

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

ATTORNEYS AT LAW
900 COMERICA BUILDING
KALAMAZOO, MICHIGAN 49007-4752
TELEPHONE (269) 381-8844
FACSIMILE (269) 381-8822

GEORGE H. LENNON
DAVID G. CROCKER
MICHAEL D. O'CONNOR
HAROLD E. FISCHER, JR.
LAWRENCE M. BRENTON
GORDON C. MILLER
GARY P. BARTOSIEWICZ
BLAKE D. CROCKER

ROBERT M. TAYLOR
RON W. KIMBREL
PATRICK D. CROCKER
RUSSELL B. BAUGH
ANDREW J. VORBRICH
TYREN R. CUDNEY
STEVEN M. BROWN
KRISTEN L. GETTING

OF COUNSEL
JOHN T. PETERS, JR.

THOMPSON BENNETT
(1912 - 2004)
VINCENT T. EARLY
(1922 - 2001)
JOSEPH J. BURGIE
(1926 - 1992)

January 3, 2005

Thomas M. Dorman, Executive Director
Kentucky Public Service Commission
211 Sower Blvd
Frankfort, KY 40601

RECEIVED

JAN 04 2005

PUBLIC SERVICE
COMMISSION

RE: Notice of Transfer of Ownership of New Access Communications, LLC from Jasper Holdings LLC to North Central Equity LLC Through a Corporate Reorganization

Dear Mr. Dorman:

Jasper Holdings LLC, a Minnesota limited liability company ("Jasper" or "Seller"), the sole member of New Access Communications, LLC, a Minnesota limited liability company, ("NAC" or the "Company") and North Central Equity LLC, a Minnesota limited liability company, ("North Central" or "Purchaser" and together with Seller the "Parties"), by its attorneys, hereby notifies the Commission of the proposed transfer of ownership of the Company from Jasper to North Central. It is our understanding that under the circumstances set forth below, no formal approval of the Commission is required for this transaction. Accordingly, the Parties will proceed on the understanding that the Commission requires no approval or other formal action with respect to the proposed transaction.

On or about December 16, 2004, North Central and Jasper, entered into an agreement with the Company whereby North Central will acquire 100 percent of the membership interests in the Company. Fifty-three and one half percent of the ultimate individual owners of Jasper own substantially more than a majority of North Central directly; accordingly, there will be no change in control of NAC as a result of this transaction.

The transfer of ownership of the Company from its current member to North Central is in the public interest. The transaction will permit the Company to reorganize current minority interests in an effort to access the financial resources it needs to introduce new products and services and to respond to competition in the telecommunications environment. After the transaction, the Company will continue to operate as it has in the past, using the same name, tariff, and operating authority. North Central intends to retain all key Company personnel, including senior management personnel. Thus, the transfer of ownership will be transparent to, and have no adverse impact upon, the Company's customers. The benefit from increased economies of scale will permit the Company to operate more efficiently and thus to compete more effectively.

North Central's address and telephone number are:

60 South Sixth Street, Suite 2535
Minneapolis, MN 55402
Telephone: (612) 465-0260
Facsimile: (612) 455-1022

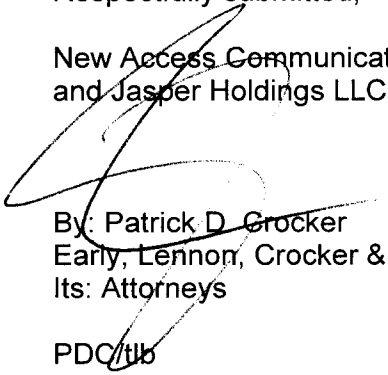
Questions concerning this matter should be directed to Patrick D. Crocker at the following:

Patrick D. Crocker
Early, Lennon, Crocker & Bartosiewicz, P.L.C.
900 Comerica Building
Kalamazoo, MI 49007
Telephone: (269) 381-8844
Facsimile: (269) 381-8822

Please date stamp the enclosed duplicate copy of this letter and return it to our firm using the postage-paid envelope provided.

Respectfully submitted,

New Access Communications LLC, North Central Equity LLC
and Jasper Holdings LLC



By: Patrick D. Crocker
Early, Lennon, Crocker & Bartosiewicz, P.L.C.
Its: Attorneys

PDC/tlb

enc