



April 15, 2005

**VIA OVERNIGHT MAIL**

**RECEIVED**

APR 18 2005

PUBLIC SERVICE  
COMMISSION

Beth A. O'Donnell  
Executive Director  
Kentucky Public Service Commission  
211 Sower Boulevard  
Frankfort, KY 40602-0615

**Re: FiberNet, LLC and Mountaineer Telecommunications, LLC —  
Pro-Forma Transfer of Control Transaction**

Dear Ms. O'Donnell:

FiberNet, LLC ("FiberNet") and its parent company, Mountaineer Telecommunications, LLC ("Mountaineer") (collectively, the "Companies") hereby notify the Commission, to the extent necessary, of an anticipated transaction between two shareholders of the Companies' ultimate parent corporation, Conversent Communications, Inc ("CCI"), as described in further detail below. The proposed transaction is a subsequent phase of the transfer of control transaction and related financing that was the subject of a previous "Notification of Anticipated Transfer of Control" letter that was filed with the Commission by FiberNet and Mountaineer on or about January 7, 2005.

The essence of this new transaction will be a transfer of shares between two of the entities that currently own stock in CCI. Both of the shareholder entities that are the subject of this proposed transaction are controlled by Robert C. Fanch. When completed, the anticipated transaction will very slightly decrease Mr. Fanch's overall ownership interest in CCI, but as a practical matter will not affect his degree of control of CCI or the Companies. Thus, there will be no substantive change of control of the Companies. Accordingly, to the extent necessary, the Companies provide this notice and description of the anticipated transaction.

**I. The Entities**

1. FiberNet is 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. FiberNet is registered to provide local exchange, interexchange and competitive access service in Kentucky.

2. Mountaineer is a limited liability company also organized under the laws of West Virginia with its principal place of business likewise being at 211 Leon Sullivan Way, Charleston, West Virginia 25301. Mountaineer subsidiaries, including FiberNet, operate as competitive providers of telecommunications services in several states in the Mid-Atlantic region.

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3. FiberNet and Mountaineer are now wholly-owned, indirect subsidiaries 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") and the Robert C. Fanch Revocable Trust (the "Trust").

4. NEVD Holdings is a Rhode Island limited liability company with its principal place of business at 313 Boston Post Road West, Marlborough, Massachusetts. Robert C. Fanch is an individual resident of Colorado, and is the sole trustee of the Trust. The Trust, in turn, owns 86.5% of the shares of NEVD Holdings.

## **II. The Anticipated Transaction**

5. Under the proposed transaction, 11,890.820 shares of CCI will be transferred from the Trust to NEVD Holdings. This will decrease the number of CCI shares held by the Trust from 13,480.978 to 1,590.158, representing a decrease in the Trust's percentage ownership of CCI from 13.48% to 1.59%. The transaction will increase the number of CCI shares held by NEVD Holdings from 31,482.219 to 43,373.039, representing an increase in NEVD Holdings' percentage ownership of CCI from 31.48% to 43.37%. The number and percent ownership of CCI shares held by NEVD Holdings and the Trust together, 44,963.197 shares and 44.96% respectively, will not change.

6. The proposed transaction will not result in any actual change in control of CCI or the Companies. Mr. Fanch controls both the Trust and NEVD Holdings and will continue to do so after the transaction. Although Mr. Fanch's overall percent ownership interest in CCI and its subsidiaries will decline fractionally, from 45.04% to 43.44%, he will continue to have by far the largest ownership interest in CCI and its subsidiaries (including FiberNet and Mountaineer).

7. A table showing pre- and anticipated post-transaction ownership interests in CCI is attached as Exhibit A.

## **III. Prior Commission Approval is Not Necessary for the Proposed Transaction**

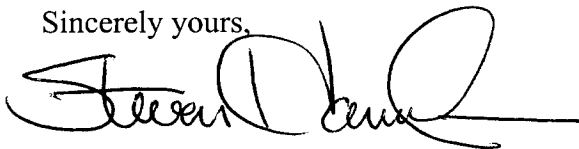
8. To the extent that the anticipated transaction as described hereinabove results in a technical indirect transfer of control, the Companies may be required to provide notice of the proposed transactions to the Commission, and do so by this letter.

9. However, to the extent that prior Commission approval of any aspect of these transactions is required, the Commission should grant such approval expeditiously and with a minimum of additional process. The transaction described above will result in the transfer of CCI shares between NEVD Holdings and the Trust, both of which are existing CCI shareholders. The collective number of CCI shares held by the two shareholder entities will not change. Likewise, there will be no practical change in Mr. Fanch's effective level of control of CCI and its subsidiaries, including FiberNet and Mountaineer. The proposed transactions, therefore, are in

the public interest and should be expeditiously approved by the Commission if indeed the Commission determines that approval is required.

If you have any questions concerning this matter, please do not hesitate to contact me at your earliest convenience. I may be reached directly by telephone at (304) 720-2159, by facsimile at (304) 720-2121, or by e-mail at [shamula@wvfibernet.net](mailto:shamula@wvfibernet.net).

Sincerely yours,

A handwritten signature in black ink, appearing to read "Steven Hamula", with a long horizontal flourish extending to the right.

STEVEN HAMULA  
Director of Regulatory Affairs  
FiberNet, LLC

**EXHIBIT A**

**CONVERSENT COMMUNICATIONS, INC.--APRIL 11, 2005**

Shareholder	Present Ownership			Desired Change		
	Number of Shares	Percent Ownership	Robert C. Fanch Ownership	Number of Shares	Percent Ownership	Robert C. Fanch Ownership
NEVD Holdings, LLC (RCF owns 86.5%)	31482.219	31.48%	27.23%	43373.039	43.37%	37.52%
Robert C. Fanch Revocable Trust	13480.978	13.48%	13.48%	1590.158	1.59%	1.59%
Thomas W. Binning	687.415	0.69%		no change	no change	
Pottle Family Partners, LLC	274.966	0.27%		no change	no change	
Apache Holdings II Limited Partnership	308.452	0.31%		no change	no change	
REC Non-Grantor Trust	308.452	0.31%		no change	no change	
REON Holdings, LLC	8357.946	8.36%		no change	no change	
Seaport Capital Partners II, L.P.	8452.477	8.45%		no change	no change	
Seaport Investments, LLC	172.500	0.17%		no change	no change	
Calare Enterprises, LLC	139.022	0.14%		no change	no change	
Conversent Holdings Employees/Management	6116.494	6.12%		no change	no change	
Blackstone TWF Capital Partners, L.P.	11856.150	11.86%		no change	no change	
Blackstone TWF Family Investment Partnership L.P.	909.830	0.91%		no change	no change	
Charter Communications VI, LLC	9100.270	9.10%		no change	no change	
RCF Competitive Telecom Investors, LLC (RCF owns 85.6%)	5059.900	5.06%	4.33%	no change	no change	4.33%
RCF Mountaineer Promote, LLC (FiberNet employees/managers)	3292.930	3.29%		no change	no change	
<b>Totals</b>	<b>100,000</b>	<b>100.00%</b>	<b>45.04%</b>			<b>43.44%</b>

**Desired Change: Shift 11,890.820 shares from Robert C. Fanch Revocable Trust to NEVD Holdings, LLC (both entities are controlled by Robert C. Fanch)**