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June 22, 2005

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PUBLIC SERVICE
COMMISSION

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MARK INACTIVE

BY OVERNIGHT DELIVERY

Executive Secretary
Kentucky Public Utilities Commission
730 Schenkel Lane
Frankfort, KY 40601

Re: Notification by NOSVA Limited Partnership and Red River Networks, LLC
of an Asset Purchase Agreement

Dear Sir or Madam:

On behalf of NOSVA Limited Partnership ("NOSVA") and Red River Networks, LLC ("RRN") (collectively, the "Parties") this letter is to advise the Commission of an Asset Purchase Agreement (the "Agreement") whereby NOSVA will purchase substantially all of the telecommunications assets of RRN, including but not limited to RRN's customer accounts (the "Acquisition").

NOSVA is a Maryland limited partnership with principal offices located at 4380 Boulder Highway, Las Vegas, Nevada, 89121. NOSVA is authorized to provide interexchange services throughout the United States. NOSVA is a certificated carrier in this State.¹

RRN is an Oklahoma limited liability company with principal offices located at 201 Robert S. Kerr, Suite 500, Oklahoma City, Oklahoma 73102. RRN is authorized to provide interexchange services throughout the United States. RRN is a certificated carrier in this State.²

The proposed Acquisition will accomplish the following:

¹ NOSVA provides intrastate interexchange telecommunications services in this State pursuant to authority granted in Case No. 94-109, granted on April 27, 1994.

² RRN provides intrastate interexchange telecommunications services in this State pursuant to authority granted in Case No. TFS2004-01231, dated September 29, 2004.

- a. RRN will sell, transfer and assign to NOSVA all of RRN's right, title and interest in substantially all of RRN's telecommunications assets, as defined in the Agreement;
- b. In consideration for the above transfer and sale of Assets, NOSVA will pay to RRN the purchase price set forth in the Agreement.
- c. RRN will request that its Certificate of Public Convenience and Necessity or other operating authority in this state be cancelled.

NOSVA proposes the Acquisition to consolidate the business and customer accounts of RRN with NOSVA in order to create a single, larger provider of telecommunications services, facilitating efficiencies for the benefit of all of NOSVA's and RRN's customers. Service to RRN's customers will continue uninterrupted.

The customers of RRN will be given prior written notice of the Acquisition. Unless they choose to switch their service to a different carrier, the customers of RRN will continue to receive service pursuant to authority previously granted to RRN by this State until such time as all regulatory agencies have approved this transaction. NOSVA anticipates that none of the customers of RRN will experience any change in rates due to the Acquisition. To the extent that any of RRN's rates are not presently included in NOSVA's tariffs, NOSVA will amend its tariffs accordingly to include such rates. As a result, the transaction will not cause any inconvenience or confusion to the pre-existing customers of RRN.

The technical, managerial and financial personnel of RRN will assist with the transition and integration of the acquired Assets after the transaction. Thereafter, the technical, managerial and financial personnel of NOSVA will continue to serve the transferred RRN customers with the same high level of expertise.

The Acquisition will serve the public interest in that it will ensure that current RRN customers maintain uninterrupted service. The Acquisition will also serve to create a heightened level of operating efficiency which generally will serve to enhance the overall capacity of NOSVA to compete in the marketplace and to provide telecommunications services for a greater number of consumers in this State at competitive rates.

The parties are forwarding this letter to the Commission for informational purposes, to be included in the appropriate files. Absent receipt of written notification to the contrary within thirty (30) days of the date of this letter, we will proceed under the understanding that no approval or other formal action is required by the Commission prior to consummation of the proposed transaction.

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Enclosed is a Tariff Adoption notice on behalf of NOSVA. Also enclosed are the original and ten (10) copies of this letter. Please return one (1) of the copies file-stamped in the envelope provided. If you need any further information or have any questions regarding the matters discussed herein, please do not hesitate to contact me. Thank you for your assistance in this matter.

Respectfully submitted,



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ADOPTION NOTICE

The undersigned of NOSVA Limited Partnership ("NOSVA") of Maryland, hereby adopts, ratifies, and makes its own, in every respect as if the same had been originally filed and posted by it, all tariffs and supplements containing rates, rules and regulations for furnishing telecommunications service state wide in the Commonwealth of Kentucky filed with the Public Service Commission of Kentucky by Red River Networks, LLC ("RRN") of Oklahoma, and in effect on the 22nd day of June, 2005, the date on or about which the public service business of the said RRN was taken over by it.

This notice is issued on the 22nd day of June, 2005, in conformity with 807 KAR 5:011, Section 10 of the Regulations for filing of Tariffs of Public Utilities with the Public Service Commission of Kentucky.

Network US, Inc. d/b/a CA Affinity

By:



EllenAnn G. Sands
Counsel for Parties