

June 23, 2004

VIA OVERNIGHT DELIVERY

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JUL 15 2004

Executive
Director's Office

Mr. Thomas Dorman
Executive Director-Kentucky Public Service Commission
P.O. Box 615
211 Sower Boulevard
Frankfort, KY 40602-0615

Re: ComTech21, LLC Notification of Transfer of Customer Base from United Systems Access.

Dear Mr. Dorman,

ComTech21, LLC ("ComTech21") submits this notification to advise the Commonwealth of Kentucky Public Service Commission (the "Department") of a transaction whereby United Systems Access, will transfer its long distance customers to ComTech21.¹

Upon review of the Kentucky statutes and the Department's rules, it is the understanding of ComTech21 that prior Department approval may not be required for the transfer of customers from United Systems Access's customer base to ComTech21 as described herein.

Description of Parties

1. ComTech21, LLC

ComTech21 is a Delaware Limited Liability Corporation. ComTech21 maintains its principle offices at One Barnes Park South, Wallingford, Connecticut 06492.

ComTech21 is authorized to provide resold interexchange services in 48 U.S. states. ComTech21 is authorized to provide interexchange telecommunications services in the Commonwealth of Kentucky.² ComTech21 is authorized by the Federal Communications Commission ("FCC") to

¹ Concurrent with this filing, ComTech21 has petitioned the Federal Communications Commission to grant a limited waiver of its subscriber carrier selection rules (47 C.F.R. §§ 64.1100 through 64.1190) and relevant Orders to the extent necessary to permit ComTech21 to transfer the customers of United Systems Access to ComTech21's customer base without obtaining the customers' authorization and verification.

² ComTech21's application for a Certificate of Public Convenience and Necessity was approved on August 24, 2000 / 61-0865.

provide telecommunications services.³ ComTech21 is an experienced and duly certified telecommunications carrier and has sufficient managerial and financial qualifications to acquire the customer assets of United Systems Access, as described below, and to ensure the uninterrupted provision of telecommunications services. Further information concerning ComTech21's managerial, technical and financial qualifications to provide telecommunications services was filed with ComTech21's Application with the Department.

2. United Systems Access Company

United Systems Access, a Delaware Corporation with principle offices located 5 Bangdon Lane Suite 200 Kennebunk Maine, 04043 is authorized as a switchless reseller in Kentucky.⁴

Description of the Transaction

Pursuant to an agreement executed between ComTech21 and United Systems Access, United Systems Access intends to transfer its customers to ComTech21. United Systems Access has agreed to divest certain retail assets to ComTech21 pursuant to the agreement. ComTech21 intends to migrate approximately Forty-Four (44) Kentucky customers from United Systems Access to ComTech21. ComTech21 will provide interexchange service to these customers under the same or better rates as provided by United Systems Access.

Prior to the transfer of these customers to ComTech21, ComTech21 will provide them with notice of the changes in their interexchange service provider. These customers will be notified via letter that states: (a) the quality of service will remain the same and that ComTech21 will continue to provide service to the customers with the same or better service and rates currently provided to them by United Systems Access ; (b) they have the right to switch to the interexchange carrier of their choice; (c) ComTech21 will reimburse customers for any primary interexchange carrier ("PIC") change charges if imposed by local exchange carriers ("LECs") in connection with this transaction for a period of thirty (30) days; and (d) the customers may contact ComTech21 via a toll-free number with any questions regarding the switch over. ComTech21 will also amend its tariff, if necessary, to include the applicable United Systems Access services and rates for those customers. After consummation of the transfer, ComTech21 will send another notification letter welcoming customers and reiterating statements (a) through (d) above. Therefore, the transaction will be completely transparent to customers and will not involve a change in the manner and quality in which United Systems Access customers will receive their telecommunications services.

As such, this transaction will neither disrupt the service nor cause inconvenience or confusion to United Systems Access customers. Similarly, the proposed transaction will have no effect on the operation of ComTech21, which will continue to provide reseller interexchange telecommunications services to customers pursuant to its existing Kentucky authorization.

³ ComTech21 holds Section 214 global resale authority pursuant to Section 214 of the Communication Act of 1934, as amended. FCC File No. ITC-214-20000419-00289, Public Notice Report No. TEL-00242 (June 7, 2000) (global or limited global facilities-based and resale service).

⁴ United Systems Access was granted authority as a switchless reseller on 1/11/02.

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Public Interest Considerations

Telecommunications customers and the general public will realize significant benefits from the transfer of United Systems Access customers to ComTech21. Consummation of the proposed transaction will serve the public interest by allowing United Systems Access customers to continue to receive service, under the same or better rates. The customers will be sufficiently notified of the transaction and their rights before and after the transfer. As a result of the transfer, there is no change in the quality of service provided to customers and the customers are protected because they are being served by an experienced and qualified carrier. Hence, the public interest is served by ComTech21's managerial, technical, and financial ability to assume full provision of service to United Systems Access's customer base.

An original and one (1) copy of this letter are enclosed. Please date stamp the enclosed extra copy of this letter and return it in the self-addressed, stamped envelope. If you have any questions or comments regarding this filing, please do not hesitate to contact Sonja Johnson-Byers, Director Regulatory Compliance, at 203-679-7290.

Respectfully Submitted,



Marie Marcarelli
EVP
ComTech21, LLC

VERIFICATION

I, Marie Marcarelli, declare under penalty of perjury, that I am the Executive Vice President of ComTech21, LLC ("ComTech21), in this proceeding; that I am authorized to make this verification on behalf of ComTech21, that I have read the foregoing Application and that facts stated therein are true and correct to the best of my knowledge, information and belief.

Marie Marcarelli

Marie Marcarelli

Executive Vice President

ComTech21, LLC

Sworn to and subscribed before me this 30th day of June, 2004

Marian J. Di Nicola
Notary Public

My Commission Expires:

May 31, 2006