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June 22, 2005

BY OVERNIGHT DELIVERY

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

050437-77

Re: Notification by NOSVA Limited Partnership and Red River Networks, LLC 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 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"). The Parties are also requesting **that the Commission waive the verification requirements of Florida Administrative Code Rule 25-4.118.**

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

¹ NOSVA provides intrastate interexchange telecommunications services in this State pursuant to authority granted in Docket 94001-TI, Order No. PSC-94-0643 FOF-T1; Certificate No. 3560, granted June 16, 1994.

² RRN provides intrastate interexchange telecommunications services in this State pursuant to authority granted in Docket No. TJ808, dated June 30, 2003.

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The proposed Acquisition will accomplish the following:

- 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 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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