

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

1200 19TH STREET, N.W.

SUITE 500

WASHINGTON, D.C. 20036

(202) 955-9600

NEW YORK, NY
TYSONS CORNER, VA
LOS ANGELES, CA
CHICAGO, IL
STAMFORD, CT
PARSIPPANY, NJ

BRUSSELS, BELGIUM

HONG KONG

AFFILIATE OFFICES
BANGKOK, THAILAND
JAKARTA, INDONESIA
MUMBAI, INDIA
TOKYO, JAPAN

FACSIMILE
(202) 955-9792
www.kelleydrye.com

DIRECT LINE: (202) 887-1211
EMAIL: bfreedson@kelleydrye.com

July 8, 2003

RECEIVED

JUL 08 2003

PUBLIC SERVICE
COMMISSION

VIA UPS

Thomas Dorman, Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, Kentucky 40602-0615

Re: Informational Filing Regarding a Pro Forma Internal Reorganization
Involving the Indirect Parent Companies of Shared Communications
Services, Inc.

Dear Mr. Dorman:

Shared Communications Services, Inc. ("SCS"), by its attorneys, hereby respectfully notifies the Kentucky Public Service Commission ("Commission") of a pro forma internal corporate reorganization that will take place within the corporate chain of ownership between SCS and its ultimate corporate parent, General Electric Company ("GE"). More specifically, three (3) existing GE-owned entities will be added several corporate layers above SCS, and GE will remain the ultimate parent. SCS will not be affected by this reorganization – importantly, both the direct parent and ultimate parent of SCS will remain the same; its name, and tariff will remain in place; and its customers will not be affected in any way. Thus, SCS is submitting this filing solely for the Commission's information.

Shared Communications Services, Inc. is a corporation formed under the laws of the State of Oregon and headquartered at 19 Old Courthouse Square, Santa Rosa, California 95404. SCS is a wholly owned subsidiary of Advanced TelCom, Inc. ("ATI"), which in turn is a wholly owned subsidiary of Advanced TelCom Group, Inc. ("ATG"), a holding company. ATG and ATI are corporations formed under the laws of the State of Delaware and headquartered at 19 Old Courthouse Square, Santa Rosa, California 95404. SCS currently provides resold interexchange telecommunications services to customers in approximately 25 states, including

Thomas Dorman, Executive Director
Kentucky Public Service Commission
July 8, 2003
Page Two

Kentucky.¹ SCS also holds Section 214 authorizations from the Federal Communications Commission to provide domestic and international resold telecommunications services. ATI currently provides facilities-based and resold interexchange and local exchange telecommunications services to customers primarily in California, Nevada, Oregon and Washington, and also provides interexchange services to a small number of customers in several other states. ATI also holds Section 214 authorizations from the Federal Communications Commission to provide interstate and international facilities-based and resold telecommunications services.

SCS's parent holding company, ATG, is a wholly owned subsidiary of VFS Financing, Inc., which is a wholly owned subsidiary of GE Capital Information Technology Solutions, Inc. ("GECITS"), which is a wholly owned subsidiary of General Electric Capital Corporation ("GECC"), which is a wholly owned subsidiary of General Electric Capital Services, Inc., which is a wholly owned subsidiary of GE, a corporation formed under the laws of the State of New York and headquartered at 3135 Easton Turnpike, Fairfield, Connecticut 06431. GE is a widely held public corporation, and one of the largest and most diversified industrial corporations in the world. *Attachment A* appended hereto shows the current corporate ownership structure of SCS and its affiliates.

Three (3) existing GE-owned entities – GE VFS Financing Holdings, Inc., GE Stockholm AB and General Electric Railcar Services Corporation – will be inserted between GECITS and GECC; that is, GECITS will become a wholly owned subsidiary of GE VFS Financing Holdings, Inc., which will be a wholly owned subsidiary of GE Stockholm AB, which will be a wholly owned subsidiary of General Electric Railcar Services Corporation, which will be a wholly owned subsidiary of GECC. As noted above, GE will remain the ultimate parent company, and SCS will not be affected. SCS will continue to provide service pursuant to the same rates, terms and conditions, and there will be no adverse impact on customers. *Attachment A* appended hereto shows the new corporate organizational structure of SCS and its affiliates after the reorganization.

¹ A tariff including the rates, terms and conditions of resold interexchange telecommunications services provided by SCS within the Commonwealth of Kentucky currently is on file with the Commission.

Thomas Dorman, Executive Director
Kentucky Public Service Commission
July 8, 2003
Page Three

As this internal reorganization will be occurring several corporate layers above SCS, so that its direct parent and ultimate parent will remain the same, SCS is submitting this letter for the Commission's information only and requests that it be retained in the appropriate file. Enclosed please find a duplicate of this letter and a self-addressed, postage-paid envelope. Please date-stamp the duplicate upon receipt and return it in the envelope provided. Should the Commission have any questions or believe that any further information is required, please contact Brett Heather Freedson at (202) 887-1211.

Respectfully submitted,

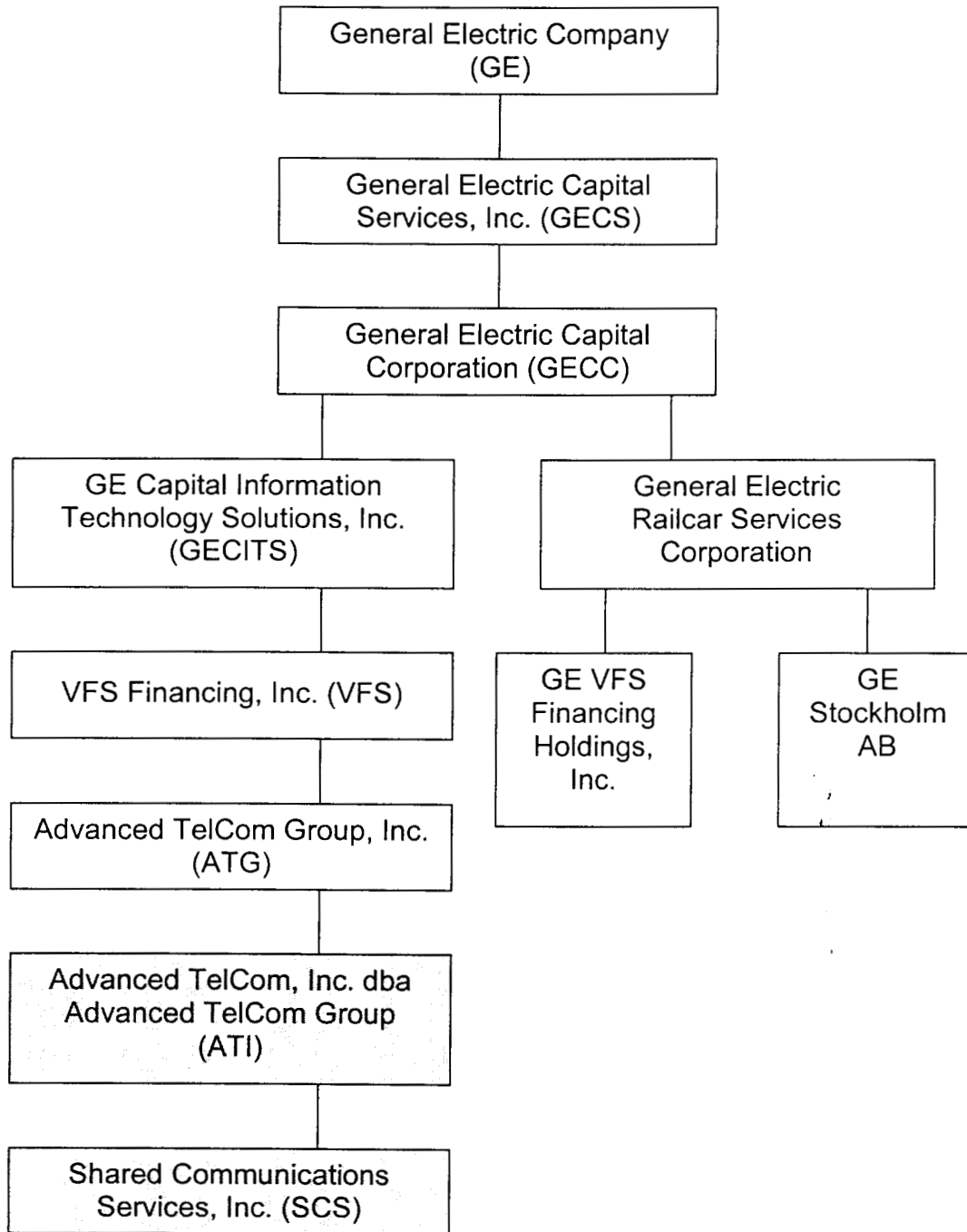
SHARED COMMUNICATIONS SERVICES, INC.



Brad E. Mutschelknaus
Melissa S. Conway
Brett Heather Freedson
KELLEY DRYE & WARREN LLP
1200 Nineteenth Street, NW
Suite 500
Washington, D.C. 20036
(202) 955-9600

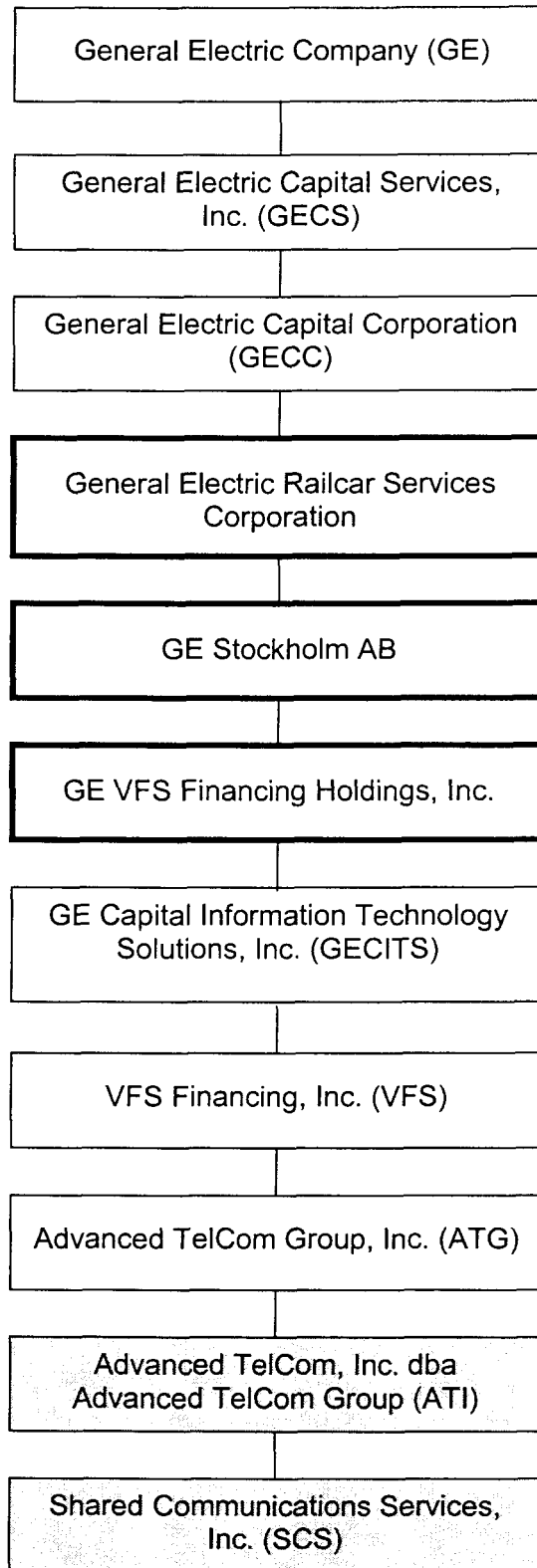
ATTACHMENT A

Pre-Transaction Ownership Structure*



*Each entity shown is 100% owned by the entity immediately above it. The shaded entities, ATI and SCS, are the entities authorized to provide telecommunications services in the states.

Post-Transaction Ownership Structure*



* Each entity shown is 100% owned by the entity immediately above it. The shaded entities, ATI and SCS, are the entities authorized to provide telecommunications services in the states.