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JOHN T. PETERS, JR.
JOSEPH J. BURGIE
(1926 - 1992)

October 17, 2001

Florida Public Service Commission
Division of Administration
2540 Shumard Oak Blvd.
Gunter Building
Tallahassee, Florida 32399-0850

RECEIVED - FPSC
01 OCT 25 AM 11:05
COMMISSION
CLERK

011387-TJ

RE: Petition for Authority to Transfer Control of Enhanced Communications Network, Inc. to Pacific Telecom, Inc.

Dear Sir:

Enclosed herewith for filing with the Florida Public Service Commission, please find an original and six (6) copies of the petition of Enhanced Communications Network, Inc. to transfer control of Enhanced Communications Network, Inc. to Pacific Telecom, Inc.

Also enclosed is an exact duplicate of this letter attached to a copy of the petition. Please stamp the duplicate received, and return same in the self-addbmrse, stamped envelope.

Should you have any questions or concerns relating to this matter, please contact the undersigned.

Respectfully submitted,

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


Patrick D. Crocker
PDC/bmr

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13511 OCT 25 01

FPSC-COMMISSION CLERK

BEFORE THE STATE OF FLORIDA
PUBLIC SERVICE COMMISSION

Petition to Transfer Control of)
Enhanced Communications Network,) Docket No.
Inc. to Pacific Telecom, Inc.)

To the Commission:

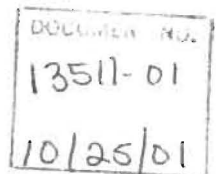
PETITION FOR AUTHORITY TO TRANSFER CONTROL

Enhanced Communications Network, Inc. ("ECN") and Pacific Telecom, Inc. ("PTI"), by their attorney, hereby respectfully request the Florida Public Service Commission ("Commission"), *immediately* approve the transfer of control of ECN from its current shareholder to PTI through the sale of ECN's stock. ECN is currently certified to provide intrastate telecommunication services in Florida. ECN was authorized by the Commission to provide intrastate telecommunications services as a reseller effective December 15, 1998. The Petitioner requests expedited treatment of this petition in order to permit the consummation of the transaction without undue delay.

THE PARTIES

1. ECN, a Delaware corporation, is currently authorized as a reseller of intrastate interexchange telecommunication services in 33 states. ECN's address and phone number will be as follows:

1031 S. Glendora Avenue
West Covina, CA 91790
(626) 445-6636



2. PTI is a corporation duly incorporated, validly existing and in good standing under the Laws of the State of Delaware. The principal office is located at:

1031 S. Glendora Avenue
West Covina, CA 91790

3. Questions about this application should be directed to Patrick D. Crocker:

Patrick D. Crocker
Early, Lennon, Crocker & Bartosiewicz, P.L.C.
900 Comerica Building
Kalamazoo, MI 49007
(616) 381-8844
(616) 349-8525 (facsimile)

TRANSFER OF CONTROL

4. On May 31, 2001, PTI and ECN entered into a Stock Purchase Agreement (the "Agreement") whereby PTI will acquire 100 percent of the issued and outstanding capital stock of ECN. A copy of the Agreement is attached as **Exhibit A**.

QUALIFICATIONS OF TRANSFEREE

5. PTI is financially qualified to acquire control of ECN and its business.

6. After the transaction ECN will continue to operate as it has in the past, using the same names, tariff, and operating authority. PTI intends to retain all key ECN personnel, including certain senior management personnel. Thus, the transfer of ownership or control will be transparent to, and have no adverse impact upon the ECN customers.

PUBLIC INTEREST

7. The transfer of control of ECN from its current shareholder to PTI is in the public interest. The addition of ECN to PTI's other interests will enhance both PTI's and ECN's ability to compete in the market for telecommunications services in Florida and elsewhere. The Petitioners will benefit from increased economies of scale that will permit them to operate more efficiently and thus to compete effectively.

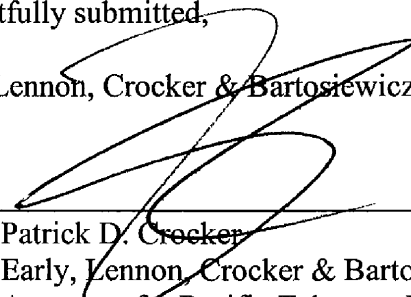
8. In addition, ECN will have access to the financial resources it needs to introduce new products and services and to respond to competition in the competitive telecommunications environment in Florida. Over time, consumers in Florida will benefit from a greater number of products and service options, as well as lower prices offered by Petitioners.

WHEREFORE, ECN and PTI respectfully requests that the Commission *immediately* authorize the transfer of control of ECN from its current shareholder to PTI so that the transaction may proceed without undue delay.

Respectfully submitted,

Early, Lennon, Crocker & Bartosiewicz, P.L.C.

By: _____

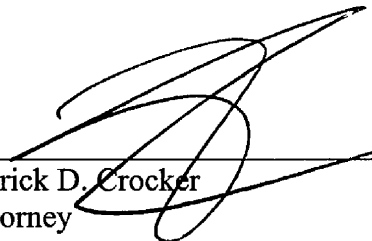

Patrick D. Crocker
Early, Lennon, Crocker & Bartosiewicz, P.L.C.
Attorneys for Pacific Telecom, Inc. and
Enhanced Communications Network, Inc.

STATE OF MICHIGAN)
)
COUNTY OF KALAMAZOO)

 ss.:

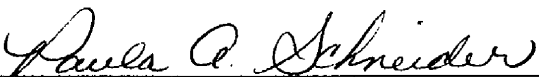
VERIFICATION

I, Patrick D. Crocker, Attorney for Enhanced Communications Network, Inc. and Pacific Telecom, Inc., first being duly sworn on oath, deposes and says that he has read the foregoing Petition and certifies that the statements made therein are true and correct to the best of his knowledge, information and belief.



Patrick D. Crocker
Attorney

The foregoing instrument was acknowledged before me this 19th day of October, 2001 by Patrick D. Crocker.



Notary Public Paula A. Schneider
For the County of Kalamazoo
State of Michigan
My Commission Expires June 24, 2004

PAULA A SCHNEIDER
Notary Public, Kalamazoo County, MI
My Commission Expires Jun 24, 2004

EXHIBIT A

STOCK PURCHASE AGREEMENT

STOCK PURCHASE AGREEMENT

THIS STOCK PURCHASE AGREEMENT, executed this 31 day of May, 2001, by CHRISTOPHER RICCA, ("Seller") and PACIFIC TELECOM, INC, (hereinafter "Purchaser"), is made in consideration of the mutual covenants and agreements herein contained, and provides as follows:

1. STOCK PURCHASE. In consideration of the sum of \$45,000.00 paid by Purchaser to or for the benefit of Seller, receipt whereof is hereby acknowledged, Seller hereby sells and assigns all Seller's right, title and interest in and to all the issued and unissued authorized shares of the capital stock of Enhanced Communications Network, Inc., a Delaware corporation ("Corporation"), to Purchaser, to have and to hold said shares free and clear of any claim by Seller or Seller's creditors.

2. SELLER'S REPRESENTATIONS AND WARRANTIES. Seller represents and warrants to Purchaser as follows:

(a) Seller is the only subscriber to or shareholder of the shares of the capital stock of the Corporation.

(b) Seller has not pledged the shares and the shares are not subject to any claims of any creditors of the Seller.

(c) The Corporation has never conducted business and has never incurred any obligations except to _____

(d) The Corporation has never had any employees nor has it incurred any local, state or federal tax liabilities or any liability for Universal Service Fund fees.

(e) The Corporation and Seller have not made any election to be taxed in any fashion other than as a corporation.

(f) The Corporation is in good standing in the State of Delaware and all other jurisdictions it is admitted to do business and all franchise fees are paid. The states in

which the Corporation is authorized to do business as a foreign corporation are set forth in Schedule 1.

(g) The primary business the Corporation was organized to conduct is the provision of long distance telecommunications services. All license numbers issued to the Corporation by any Governmental Authority are set forth on Schedule 2 and the Corporation has complied in all respects with all applicable laws, rules, regulations and orders and has and maintains all permits, licenses, certifications, authorizations, registrations, approvals and consents of all requisite governmental authorities in order to authorize the Corporation to provide domestic and international long distance telecommunications services.

(h) There is no court order, judgment, writ, pending or threatened actions, suit or proceeding against or affecting Seller or the Corporation, its officers or directors, or the property of Seller, in any court or tribunal, or before any arbitrator of any kind or by any unit of government, which might adversely affect the Seller or the Corporation, or which might limit in any manner the right of the Corporation to freely transact its domestic and international long distance telecommunications business.

3. INDEMNITY. Seller hereby indemnifies and holds harmless Purchaser, its successors and assigns, from and against any and all damages or claims, including reasonable attorneys' fees and costs, which arise by reason of any breach of this Agreement by Seller including without limitation any claim or loss because of any violations of Seller's Representations and Warranties.

4. NOTICES. Any Notices desired to be given in connection with this Agreement shall be in writing and effective when delivered. Notices shall be delivered personally, by overnight courier, by certified mail or by facsimile to the address or facsimile number set forth below the signatures of the parties.

5. CLOSING. The closing of this transaction shall be held at such time as the

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Purchaser shall have obtained the necessary state and federal regulatory approvals for the change of ownership and control of the Corporation. A pre-closing of this transaction shall take place on or before May 11, 2001. Purchaser is not obligated to pre-close or close this transaction until it has had adequate opportunity to conduct the due diligence investigation after Seller has delivered copies of all the books and records of the Corporation, copies of all orders and licenses authorizing the Corporation to provide domestic and international long distance communications services, copies of all reports and returns filed by the Corporation with any governmental authorities, and, a copy of the stock certificates of Seller together with the proposed stock power transferring the stock to Purchaser. At the pre-closing the Purchaser shall deliver the sum of \$45,000 to Early, Lennon, Crocker & Bartosiewicz. Seller shall deliver the stock certificates with the stock power duly executed. When Early, Lennon, Crocker & Bartosiewicz has received the pre-closing payment and the stock certificates with stock power duly executed, Early, Lennon, Crocker & Bartosiewicz shall disburse the pre-closing payment as follows: the sum of \$40,500 to Seller and the sum of \$4,500 to J. G. Core Group as its fee for bringing the parties together. Early, Lennon, Crocker & Bartosiewicz shall simultaneously deliver the stock certificates and executed stock power to Purchaser. The payment of the purchase price and the delivery of the stock certificate and executed stock power are considered by the parties to be contingent upon the actual closing of the transaction as set forth above.

6. INTERIM OPERATIONS. The parties shall sign an Interim Operations Agreement at the pre-closing. The execution and delivery of the Interim Operations Agreement is a condition of the transaction for both parties.

7. COOPERATION. Seller agrees to cooperate fully with the Corporation in its efforts to obtain all necessary regulatory approvals for the change in ownership or control of the Corporation.

8. CHOICE of LAW. This Agreement, including all matters relating to the

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validity, construction, performance and enforcement thereof, shall be governed by the domestic law of the State of California without reference to its conflicts of law principles.

IN WITNESS WHEREOF, the parties have executed this Stock Purchase Agreement as of the date first set forth above.

Christopher Ricca
Christopher Ricca

37 Winthrop place
Hazlet, NJ 07730
Business Address

732 - 888 - 4687
Telephone

732 - 888 - 4687
Fax Number

"Seller"

Ray Chen, President

Pacific Telecom Inc

6562 Corralve Ave, Arcadia CA 91007
Address

626 445 6636
Telephone Number

626 356 7478
Fax Number

"Purchaser"

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

SCHEDULE 1

ENHANCED COMMUNICATIONS NETWORK, INC.

Our records indicate that the above captioned corporation has the authority to transact business in the following States:

- | | |
|-------------------------|--------------------|
| 1. Alabama | 27. Nebraska |
| 2. Alaska | 28. Nevada |
| 3. Arizona | 29. New Hampshire |
| 4. Arkansas | 30. New Jersey |
| 5. California | 31. New Mexico |
| 6. Colorado | 32. New York |
| 7. Connecticut | 33. North Carolina |
| 8. Delaware | 34. North Dakota |
| 9. District of Columbia | 35. Ohio |
| 10. Florida | 36. Oklahoma |
| 11. Georgia | 37. Oregon |
| 12. Hawaii | 38. Pennsylvania |
| 13. Idaho | 39. Rhode Island |
| 14. Illinois | 40. South Carolina |
| 15. Indiana | 41. South Dakota |
| 16. Iowa | 42. Tennessee |
| 17. Kansas | 43. Texas |
| 18. Kentucky | 44. Utah |
| 19. Louisiana | 45. Vermont |
| 20. Maine | 46. Virginia |
| 21. Maryland | 47. Washington |
| 22. Massachusetts | 48. West Virginia |
| 23. Michigan | 49. Wisconsin |
| 24. Minnesota | 50. Wyoming |
| 25. Mississippi | 51. |
| 26. Missouri | |

SCHEDULE 2

ENHANCED COMMUNICATIONS NETWORK, INC.

The above captioned corporation has the authority to resell intrastate telecommunications service in the following States:

Arizona	Docket # T-03647A-98-0629
Arkansas	Docket # 98-302-U, Order #2
California	Application # 99-04-018
Colorado	n/a
Connecticut	Docket # 99-04-27
Delaware	Docket # 99-173
Florida	Docket # 981310-T1
Georgia	Docket # 10226-U
Idaho	n/a
Illinois	Docket # 98-0671
Indiana	CTA #9809-1
Iowa	n/a
Kansas	Docket # 99-ECNC-303-COC
Kentucky	Docket # T59-1065
Louisiana	Docket # S-24117
Maine	Docket # 98-876
Massachusetts	n/a
Michigan	n/a
Minnesota	Docket # P5776/NA-99-523
Mississippi	Docket # 99-UA-0249
Missouri	Case # TA-99-253
Montana	n/a
Nevada	Docket #98-9034
New Hampshire	n/a
New Jersey	n/a
New York	Docket # 98-C-1476
North Carolina	Docket # P-807
North Dakota	Case # PU-1962-98-474
Ohio	Docket # 98-1518-CT-ACE
Oklahoma	Cause #980000655
Oregon	Order # 98-422
Pennsylvania	File # A-310761
Rhode Island	Docket # 2262(y10)
South Carolina	Docket # 98-621-C
South Dakota	Docket #TC98-190
Tennessee	Case #99-00239
Texas	n/a
Utah	n/a
Vermont	CPG # 453
Virginia	n/a
Washington	Docket # UT-981614
West Virginia	Case # 98-1423-T-CN
Wisconsin	Utility I.D. # 7349
Wyoming	Docket # 74364-TX-98-1
FCC 214	ITC-214-19981019-00723
FCC 1	n/a