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Philip R. Adams, Jr.
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COMMISSION
CLERK

January 3, 2007

BY OVERNIGHT DELIVERY

Florida Public Service Commission
Executive Secretary
2540 Shumard Oak Drive
Tallahassee, FL 32399

undocketed

DIVISION OF
COMPETITIVE SERVICES
-4 AM 10:22

Re: Notification by eLEC Communications Corp., New Rochelle Telephone Corp., Cyber Digital, Inc. and CYBD Acquisition, Inc. of a Stock Purchase Agreement and request to Waive Verification Requirements of Florida Administrative Code Rule 25-4.118

Dear Sir or Madam:

On behalf of eLEC Communications Corp. ("ELEC"), New Rochelle Telephone Corp. ("NRTC"), Cyber Digital, Inc. ("CYD") and CYBD Acquisition, Inc. ("CYBDA") (the "Agreement"), whereby CYBDA will acquire the stock of NRTC. 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.

- CMP _____
- COM _____
- CTR _____
- ECR _____
- GCL _____
- OPC _____
- RCA _____
- SCR _____
- SGA _____
- SEC I _____
- OTH _____

The Parties propose a transaction whereby CYBDA will acquire eLEC's stock in NRTC. This transaction does not involve transfer of operating authority nor any transfer of customers. The transaction will only involve a change in the ultimate ownership and control of NRTC by virtue of a transfer of stock from ELEC to CYBDA. NRTC will continue to provide competitive telecommunications services to its existing customers in this State using the same technical and managerial personnel following consummation of the proposed transaction. Because the NRTC customers will continue to be service by NRTC following consummation of the subject transaction, it is respectfully submitted that the provisions of the Florida Administrative Code, Rule 25-4.118, should not apply to this matter.

ELEC is a holding company whose business address is 75 South Broadway, Suite

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FPSC-BUREAU OF RECORDS

DOCUMENT NUMBER-DATE

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FPSC-COMMISSION CLERK

302, White Plains, NY 10601, and owns all of the shares of NRTC. ELEC holds no certificates of authority.

NRTC is a New York corporation headquartered at 75 South Broadway, Suite 302, White Plains, NY 10601. NRTC is authorized to provide both facilities-based local telephone service and interstate, intrastate and international long distance services in six (6) states. NRTC is a certificated provider of facilities-based local and long distance services in this State.¹

CYD is a holding company whose business address is 400 Oser Avenue, Suite 1650, Hauppauge, NY 11788, and owns all of the shares of CYBDA. CYD holds no certificates of authority.

CYBDA is a wholly-owned subsidiary of CYD whose business address is 400 Oser Avenue, Suite 1650, Hauppauge, NY, 11788. CYBDA was formed to acquire and hold all of the shares of NRTC. CYBDA has no certificates of authority.

The Acquisition contemplates the following: CYBDA will acquire all of ELEC's stock in NRTC pursuant to a Stock Purchase Agreement. NRTC's name, rates and service offerings, as reflected in its tariffs, will not change as a result of the proposed transaction. There will be no interruption of service. The physical assets, property, and personnel of NRTC will remain the same after the change in control. The customer service numbers for billing and service problems, liaison with Commission staff and tariffed rates will remain the same.

NRTC will continue to provide both local and long distance competitive telecommunications services to its existing customers in this State using the same technical and managerial personnel following consummation of the proposed transaction.

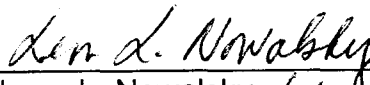
The proposed transaction will serve the public interest, convenience and necessity. Consummation of the proposed transaction will result in net benefits to NRTC's customers by strengthening the financial status of NRTC. The transaction will enhance NRTC's ability to offer a broader range of innovative products and services to customers.

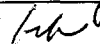
The parties are forwarding this letter to the Commission for informational purposes, to be included in the appropriate files. Absent receipt of written notification to the contrary within thirty (30) days of the date of this letter, we will proceed under the understanding that no approval or other formal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

¹ NRTC provides resold long distance and local telecommunications services in this State pursuant to authority granted in Order No. PSC-05-0088-PAA-TX dated January 24, 2005.

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 me. Thank you for your assistance in this matter.

Respectfully submitted,



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("CYBDA")