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UT-082080-AT

A Professional Limited Liability Company

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Philip R. Adams, Jr.

November 13, 2008

*Via Overnight Mail*

Executive Secretary  
Washington Utilities & Transportation Commission  
1300 South Evergreen Park Dr. S.W  
Olympia, WA 98504

RECEIVED  
2008 NOV 18 AM 9:15  
COMMUNICATIONS SECTION

Re: Notification by First Choice Technology, Inc. and  
NetLojix Telecom, Inc. for Approval of an Asset Purchase Agreement

Dear Sir or Madam:

On behalf of First Choice Technology, Inc. ("First Choice") and NetLojix Telecom, Inc. ("NetLojix")(together "Applicants"), this letter is to advise the Commission of an Asset Purchase Agreement (the "Agreement"), whereby First Choice will acquire NetLojix's residential and business long distance customer accounts in this State (the "Acquisition").

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.

First Choice is a Delaware corporation with principal offices located at 601 North Orlando Avenue, Suite 211, Maitland, FL 32751. First Choice is a certified long distance telecommunications provider in this State.<sup>1</sup>

<sup>1</sup> First Choice provides resold long distance telecommunications services in this State pursuant to authority granted on 3/25/07.

NetLojix is a Delaware corporation, with principal offices located at 7001 Boulevard 26, #323, North Richland Hills, TX 76180. NetLojix is a certified long distance telecommunications provider in this State<sup>2</sup>.

The Acquisition contemplates the following:

- a. First Choice will acquire ownership, right, title and interest in and to substantially all of NetLojix's residential and business customer accounts, as defined in the Agreement.
- b. NetLojix will receive the purchase price set forth in the Agreement,

The Acquisition will consolidate and transfer NetLojix's residential and business accounts to First Choice in order to create a single, larger provider of telecommunications services, facilitating efficiencies to benefit all of First Choice's customers, including those customers acquired from NetLojix. Service to NetLojix's customers will continue uninterrupted.

NetLojix's customers will be given the opportunity to switch their service to a different carrier. First Choice anticipates that none of NetLojix's customers will experience any increase in rates due to the Acquisition. To the extent that any of NetLojix's rates are not presently included in First Choice's Tariffs, First Choice will amend its Tariffs accordingly to include such rates. As a result, the transaction should not cause any inconvenience or confusion to NetLojix customers. Those NetLojix customers who choose not to switch their service to a different carrier will receive service from First Choice.

NetLojix's technical, managerial and financial personnel will assist with the transition and integration of the acquired assets after the transaction and First Choice's technical, managerial and financial personnel will continue to serve the transferred NetLojix 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 NetLojix. The Acquisition will serve the public interest in that it will ensure that current NetLojix customers maintain uninterrupted service. The Acquisition will also serve to create a heightened level of operating efficiency, which will serve to enhance the overall capacity of First Choice to compete in the marketplace and to provide telecommunications services to a greater number of consumers in this State at competitive rates.

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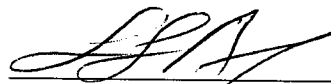
<sup>2</sup> NetLojix provides resold long distance telecommunications services in this State pursuant to authority granted in Docket No. UT-991881, dated 12/29/99.

Applicants request NetLojix's Certificates of Public Convenience and Necessity be canceled upon consummation of the transaction.

The parties are forwarding this letter to the Commission for informational purposes only, 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, the Applicants will proceed under 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 three (3) 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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**Netlojix Telecom, Inc.**  
7001 Boulevard 26, #323  
North Richland Hills, TX 76180

**First Choice Technology, Inc.**  
601 North Orlando Avenue, #211  
Maitland, FL 32751

Dear Customer:

Netlojix Telecom, Inc. is selling its residential long distance customers to First Choice Technology, Inc. This transaction will require certain regulatory approvals. While awaiting those approvals, First Choice will be managing your account on behalf of Netlojix. The companies expect the transaction to be completed by February 1, 2009.

The potential change in ownership of your account will not affect or disrupt your current service in any way. Your rates and the terms and conditions of your existing service will not be adversely affected as a result of this transaction. First Choice will notify you of any changes to your rates, terms and conditions of service after the transaction is completed.

You should not incur any carrier-change charges from your local telephone company as a result of this transaction. If such a charge appears on the bill from your local telephone company, please call the customer service department toll-free at **(888) 598-0672** and a representative will reimburse you or credit your account accordingly.

You have a choice of long distance providers and have the right to choose a different carrier for your services. If you decide to switch to a different carrier and you have **not** informed Netlojix by the date of the transfer, your services and account will be transferred to First Choice. First Choice will be responsible for any outstanding Netlojix inquiries or complaints after the date of the transfer. Please contact a Customer Service Representative at **(888) 598-0672** if you have any questions.

First Choice welcomes you and appreciates the opportunity to be your long distance service provider.

Sincerely,

Scott Howsare, President  
First Choice Technology, Inc.

Greg Wilson, CFO  
Netlojix Telecom, Inc.