

# 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 F. 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

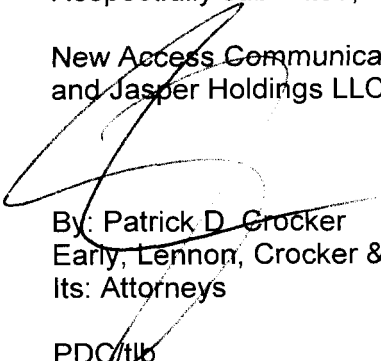
Questions concerning this matter should be directed to Patrick D. Crocker at the following:

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