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October 13, 2010
BY FEDERAL EXPRESS

RECEIVED

OCT 14 2010

South Dakota Public Utilities Commission
State Capitol
500 East Capitol Avenue
Pierre, SD 57501-5070

**SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION**

**Re: Notification of Creation of New Holding Company under which
both Associated Network Partners, Inc. and Zone Telecom, Inc. will Operate**

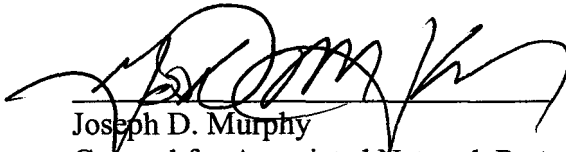
To the Commission:

I am attaching for your reference a notice relating to a transaction affecting the form of ownership of two entities certificated by your Commission.

An original and one copy of the Notice are enclosed for filing. Please file-stamp and return the extra copy of the Notice in the self-addressed, stamped envelope included for this purpose.

Should the Commission believe approval with respect to the transaction described above is required, or additional filings are needed, the Parties respectfully request that the Commission provide prompt notice to the undersigned. Please direct any questions to the undersigned.

Respectfully submitted,


Joseph D. Murphy
Counsel for Associated Network Partners, Inc.

Enclosure

Cc: Thomas K. Crowe

STATE OF SOUTH DAKOTA
PUBLIC UTILITIES COMMISSION

**RE: Notification Of Creation of New Holding Company under which
both Associated Network Partners, Inc. and Zone Telecom, Inc. will Operate**

To the Commission:

Zone Telecom, Inc. ("Zone") and Associated Network Partners, Inc. ("ANPI"), through their undersigned counsel, hereby notify the South Dakota Public Utilities ("Commission") of a proposed transaction whereby a new holding company will be created, under which both Zone and ANPI (together, the "Parties") will operate. As explained in greater detail below, each of two currently authorized providers in South Dakota, ANPI and Zone will be changing corporate form. Following that change, each will be contributing its ownership to a newly-created holding company which will then be the direct corporate parent of both ANPI and Zone, although both ANPI and Zone will continue operations as separate operating companies.

**I. CONVERSION OF ASSOCIATED NETWORK PARTNERS, INC.
(STATE CERTIFICATE NO. TC 97-048)**

ANPI is authorized only as an interexchange carrier in South Dakota and provides wholesale service only to a limited number of long distance retailers offering service in your state. On or about December 15, 2010, ANPI, now an Illinois corporation, will convert through a merger transaction into ANPI, LLC, a Delaware limited liability company. ANPI, LLC is a newly organized limited liability company, created for the sole purpose of merging with ANPI, in effect, to convert ANPI from an Illinois corporation to a Delaware limited liability company.

The membership interests in ANPI, LLC will be held initially by a holding company, ANPI Holding, Inc., an Illinois corporation which, as a result of the merger transaction, will have the exact same shareholders as ANPI did before the transaction. ANPI, LLC will also have the same management as ANPI. Thus, ANPI, LLC will replace ANPI as the operating company with a holding company interposed between the operating company and the shareholders. This transaction will have no operational effect on its wholesale customers in South Dakota, which are each sophisticated telecommunications carriers and which will each continue to obtain service from and be billed by the same entity with the same contact information as before. ANPI, including when it converts to ANPI, LLC, will not change any rates or conditions of service as a result of this conversion.

ANPI, LLC will continue to provide interexchange services to its wholesale customers under its existing authorization. For your records:

ANPI, LLC is authorized to do business in South Dakota and a copy of that authorization is attached to this letter.

ANPI, LLC's business address is:

3130 Pleasant Run
Springfield, Illinois 62711
(217) 698-2860

ANPI, LLC's contacts for regulatory, billing and emergency matters are:

Dave Lewis, Chief Executive Officer
Joseph O'Hara, Chief Operating Officer
3130 Pleasant Run
Springfield, Illinois 62711
(217) 698-2860
Email: dlewis@anpisolutions.org
johara@anpisolutions.org

At or about the time of closing, ANPI, LLC will file amendments to any effective tariff reflecting this name change. ANPI, LLC will not change any rates or conditions of service as a result of this conversion.

**II. CONVERSION OF ZONE TELECOM, INC.
(STATE CERTIFICATE NO. TC 00-129)**

Zone is authorized as an interexchange reseller in South Dakota and provides service to primarily business end users and a limited number of residential customers in South Dakota. On or about December 15, 2010, Zone Telecom, Inc., a Delaware corporation, will be converted into Zone Telecom, LLC, a Delaware limited liability company ("Zone LLC"). This conversion will be accomplished under Delaware law which allows an entity to change corporate form with no other legal change to the entity. As a result, the membership interests in Zone LLC will be held initially by the same holding company that currently owns the shares of Zone. Zone LLC will also have the same management as Zone. Thus, the only change in Zone will be the type of entity and resulting name ("LLC" instead of "Inc."). This transaction will have no operational effect on Zone's customers in South Dakota, which will each continue to obtain service from, and be billed by, the same entity with the same contact information as before. Because there will be no change in service provider or services offerings for any retail customers in South Dakota, Zone's customers are not being notified of, nor have provided any authorization for, any service provider change.

As a result of the Delaware conversion statute, Zone LLC will be authorized to business in South Dakota under the same authorization to do business as the current Zone entity.

For your records:

Zone LLC's business address is:

3 Executive Campus, Suite 520
Cherry Hills, NJ 08002

Zone LLC's contact for regulatory, billing and emergency matters is:

Eamon P.M. Egan, CFO
3 Executive Campus, Suite 520
Cherry Hill, NJ 08002
(856) 414-6904
E-Mail: eeagan@zonetelecom.com

At or about the time of closing, Zone will file amendments to any effective tariff reflecting this name change. Zone will not change any rates or conditions of service as a result of this conversion.

III. OPERATION UNDER A NEW HOLDING COMPANY

Once ANPI, LLC and Zone LLC are formed, their holding companies intend to contribute the ownership interest in each operating company to a single holding company, which will be called ANZ Communications LLC, a Delaware limited liability company. In exchange for ownership of the operating companies, each holding company will receive in return 50% of the ownership interest in ANZ Communications LLC, and ANZ Communications LLC will then be the parent holding company of each of ANPI, LLC and Zone LLC, the operating companies. Each of ANPI, LLC and Zone LLC will continue to operate under its current management, subject to the oversight of an ANZ Communications LLC management team made up of the combined management of both entities.

ANPI and Zone and their respective owners understand that this transaction will not require Commission approval or action because:

- ANPI holds only an interexchange authorization with your Commission;
- Zone holds only an interexchange authorization with your Commission;
- each of the operating companies will continue to exist and will not transfer their customers to any other entity;
- the transaction will not result in a change in ownership of more than 50% of the equity interest in either operating company, and
- the transaction will have no operational effect on either ANPI's or Zone's customers, each of which will continue to be billed by the same operating entity as before the transaction.

IV. CONTACT INFORMATION

Questions or inquiries regarding this notification may be directed to the Parties' respective counsel:

For Zone: Thomas K. Crowe
Law Offices of Thomas K. Crowe, P.C.
1250 24th Street, NW, Suite 300
Washington, DC 20037
Ph: (202) 263-3640
Fax: (202) 263-3641
Email: firm@tkcrowe.com

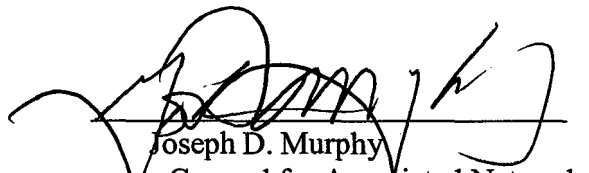
For ANPI: Joseph D. Murphy
Meyer Capel, PC
306 W. Church St.
Champaign, IL 61826-6750
Ph: (217) 352-0030
Fax: (217) 352-8048
Email: jmurphy@meyercapel.com

V. PUBLIC INTEREST CONSIDERATIONS

This transaction will serve the public interest by bringing increased viable competition and new capital to the telecommunications market in South Dakota. The transaction will enable Zone and ANPI to have access to greater resources and shared expertise, which will in turn benefit retail providers in South Dakota, which should, in turn, benefit consumers in South Dakota.

Respectfully submitted,

/s/ Thomas K. Crowe
Thomas K. Crowe
Cheng Yi Liu
Counsel for Zone Telecom, Inc.


Joseph D. Murphy
Counsel for Associated Network
Partners, Inc.

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

Certificate of Authority Limited Liability Company

ORGANIZATIONAL ID #: FL005326

I, **Chris Nelson**, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Application for a Certificate of Authority of **ANPI, LLC (DE)** to transact business in this state duly signed and verified pursuant to the provisions of the South Dakota Limited Liability Company Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issue this Certificate of Authority and attach hereto a duplicate of the application for certificate of authority.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this September 24, 2010.



Chris Nelson

Chris Nelson
Secretary of State

Secretary of State Office
500 E Capital Ave
Pierre, SD 57501
(605)773-4845

APPLICATION FOR CERTIFICATE OF AUTHORITY FOREIGN LIMITED LIABILITY COMPANY

Please Type or Print Clearly in Ink

Please submit one Original and one Photocopy
FILING FEE: \$750 payable to SECRETARY OF STATE

RECEIVED
SEP 24 2010
S.D. SEC. OF STATE

Telephone # _____
FAX # _____

24th day of
Sept 2010
Chris Nelson
SECRETARY OF STATE

Application must be accompanied by a one page original certificate of existence issued by the Secretary of State or other official having custody of the organizational records in the state or country under whose law it is organized.

1. The name of the company is ANPI, LLC

The name must include limited liability company, limited company or the abbreviation L.L.C., LLC, L.C. or LC. Limited may be abbreviated as Ltd. and company may be abbreviated as Co.

2. The name of the state or country under whose laws it is organized is Delaware

3. The period of its duration Perpetual

4. The address of its principal office (this is the address of the executive offices of the corporation).

3130 Pleasant Run	Springfield	IL	62711
Street Address	City	State	ZIP+4
Mailing Address (Optional)	City	State	ZIP+4

5. The South Dakota Registered Agent name Corporation Service Company

503 South Pierre Street, Pierre, SD 57501			
Street Address (Required to be a South Dakota Address)	City	State	ZIP+4
Mailing Address (Optional - Required to be a South Dakota Address)	City	State	ZIP+4

When listing a Commercial Registered Agent, please state their CRA #. This number can be obtained from the Commercial Registered Agent.	CR000003
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6. Please check one:

- The company is member managed.
- The company is manager managed.

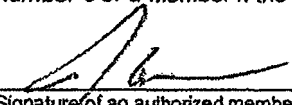
If this company is manager managed, please state the name and address of each manager.

Manager	Street Address	City	State	ZIP+4

7. Whether one or more of the members of the company are to be liable for its debts and obligations under a provision similar to SDCL 47-34A-303 (c)

The application must be signed by a Manager so stated in question number 6 or a Member if the company is member managed.

Dated September 21, 2010



(Signature of an authorized member or manager)

Joseph E. O'Hara

(Printed Name)

Treasurer of Associated Network Partners, Inc., Member

(Title)