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COMMISSION

**Glenn S. Richards**

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glenn.richards@pillsburylaw.com

October 5, 2007

Kentucky Public Service Commission  
Attn: Docketing  
211 Sower Boulevard  
Frankfort, KY 40602-0615

Dear Sir or Madam:

United Systems Access, Inc. (“USAI”) and American Fiber Network, Inc. (“AFN”) (collectively, the “Parties”), transmit an original and ten (10) copies of this filing to notify the Commission of a transaction which will result in a transfer of control of AFN to USAI. USAI has entered into an agreement with AFN’s parent, MobilePro Corp. (“MobilePro”), through which USAI will acquire 100 percent of the stock of AFN. As a result, AFN will become a wholly-owned subsidiary of USAI.

The transaction has been structured such that it will be transparent to AFN’s customers in Kentucky. Following the closing, AFN will continue as a going concern. The transaction will not affect the rates, terms or conditions under which AFN provides service in Kentucky. The transaction also will not affect the name under which AFN provides service in Kentucky, and will not cause disruption to the services received by AFN customers in Kentucky.

Although the transaction will not change the services provided to AFN’s customers, the Parties expect that the transaction will improve their business operations. Specifically, AFN will benefit from the highly qualified and experienced management and financial resources provided by USAI. Indeed, as described below, USAI, through one of its subsidiaries, currently holds authority to provide telecommunications services

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in several states. As a result, the Parties submit that the transaction will provide AFN access to significant additional resources which will benefit its customers.

It is the Parties' understanding that Commission approval is not required to complete the transaction described herein. Accordingly, the Parties submit this letter for informational purposes only to ensure the continuing accuracy of the Commission's records. The Parties further state as follows:

**I. DESCRIPTION OF THE PARTIES**

**A. United Systems Access, Inc.**

USAI is a privately held Delaware corporation with offices located at 5 Bragdon Lane, Suite 200, Kennebunk, Maine 04043. USAI's subsidiary, United Systems Access Telecom, Inc. ("USATI"), is authorized to provide competitive local and/or long distance telecommunications services in Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, and Vermont.

**B. American Fiber Network, Inc.**

American Fiber Network, Inc. ("AFN") is a Delaware corporation with offices located at 9401 Indian Creek Pkwy., Suite 280, Overland Park, Kansas 66210. AFN is wholly-owned by MobilePro Corp. AFN currently provides resold and facilities-based local exchange service, resold and facilities-based long distance services, voicemail and other standard voice features, and DS1 services. In Kentucky, AFN is authorized to provide local and long distance services. *See* Docket No. TFS2005-00481 (May 11, 2005).

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## II. CONTACTS

Questions or any correspondence, orders, or other materials pertaining to this filing should be directed to:

Glenn S. Richards  
Pillsbury Winthrop Shaw Pittman LLP  
2300 N Street, NW  
Washington, DC 20037  
(202) 663-8215 (phone)  
(202) 513-8006 (fax)  
glenn.richards@pillsburylaw.com

With copies to:

Tammy Martin  
MobilePro Corp.  
200 Public Square  
Suite 700  
Cleveland, Ohio 44114  
(216) 875-4200 (Tel)  
(216) 875-4337 (Fax)  
tmartin@MobileProcorp.com

and

Michael Carbonneau  
United Systems Access, Inc.  
5 Bragdon Lane  
Kennebunk, Maine 04043  
(207) 467-8350 (Tel)  
(207) 437-8341 (Fax)  
michael.carbonneau@savewithusa.com

## III. DESCRIPTION OF TRANSACTION

The parties shall complete a transaction through which AFN will become a wholly-owned subsidiary of USAI. Specifically, MobilePro and USAI have entered into an agreement dated as of June 30, 2007, whereby MobilePro, which currently owns 100% of the equity of AFN, will receive a combination of cash and USAI stock and AFN will become a wholly-owned subsidiary of USAI.

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Following the transaction, AFN's customers will continue to receive services under the same rates, terms and conditions as those services are currently provided. AFN will continue to provide service to its customers under the same name. The transaction will not cause any service interruptions or have any impact on AFN's day-to-day operations in Kentucky. The Parties therefore expect that the transactions will be transparent to AFN's customers.

#### **IV. PUBLIC INTEREST CONSIDERATIONS**

The operations of the Parties are highly complementary. USAI, through USATI, offers local and/or long distance services in ten states. USAI also has experience and expertise in the provision of Internet services and technology services. AFN has a substantially wider coverage area for local and long distances services, and extensive experience in providing regulated services to commercial and residential customers. The Parties believe the transaction will enhance the ability of the companies to expand their respective operations both in terms of service area coverage and offer customers more products and services. In addition, the Parties expect that the transaction will yield substantial operational and financial benefits to the combined companies.

Please contact the undersigned if you have any questions.

Respectfully submitted,



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Glenn S. Richards  
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(202) 663-8215 (phone)  
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glenn.richards@pillsburylaw.com

Dated: October 5, 2007

*Counsel for MobilePro Corp  
American Fiber Network, Inc.  
United Systems Access, Inc.*

STATE OF OHIO

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COUNTY OF CUYAHOGA

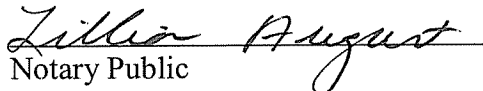
**VERIFICATION**

I, Tammy Martin, state that I am the General Counsel of MobilePro Corp.; that I am authorized to make this Verification on behalf of MobilePro Corp. and American Fiber Network, Inc. (together, "Applicants"); that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to Applicants are true and correct to the best of my knowledge, information, and belief.



\_\_\_\_\_  
Tammy Martin, General Counsel  
MobilePro Corp.

Sworn and subscribed before me this 3<sup>rd</sup> day of October, 2007.



\_\_\_\_\_  
Lillian August  
Notary Public


My commission expires 10/23/2007

STATE OF MAINE  
COUNTY OF YORK

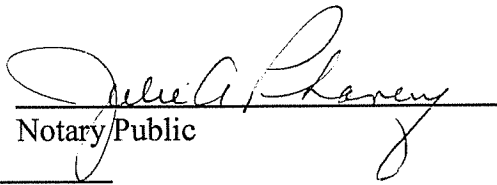
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**VERIFICATION**

I, Michael Carbonneau, state that I am the Vice President of Operations of United Systems Access, Inc.; that I am authorized to make this Verification on behalf of United Systems Access, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to Applicants are true and correct to the best of my knowledge, information, and belief.

  
Michael Carbonneau  
Vice President of Operations  
United Systems Access, Inc.

Sworn and subscribed before me this 2 day of October, 2007.

  
Notary Public

My commission expires \_\_\_\_\_

**JULIE PHANEUF, NOTARY PUBLIC  
STATE OF MAINE  
MY COMMISSION EXPIRES 11/09/2008**