

UT-101689-0

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October 13, 2010

BY FEDEX (360-664-1160)

David Danner, Executive Director/Secretary
Washington Utilities and Transportation Commission
1300 S. Evergreen Park Drive S.W.
Olympia, WA 98504-7250

Re: Notification of Change in Corporate Form and Creation of New Holding Company under which Zone Telecom, Inc. will Operate

Dear Mr. Danner:

Zone Telecom, Inc. ("Zone"), by its undersigned counsel, hereby notifies the Washington Utilities and Transportation Commission ("Commission") of a proposed transaction whereby a new holding company will be created, under which Zone would operate. As explained in greater detail below, Zone—an authorized provider in Washington—first will be changing corporate form. Following that change, Zone's parent company will obtain a 50 percent ownership interest in a newly created holding company which will then be the direct corporate parent of Zone, although Zone will continue operations as a separate operating company.

I. Conversion of Zone Telecom, Inc.

Zone is authorized as an interexchange reseller (see Order Authorizing Registration and Granting Petition for Competitive Classification in Docket No. UT-001362, served on or about September 27, 2000) in Washington and provides service to primarily business end users and a limited number of residential customers in Washington. 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 (i.e., Zone USA, Inc.) that currently owns all of the shares of Zone. Zone LLC will also have the same management as Zone. Thus, under this conversion, the only change in Zone will be the type of entity and resulting name ("LLC" instead of "Inc.").

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

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At or about the time of closing, Zone will file appropriate 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.

II. Operation Under a New Holding Company

Once Zone LLC is formed, its holding company (i.e., Zone USA, Inc.) intends to contribute its ownership interest in the operating company, Zone LLC, to a holding company which will be called ANZ Communications LLC, a Delaware limited liability company. In exchange for ownership of Zone LLC, Zone USA 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 Zone LLC. The other 50% ownership interest in ANZ Communications LLC will be held by ANPI Holding, Inc.¹ Zone LLC will continue to operate directly under its current management.

The above steps will have no operational effect on Zone's customers in Washington, 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 Washington, Zone's customers are not being notified of, nor have provided any authorization for, any service provider change.

For your records:

Zone LLC's business address is:

3 Executive Campus, Suite 520
Cherry Hill, 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: eezan@zonetelecom.com

¹ ANPI Holding, Inc. does not provide regulated telecommunications services nor hold a telecommunications authorization in Washington.

Zone understands that this transaction will not require Commission approval or action because:

- Zone holds only an interexchange authorization in Washington;
- Zone will continue to exist and will not transfer its customers to any other entity; and
- the transaction will not result in a change in ownership of more than 50% of the equity interest in Zone.

III. Contact Information

Questions or inquiries regarding this notification may be directed to Zone's counsel:

Thomas K. Crowe, Partner
Cheng-yi Liu, Partner
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
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IV. Public Interest Considerations

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

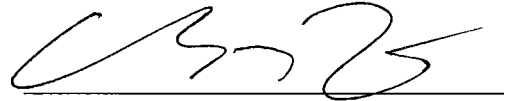
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An original plus 13 copies are enclosed for filing. Please file-stamp and return the extra copy of this filing in the self-addressed, stamped envelope included for this purpose.

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

Respectfully submitted,



Thomas K. Crowe
Cheng-yi Liu
Counsel for Zone Telecom, Inc.