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07 SEP 21 AM 7:11

Dated: 08/29/2007

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07 SEP 21 AM 10:07  
COMMISSION  
CLERK

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

**Subject: Notification by Tele Circuit Network Corp. (CLEC - TX836, IXC - TJ836) and Actel Wireless, Inc. (CLEC - TX695) 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 Tele Circuit Network Corp. ("Tele Circuit") (CLEC - TX836, IXC - TJ836) and Actel Wireless, Inc. ("Actel Wireless") (CLEC - TX695) (together "Applicants"), this letter is to advise the Florida Public Service Commission ("Commission") of an Asset Purchase Agreement (the "Agreement"), whereby Tele Circuit will acquire substantially all of the Local Exchange and Long Distance telecommunications assets of Actel Wireless, including, but not limited to, Actel's customer accounts in the State of Florida (the "Acquisition"). The Applicants are also requesting that the Commission waive any verification requirements.

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.

Tele Circuit is a privately-held corporation incorporated in the state of Georgia. Tele Circuit has been providing inter-exchange telecommunications services to residential consumers and small business customers in eighteen different states.

Actel Wireless is a privately-held company incorporated in the state of Florida. Actel Wireless provides resold competitive local exchange services to residential consumers and small business customers in the state of Florida.

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Additional information regarding the Applicants:

**Name, Address and Telephone Number of Each Applicant**

Transferor:

Actel Wireless, Inc.  
1568 N. Woodland Blvd.  
Deland, FL 32720  
Tel: (386) 734-0057  
Florida Telecommunications Licenses held:  
CLEC – TX695

Transferee:

Tele Circuit Network Corp.  
3050 Royal Blvd. S. Suite 145  
Alpharetta, GA 30022  
Ph: (770) 343-9910  
Florida Telecommunications Licenses held:  
CLEC - TX836, IXC - TJ836

**Contact Persons for this Application**

Questions or inquiries concerning this Application may be directed to:

For Joint Applicants:

Ashar Syed - President  
Tele Circuit Network Corp.  
3050 Royal Blvd. S. Suite 145  
Alpharetta, GA 30022  
Tel: (678) 478-2452  
Fax: (770) 343-9902  
Email: [ashar@telecircuit.com](mailto:ashar@telecircuit.com)

With Copies to:

Susan R. Mulhall - President  
Actel Wireless, Inc.  
1568 N. Woodland Blvd.  
Deland, FL 32720  
Tel: (386) 734-0057  
Email: [srm@actelwireless.com](mailto:srm@actelwireless.com)

**DESCRIPTION OF TRANSACTION**

On August 30th 2007, Tele Circuit entered into an Agreement with Actel Wireless whereby Actel Wireless agreed to sell and Tele Circuit agreed to purchase approximately 240 of Actel Wireless's local exchange customer accounts.

Applicants emphasize that the transition of affected local exchange and long distance customer accounts to Tele Circuit will be seamless and transparent to the customers that Tele Circuit will acquire. Immediately following the transfer of assets, Tele Circuit will continue to provide the same telecommunications services to the affected customers,

under the same rates, terms and conditions of service as those customers currently receive from Actel Wireless.

Applicants will send written notice to affected customers informing them of the proposed transaction. The customers of Actel Wireless will be given the opportunity to switch their service from Actel Wireless to a different carrier prior to their transfer to Tele Circuit.

Applicants have also filed a Section 214 Transfer of Assets application with the Federal Communications Commission ("FCC") and a notice and certification regarding "slamming" compliance, as required by Section 64.1120(e) of the FCC's rules. Service to the affected customers will not be transferred until the requisite regulatory approvals have been obtained.

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

#### **PUBLIC INTEREST CONSIDERATIONS**

Critical to the Acquisition is the need to ensure the continuation of high quality service to all customers currently served by Actel Wireless. The Acquisition will serve the public interest in that it will ensure that current Actel Wireless 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 Tele Circuit to compete in the marketplace and to provide telecommunications services for a greater number of consumers in Florida at competitive rates.

#### **CONCLUSION**

Your approval of our actions will ensure the continuation of high quality service to all current customers served by Actel Wireless without service interruption, no loss of telephone number and at no cost to the consumer. Increase the appeal to present and potential customers because of Tele Circuit's larger size resulting in even greater financial strength and customer service.

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.

Respectfully submitted,

Dated: August 30, 2007

By: \_\_\_\_\_

Ashar Syed - President  
Tele Circuit Network Corp.  
Tel: (678) 478-2452  
Email: [ashar@telecircuit.com](mailto:ashar@telecircuit.com)