

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

THE WASHINGTON HARBOUR
3000 K STREET, NW, SUITE 300
WASHINGTON, DC 20007-5116
TELEPHONE (202)424-7500
FACSIMILE (202) 424-7645
WWW.SWIDLAW.COM

ORIGINAL

ORIGINAL

NEW YORK OFFICE
THE CHRYSLER BUILDING
405 LEXINGTON AVENUE
NEW YORK, NY 10174
(212) 973-0111 FAX (212) 891-9598

December 10, 2001

VIA OVERNIGHT DELIVERY

011638-TX

CK134974

\$250.00

MC

Blanca S. Bayó
Director, Division of Records & Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0870

DEPOSIT DATE
D145 DEC 12 2001

Re: Application for Approval of a Pro Forma Corporate Restructuring of Adelpia Business Solutions of Florida, Inc., Adelpia Business Solutions Investment, LLC, Adelpia Business Solutions Investment East, LLC and Adelpia Business Solutions Atlantic, Inc.

Dear Ms. Bayó:

Adelpia Business Solutions of Florida, Inc. ("ABS Florida"), Adelpia Business Solutions of Jacksonville, Inc. ("ABS Jacksonville"), Adelpia Business Solutions Investment, LLC ("ABS Investment"), Adelpia Business Solutions Investment East, LLC ("ABS East") and Adelpia Business Solutions Atlantic, Inc. ("ABS Atlantic") (collectively the "Applicants"), by their undersigned attorneys, respectfully request the Florida Public Service Commission ("Commission") approve a *pro forma* corporate restructuring through which the following changes will occur: (1) ABS Florida will merge with and into ABS Atlantic; (2) ABS Investment will transfer certain assets to its wholly-owned subsidiary, ABS East;¹ and (3) ABS East will seek authority to provide local and interexchange telecommunications services in the State of Florida. As a result of the restructuring, ABS Florida will cease to exist and ABS Atlantic will assume its certifications and operations in Florida. ABS East will assume the selected assets and associated operations acquired from its parent, ABS Investment, and ABS Investment will continue to operate its remaining Florida assets. As described below, these transactions will not change the ultimate ownership or control of ongoing operations of any Applicant in Florida.

¹ ABS East's Application Form for Authority to Provide Alternative Local Exchange Service Within the State of Florida and Application Form for Authority to Provide Interexchange Telecommunications Service Between Points Within the State of Florida are attached hereto as Attachment B and C, respectively

PP
AF
VP
DM
TR
DR
EG
PC
AI
30
EC
ER
TH

DOCUMENT NO.
15466-01
12-12-01