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May 21, 2007

Ms. Ann Cole
Public Service Commission Clerk
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

RECEIVED 1:48C
07 MAY 21 PM 4:28
COMMISSION
CLERK

Re: Transfer of Certificates No. 4722 and No. 5744

Dear Ms. Cole:

070329-TJ

In accordance with commission rules, please find enclosed herewith for filing with the commission the following documents:

1. Application for Transfer of CLEC Certificates #4722 and #5744 from Xspedius Management Company Switched Services, LLC and Xspedius Management Company of Jacksonville, LLC Services to Time Warner Telecom of Florida, L.P. the acquiring company;
2. A sample customer notice to be provided to all customers regarding these two transfers of services;
3. A request in each transfer for a waiver of Florida Administrative Code, Rule 25-4.118, regarding service provider selection.


I am also enclosing a duplicate of this letter for your use. Please stamp the duplicate letter received and return to me to indicate your receipt and filing of this material.

Please do not hesitate to contact me if you have additional questions or concerns regarding this matter.

Check received with filing and forwarded to Fiscal for deposit. Fiscal to forward deposit information to Records.

Initials of person who forwarded check:
W.S.

Sincerely,



Howard E. Adams
Attorneys for Time Warner Telecom

Enclosures
HEA/kra
Ann Cole Ltr. 05-08-07

RECEIVED & FILED

FPSC-BUREAU OF RECORDS

DOCUMENT NUMBER-DATE

04134 MAY 21 07

FLORIDA PUBLIC SERVICE COMMISSION
DIVISION OF COMPETITIVE MARKETS AND ENFORCEMENT

APPLICATION FORM
for
AUTHORITY TO PROVIDE COMPETITIVE LOCAL EXCHANGE
TELECOMMUNICATIONS COMPANY SERVICE
WITHIN THE STATE OF FLORIDA

070329-TK

Instructions

- A. This form is used as an application for an original certificate and for approval of sale, assignment or transfer of an existing certificate. In the case of a sale, assignment or transfer, the information provided shall be for the purchaser, assignee or transferee (See Page 8).
- B. Print or type all responses to each item requested in the application. If an item is not applicable, please explain.
- C. Use a separate sheet for each answer which will not fit the allotted space.
- D. Once completed, submit the original and two (2) copies of this form along with a non-refundable application fee of \$400.00 to:

**Florida Public Service Commission
Division of the Commission Clerk and Administrative Services
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6770**

- E. A filing fee of \$400.00 is required for the sale, assignment or transfer of an existing certificate to another company (Chapter 25-24.815, F.A.C.).
- F. If you have questions about completing the form, contact:

**Florida Public Service Commission
Division of Competitive Markets and Enforcement
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6600**

1. This is an application for (check one):

Original certificate (new company).

Approval of transfer of existing certificate: Example, a non-certificated company purchases an existing company and desires to retain the original certificate of authority rather than apply for a new certificate.

Approval of assignment of existing Certificate: Example, a certificated company purchases an existing company and desires to retain the existing certificate of authority and tariff.

2. Name of company: Time Warner Telecom of Florida, L.P.

3. Name under which applicant will do business (fictitious name, etc.):

Time Warner Telecom of Florida, L.P.

4. Official mailing address:

Street/Post Office Box: 555 Church Street, Suite 2300
City: Nashville
State: TN
Zip: 37219

5. Florida address:

Street/Post Office Box:
City:
State:
Zip:

6. Structure of organization:

Individual
 Foreign Corporation
 General Partnership
 Other,

Corporation
 Foreign Partnership
 Limited Partnership

7. **If individual**, provide:

Name:
Title:
Street/Post Office Box:
City:
State:
Zip:
Telephone No.:
Fax No.:
E-Mail Address:
Website Address:

8. **If incorporated in Florida**, provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is:

9. **If foreign corporation**, provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is:

10. **If using fictitious name (d/b/a)**, provide proof of compliance with fictitious name statute (Chapter 865.09, FS) to operate in Florida. The Florida Secretary of State fictitious name registration number is:

11. **If a limited liability partnership**, please proof of registration to operate in Florida. The Florida Secretary of State registration number is:

12. **If a partnership**, provide name, title and address of all partners and a copy of the partnership agreement.

Name:
Title:
Street/Post Office Box:
City:
State:
Zip:
Telephone No.:
Fax No.:
E-Mail Address:
Website Address:

13. **If a foreign limited partnership**, provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable. The Florida registration number is: B93 000 000 059

14. Provide **F.E.I. Number**(if applicable): 061363374

15. Who will serve as liaison to the Commission in regard to the following?

(a) The application:

Name: Howard E. Adams
Title: Attorney
Street name & number: 215 S. Monroe Street, 2nd Floor
Post office box: 10095
City: Tallahassee
State: FL
Zip: 32302-2095
Telephone No.: (850) 222-3533
Fax No.: (850) 222-2126
E-Mail Address: Gene@penningtonlaw.com
Website Address: www.penningtonlaw.com

(b) Official point of contact for the ongoing operations of the company:

Name: Carolyn Ridley
Title: VP Regulatory Affairs
Street name & number: 555 Church Street, Suite 2300
Post office box:
City: Nashville
State: TN
Zip: 37219
Telephone No.: (615) 376-6404
Fax No.: (615) 376-6405
E-Mail Address: Carolyn.Ridley@twtelecom.com
Website Address: www.twtelecom.com

(c) Complaints/Inquiries from customers:

Name: Carolyn Ridley
Title: VP Regulatory Affairs
Street/Post Office Box: 555 Church Street, Suite 2300
City: Nashville
State: TN
Zip: 37219
Telephone No.: (615) 376-6404
Fax No.: (615) 376-6405
E-Mail Address: Carolyn.Ridley@twtelecom.com
Website Address: www.twtelecom.com

16. List the states in which the applicant:

(a) has operated as a Competitive Local Exchange Telecommunications Company.

Florida

(b) has applications pending to be certificated as a Competitive Local Exchange Telecommunications Company.

none

(c) is certificated to operate as a Competitive Local Exchange Telecommunications Company.

Florida

(d) has been denied authority to operate as a Competitive Local Exchange Telecommunications Company and the circumstances involved.

none

(e) has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.

none

(f) has been involved in civil court proceedings with an interexchange carrier, local exchange company or other telecommunications entity, and the circumstances involved.

none

17. Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:

(a) adjudged bankrupt, mentally incompetent (and not had his or her competency restored), or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. If so, provide explanation.

(b) granted or denied a competitive local exchange certificate in the State of Florida (this includes active and canceled competitive local exchange certificates). If yes, provide explanation and list the certificate holder and certificate number.

(c) an officer, director, partner or stockholder in any other Florida certificated or registered telephone company. If yes, give name of company and relationship. If no longer associated with company, give reason why not.

18. Submit the following:

(a) Managerial capability: resumes of employees/officers of the company that would indicate sufficient managerial experiences of each.

(b) Technical capability: resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance.

(c) Financial Capability: applicant's audited financial statements for the most recent three (3) years. If the applicant does not have audited financial statements, it shall so be stated. Unaudited financial statements should be signed by the applicant's chief executive officer and chief financial officer affirming that the financial statements are true and correct and should include:

1. the balance sheet,
2. income statement, and
3. statement of retained earnings.

Note: This documentation may include, but is not limited to, financial statements, a projected profit and loss statement, credit references, credit bureau reports, and descriptions of business relationships with financial institutions.

THIS PAGE MUST BE COMPLETED AND SIGNED

REGULATORY ASSESSMENT FEE: I understand that all telephone companies must pay a regulatory assessment fee. Regardless of the gross operating revenue of a company, a minimum annual assessment fee, as defined by the Commission, is required.

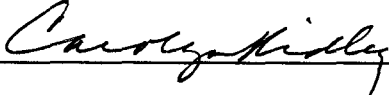
RECEIPT AND UNDERSTANDING OF RULES: I acknowledge receipt and understanding of the Florida Public Service Commission's rules and orders relating to the provisioning of competitive local exchange telecommunications company (CLEC) service in Florida.

APPLICANT ACKNOWLEDGEMENT: By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide competitive local exchange telecommunications company service in the State of Florida. I have read the foregoing and declare that, to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

Further, I am aware that, pursuant to Chapter 837.06, Florida Statutes, "**Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and s. 775.083.**"

Company Owner or Officer

Print Name: Carolyn Ridley
Title: Vice President, Regulatory Affairs
Telephone No.: 615-376-6404
E-Mail Address: Carolyn.Ridley@twtelecom.com

Signature:  Date: 5/18/07

CERTIFICATE SALE, TRANSFER,
OR
ASSIGNMENT STATEMENT

As current holder of Florida Public Service Commission Certificate Number 4722, I have reviewed this application and join in the petitioner's request for a

sale

transfer

assignment

of the certificate.

Company Owner or Officer

Print Name: Carolyn Ridley; Xspedius Management Co. of Jacksonville, LLC

Title: Vice President of Regulatory Affairs

Street/Post Office Box: 555 Church Street; Ste. 2300

City: Nashville

State: TN

Zip: 37219

Telephone No.: 615-376-6404

Fax No.: 615-376-6405

E-Mail Address: Carolyn.Ridley@twtelecom.com

Signature: Carolyn Ridley

Date: 5/18/07

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

Request for Approval of Transfer of)
Certificate from Xspedius Management)
Company of Jacksonville, LLC Services
to Time Warner Telecom of Florida, L.P
_____)

DOCKET NO.:
FILED: May __, 2007

**PETITION FOR APPROVAL OF TRANSFER OF CERTIFICATE FROM
XSPEDIUS MANAGEMENT COMPANY OF JACKSONVILLE, LLC SERVICES
TO TIME WARNER TELECOM OF FLORIDA, L.P.**

COMES NOW Time Warner Telecom of Florida, L.P., (Time Warner Telecom) and petitions for approval of the transfer of Certificate #4722 and waiver of Rule 25-4.118, Florida Administrative Code regarding selection of the telecommunications provider and would show the following:

1. Time Warner Telecom, L.P. is acquiring the assets and customer base of Xspedius Management Company of Jacksonville, LLC Services.
2. Time Warner Telecom has filed an application for transfer of the certificate to provide for assignment and transfer of the certificate to Time Warner Telecom.
3. Time Warner Telecom also simultaneously files with this Petition for Waiver a proposed customer notice which will be forwarded to all current customers of Xspedius notifying them of the change and providing an opportunity for a change in providers. The proposed customer notice also provides that the preferred carrier freeze will not be maintained and that a positive action on the part of the customer will be necessary in order to reinstate the preferred carrier freeze. The customer notice has been included with this filing for reference by the Commission.
4. Time Warner Telecom asks that the Commission waive the requirements of Rule 25-4.118, Florida Administrative Code. That rule currently provides that the provider of a

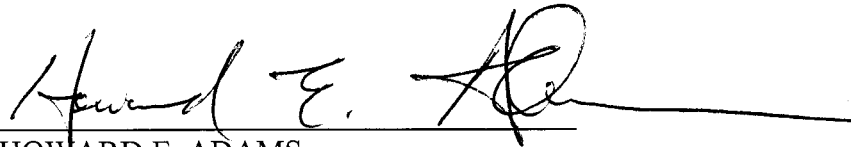
customer's local, local toll or toll provider selection shall not be changed without the customer's authorization. Here, the acquisition of Xspedius would change the provider of telecommunication services without the customer's authorization. However, such acquisition and proposal for change provides that no change in rates or terms of service will be made until the expiration of the customer's current contract with Xspedius. Such terms and conditions will be honored by Time Warner Telecom for all Xspedius contracts. The parties to the acquisition ask that the Commission waive the conditions provided in Section 25-4.118, Florida Administrative Code, in order to allow the orderly transfer of all customers of records. The parties have made the necessary filings with the Federal Communications Commission regarding the acquisition and Time Warner Telecom states that such transfer and transitions are in the best interest of the public.

5. The customer notice will be forwarded to all customers and Time Warner Telecom has designated a person to receive complaints from Xspedius customers who may be dissatisfied. That customer contact is as follows: Carolyn Ridley, V.P. for Regulatory Affairs, 555 Church Street, Suite 2300, Nashville, TN 37219, (615)376-6404, E-mail Carolyn.Ridley@twtelecom.com.

6. Neither Time Warner Telecom nor Xspedius Communications has any outstanding actions pending against them which would inhibit or prevent the acquisition from proceeding upon approval of the Florida Public Service Commission.

7. Time Warner Telecom has paid all 2006 regulatory assessment fees and will pay all regulatory assessment fees assessed against Xspedius within thirty (30) days of approval of Commission and any necessary computation of the required regulatory assessment fee.

Respectfully submitted this 21st day of May 2007.

A handwritten signature in black ink, appearing to read "Howard E. Adams", with a long horizontal line extending to the right.

HOWARD E. ADAMS

Florida Bar Number: 0322210

PETER M. DUNBAR

Florida Bar Number: 146594

ATTORNEYS FOR TIME WARNER TELECOM

Pennington, Moore, Wilkinson, Bell
& Dunbar, P.A.

215 South Monroe St., Second Floor

Post Office Box 10095

Tallahassee, Florida 32302-2095

Telephone: (850) 222-3533

Facsimile: (850) 222-2126

DRAFT

Dear Customer:

**AN IMPORTANT NOTICE REGARDING YOUR TELECOMMUNICATION SERVICE
FROM XSPEDIUS MANAGEMENT CO. SWITCHED SERVICES, LLC
AND XSPEDIUS MANAGEMENT CO. OF JACKSONVILLE, LLC SERVICES**

Thank you for being a loyal customer of Xspedius Management Co. Switched Services, LLC or Xspedius Management Co. of Jacksonville, LLC (collectively "Xspedius"). It has been our pleasure to provide you with quality telecommunications service.

As you know, Xspedius recently sold its Florida regulated telecommunications assets to Time Warner Telecom, Inc. We are pleased to now inform you that Time Warner Telecom, Inc. is consolidating all of its Florida regulated telecommunications assets into Time Warner Telecom of Florida, L.P., a subsidiary of Time Warner Telecom, Inc. Following this consolidation, Xspedius will no longer provide telecommunications services in Florida. Your transition from Xspedius to Time Warner Telecom of Florida, L.P. for telecommunications services requires no action on your part.

The transfer of your service to Time Warner Telecom of Florida, L.P. will be invisible to you because Time Warner Telecom of Florida, L.P. will utilize the same facilities that currently serve your account. Moreover, there will be no change in the services you have ordered. The transfer of your services to Time Warner Telecom of Florida, L.P. will be seamless and without down time or modification to existing services or rates. This transfer requires no action on your part. The local account team who services your account today will continue to provide you the excellent service that you have experienced to date.

We believe that this new development will be good for your company. The vision, financial capital, and experience of Time Warner Telecom, Inc. will bring our customers innovation and excellent customer service. As your new service provider, Time Warner Telecom of Florida, L.P. will continue to provide you with the same telecommunications services you currently receive in accordance with the rates, terms and conditions of your existing contract or effective tariffs on file with the Florida Public Service Commission. If in the future Time Warner Telecom of Florida, L.P. determines that rates, terms, or conditions require modification, it will follow the contract terms or the Florida Public Service Commission rules regarding such changes, including, where required, written 30 day notice to customers. Xspedius and Time Warner Telecom, Inc. will continue to be responsible for the resolution of any complaints filed or otherwise raised until the consolidation is finalized. Any complaint regarding your Xspedius service schedule should be submitted to Carolyn Ridley, V.P. for Regulatory Affairs, 555 Church Street, Suite 2300, Nashville, TN 37219, (615)376-6404, E-mail Carolyn.Ridley@twtelecom.com.

If you do not wish to become a customer of Time Warner Telecom of Florida, L.P., you may, in accordance with the terms of your contract, select another service provider within thirty days of the date of this letter. If you do not select another provider Time Warner Telecom of Florida, L.P. will automatically become your service provider effective thirty days from the date

of this letter. You will not incur any charges for the change to Time Warner Telecom of Florida, L.P. However, should you select another provider, you may incur additional charges. If you change providers, the terms and conditions of your Xspedius contract will still apply, including any applicable termination liability or change charges. Please be aware that you are responsible for paying all bills rendered to you by Xspedius during this transition. You may be subject to termination of your service in accordance with the terms of your contract and applicable Commission rules if you fail to pay your telephone bill.

If you do not want service from Time Warner Telecom of Florida, L.P. you must select a new provider as soon as possible. Otherwise, you need do nothing and your service will seamlessly transfer to Time Warner Telecom of Florida, L.P.

Xspedius remains committed to providing you with excellent service during this period of transition. If you have any questions regarding this notice or your service, please call 1-800-937-7473. You may also direct questions regarding this notice to the Division of Regulatory Compliance and Consumer Assistance of the Florida Public Service Commission Staff at 1-800-511-0809.

Time Warner Telecom of Florida, L.P. looks forward to meeting your communication needs including bundled packages of voice and data services, local phone service, Internet access, and managed networking solutions.