

# NOWALSKY, BRONSTON & GOTHARD

A Professional Limited Liability Company

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April 27, 2006

VIA OVERNIGHT DELIVERY

060364-TI

Executive Secretary  
Florida Public Service Commission  
Capital Circle Office Center  
2540 Shumard Oak Boulevard  
Tallahassee, Florida 32399-0850

RE: Notification by Yestel, Inc. and TTUSA Acquisition, Inc.  
of an Asset Purchase Agreement and Request to Waive Verification  
Requirements of Florida Administrative Code Rule 25-4.118

Dear Sir or Madam:

On behalf of Yestel, Inc. ("Yestel"), and TTUSA Acquisition, Inc. ("TTUSA") (together referred to as the "Applicants"), this letter is to advise the Commission of an Asset Purchase Agreement (the "Agreement") whereby TTUSA will acquire substantially all of the assets of Yestel, including but not limited to Yestel's customer accounts in this State (the "Acquisition"). The Parties are also requesting **that the Commission waive the verification requirements of Florida Administrative Code Rule 25-4.118.**

It is our understanding, based upon review of the applicable statutes and regulations, that this transaction does not require prior Commission approval. Accordingly, absent written notice to the contrary within thirty (30) days of the date of this letter, the parties will proceed to consummate the transaction in a timely fashion.

Yestel, Inc. is a California corporation headquartered at 24309 Narbonne Avenue, Suite 200, Lomita, CA 90717. Yestel is authorized to provide local, intrastate, interstate and international long distance telecommunication services in 16 states. Yestel is a certificated provider of resold local and long distance services in this State.<sup>1</sup>

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<sup>1</sup> Yestel received its authority to provide long distance telecommunications services in this State pursuant to authority granted in Docket No. 010305-TI dated 5/8/2001.

DOCUMENT NUMBER-DATE

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FPSC-COMMISSION CLERK

TTUSA is a California corporation headquartered at 925 Fourth Avenue, Suite 2900, Seattle, WA 98104-1158. TTUSA is authorized to provide local, intrastate, interstate and international long distance telecommunications services in 16 states. TTUSA is a certificated provider of resold long distance in this State.<sup>2</sup>

The Acquisition contemplates the following:

- a. TTUSA will receive ownership, right, title and interest in and to substantially all of Yestel's assets, including its customer accounts, as defined in the Agreement.
- b. Yestel will receive the purchase price set forth in the Agreement.

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

The customers of Yestel will be given the opportunity to switch their service from Yestel to a different carrier. None of the customers of Yestel will experience any change in rates due to the Acquisition. To the extent that any of Yestel's rates are not presently included in TTUSA's tariffs, TTUSA will amend its Tariffs accordingly to include such rates. As a result, the transaction should not cause any inconvenience or confusion to the existing customers of Yestel. Those customers of Yestel who choose not to switch their service to a different carrier will receive service from TTUSA.

The technical, managerial and financial personnel of Yestel will assist with the transition and integration of the acquired assets after the transaction and the technical, managerial and financial personnel of TTUSA will continue to serve the transferred Yestel customers with the same high level of expertise.

Critical to the Acquisition is the need to ensure the continuation of high quality service to all customers currently served by Yestel. The Acquisition will serve the public interest as the transition will be seamless and transparent to Yestel's customers. The Acquisition will also serve to create a heightened level of operating efficiency which generally will serve to enhance the overall capacity of TTUSA to compete in the marketplace and to provide telecommunications services for a greater number of

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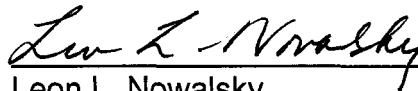
<sup>2</sup>TTUSA received its authority to provide long distance telecommunications service in this State pursuant to authority granted in Docket 60341 dated 4/12/2006.

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 from the date of this letter, we will proceed with the understanding that no approval or other formal action is required by the Commission prior to consummation of the proposed transaction.

Enclosed are the original and six (6) 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 the undersigned. Thank you for your assistance in this matter.

Respectfully submitted,



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