

CAPTION SHEET

BASE MANAGEMENT SYSTEM

- 1. REPORT DATE: 00/00/00
- 2. BUREAU: FUS
- 3. SECTION(S):
- 5. APPROVED BY: DIRECTOR: SUPERVISOR:
- 6. PERSON IN CHARGE:
- 8. DOCKET NO: A-310828 F0004
- 4. PUBLIC MEETING DATE: 00/00/00
- 7. DATE FILED: 01/13/05
- 9. EFFECTIVE DATE: 00/00/00

PARTY/COMPLAINANT: CONVERSENT COMMUNICATIONS OF PA LLC

RESPONDENT/APPLICANT: FIBERNET TELECOMMUNICATNS OF PA

COMP/APP COUNTY:

UTILITY CODE: 310828

ALLEGATION OR SUBJECT

JOINT APPLICATION OF CONVERSENT COMMUNICATIONS OF PENNSYLVANIA, LLC, AND FIBERNET TELECOMMUNICATIONS OF PENNSYLVANIA, LLC, FOR APPROVAL FO THEIR INDIRECT CHANGE OF CONTROL AS A RESULT OF THE COMBINATION OF THEIR PARENT COMPANIES, CONVERSENT HOLDINGS, INC., AND MOUNTAINEER TELECOMMUNICATIONS, LLC. DOCKET NUMBERS: A-310921F0005 FOR CONVERSENT COMMUNICATIONS OF PA, LLC, AND A-310828F0004 FOR FIBERNET TELECOMMUNICATIONS OF PENNSYLVANIA, LLC.

DOCUMENT FOLDER

DOCKETED
 JAN 19 2005



January 13, 2005

Re: Joint Application of Conversent Communications of Pennsylvania, LLC and FiberNet Telecommunications of Pennsylvania, LLC for approval of their indirect change of control as a result of the combination of their parent companies, Conversent Holdings, Inc. and Mountaineer Telecommunications, LLC

Docket No. A-310921F0004⁵ and Docket No. A-310828F0004

James J. McNulty, Secretary
Pennsylvania Public Utility Commission
P. O. Box 3265
Harrisburg, PA 17105

VIA HAND DELIVERY

**DOCUMENT
FOLDER**

RECEIVED
2005 JAN 13 PM 4:19
SECRETARY'S BUREAU

Dear Mr. McNulty:

Enclosed for filing are the original and three copies of the Joint Application of Conversent Communications of Pennsylvania, LLC and FiberNet Telecommunications of Pennsylvania, LLC for approval of their indirect change of control as a result of the combination of their parent companies, Conversent Holdings, Inc. and Mountaineer Telecommunications, LLC.

Also enclosed are a check for \$350 for the application fee and a Certificate of Service.

The Joint Applicants are endeavoring to consummate the merger on or before March 31, 2005 and therefore respectfully request that the Commission expedite its review and approval.

Please call me if you have any questions about this filing.

Very truly yours,

RHOADS & SINON LLP

By: *James H. Cawley*
James H. Cawley

Enclosures
cc: Service List

47

Before The
PENNSYLVANIA PUBLIC UTILITY COMMISSION

Joint Application of Conversent Communications of Pennsylvania, LLC and FiberNet Telecommunications of Pennsylvania, LLC for approval of their indirect change of control as a result of the combination of their parent companies, Conversent Holdings, Inc. and Mountaineer Telecommunications, LLC

Docket No. A-310921F000⁵
Docket No. A-310828F0004

DOCUMENT
FOLDER

SECRETARY'S BUREAU

2005 JAN 13 PM 11:21

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JOINT APPLICATION FOR CHANGE OF CONTROL

I. Introduction

1. Conversent Communications of Pennsylvania, LLC ("Conversent PA") and FiberNet Telecommunications of Pennsylvania, LLC ("FiberNet PA"), pursuant to Sections 1101-1103 of the Pennsylvania Public Utility Code, 66 Pa.C.S. §§ 1101-1103, and 52 Pa. Code § 69.901, respectfully request approval of their indirect change of control as a result of a planned business combination involving their parent corporations, Conversent Holdings, Inc. ("Conversent Holdings") and Mountaineer Telecommunications, LLC ("Mountaineer"), respectively, pursuant to a January 3, 2005, "Letter of Intent" by the parent corporations to combine their businesses.

DOCKETED

JAN 19 2005

2. After the proposed merger, the companies and their CLEC affiliates will collectively serve approximately 300,000 local access lines, with over 3,900 miles of state-of-the-art fiber optic network, seven voice switches, and 196 collocations in ten states. The merger is expected to be completed by March 31, 2005.

3. Conversent PA and FiberNet PA are simultaneously filing Notices for Registration of Securities Certificates for their intended participation in certain financing transactions in furtherance of the anticipated combination.

II. Description of the Joint Applicants and other Entities

A. CONVERSENT COMMUNICATIONS OF PENNSYLVANIA, LLC

4. Conversent PA is a limited liability company organized under the laws of Pennsylvania. On January 24, 2001, the Commission granted Conversent PA a Certificate of Public Convenience as an Interexchange Toll Reseller (Docket No. A-310921), as a Competitive Local Exchange Carrier (Docket No. A-310921F002), and as a Competitive Access Provider (Docket No. A-310921F003). Conversent PA currently serves no telecommunications customers in Pennsylvania, but, as a result of the combination described herein, may begin marketing telecommunications services to customers in the Commonwealth.

5. Conversent PA is a wholly-owned subsidiary of Conversent Communications, LLC ("Conversent Communications"), a limited liability company organized under the laws of Rhode Island with its principal place of business at 313 Boston Post Road West, Marlborough, Massachusetts 01752.

6. Conversent Communications, in turn, is a wholly-owned subsidiary of Conversent Holdings, Inc. ("Conversent Holdings"), a corporation organized under the laws of Delaware with its principal place of business at 313 Boston Post Road West, Marlborough, Massachusetts 01752.

7. Subsidiaries of Conversent Holdings currently are authorized to provide facilities-based and/or resold telecommunications services in eight states, and by the Federal Communications Commission to provide international and domestic interstate services. Conversent is a facilities-based communications provider that offers businesses a broad portfolio of voice, data, and Internet access services that are bundled to meet the specific needs of each customer. Recognized as one the Northeast's premiere telecommunications providers, Conversent provides its customers innovative and flexible communication solutions backed by a

dependable network and a knowledgeable and dedicated customer support staff. Conversent was founded in 1998 by cable entrepreneur Robert Fanch and Conversent's president and CEO, Robert Shanahan. The pre-merger corporate relationships of Conversent Holdings and its subsidiaries are shown in **Exhibit A** hereto.

8. The extensive telecommunications experience of Conversent's management team is described in **Exhibit B** hereto.

9. Conversent PA incorporates by reference, as if it were fully set forth herein, all financial information it has previously filed with the Commission and the financial information contained in its Notice of Registration of a Securities Certificate filed simultaneously herewith.

B. FIBERNET TELECOMMUNICATIONS OF PENNSYLVANIA, LLC

10. FiberNet PA is a limited liability corporation organized under the laws of Pennsylvania with its principal place of business at 1003 Broad Street, Suite 124, Johnstown, Pennsylvania 15906. On September 15, 1999, the Commission granted FiberNet PA a Certificate of Public Convenience as an Interexchange Toll Reseller (Docket No. A-310828), as a facilities-based Competitive Local Exchange Carrier (Docket No. A-310828F0002), and as a Competitive Access Provider (Docket No. A-310828F0003). FiberNet PA's principal activity in Pennsylvania is the provision of local exchange services to small and medium-sized business customers.

11. FiberNet PA is a wholly-owned subsidiary of Mountaineer Telecommunications, LLC ("Mountaineer"), a limited liability company organized under the laws of West Virginia with its principal place of business at 211 Leon Sullivan Way, Charleston, West Virginia 25301. Mountaineer also has subsidiaries that operate as CLECs and/or competitive toll providers in West Virginia and Ohio. Mountaineer's subsidiary, FiberNet, L.L.C., was formed in West Virginia in 1997 and is affiliated with The Blackstone Group, Charter Communications, and

Fanch Communications, Inc. Since its inception, FiberNet has proven itself to be a leader as a competitive telecommunications service provider. FiberNet provides telephone, high-speed voice and data, and networking services to businesses, educational institutions, and state government agencies pairing world class technology with superior and personalized customer service. The pre-merger corporate relationships of Mountaineer and its subsidiaries are shown in **Exhibit C** hereto.

12. The extensive telecommunications experience of Mountaineer's/FiberNet's management team is described in **Exhibit D** hereto.

13. FiberNet PA incorporates by reference, as if it were fully set forth herein, all financial information it has previously filed with the Commission and the financial information contained in its Notice of Registration of a Securities Certificate filed simultaneously herewith.

III. Description of the Transaction

14. Conversent Holdings and Mountaineer have signed a Letter of Intent (dated January 3, 2005) to combine their businesses in a stock transaction. Upon completion of the merger, the companies will serve 51,000 customers and employ more than eight hundred people in ten states throughout the Northeast and Mid-Atlantic regions. The combination will allow the companies to create additional value through deployment of existing and new services to businesses operating in the regions they serve, along with positioning the joint company for consolidation in their markets.

15. To effectuate the combination, a new corporation, Conversent Communications, Inc., will be formed pursuant to an Agreement and Plan of Merger to be entered into among Conversent Communications, Inc., Conversent Holdings, and Mountaineer (the agreement will be filed with the Commission when available). In the combination, Conversent Holdings and Mountaineer will become direct wholly-owned subsidiaries of the new corporation but will

remain separate legal entities. Conversent PA thus will remain a subsidiary of Conversent Holdings and will become an indirect subsidiary of Conversent Communications, Inc. Likewise, FiberNet PA will remain a subsidiary of Mountaineer and will become an indirect subsidiary of Conversent Communications, Inc.

16. Conversent PA and FiberNet PA will retain their respective brand identities in the markets they currently serve, and customers will not experience any changes in operations, sales, service or billing. Additionally, the companies will maintain all regional office locations, which will ensure continued local customer sales and service, as well as their commitment to the local communities they serve.

17. **Exhibit E** hereto demonstrates the merger transaction. The post-merger corporate relationships of Conversent Communications, Inc. and Conversent Holdings and its subsidiaries and Mountaineer and its subsidiaries are shown in **Exhibit F** hereto.

18. **Exhibit G** hereto demonstrates the pre- and post-merger ownership interests of Conversent Holdings and Mountaineer. The minority shareholders of both Conversent Holdings and Mountaineer have approved of and consented to the proposed transaction and change of control.

19. In short, the proposed transaction will be completed at the holding company level and will be seamless and transparent to current customers. The transaction will have no effect on the rates or terms and conditions of service of each Pennsylvania certificated entity which will continue to market, brand, and bill its services as it now does. There currently are no definitive plans to change the management structure of either Pennsylvania certificated entity.

IV. Contacts

20. Questions or any correspondence, orders, or other materials pertaining to this

Joint Application should be directed to the following:

James H. Cawley
Rhoads & Sinon LLP
One South Market Square, 12th Floor
P. O. Box 1146
Harrisburg, PA 17108
717-231-6608 Tel.
717-231-6600 Fax
jcawley@rhoads-sinon.com

with copies to:

Alan M. Shoer
Conversent Communications of Pennsylvania, LLC
24 Albion Road, Suite 230
Lincoln, RI 02865
401-834-3370 Tel.
401-834-3350 Fax
ashoer@conversent.com

Steve Hamula
Director of Regulatory Affairs
FiberNet Telecommunications of Pennsylvania, LLC
211 Leon Sullivan Way
Charleston, WV 25301
(304) 720-2159 Tel
(304) 720-2121 Fax
shamula@wvfibernet.net

V. Public Interest Considerations

21. The proposed transaction will serve the public interest by promoting competition among telecommunications carriers in the Commonwealth. The proposed transaction is expected to yield both financial benefits and operational flexibility that will ultimately benefit Conversent PA's and FiberNet PA's customers. As a result of the proposed combination and the accompanying financial transactions described in the Notices of Registration of Securities Certificates filed simultaneously herewith, the competitive positions of both Conversent PA and

FiberNet PA will be strengthened by the greater size and financial resources of their combined parent corporations. Access to the financial and managerial resources provided by the proposed combination will result in a greater potential for Conversent PA to begin marketing its services in the Commonwealth, and for FiberNet PA to expand or enhance its services within the Commonwealth. In sum, being part of a larger company and obtaining greater access to capital will strengthen Conversent PA's and FiberNet PA's ability to further their efforts to bring competitive telecommunications services to consumers in the Commonwealth of Pennsylvania. The transfer of control thereby provides an affirmative public benefit and satisfies the standard set forth in *City of York v. Pa. Pub. Util. Comm'n*, 449 Pa. 136, 295 A.2d 825 (1972).

VI. Conclusion

For the foregoing reasons, Conversent PA and FiberNet PA respectfully submit that the public interest, convenience and necessity will be furthered by a grant of this Joint Application. Conversent PA and FiberNet PA therefore respectfully request the Commission to consider and approve this Joint Application expeditiously in order to allow the proposed transaction to close by March 31, 2005.

Respectfully submitted,



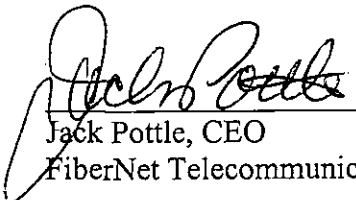
James H. Cawley
Rhoads & Sinon LLP
One South Market Square, 12th Floor
P. O. Box 1146
Harrisburg, PA 17108
717-231-6608 Tel.
717-231-6600 Fax
jcawley@rhoads-sinon.com

Dated: January 13, 2005

VERIFICATION

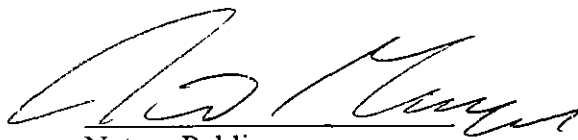
State of Pennsylvania)
County of Franklin)

I, **Jack Pottle** hereby state that I am **Chief Executive Officer** of FiberNet Telecommunications of Pennsylvania, LLC ("FiberNet PA"); that I am authorized to make this Verification of the statements made in this petition on behalf of FiberNet PA; that the foregoing filing was prepared under my direction and supervision; and that the statements in the foregoing document are true and correct to the best of my knowledge, information and belief.



Jack Pottle, CEO
FiberNet Telecommunications of Pennsylvania, LLC

Sworn To And Subscribed before me on this 5th day of January, 2005



Notary Public

My Commission Expires: August 7, 2005

LIST OF EXHIBITS

- Exhibit A - Organizational Chart - Conversent Holdings, Inc. (Pre-Merger)
- Exhibit B - Conversent Management Biographies
- Exhibit C - Organizational Chart - Mountaineer Telecommunications, LLC (Pre-Merger)
- Exhibit D - Mountaineer/FiberNet Management Biographies
- Exhibit E - Organizational Chart – Merger Transaction
- Exhibit F - Organization Chart - Conversent Communications, Inc. (Post-Merger)
- Exhibit G - Conversent Communications, Inc. and Subsidiaries – Ownership Interests

EXHIBIT A

Organizational Chart – Conversent Holdings, Inc. (Pre-Merger)

CONVERSENT HOLDINGS, INC.
ORGANIZATIONAL CHART
PRE-MERGER

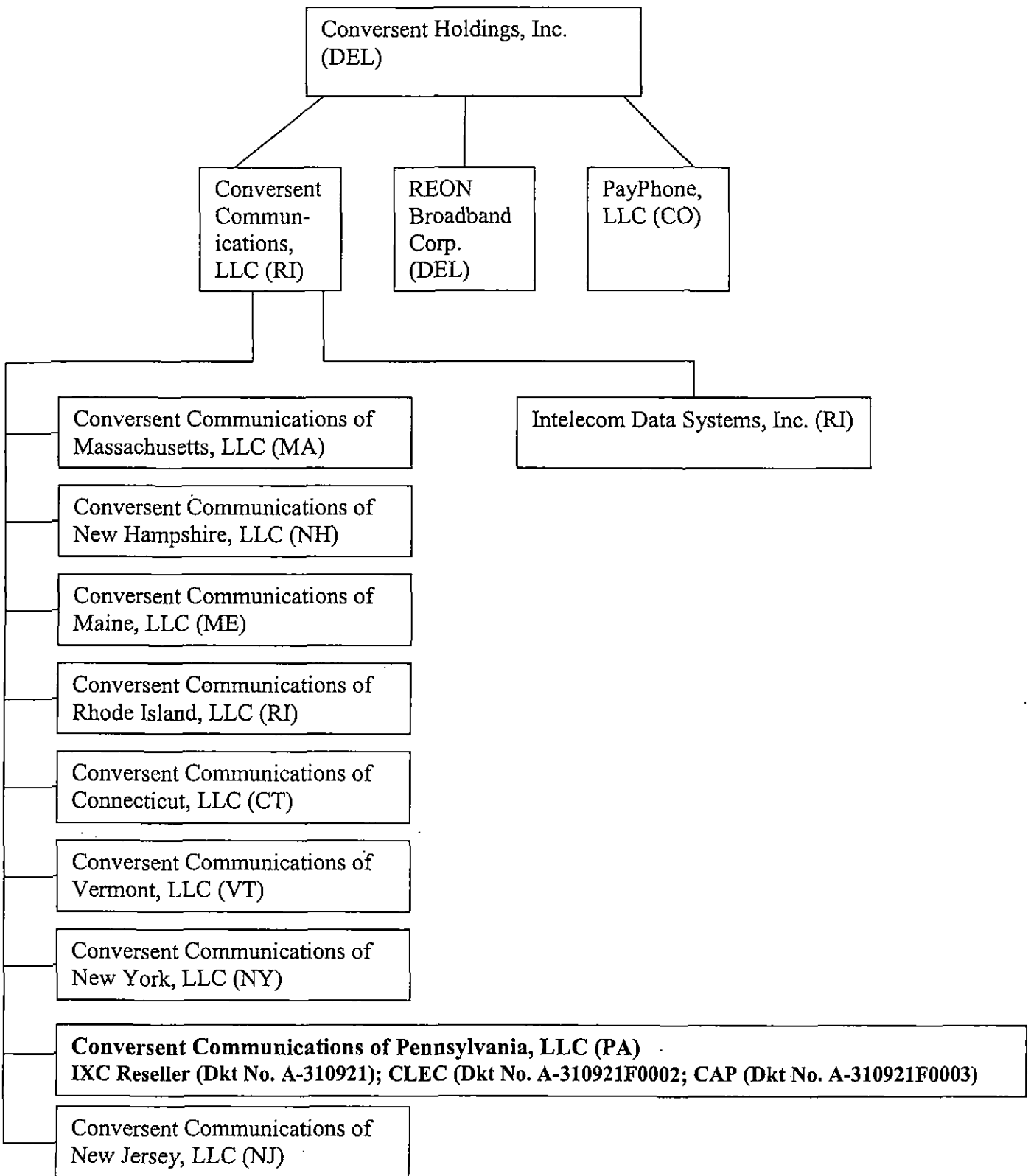


EXHIBIT B

Conversent Management Biographies



Conversent



The Proven Choice in
Telecommunications

See
Cor
Sale
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+ Cc
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- Products & Services
- Partners & Programs
- News
- Contact Us
- About Us

- + Management
- + Fact Sheet
- + Careers
- + Office Listings
- + Total Quality Guarantee

+ Management Bios

About Us > Management Bios

Robert Shanahan
President and CEO

Mr. Shanahan brings 21 years of experience in management, sales, operations, finance, and regulatory in telecommunications, long distance, wireless bypass, competitive access, and competitive local exchange to Conversent. Prior to co-founding Conversent in 1998, Mr. Shanahan served as a Regional Vice President of Brooks Fiber Communications (*WorldCom*) for four years successfully developing a nine-city, six-state region. He was also an original member of the Brooks Fiber Communications senior management team. Mr. Shanahan earned a BS degree from Marist College.

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Doug Dalissandro
Executive Vice President
Sales

Prior to joining Conversent in March 2000, Mr. Dalissandro was Vice President of Sales at Teleglobe (Bell Canada) where he was responsible for building a sales organization of over 100 people in seven markets. Prior to Teleglobe, he was Vice President of Sales for Frontier Communications and Allnet Communications. Mr. Dalissandro has held various other executive and sales management positions over his 17 years in the telecommunications industry. Mr. Dalissandro holds a BS in Communications from Ohio University.

David L. Mayer, Esq.
General Counsel and
Executive Vice President
Business Development

With more than 18 years of experience as a lawyer devoted primarily to the communications business, Mr. Mayer advises the Company on business development and legal issues. In the course of his legal career Mr. Mayer has been involved in structuring, negotiating and completing a large number of complex acquisition, joint venture and financing transactions with major communications industry participants, including a multi-billion dollar sale of cable television systems to affiliates of Charter Communications. Mr. Mayer is a graduate of Yale University and the University of Texas Law School.

Scott Sawyer, Esq.
Vice President
Regulatory Affairs

Mr. Sawyer is an original member of the Conversent executive team and highly regarded as a distinguished regulatory attorney in the telecommunications industry. Mr. Sawyer established and managed the regulatory affairs department at Brooks Fiber Communications' northeast operations. Prior to that time he represented telecommunications carriers, including MCI, as a lawyer in private practice. Mr. Sawyer received an undergraduate degree in government and legal studies from Bowdoin College, and later earned a Masters Degree in Public Affairs from the LBJ School at the University of Texas, and a law

degree from Northeastern University.

Chris Morley
Executive Vice President
Operations

Mr. Morley has led Conversent's provisioning department since March 2001, and in 2003 he has also taken on responsibility for engineering and field services. Mr. Morley has built an organization that is focused on both quality of service and bottom line profitability with industry leading operating and capital deployment efficiency. Before taking over Conversent's provisioning department, Mr. Morley was Conversent's Senior Corporate Development Analyst for 18 months, beginning in March 1999, with responsibility for business analysis, strategic business development, analyzing business process procedures, budgeting and modeling. Prior to joining Conversent, Mr. Morley was a financial analyst at *Fanch Communications, Inc.*, a Top 20 MSO. Mr. Morley graduated from the University of Denver in 1996 with a BSBA in Finance.

Eric Swanholm
Vice President
Finance

Mr. Swanholm is a certified public accountant with ten years experience with a regional accounting firm affiliated with McGladrey & Pullen, where he was responsible for providing accounting, auditing and business advisory services to clients in various industries including the manufacturing and technology industries. Mr. Swanholm is a member of the AICPA and the Rhode Island Society of CPAs. Mr. Swanholm holds a BS in Accounting from the University of Rhode Island.

Bruce Dyke
Vice President
Engineering

Mr. Dyke has 17 years of experience in information technology with a strong emphasis on technical service delivery and associated support systems. Prior to joining Conversent in 2001, Mr. Dyke served as Vice President of Technical Support Services for Vitti Networks. Mr. Dyke also served in various capacities for Granite State Management & Resources, and Cabletron Systems. Mr. Dyke holds an Associate of Science Degree in CIS from New Hampshire Technical Institute as well as a BS in Management from Franklin Pierce College.

Al Maitino
Vice President
General Business Sales

Mr. Maitino brings 11 years of successful sales and sales management experience to Conversent. Prior to joining Conversent in March of 2000, Mr. Maitino was a Regional Director of Sales for Teleglobe (Bell Canada). Before Teleglobe, Mr. Maitino managed several sales offices for Allnet and Frontier Communications. Mr. Maitino holds BA in Business Administration from Curry College.

David Fagan
Vice President
Marketing

Mr. Fagan brings 17 years of management, marketing, sales and regulatory experience in the telecom sector to Conversent. Prior to joining Conversent, Mr. Fagan served as Senior Director of Strategic Marketing for Allegiance Telecom. Mr. Fagan has also held various marketing and sales positions at Verizon and HarvardNet. Mr. Fagan holds a BS in Finance and Economics from the University of Massachusetts, an MS degree in Management from Lesley University, and a Master's Certificate in Project Management from George Washington University.

David Lynch
Vice President
Customer Relations

David Lynch has over 20 years experience in the telecommunications industry. Mr. Lynch's previous experience includes his role as the Chief Business Officer for Yellowbrix. He also served as the Senior Vice President of Sales for NET-tel. Mr. Lynch's other experience includes several executive positions with Allnet/Frontier. Mr. Lynch has a BS in business administration from West Virginia University

Dawn Newman
Vice President
Training

Dawn Newman brings 12 years of experience in the telecommunications industry. Her previous experience includes her role as Director of Training at Teleglobe. Ms. Newman has also served in various roles for Frontier Communications, RSL Communications, and Bell South. Ms. Newman graduated with a BA from Mercy College.

Heather Forrest
Director
Human Resources

Ms. Forrest began her tenure at Conversent in 1999 when there were only 50 employees. Ms. Forrest developed Conversent's human resource policy and procedure, benefits packages, and employee handbook. She is responsible for management training new hire orientation and employment practices and compliance. Ms. Forrest holds a BS from Salve Regina University

Herb Boynton
Vice President
Strategic Accounts

Mr. Boynton joined Conversent in 2000, bringing over 20 years of telecommunications experience in sales, management, and operations. He currently manages Conversent's Strategic Sales and Sales Engineering groups. Prior to Conversent, Mr. Boynton held management positions at Frontier and Teleglobe, in addition to owning several telecommunications companies that provided hardware and voice services. Mr. Boynton holds a BA from Dartmouth College.

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EXHIBIT C

Organizational Chart – Mountaineer Telecommunications, LLC (Pre-Merger)

**MOUNTAINEER TELECOMMUNICATIONS, LLC
ORGANIZATIONAL CHART
PRE-MERGER**

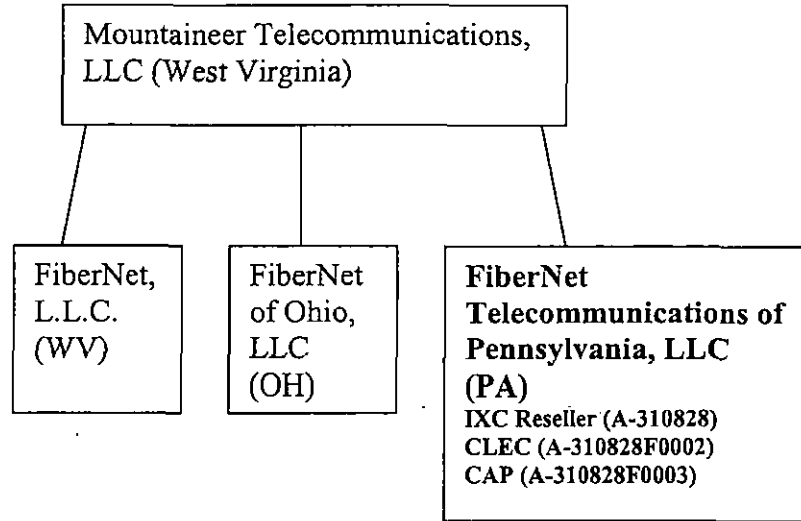


EXHIBIT D

Mountaineer/FiberNet Management Biographies

Mountaineer/FiberNet Management Team

Robert C. Fanch, Chairman

Bob Fanch has nearly 30 years of experience in the telecommunications industry, most recently as Chairman and Chief Executive Officer of Fanch Communications (FCI). FCI, formed in 1985 with 20,000 subscribers, has grown to become one of the Top 20 cable television multiple system operators (MSOs) in the country, now serving over 525,000 subscribers. Prior to forming FCI, Bob co-founded Coaxial Analysts, a cable television consulting firm that became one of the premier advisors to the industry. He is a Certified Public Accountant and has an MSBA-Finance degree from the University of Denver and a BS in Accounting from Clarkson University.

Jack T. Pottle, Chief Executive Officer

Jack Pottle provides overall management and direction to FiberNet, L.L.C., joining the company following a six-year tenure as President and Chief Operating Officer of Fanch Communications (FCI). Jack previously served as Vice President of Operations for Rifkin & Associates, a cable television operating company. He was a consultant, partner and director of Browne, Bortz & Coddington, Inc., a consulting firm specializing in media research prior to joining the cable industry. He is a graduate of Colorado College with a degree in Political Economy and received his Masters degree in Economics from the University of Colorado.

Virgil Parsons, President & Chief Operating Officer

Virgil's prior experience includes 33 years with Bell Atlantic where he worked in various telecommunications fields. At Bell Atlantic, he designed, provisioned and priced custom telecommunications data applications for private networks, video conferencing and Advanced Intelligent Network (AIN) applications. Virgil worked with inter-exchange carriers and local exchange carriers to develop compensation methods and procedures for jointly provided interconnected telephone services. His technical background includes supervision and maintenance experience in local and toll equipment of Bell's major switch providers - Lucent (#5ESS), Nortel (DMS 100/200) and Siemens (EWSD). He coordinated several switch conversions and supervised maintenance and analysis technicians from the Electronic Switching Control Center in Charleston, WV. He is a member of the Board of Directors of the West Virginia Telecommunications Association and is a recipient of the West Virginia Business Man of the Year in the Field of Technology sponsored by the State Journal.

Frank G. Boscarillo, Senior Vice President of Operations

A 19-year industry veteran, Frank joined FiberNet in September 2003 and assumed responsibility for FiberNet's network operations, service delivery, network engineering, billing operations and information services functions. Frank's telecommunications experiences include serving as Vice President of KMC Telecom, the largest privately held CLEC in the United States. During this time his leadership brought a centralized customer service resulting in a 60% reduction in network operating costs within 24 months. Under his leadership strategies were developed which allowed KMC to consistently exceed its network reliability objective of 99.999%. Frank's career includes serving as Vice President of Provisioning and Network Operations for LCI International/Qwest Communications and various management roles at Ohio Bell and Ameritech. His educational background includes a BA in English and Political Science from Walsh University, Canton, OH, and a Masters of Business Administration from Baldwin-Wallace College in Berea, OH.

Jack Wade, Vice President, Service Delivery & Engineering

Jack has more than 15 years experience in the telecommunications industry involved extensively with transmission systems, fiber optics design, fiber optics transmission, operations, and capital budgeting. Previous to FiberNet, Jack worked at Helicon, Time Warner and Fanch Communications. Prior to these firms, Jack was employed as a broadcast engineer at the FOX station, WVAH. Jack has degrees in electronics, microcomputer technology, computer programming and is certified with the Society of Cable Telecommunications Engineers.

Kevin McCue, Vice President, Sales and Marketing

Kevin has over 15 years experience in sales, service, marketing and client retention in local, long distance and data services for the telecommunications industry. Prior to joining FiberNet, Kevin worked at Conversent Communications, a major integrated solutions provider in the Northeast. His background also includes Global Crossings and Teleglobe Communications where he managed sales, developed marketing and product strategies and opened new markets. He has received extensive training in the areas of telephony products and services, data services, leadership and development.

Dave Armentrout, Vice President, Network Operations & Procurement

Dave has worked in the Transmissions Department at FiberNet for 5 years. His experience includes 13 years with the transmissions department of a natural gas company, 20 years of experience in public relations and 2 years of high school teaching. Six years of higher education studies have prepared Dave for the fast-moving telecommunications industry. He has specialized training with Nokia, GAMC, ECI, Lucent Technologies, Adtran, Cisco, T-Bert and Sunset testing equipment. Dave also has been certified on Basic Electronics, Tadiran T::DAX, Lucent DDM 2000, Lucent FT 2000, Cisco Switches, Adtran 4303, Lucent Any Media, Nokia DSLAM, Vina Connect

Reach, OC-192 through DS3 Sonet and a variety of other telecommunication technologies. Dave was involved with the initial turn-up of Fibernet's Sonet, Fiber Network Connectivity, T::DAX, Any Media and Ethernet equipment.

Terry Smarr, Director, Wholesale Markets

Terry Smarr joined FiberNet in June 1999 with over 8 years experience in the telecommunications industry as a corporate account manager with Bell Atlantic. During her tenure at FiberNet, Terry has served as a Strategic Account Manager, Director of Strategic Markets, Director of Wholesale Markets and Special Pricing. She has significant training in voice, video and data applications. Terry also has experience in marketing research and economic development. She is a West Virginia native from Fayette County and is a cum laude graduate of Virginia Tech with a degree in Marketing Management.

Steve Hamula, Director, Legal/Regulatory Affairs

Steve Hamula oversees regulatory and legal affairs for FiberNet after a 13 year career as a staff attorney with the West Virginia Public Service Commission. At the PSC, Steve worked almost exclusively in the telecommunications sector, handling consumer complaints, inter-exchange and local exchange carrier certification, tariff matters and regulatory policy issues. He received his bachelor's degree in Journalism and his law degree from West Virginia University.

Jack Belcher, Director, Data Services & Strategy

Jack Belcher brings over 8 years of experience in data network design and management to FiberNet. Prior to joining the company in December 1999, he worked as a consultant to both Internet Service Providers and small to large enterprise networks. Jack has had significant training and experience in this field and is certified by Cisco at both the Network Professional and Design Professional levels and possesses an extensive knowledge of networking and telecommunications technology.

Darius Walker, Director of Information Technology

Darius Walker joined FiberNet in early fall 1999. He brings 15 years experience in Information Technology and Computer Networking. He has diverse experience in various computer systems and networking platforms ranging from IBM 3090 Mainframes, Novell Netware, IBM OS/2, Unix, Windows NT/2000 and knowledge of Cisco routers. Darius is a certified (1999) Microsoft Certified Systems Engineer. Prior to joining FiberNet, he designed and administered a wide area networks for the WV WIC program that consisted of 60 Novell Netware and Windows NT servers statewide, connected via frame-relay using Cisco routers. He has an Associate of Science in Data Processing and a Bachelors of Science in Computer Management and Data Processing from West Virginia University Institute of Technology.

Ron Hahn, Director, Rates & Tariffs and Facilities

Ron Hahn's 31-year career with Bell Atlantic allowed him to gain experience in an extensive array of telecommunications subject areas. Ron has expertise in switch architecture, switch maintenance, outside installation and maintenance, ESS switch line and trunk installations, NOC operations and systems, customer network engineering, work process management and work process engineering.

R. Scott Harvey, Manager, Transmissions/Technical Support

Scott has 31 years of experience with Bell Atlantic, which he is now utilizing with FiberNet. He has extensive experience with digital transport/transmission for data and voice applications. This experience covers many vendor applications such as: Lucent, Cisco, Fujitsu, NEC, Alcatel, Nortel, DSC, Westell, Radiant and PairGain. Scott is also a certified instructor for DS-1, OC-3, OC-12 and OC-48 products.

Greg Nichols, Manager, Subscriber Billing

Greg brings over 15 years of Finance and Accounting experience to FiberNet. Before joining FiberNet Greg held the position of Business Manager with Charter Communications where he was responsible for accounts payable/receivable, cash management, financial reporting, and management information systems and held the positions of Supervisory Accountant and Asset Manager with Columbia Gas Transmission Corporation. Greg holds a BS in Accounting, and a BS in Management from West Virginia State College and is a Certified Public Accountant.

Kevin Jennings, Manager, Human Resources, Intercarrier/Vendor Billing, & Mass Markets

Kevin joined the FiberNet team in July of 2003 bringing with him over 15 years of management experience in the combined fields of customer service and human resources. Prior to joining FiberNet, Kevin served as the General Manager of a call center for Mileage Plus/United Airlines. Kevin's diverse managerial background has enabled him to take on the new responsibilities of handling intercarrier billing issues, FiberNet residential telephone and Wirefire internet services. He is a cum laude graduate from West Virginia State with a concentration in General Business and Administration, and is enrolled at Marshall University in a Master's Degree Program concentrating on Employee and Industrial Relations.

EXHIBIT E

Organizational Chart – Merger Transaction

**MERGER TRANSACTION
ORGANIZATIONAL CHART**

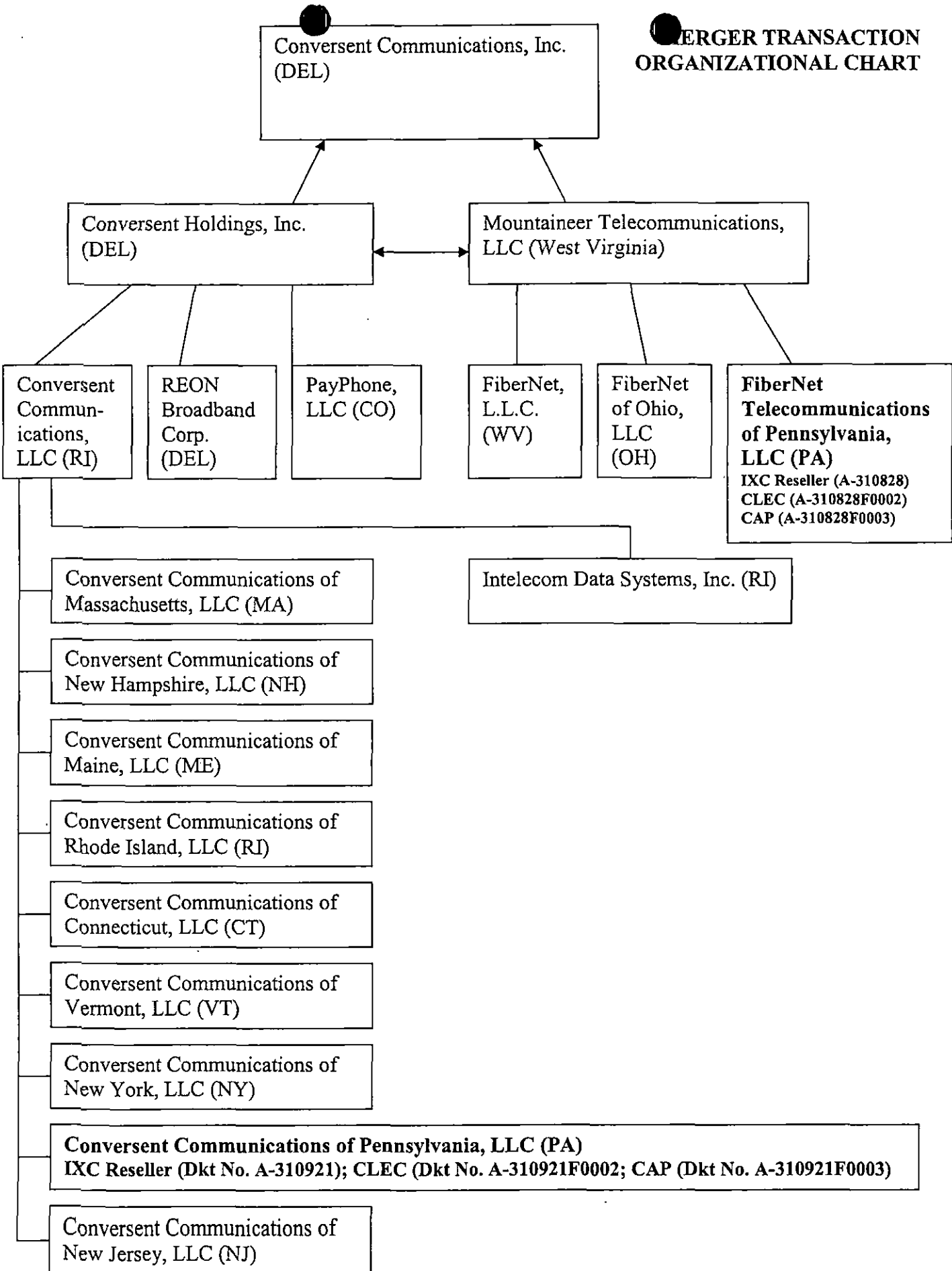


EXHIBIT F

Organization Chart – Conversent Communications, Inc. (Post-Merger)

CONVERSEN COMMUNICATIONS, INC.
ORGANIZATIONAL CHART
POST - TRANSACTION

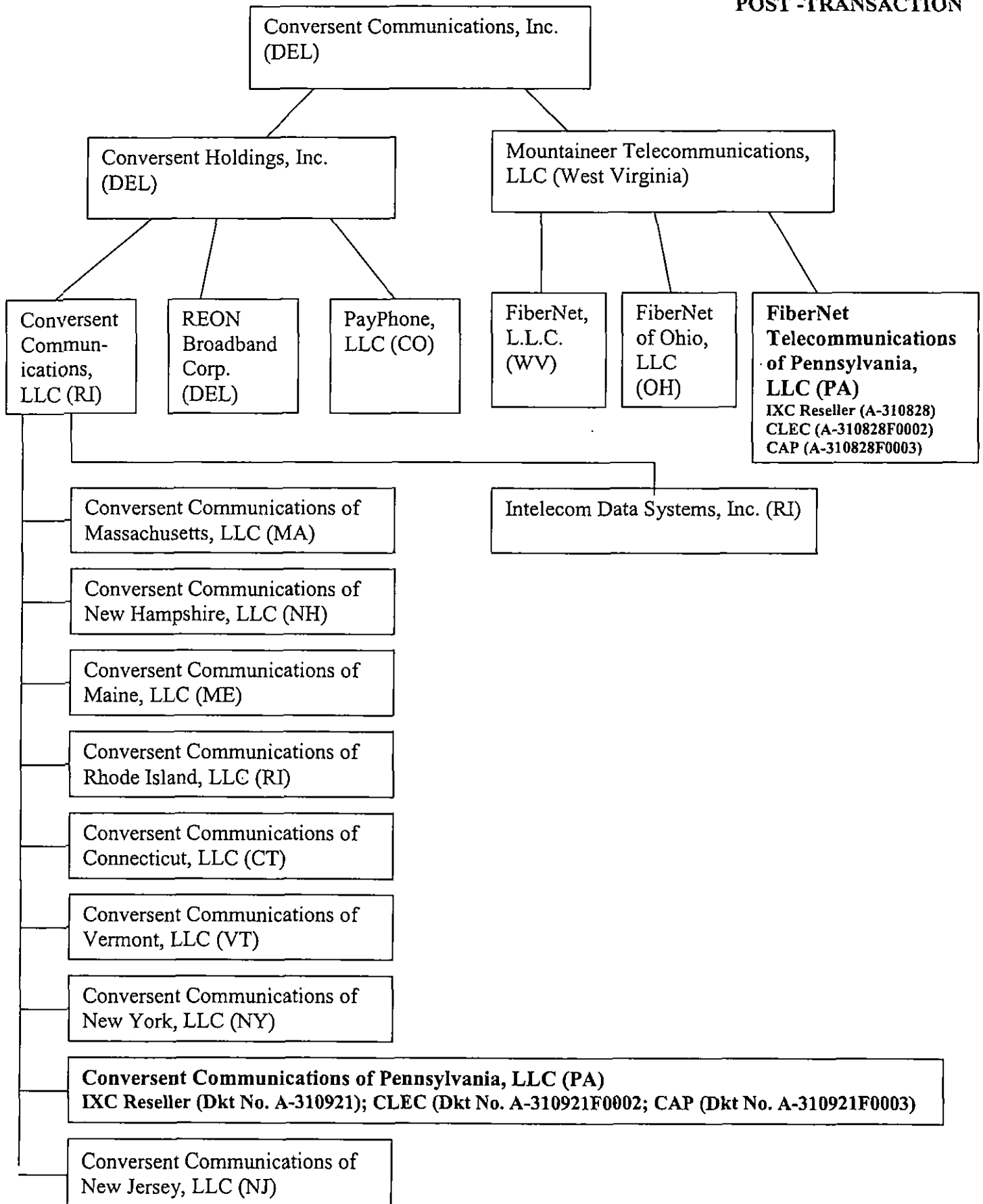


EXHIBIT G

Conversent Communications, Inc. and Subsidiaries – Ownership Interests

Before Transaction After Transaction

Conversent Holdings, Inc.

NEVD Holdings, LLC	55.68%	28.853%
Robert C. Fanch Revocable Trust	13.54%	12.320%
Thomas W. Binning	0.75%	0.684%
Pottle Family Trust	0.30%	0.274%
Robert Shanahan	0.45%	0.411%
Apache Holding II Limited Partnership	0.34%	0.307%
REC Non-Grantor Trust	0.34%	0.307%
REON Holdings, LLC	10.99%	3.531%
Seaport Capital Partners II, L.P.	7.37%	14.707%
Seaport Investments, LLC	0.15%	0.316%
William Manley	0.15%	0.138%
Management	9.93%	6.451%
Total	100.00%	68.300%

Mountaineer Telecommunications, LLC

Blackstone TWF Capital Partners, LP	43.10%	13.047%
Blackstone TWF Family Investment Partnership L.P.	3.31%	0.840%
Charter Communications VI, LLC	33.67%	8.540%
RCF Competitive Telecom Investors, LLC	19.92%	5.060%
RCF Mountaineer Promote, LLC	0%	4.213%
Total	100.00%	31.700%

GRAND TOTAL

CERTIFICATE OF SERVICE

I hereby certify that I have this day in the manner set forth served a true copy of the foregoing document upon the persons below:

Hand Delivery:

Office of Trial Staff Pennsylvania Public Utility Commission Commonwealth Keystone Building 2 nd Floor, F West Harrisburg, PA 17120	Clemens B. Glunz Supervisor, Finance & Tariffs Bureau of Fixed Utility Services Pennsylvania Public Utility Commission Commonwealth Keystone Building 3 rd Floor, 3 West Harrisburg, PA 17120
<u>First Class Mail:</u>	
Office of Small Business Advocate Commerce Building, Suite 1102 300 North 2nd Street Harrisburg, PA 17101 (Without Confidential Exhibits)	Office of Consumer Advocate 555 Walnut Street Forum Place, 5th Floor Harrisburg, PA 17120 (Without Confidential Exhibits)


James H. Cawley

Dated: January 13, 2005

COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P. O. BOX 3265, HARRISBURG PA 17105-3265

IN REPLY PLEASE
REFER TO OUR FILE
Secretary
717-772-7777

January 19, 2005

A-310921F0005
A-310828F0004

JAMES H CAWLEY ESQUIRE
RHOADS AND SINON LLP
ONE SOUTH MARKET SQUARE 12TH FLOOR
P O BOX 1146
HARRISBURG PA 17108

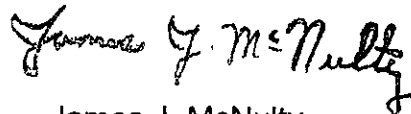
DOCUMENT
FOLDER

Dear Mr. Cawley:

Receipt is acknowledged of the Joint Application of
Conversent Communications of Pennsylvania, LLC and FiberNet
Telecommunications of Pennsylvania, LLC for approval of their
indirect change of control, which has been captioned and docketed
to the above numbers.

This matter will receive the attention of the Commission and
you will be advised of any further necessary procedure.

Sincerely,



James J. McNulty
Secretary

JJM:ddt

Cc: Alan M. Shoer
Steve Hamula

DOCKETED

JAN 19 2005

DATE: January 19, 2005

SUBJECT: A-310921F0005
A-310828F0004

TO: Bureau of Fixed Utility Services

FROM: James J. McNulty, Secretary *ddt*

DOCUMENT
FOLDER

**JOINT APPLICATION OF CONVERSENT
COMMUNICATIONS OF PENNSYLVANIA, LLC AND
FIBERNET TELECOMMUNICATIONS OF PENNSYLVANIA
LLC**

We attach hereto a copy of the Joint Application of Conversent Communications of Pennsylvania, LLC and FiberNet Telecommunications of Pennsylvania, LLC, for approval of an indirect change of control, which has been captioned and docketed to the above numbers.

Applicant has served a copy of the application upon the Office of Consumer Advocate and the Office of Small Business Advocate, and has filed proof of such service with this Commission.

May we have a report prepared by your Bureau for Public Meeting.

Attachment

cc: Law Bureau

ddt

DOCKETED

JAN 19 2005