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MAY 16 2005

Public Utility Commission of Oregon
Administrative Hearings Division

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May 12, 2005

Rick Willis, Executive Director
Oregon Public Utility Commission
Suite 215
550 Capitol Street, NE
Salem, Oregon 97301-2551

RE: Petition for Authority for IBFA Acquisition Company, LLC to Acquire Certain Assets of American Farm Bureau, Inc. d/b/a The Farm Bureau® Connectionsm

Dear Mr. Willis:

Enclosed herewith for filing with the Commission, please find an original and one (1) copy of the Petition for Authority for IBFA Acquisition Company, LLC to Acquire Certain Assets of American Farm Bureau, Inc. d/b/a The Farm Bureau® Connectionsm.

Also enclosed is a duplicate copy of this letter. Please stamp the duplicate and return it to me in the postage-paid envelope attached thereto.

Thank you in advance for your professional courtesy rendered to our clients and us in this matter.

Should you have any questions, please contact my assistant, Beth Ronfeldt, or me.

Very truly yours,

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.


Patrick D. Crocker

PDC/tlb

**Before the
OREGON PUBLIC UTILITY COMMISSION**

**Petition for Authority for)
IBFA Acquisition Company, LLC to)
Acquire Certain Assets of) Docket No.
American Farm Bureau, Inc.)
d/b/a The Farm Bureau® Connectionsm)**

**JOINT PETITION FOR APPROVAL TO ACQUIRE ASSETS
AND REQUEST FOR EXPEDITED APPROVAL**

NOW COMES IBFA Acquisition Company, LLC (“IBFA”) and American Farm Bureau, Inc. d/b/a The Farm Bureau® Connectionsm (“FB CONNECTION” or “Seller” or collectively “the Parties”) by and through their attorneys Early, Lennon, Crocker & Bartosiewicz, P.L.C., pursuant to the rules and regulations of the Oregon Public Utility Commission (“Commission”), and hereby jointly request that the Commission approve the acquisition by IBFA of the subscriber base of FB CONNECTION and to grant such relief on an expedited basis to allow for the consummation of the transaction without undue delay. For the reasons set forth below, the Parties request the Commission to grant such approval immediately. IBFA and FB CONNECTION provide the following in support of this request:

I. The Parties

A. IBFA Acquisition Company, LLC

IBFA is a limited liability company organized under the laws of the State of Michigan with principal offices located at Elk Grove Village, Illinois. IBFA is authorized to provide intrastate, interexchange service in 12 jurisdictions and is filing nationwide for authority to provide local exchange and/or interexchange telecommunications services. An Application for a Certificate of Authority to provide telecommunications services within the State of Oregon was filed on April 19, 2005.

The principal office of IBFA is located at:

1850 Howard Street, Unit C
Elk Grove Village, IL 60007

B. American Farm Bureau, Inc. d/b/a The Farm Bureau® Connectionsm

FB CONNECTION is a corporation organized under the laws of the State of Illinois whose principal offices are located at Park Ridge, Illinois. FB CONNECTION is authorized under Section 214 of the Communications Act of 1934, as amended, to provide domestic interstate and international telecommunications service, and has authority to provide intrastate, interexchange service in 49 states, including the State of Oregon (CP 644) with CLEC authority in 13 of those states.

The principal office of FB CONNECTION is located at:

225 Touhy Avenue
Park Ridge, IL 60068

Please direct any questions concerning the Parties to:

Patrick D. Crocker
Early, Lennon, Crocker & Bartosiewicz, P.L.C.
900 Comerica Building
Kalamazoo, MI 49007
Telephone: (269) 381-8844
Facsimile: (269) 381-8822

II. The Transaction

Pursuant to an Asset Purchase Agreement executed January 31, 2005, FB CONNECTION has agreed to sell to IBFA, and IBFA has agreed to purchase the assets, including but not limited to: (1) all PUC/PSC/FCC licenses, CPCNs and tariffs authorizing Seller to do business in all relevant states to the extent assignable or transferable; and (2) the customer base as of the Closing Date.

III. Public Interest Considerations

The transaction contemplated by the Asset Purchase Agreement will serve the public interest by enabling IBFA to achieve increased economies of scale and compete more effectively in the telecommunications marketplace. More effective competition will ultimately lead to lower prices and the availability of more products and services to the public. The acquisition of the FB CONNECTION customer base by IBFA will enable these subscribers to

continue to receive high-quality telecommunications service at affordable rates without interruption.

Upon approval of this transaction, IBFA will provide notice to the FB CONNECTION Customers, and assure them of IBFA's commitment to continue the provision of high quality, affordable services pursuant to the company's filed tariff. Specifically, customers will continue to receive the high quality, affordable telecommunications services that they presently receive. The Parties are not requesting permission to transfer FB CONNECTION's authorization or to adopt FB CONNECTION's existing tariff. Rather, IBFA filed its tariffs to establish rates, terms, and conditions identical to those in the Seller's tariffs, thus providing a seamless transition for existing customers of FB CONNECTION. As a result, the proposed acquisition will be virtually transparent to FB CONNECTION's customers. As such, the transaction will not cause inconvenience or confusion to FB CONNECTION customers. Indeed, the transaction will be virtually transparent to FB CONNECTION customers in terms of the services that they receive. A copy of the sample notice of the transfer appears as **Exhibit A** attached hereto.

IBFA certifies that it has the necessary managerial and financial resources to provide the public with quality telecommunications service throughout the state. After the consummation of the transaction, IBFA will be lead by a team of well-qualified managers comprised of its existing personnel¹. IBFA expects that the ample managerial, technical and financial expertise of this managerial team will enable IBFA to provide high quality service to FB CONNECTION customers as well as to expand its customer base. The proposed acquisition will therefore promote competition in the Oregon services market and serve the public interest.

¹ *Including the creator and manager of the Farm Bureau Connection Program.*

WHEREFORE, IBFA and FB CONNECTION respectfully request that the Commission authorize the sale of assets from FB CONNECTION to IBFA. In addition, the Parties respectfully request expedited processing of this Joint Petition so that the transaction may proceed without undue delay.

Respectfully submitted,

IBFA Acquisition Company, LLC and
American Farm Bureau, Inc.
d/b/a The Farm Bureau® Connectionsm

May 12, 2005

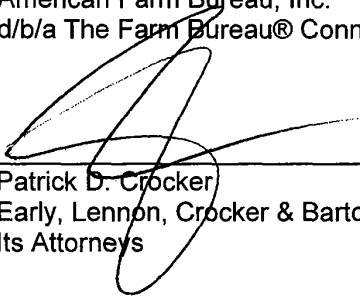

By: Patrick D. Crocker
Early, Lennon, Crocker & Bartosiewicz, P.L.C.
Its Attorneys

Exhibit A

Sample Notice of Transfer

**FB CONNECTION
FB CONNECT
COUNTRY CONNECT**

**MAKE
THE CONNECTION™**
fbconnection

Effective immediately, the Farm Bureau Connection will manage the American Farm Bureau Inc. telecommunication program and will become your new provider of communications service on or about _____.

There will be no change to the rates, terms or condition of service currently provided to you. We will provide appropriate notice should the terms or conditions change subject to this transfer.

Farm Bureau Connection will be responsible to any carrier changes associated with this transfer.

You may select an alternative preferred carrier for the telecommunication services at issue.

If you have a preferred carrier freeze, you must contact the appropriate local exchange company to arrange a new freeze.

Please direct all questions, complaints, or concerns to the following toll free number (800) 362-3276.

Thank you for your continued support of the Farm Bureau Connection program.

1850 Howard Street / Suite C
EIk Grove Village, Illinois 60007 / 1.847.685.8600