



September 13, 2005

Via Hand Delivery

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

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SECRETARY'S BUREAU

Re: Conversent Communications of Pennsylvania, Limited Liability Company's and FiberNet Telecommunications of Pennsylvania, LLC's Notice of a Planned Technical Transfer of Control and/or Expedited Request for Approval - Docket Nos. A-310921F000 5 and A-310828F000 4

Dear Secretary McNulty:

By Order dated March 23, 2005, the Commission approved a planned business combination, and related financing transactions, involving the corporate parents of Conversent Communications of Pennsylvania, LLC ("Conversent PA") and FiberNet Telecommunications of Pennsylvania, LLC ("FiberNet PA")(referred to herein as "the Companies"). These transactions were concluded by agreements reached on or about March 30, 2005. Following these transactions, the Companies notified the Commission, by letter dated April 22, 2005, of a further stock transfer between two existing shareholders of the Companies' ultimate parent corporation, Conversent Communications, Inc. ("CCI").¹

By this letter, the Companies provide further notice to the Commission of a planned transfer of ownership of certain shares of the Companies' ultimate parent corporation, Conversent Communications, Inc. ("CCI"), from a shareholder company of CCI to a company that owns 100% of the shareholder company of CCI, as described in further detail below. As further described in more detail below, under this latest proposed transaction, NEVD Holdings, LLC, which owns approximately 43% of the shares of CCI, will be merged into CCI. NEVD Holdings Delaware, LLC, which owns 100% of the shares of NEVD Holdings, LLC, will thus become the owner of the shares of CCI formerly owned by NEVD Holdings, LLC. However, the ownership of NEVD Holdings Delaware, LLC, will not change. Thus, there will be no substantive change of control of the Companies.

¹ By letter dated May 31, 2005, the Secretary informed the Companies that no Commission approvals were required in order to complete this secondary stock transfer. In any event, that transaction concluded on or about August 1, 2005.

However, since this planned transaction could be construed to be a technical change in control of ownership of CCI, the Companies provide this notice of this planned transaction to the Commission. In reality, however, there will be no substantive change in control and all that will occur is the elimination of one level of ownership through the elimination of a subsidiary. Further, to the extent that this proposed transaction requires Commission approval pursuant to 66 Pa.C.S. 1101 *et seq.* and/or any other provision of law deemed applicable by the Commission, the Companies request expeditious Commission approval, in order to allow this latest transaction to be concluded as soon as possible.

I. The Entities

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 is a wholly-owned, indirect subsidiary of Conversent Communications, Inc. ("CCI"), a Delaware corporation with its principal place of business at 313 Boston Post Road West, Marlborough, Massachusetts 01752.

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 is also a wholly-owned indirect subsidiary of Conversent Communications, Inc. ("CCI"), a Delaware corporation with its principal place of business at 313 Boston Post Road West, Marlborough, Massachusetts 01752.

CCI is a privately-held corporation, the shares of which are owned by a number of entities, including NEVD Holdings, LLC ("NEVD Holdings"). NEVD Holdings owns approximately 43% of the shares of CCI.

All of NEVD Holdings' shares are owned by NEVD Holdings Delaware, LLC ("NEVD Holdings Delaware"), a Delaware limited liability company with its principal place of business at 313 Boston Post Road West, Marlborough, Massachusetts 01752.²

² Approximately 86.5% of the shares of NEVD Holdings Delaware are owned by Robert C. Fanch Revocable Trust, of which Robert C. Fanch, an individual resident of Colorado, is sole trustee.

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II. The Anticipated Transaction

By this proposed transaction, NEVD Holdings will be merged into CCI. This will be accomplished as follows: Ownership of the CCI shares now owned by NEVD Holdings will be assumed by its parent entity, NEVD Holdings Delaware. The ownership of NEVD Holdings Delaware will not change. The proposed transaction will not result in any actual change in control of the Companies.

NEVD Holdings Delaware, which currently owns CCI shares indirectly through its wholly-owned subsidiary NEVD Holdings, will, after the transaction, own the same number of shares directly. Finally, the proposed transaction will not affect the nature or the day-to-day operations of the Companies in Pennsylvania, or the rates, terms and conditions of service offered in Pennsylvania, as the result of the anticipated transaction. In other words, the transaction will be transparent to the Companies' Pennsylvania customers and the public. The proposed transaction is consistent with promoting the public interest.

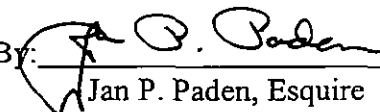
III. Notice to the Commission

This anticipated transaction will result in only a technical indirect transfer of control of the Companies' ultimate parent, CCI. Thus, the Companies provide this notice of the proposed transactions to the Commission. Given the nature of this transaction, and the fact that there is no actual or substantive change in control over CCI, the Companies do not believe that any further action, or approval, of the Commission is required in order for the anticipated merger of NEVD Holdings into CCI, and the resulting transfer of CCI shares to NEVD Holdings Delaware, LLC to be completed. However, if such further approval or action by the Commission is necessary, the Companies request Commission approval expeditiously and with a minimum of additional process so as to allow this latest corporate transaction to conclude as soon as possible.

Please contact the undersigned should you have any questions regarding this matter, or if any further information is required.

Respectfully Submitted,

Conversent Communications of Pennsylvania, LLC
Fibernet Telecommunications of Pennsylvania,
LLC

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Pennsylvania, LLC and FiberNet
Telecommunications of Pennsylvania, LLC

cc: Office of Trial Staff
Office of Small Business Advocate
Office of Consumer Advocate

Before the
Pennsylvania Public Utility Commission

In re: **Conversent Communications of** :
Pennsylvania, Limited Liability Company's :
and FiberNet Telecommunications of : **Docket Nos. A-310921F000__**
Pennsylvania, LLC's Notice of a Planned : **A-310828F000__**
Technical Transfer of Control and/or :
Expedited Request for Approval :

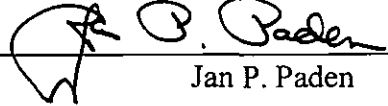
CERTIFICATE OF SERVICE

The undersigned hereby certifies that copies of the foregoing have been served upon the following persons or entities via hand delivery:

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Jan P. Paden

Dated: September 13, 2005