global Communications, LLC.

IV. PUBLIC INTEREST CONSIDERATIONS

The Parties respectfully submit that the proposed Transaction serves the public interest. In particular, the Parties submit that: (1) as previously demonstrated in Filing No. TFS2005-01802, Robert B. Segal and, therefore his wholly-owned company V-Global, hold the financial, managerial and technical qualifications to acquire 100% control of AmeriVon; (2) the Transaction will benefit competition in the telecommunications market by enabling V-Global to finally provide service to the public and develop as an effective competitor in the state; and (3) the Transaction will not result in any disruption of service because AmeriVon has neither marketed nor provided any telecommunications in the state and has no presubscribed customers which might otherwise be affected by either the change in control or name change. Since AmeriVon has no customers and has not marketed, the change in control and name change will have no adverse consequences.

Furthermore, the Transaction involves no change in the rates, terms and conditions set forth in AmeriVon's tariffs, so when V-Global does assume control and provide services to the public, these services will be subject to the rates, terms and conditions already filed with and approved by the Commission. The only change affecting tariffs will be the name change.

Lastly, the transfer of majority control of AmeriVon from AVH to Robert B. Segal and his wholly-owned subsidiary, V-Global, will not result in any anticompetitive effects, since neither AmeriVon nor V-Global are currently providing service to presubscribed customers.

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V. <u>CONCLUSION</u>

For the reasons stated above, Parties respectfully submit that the public interest, convenience, and necessity would be furthered through consummation of their proposed Transaction. Accordingly, the Parties notify the Commission of their intent to complete the Transaction as soon as possible.

Respectfully submitted,

Jonathan S. Marashlian Christopher A. Canter

HELEIN & MARASHLIAN, LLC

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Counsel for Joint Petitioners

Robert B. Segal, President/CEO V-Global Communications, LLC One Stamford Plaza 263 Tresser Boulevard, 9th Floor Stamford, Connecticut 06901

Phone: (845) 406-3416 Fax: (845) 362-1801

Email: RBSegal@V-Global.net Web Page: www.V-Global.net

AmeriVon LLC 800 Southwood Boulevard, Suite 212 Incline Village, Nevada 89451. Phone: (425) 458-5760

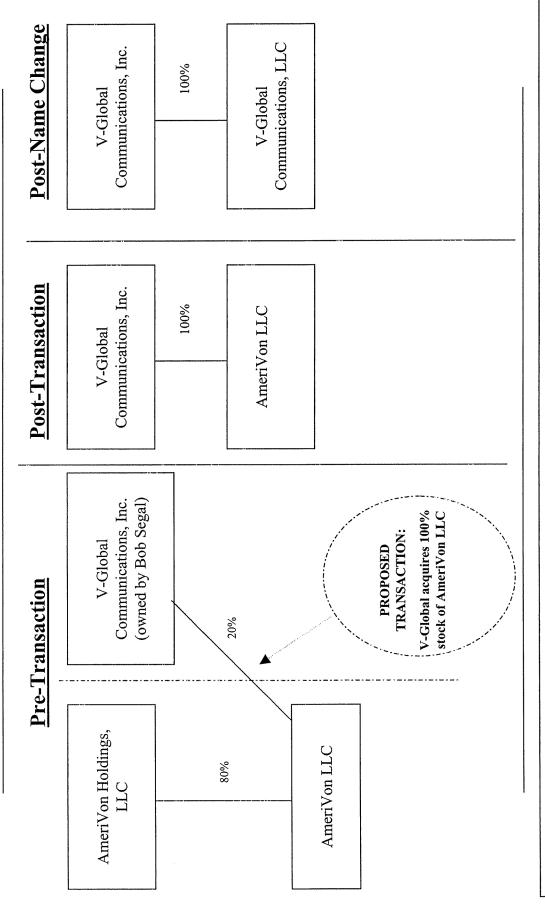
Phone: (423) 438-3700

Web Page: www.AmeriVon.com

EXHIBIT A

Illustrative Organizational Chart – Pre-and Post-Transaction

AmeriVon LLC - V-Global Communications, Inc. Transfer of Control Illustrative Pre & Post Transaction Organizational Chart



AmeriVon LLC under the "V-Global Communications, LLC" name and according to the same rates, terms and conditions of service. Upon acquiring control of AmeriVon LLC, V-Global Communications, Inc. will continue to provide the same services offered by The proposed transaction is entirely transparent and does not affect any presubscribed customers.

EXHIBIT B

Secretary Of State Amended Certificate Of Authority

COMMONWEALTH OF KENTUCKY TREY GRAYSON SECRETARY OF STATE



: ;

Trey Grayson
Secretary of State
Received and Filed
10/23/2006 11:57:28 AM
Fee Receipt: \$40.00

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

Pursuant to the provisions of KRS Chapter 275, the undersigned hereby applies for an amended certificate of authority to transact business in Kentucky on behalf the limited liability company named below and for that purpose submits the following statements:

1. Amerivon LLC								
	(Name of limited liability company or fictillous name adopted for use in Kentucky)							
is a limited liability cor	pany organized and existing under the laws of the state or country of							
Nevada	da, and received authority to transact business in Kentucky on							
10-25-05	·							
2. The limited liability con V-Global Comm	npany's name in its state or country of organization has been changed to unications, LLC	•						
The name of the limite	d liability company to be used in Kentucky is	. •						
	(if "real name" is unavailable for use)	•						
3. The latest date on whi	ch the limited liability company is to dissolve has been changed to							
4. The limited liability cor	npany's state or country of organization has been changed to							
5. This application will be	effective upon filing, unless a delayed effective date and/or time is specified:							
(Delayed effective	ale and/or time)							
	date of filing this amended certificate of authority, the above-named limited list a limited liability company under the laws of the jurisdiction of its formation.	ability						
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A SIGNATURE	Robert B. Segal, Manager	a service						
17. 19. 4. 4. 19. 19. 19. 19. 19. 19. 19. 19. 19. 19	APPENDING LYCENSE. The Control of th							
a came of a	Date: 10/18 , 20_0	6						
· :								
SLL-903 (2/98)	(See attached sheet for instructions)							

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, V-GLOBAL COMMUNICATIONS, LLC, as a limited liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since June 4, 2003, and is in good standing in this state.

Electronic Certificate
Certificate Number: C20061019-1173
You may verify this electronic certificate
online at http://secretaryofstate.biz/

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on October 19, 2006.

DEAN HELLER Secretary of State



Amendment to Articles of Organization (FURSUANT TO MRS 28 227)

THE STATE OF THE PROPERTY OF T

Date Filed: 0/29/2006 Stoom 51 PM In the office of

Dean-Heller Secretary of State

ANOVERPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Organization For a Nevada Limited-Liability Company (Pursuant to NRS 86,221)

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3. The siticles have been a Name Change to: Y-Global Com	×	vide antides nu	nbers, il avalla	ible)*	40 CO
4. Signature (must be signe	dby at least one mana	gereriby a man	aging member	Wen 2 1 mouth a	do ≠
1) It amending company name. "United" of the abbreviations" is Co. " 2) It adding managers, provide:	t must confilm the words "I 1:"" (CLEO; "or "L.O.;" "LL names and addresses	imited Pablify Co C° or "LC" The W	ingany," "Limit nd." Company" i	id Company nay be abbrevio	or led as

FICING FEED \$178,000

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filling to be rejected.

This form must be accompanied by appropriate fees.

Nancto Semploy of State AM 25 221 Amend 2003 PANSAGE 100305