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November 19, 2001

VIA OVERNIGHT MAIL

Mr. Martin J. Huelsmann
Executive Director
Public Service Commission of Kentucky
211 Sower Boulevard
P.O. Box 615
Frankfort, KY 40601

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~~22250199-1510~~

~~8/50~~ NOV 20 2001

PUBLIC SERVICE
COMMISSION

Re: Notice of Merger and Transfer of Assets from Adelphia Business Solutions of Kentucky, Inc. (ID Number 5019900) to Adelphia Business Solutions Atlantic, Inc. and Notice of Intent to Provide Local Exchange and Interexchange Telecommunications Services in Kentucky

Dear Mr. Huelsmann:

This letter is to advise the Commission of the proposed merger and transfer of assets from Adelphia Business Solutions of Kentucky, Inc. ("ABS Kentucky") to Adelphia Business Solutions Atlantic, Inc. (formerly Adelphia Business Solutions of New York, Inc.) ("ABS Atlantic") (collectively, the "Parties"). ABS Atlantic is also hereby submitting its Notice of Intent to Provide Local Exchange and Interexchange Telecommunications Services in Kentucky. This transaction is part of an internal corporate reorganization; it will not affect end-user services and will be virtually transparent to customers. Following the merger, ABS Atlantic as the successor entity will continue to provide the end-user local switched services, switched and dedicated access services, and other telecommunications services that have been provided by ABS Kentucky. Consumers will continue to receive the same high-quality, innovative, and diversified telecommunications services that they currently receive from ABS Kentucky without interruption.

Upon review of the applicable statutes and Commission Rules, it is the Parties' understanding that prior Commission approval is not required for consummation of the

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transaction described herein.¹ However, in the event the Commission determines that approval of the transaction is required, this letter should serve as a request for expedited approval.

Description of the Companies

ABS Kentucky and ABS Atlantic both are corporations formed under the laws of the State of Delaware and are wholly-owned subsidiaries of Adelphia Business Solutions, Inc. ("Adelphia"). ABS Kentucky's and ABS Atlantic's principal offices are located at One North Main Street, Coudersport, Pennsylvania 16915. Adelphia is a holding company only and provides its telecommunications services through operating company affiliates, including ABS Kentucky and ABS Atlantic. Adelphia's operating subsidiaries currently offer service throughout the United States, providing a full range of local and long distance telecommunications services to residential and businesses customers, governmental and educational end users, and resellers. Adelphia, through its operating subsidiaries, is a leading provider of integrated local telecommunications services over state-of-the art fiber optic networks in selected markets throughout the United States.

On October 16, 1998, ABS Kentucky filed with the Commission its Notice of Intent to Provide Local Exchange and Interexchange Telecommunications Services.² ABS Kentucky received ID Number 5019900 from the Commission. Set forth below is ABS Atlantic's Notice of Intent to Provide Resale and Facilities-based Local Exchange and Interexchange Telecommunications Services in the Commonwealth of Kentucky.

Description of the Transaction

As part of Adelphia's ongoing efforts to streamline its operations in Kentucky and elsewhere, Adelphia is merging ABS Kentucky into ABS Atlantic. Adelphia has determined that the proposed transaction will enable its affiliate operating in Kentucky to obtain additional administrative and operational efficiencies and realize other corporate benefits. Upon completion of the proposed corporate restructuring, ABS Kentucky will cease to exist as a

¹ Administrative Case No. 370, *Exemptions for Providers of Local Exchange Service Other Than Incumbent Local Exchange Carriers*, Order dated January 8, 1998. In addition, Staff has previously advised us in the context of similar transactions that notice is not required for such transactions. Nonetheless, ABS Kentucky and ABS Atlantic are submitting this Notice in order to ensure that the Commission is properly advised of the proposed transactions.

² At the same time, ABS Kentucky, and its affiliates Hyperion Telecommunications of Lexington, Inc. ("HT Lexington") and Hyperion Telecommunications of Louisville, Inc. ("HT Louisville"), notified the Commission of their intent to merge and transfer assets to ABS Kentucky. HT Lexington and HT Louisville were granted authority to provide telecommunications services in Kentucky on December 23, 1997. See *Joint Application for Transfer of Partnership Interests of Hyperion Telecommunications of Kentucky, Inc. and TCI TKR of Kentucky, Inc.*, 94-478, Order dated December 23, 1997.

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corporate entity and ABS Atlantic will assume its customers and operations within the Commonwealth of Kentucky. Adelphia will remain ABS Atlantic's ultimate corporate parent.

The proposed transaction is strictly *pro forma* and will not adversely affect the provision of telecommunication services in Kentucky. All of ABS Kentucky's customers will be served by the same team of qualified consumer representatives and, because ABS Atlantic will adopt ABS Kentucky's tariffs, will be provided service pursuant to contracts and tariffs that offer all of the services currently offered by ABS Kentucky at the same rates, terms and conditions. There will be no change in the ultimate ownership or control of ABS Atlantic or in the management or day-to-day operations in Kentucky. ABS Atlantic will be led by the same team of experienced telecommunications personnel that led ABS Kentucky. Thus, service will continue to be provided using the same network, billing systems and customer service operations as are used by ABS Kentucky.

ABS Atlantic is financially well-qualified to consummate the proposed transaction. ABS Atlantic will rely on the substantial financial resources of Adelphia to provide the initial capital investment and to fund operating costs. Adelphia is operated by a highly-qualified management team, all of whom have extensive backgrounds in telecommunications. Should the Commission require additional information regarding the financial or technical and managerial expertise of ABS Atlantic, ABS Atlantic will provide this information upon request.

Notice of Intent to Provide Local Exchange and Interexchange Services

In accordance with the Commission's Orders in Administrative Case No. 359 (dated June 12, 1996), Administrative Case No. 355 (dated September 26, 1996), and Administrative Case No. 370 (dated January 8, 1998), ABS Atlantic submits the following information:

1. Name, address, telephone number and fax number of the Company are as follows:

Adelphia Business Solutions Atlantic, Inc.
One North Main Street
Coudersport, Pennsylvania 16915
Telephone: (814) 260-3143
Facsimile: (814) 274-8243

2. ABS Atlantic is a corporation organized and existing under the laws of the State of Delaware. ABS Atlantic is a wholly owned subsidiary of Adelphia Business Solutions, Inc. ("Adelphia"). A Copy of ABS Atlantic's Certificate of Incorporation is attached hereto at Exhibit A. ABS Atlantic's Certificate of Incorporation was issued under its former name, Adelphia Business Solutions of New York, Inc. ABS Atlantic is in the process of amending its Certificate of Incorporation to reflect its new name and will supplement this notice when the amended Certificate of Incorporation is available. ABS Atlantic is in the process of applying for its Certificate of Authority to Transact Business

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in Kentucky and will supplement this notice with the Certificate of Authority to Transact Business in Kentucky as soon as it becomes available.

3. The name, address, telephone number and facsimile number of the responsible contact person for customer complaints and regulatory issues are as follows:

John Glicksman, Esq.
Terry Romine, Esq.
Adelphia Business Solutions, Inc.
One North Main Street
Coudersport, Pennsylvania 16915
Telephone: (814) 260-3143
Facsimile: (814) 274-8243

4. ABS Atlantic has not provided nor collected for telecommunications service in Kentucky prior to filing this notice of intent. Please see the notarized statement attached hereto at Exhibit B.
5. ABS Atlantic does not seek to provide operator assisted services to traffic aggregators as defined in Administrative Case No. 330.
6. ABS Atlantic requests authority to provide all forms of telecommunications services throughout the Commonwealth of Kentucky. ABS Atlantic does not expect to deviate from the ILEC's local service areas unless and until the Commission revises its rules on local calling scope. ABS Atlantic's services will be available on a full time basis, 24 hours a day, seven days a week.
7. ABS Atlantic has also enclosed as Exhibit C copies of its tariff adoption notices pursuant to 807 KAR 5:011, Section 11 to adopt ABS Kentucky's current, effective tariffs in the Commonwealth. These are to take effect the day this transaction closes.
8. ABS Atlantic will comply with Commission statutes and regulations unless specific exemptions are granted pursuant to KRS 278.512. ABS Atlantic will also obtain, and shall retain for one year, electronic or written evidence that each of its customers knowingly chose it as his or her carrier.

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Public Interest Considerations

ABS Atlantic respectfully submits that the public will realize significant benefits from the proposed transaction, as the transaction will create a more efficient and competitive carrier in the local exchange and interexchange sectors and will significantly enhance competitive choice for telecommunications customers in Kentucky.

Conclusion

Upon review of the applicable statutes and Commission Rules, it is the Parties' understanding that prior Commission approval is not required for the transaction described above. Absent receipt of written notification to the contrary within thirty (30) days, we will proceed on our understanding that no approval or other formal action with respect to the proposed transaction is required by the Commission. This letter is forwarded to the Commission for informational purposes, to be included in the appropriate file.

Please date-stamp the enclosed extra copy of this letter and return it in the self-addressed, stamped envelope provided herein. Should you have any questions or comments regarding this transaction, do not hesitate to contact us.

Respectfully submitted,



Russell M. Blau
Michael P. Donahue

Counsel for
Adelphia Business Solutions of Kentucky, Inc. and
Adelphia Business Solutions Atlantic, Inc.

Enclosures

cc: John Glicksman, Esq.
Terry Romine, Esq.

EXHIBITS

Exhibit A	Certificate of Incorporation
Exhibit B	Notarized Statement
Exhibit C	Tariff Adoption Notices

EXHIBIT A

Certificate of Incorporation

State of New York }
Department of State } ^{ss:}

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on MAY 30 2000



A handwritten signature in cursive script, appearing to read "J. Clark", followed by a horizontal line extending to the right.

Special Deputy Secretary of State

F 000525000082

Certificate of Amendment of Application for Authority

of

CSC 45

Hyperion Communications of New York, Inc.

Under Section 1309 of the Business Corporation Law

FIRST: The name of the corporation as said name appears on the index of names of existing domestic and foreign corporations of any type or kind in the New York Department of State, is Hyperion Communications of New York, Inc.

SECOND: The jurisdiction of incorporation of the corporation is Delaware.

THIRD: The date the corporation was authorized to do business in the State of New York is 04/16/1992.

FOURTH: The amendment[s] of the Application for Authority hereby effected is as follows:

"FIRST: The name of the corporation is Adelphia Business Solutions of New York, Inc."

Said name change was effected under the laws of the state of Delaware on April 06, 2000.

Signed on May 15, 2000.

Hyperion Communications of New York, Inc.

By: [Signature]

Name: John B. Glicksman

Title: Vice President

F 000525000082

CERTIFICATE OF AMENDMENT OF THE APPLICATION FOR AUTHORITY

OF

Hyperion Communications of New York, Inc.

CCC 45

Section 1309 of the Business Corporation Law

FILED
MAY 25 7 44 AM '00

Filer: Melody Heller, Legal Assistant
Adelphia Communication Corporation
Po Box 472 1 North Main Street
Coudersport, PA 16915
Cst. Ref#707966CST

RECEIVED
MAY 24 4 02 PM '00
DRAWDOWN

1a
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAY 25 2000

TAX \$
BY: WFL

WFL

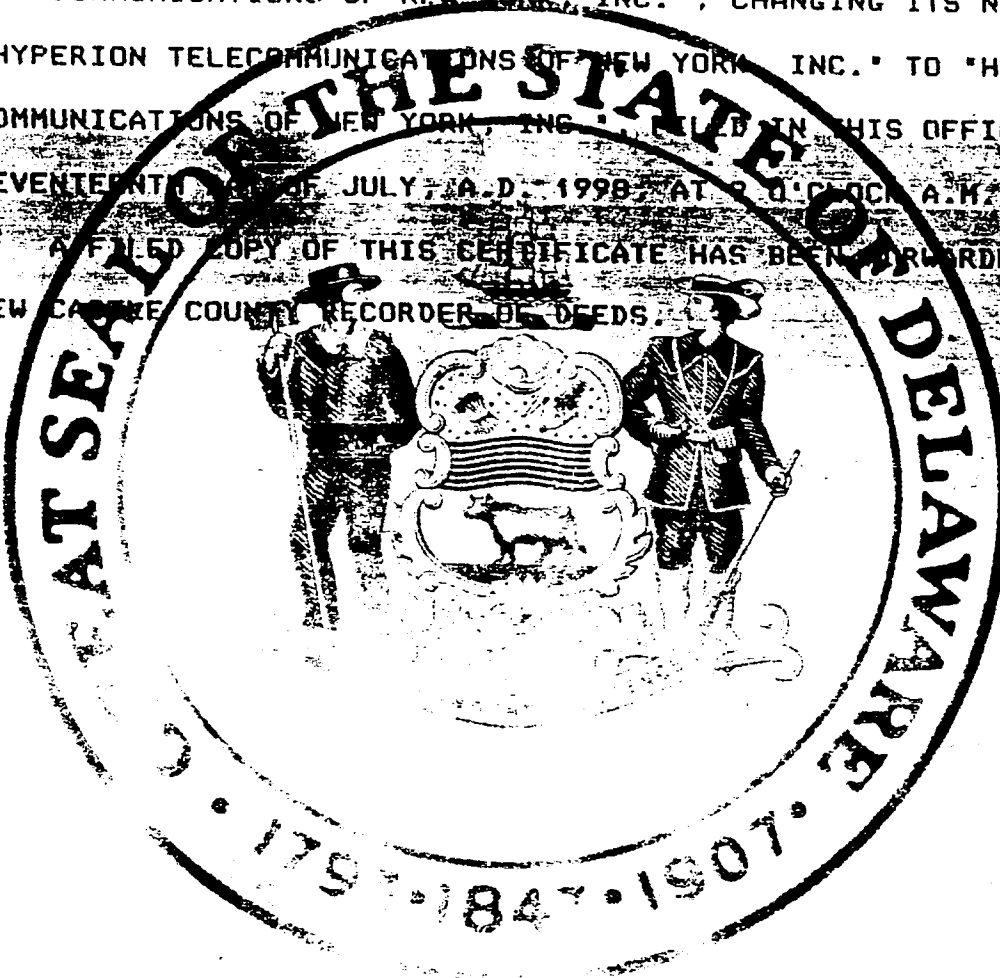
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000525000086

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "HYPERION TELECOMMUNICATIONS OF NEW YORK, INC.", CHANGING ITS NAME FROM "HYPERION TELECOMMUNICATIONS OF NEW YORK INC." TO "HYPERION COMMUNICATIONS OF NEW YORK, INC." FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF JULY, A.D. 1998, AT 2 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State



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981278112

9202719

AUTHENTICATION:

DATE:

07-17-98

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
HYPERION TELECOMMUNICATIONS OF NEW YORK, INC.**

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is Hyperion Telecommunications of New York, Inc.

2. The Certificate of Incorporation of the Corporation is hereby amended by striking out Article I thereof and substituting in lieu of said Article the following new Article:

"1. The name of the corporation is Hyperion Communications of New York, Inc."

3. The amendment of the Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Signed on July 16, 1998

HYPERION TELECOMMUNICATIONS OF
NEW YORK, INC.

BY: Randolph S. Fowler

NAME: Randolph S. Fowler

TITLE: Senior Vice President

EXHIBIT B

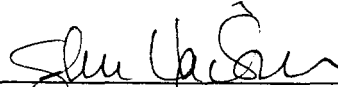
Notarized Statement

NOTARIZED VERIFICATION

I, John B. Glicksman, being duly sworn, do hereby depose and state that:

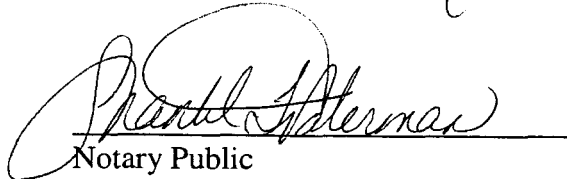
1. I am Vice President of Adelpia Business Solutions, Inc., the parent company of Adelpia Business Solutions Atlantic ("ABS Atlantic").
2. ABS Atlantic has not provided nor collected for intrastate service in Kentucky prior to filing this application.

The foregoing statements are true and correct to the best of my knowledge, information and belief.

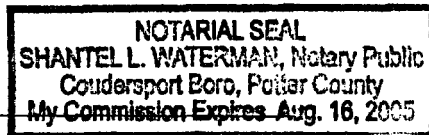


John B. Glicksman
Vice President
Adelpia Business Solutions, Inc.

Subscribed and sworn to (or affirmed) before me this 6 day of January, 2001.



Notary Public



My Commission Expires: _____

EXHIBIT C

Tariff Adoption Notices