



210 N. Park Ave.
Winter Park, FL
32789

P.O. Drawer 200
Winter Park, FL
32790-0200

Tel: 407-740-8575
Fax: 407-740-0613
tmi@tminc.com

Ms. Sharla Dillon, Docket Office
Docket and Records Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

**RE: Operator Service Company, LLC
Application for Transfer of Control**

Dear Ms. Dillon:

Enclosed are the original and one (1) copy of an Application for Transfer of Control submitted on behalf of Operator Service Company, LLC.

A check in the amount of \$25.00 representing the filing fee is included with this filing.

As time is of the essence, OSC respectfully requests expeditious handling of this application.

A scanned copy of one of the signatures for the accompanying verification page is being submitted with this filing. The original will be forwarded upon receipt.

Questions regarding this notice may be directed to my attention at (407) 740-3004 or via e-mail at rmorton@tminc.com.

To keep our records complete, please acknowledge receipt of this filing by returning, file-stamped, the extra copy of this correspondence in the self-addressed stamped envelope enclosed for this purpose.

Thank you for your assistance.

Sincerely,

Robin Norton
Consultant to OSC

Enclosure

cc: Jill Froman, OSC
Scott DeNardo, INFONXX
File: OSC - TN
TMS: TNo0601

September 13, 2006
Via overnight delivery

PAID T.R.A.	
Chk #	42898
Amount	25.00
Rcvd By	JS
Date	9/14/06

T.R.A. DOCKET ROOM

2006 SEP 15 PM 10:18

06-00736

BEFORE THE TENNESSEE REGULATORY AUTHORITY

APPLICATION FOR TRANSFER OF CONTROL

Operator Service Company, LLC ("OSC" or "Applicant") hereby seeks approval of a transfer of control transaction to INFONXX, Inc. As a result of this transfer, OSC will become a wholly-owned subsidiary of INFONXX, Inc., who will in turn assign OSC to its wholly-owned subsidiary, INFONXX Operating Company.

OSC will remain a separate operating company and will continue to provide service in Tennessee under the name of Operator Service Company, LLC. OSC was certificated to provide telecommunications in the State of Tennessee on September 2, 1995 pursuant to order issued in Docket No. 95-03128. OSC provides operator assisted calling services to end users in transient locations. OSC does not have presubscribed customers in Tennessee. Therefore, there will be no customer notice issued.

I. THE COMPANY ACQUIRING OPERATOR SERVICE COMPANY, LLC

INFONXX, Inc. ("INFONXX" or "Buyer") is a privately held company incorporated in Delaware, which is headquartered in Bethlehem, Pennsylvania. INFONXX is currently the leading wholesale provider of directory assistance services (including enhanced services) to the wireless industry, and also provides wholesale directory assistance services to corporate customers and competitive local exchange carriers (CLECs). INFONXX also supplies wholesale directory assistance services in the United Kingdom, and recently entered the market in France and Italy. INFONXX operates call centers throughout the United States in Arizona, California, North Carolina, and Texas.

Since its founding in 1992, INFONXX has grown from three employees to more than 6,000 U.S. employees. INFONXX has pioneered many enhanced directory assistance services such as call completion (i.e., service that connects the caller directly to the number) and listings for information in addition to telephone numbers including local theaters, restaurant reservations, and driving directions.

A copy of Buyer's Certificate of Incorporation is included as Exhibit 1. Buyer is not a certificated entity in the State of Tennessee and has not registered to do business in Tennessee as a foreign entity.

II. THE AGREEMENT

A purchase agreement ("Agreement") was entered into on August 30, 2006 by which INFONXX proposes to purchase all ownership interests in OSC from BC Holding III Corporation and Onslow Holdings, LLC (together "Sellers"), in return for a cash payment to Sellers and full repayment of OSC's bank debt. Currently, BC Holding III Corporation holds a 51% ownership interest in OSC, whereas Onslow Holdings, LLC holds a 49% ownership interest. Following the consummation of the transaction, INFONXX will own 100% of OSC's equity. INFONXX intends to assign OSC to its wholly-owned subsidiary, INFONXX Operating Company.

III. CUSTOMER IMPACT

OSC will remain a separate operating company in the State of Tennessee. OSC has a current tariff on file with the Tennessee PUC. The proposed acquisition will have no effect on the Applicant's name, address, contact information, services, rates or terms and conditions of service. The Applicant will continue to market, brand and bill its services in the same name. The toll free telephone number for customer service will remain the same: 1-800-658-6041. At this time there are no definitive plans to change the management structure of OSC.

IV. CONTACT INFORMATION

The name and address of the individual to contact regarding this filing is:

Robin Norton
Technologies Management, Inc.
210 Park Avenue North
Winter Park, Florida 32789
Telephone: (407) 740-3004
Facsimile: (407) 740-0613
email: rnorton@tminc.com

The name and address of the individual who handles regulatory affairs on behalf of OSC will continue to be:

Jill Froman, Chief Financial Officer
Operator Service Company, LLC
5302 Avenue Q
Lubbock, Texas 79412
Telephone: (806) 747-2474
Facsimile: (806) 747-5047
email: jill.froman@osc.com

The name and address of the individual who handles regulatory affairs on behalf of Buyer is:

Scott DeNardo
US General Counsel
INFONXX, Inc.
3864 Courtney St., Suite 411
Bethlehem, PA 18017
(610) 997-1000
scott.denardo@infonxx.com

V. REQUEST FOR RULE WAIVER

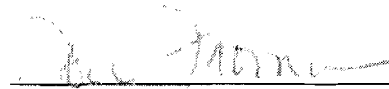
In order to avoid significant hardship, it may be necessary for the parties to close the transaction prior to Commission approval of the instant Application. Sellers and Buyers operate in a highly competitive business environment and have no market power in their respective markets. As a result, it would impose significant competitive hardship on the companies if they are not able to combine operations in a rapid and efficient matter. Specifically, the customers of Sellers may abandon its service if they do not obtain a timely substitute as Sellers prepare to exit that business. In addition, the inability to combine operations rapidly and efficiently would jeopardize the Buyer's ability to place bids on Requests for Proposals (RFPs), which are a critical part of building a successful business in this market segment. Specifically, without the ability to combine in a timely manner, it may be impossible to bid on RFPs while the transaction is pending, which would potentially jeopardize these vital accounts.

Because of these and other commercial exigencies, Sellers and Buyer may need to consummate the transaction prior to Commission approval of the instant Application. Therefore, the Applicants respectfully requests that the applicable Authority rules be waived. This waiver will serve the public interest because it will benefit the customers of Sellers, which will continue to enjoy uninterrupted service, and will benefit potential customers by creating more competition to meet their needs. Moreover, no parties will be harmed by the grant of the waiver, since Applicant, Sellers and Buyer lack market power or any means to act in an unfair or unreasonable manner. Furthermore, OSC remains a regulated entity subject to regulatory oversight, and so any actions contrary to the Authority's rules remain subject to regulatory review. For all of these reasons, a waiver of applicable rules is respectfully requested so that the transaction may be consummated prior to final Authority action.

WHEREFORE, for the reasons stated above, Applicant and Buyer submit that the public interest, convenience and necessity would be furthered by a grant of this Application and respectfully request that the Authority approve the Transfer, and to the extent necessary, approve the subsequent assignment of OSC to Buyer's wholly-owned subsidiary, INFONXX Operating Company, and waive applicable rules requiring approval prior to consummation of the transaction.

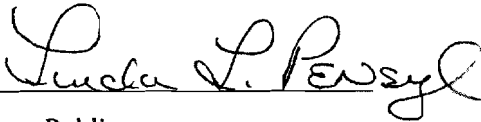
VERIFICATION

I, Jill Froman, hereby declare under penalty of perjury, that I am Chief Financial Officer of Operator Service Company, LLC (AOSC@); that I am authorized to make this verification on behalf of OSC; that I have read the foregoing Application; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.



Jill Froman, Chief Financial Officer
Operator Service Company, LLC

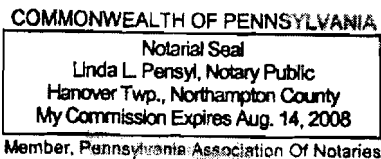
Sworn to and subscribed before me this 13th day of September, 2006.



Notary Public

My Commission expires:

8/14/08



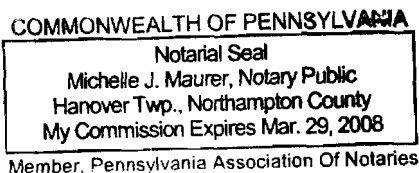
VERIFICATION

Commonwealth of Pennsylvania }
County of Northampton } ss

I, Scott DeNardo, hereby declare under penalty of perjury, that I am Vice President and U.S. General Counsel of INFONXX, Inc.; that I am authorized to make this verification on INFONXX, Inc.'s behalf; that I have read the foregoing Application; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.

Scott DeNardo, Vice President, U.S. General Counsel
INFONXX, Inc.

Sworn to and subscribed before me this 12th day of September, 2006.



Michelle J. Maurer
Notary Public

INFONXX, Inc. (Buyer)

EXHIBIT 1

CERTIFICATE OF INCORPORATION

Delaware

PAGE 1

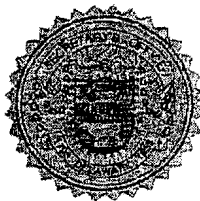
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "INFONXX, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF APRIL, A.D. 2006, AT 4:07 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2301076 8100

060340404



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4661184

DATE: 04-11-06

INFONXX, INC.

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

INFONXX, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is INFONXX, Inc. INFONXX, Inc. was originally incorporated under the name Inpho Access Corporation, and the original Certificate of Incorporation of the corporation was filed with the Secretary of State of the State of Delaware on June 15, 1992.

2. This Amended and Restated Certificate of Incorporation was adopted by the corporation pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, and restates and integrates earlier amendments, and further amends the provisions of the Certificate of Incorporation of this corporation.

3. The text of the Restated Certificate of Incorporation as heretofore amended or supplemented is hereby restated and further amended to read in its entirety as set forth in Exhibit A attached hereto.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been signed under the seal of the corporation this 11th day of April 2006.

INFONXX, INC

By: _____

Robert A. Pines
Chairman, Chief Executive Officer and
President



September 14, 2006
Via Overnight Delivery

2006 SEP 15 PM 12:18

T.R.A. SECRET ROOM

210 N. Park Ave
Winter Park, FL
32789

P.O. Drawer 200
Winter Park, FL
32790-0200

Ms. Sharla Dillon, Docket Office
Docket and Records Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

**RE: Operator Service Company, LLC
Application for Transfer of Control**

Tel: 407-740-8575
Fax: 407-740-0613
tmi@tminc.com

Dear Ms. Dillon:

Enclosed are the original and thirteen (13) copies of the Verification Page for the above-referenced Application for Transfer of Control which was originally submitted on behalf of Operator Service Company, LLC on September 13, 2006. Also enclosed, per Staff's request, are an additional twelve copies of the Application for Transfer of Control with cover letter.

As time is of the essence, OSC respectfully requests expeditious handling of this application.

To keep our records complete, please acknowledge receipt of this filing by returning, file-stamped, the extra copy of this correspondence in the self-addressed stamped envelope enclosed for this purpose.

Any questions you may have regarding this notice may be directed to my attention at (407) 740-3004 or via e-mail to rnorton@tminc.com. Thank you for your assistance.

Sincerely,

Robin Norton
Consultant to OSC

Enclosure

RN/bc

cc: Jill Froman, OSC
cc: Scott DeNardo, INFONXX
file: OSC - TN
tms: TNo0601a

Commonwealth of Pennsylvania }
 } ss
County of Northampton }

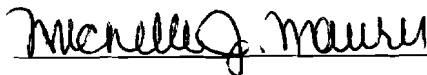
VERIFICATION

I, Jill Froman, hereby declare under penalty of perjury, that I am Chief Financial Officer of Operator Service Company, LLC (AOSC@); that I am authorized to make this verification on behalf of OSC; that I have read the foregoing Application; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.



Jill Froman, Chief Financial Officer
Operator Service Company, LLC

Sworn to and subscribed before me this 13th day of September, 2006.



Notary Public

My Commission expires:

3/29/08

