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COMMISSION

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July 8, 2005

Kentucky Public Service Commission
Attn: Docketing
P.O. Box 615
211 Sower Boulevard
Frankfort, Kentucky 40602-0615

Dear Sir or Madam:

Mobilepro Corp. ("Mobilepro") and American Fiber Network, Inc. ("AFN," collectively with Mobilepro, "the Parties"), transmit an original and ten (10) copies of this filing to notify the Commission of a transaction which will result in a transfer of control of AFN to Mobilepro. Mobilepro has entered into an agreement with AFN through which AFN will merge with and into AFN Acquisition Corp., a newly created, wholly-owned subsidiary of Mobilepro. Simultaneously, AFN Acquisition Corp. will change its name to American Fiber Network, Inc., which will be the surviving corporation. As a result, AFN will become a wholly-owned subsidiary of Mobilepro.

The transaction has been structured such that it will be transparent to AFN's customers in Kentucky. The transaction will be a combination stock and cash transaction by which AFN will continue as a going concern. The transaction will not affect the rates, terms or conditions under which AFN provides service in Kentucky. The transaction also will not affect the name under which AFN provides service in Kentucky, and will not cause disruption to the services received by AFN customers in Kentucky.

Although the transaction will not change the services provided to AFN's customers, the Parties expect that the transaction will improve their business operations. Specifically, AFN will benefit from the highly qualified and experienced management and financial resources provided by Mobilepro, although the existing management of AFN will continue to oversee on-going operations. Indeed, as described below, Mobilepro subsidiaries currently hold authority to provide telecommunications services in several states. As a result, the Parties submit that the

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Based on a review of Kentucky law, it is the Parties' understanding that Commission approval is not required to complete the transaction described herein. Accordingly, the Parties submit this letter for informational purposes only to ensure the continuing accuracy of the Commission's records. The Parties further state as follows:

I. DESCRIPTION OF THE PARTIES

A. Mobilepro Corp.

Mobilepro Corp. ("Mobilepro") is a Delaware corporation with offices located at 6701 Democracy Boulevard, Suite 300, Bethesda, Maryland 20817. Mobilepro is a widely-held publicly-traded corporation that offers telecommunications services through three wholly-owned subsidiaries. CloseCall America, Inc. ("CloseCall") provides resold local and interexchange telecommunications services in approximately nine states. Affinity Telecom, Inc. ("Affinity") also provides local and interexchange telecommunications services in Michigan and Ohio. Davel Communications, Inc. provides payphone services in 45 states. A fuller description of Mobilepro's current operations is attached as Exhibit A.

Mobilepro's management team is run by Jay. O Wright, President and Chief Executive Officer. Mr. Wright is an experienced telecommunications entrepreneur who manages the overall strategic direction of Mobilepro. In particular, Mr. Wright has extensive experience in financial management and mergers and acquisitions. Mr. Wright's full biography, along with those of the other members of Mobilepro's management team, is attached as Exhibit B.

B. American Fiber Network, Inc.

American Fiber Network, Inc. ("AFN") is a Delaware corporation with offices located at 9401 Indian Creek Plwy., Suite 140, Overland Park, Kansas 66210. AFN is wholly-owned by Douglas Bethell. AFN currently provides resold and facilities-based local exchange service, resold and facilities-based long distance operator services, voicemail and other standard voice features, and DS1 services. In Kentucky, AFN is authorized to provide resold local and long distance services. *See* Docket No. TFS2005-00481.

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II. CONTACTS

Questions or any correspondence, orders, or other materials pertaining to this Application should be directed to:

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With copies to:

Robert E. Heath, Executive Vice President
American Fiber Network, Inc.
9401 Indian Creek Pkwy., Suite 140
Overland Park, KS 66210
(214) 221-0089 (phone)
(913) 661-0538 (fax)
rob.heath@afnltd.com

III. DESCRIPTION OF TRANSACTION

The parties shall complete a transaction through which AFN will become a wholly-owned subsidiary of Mobilepro. In particular, Mobilepro and AFN have entered into an agreement dated as of June 30, 2005. Under the terms of the agreement, AFN will be merged with and into AFN Acquisition Corporation ("AFNAC"), a newly created, wholly-owned subsidiary of Mobilepro. AFNAC will then change its name to American Fiber Network, Inc., which will survive the merger as a wholly-owned subsidiary of Mobilepro. Douglas Bethell, who currently owns 100% of the equity of AFN, will receive a combination of cash and Mobilepro stock as part of the transaction.

Following the transaction, AFN's customers will continue to receive services under the same rates, terms and conditions as those services are currently provided to them. The transaction will not cause any service interruptions or have any impact on AFN's day-to-day operations in Kentucky. The Parties therefore expect that the transactions will be virtually transparent to AFN's customers in terms of the services that those customers receive. A chart illustrating what the merged entities will look like is attached as Exhibit C.

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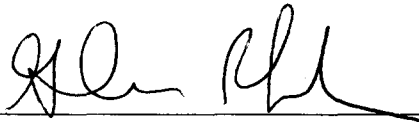
IV. PUBLIC INTEREST CONSIDERATIONS

The transactions described above serve the public interest in promoting competition among telecommunications providers. In particular, the transactions will combine the strengths of Mobilepro and AFN, which should allow the combined companies to compete more effectively against incumbent carriers and larger competitive carriers that have substantial resources and can offer a wide range of facilities-based service offerings.

The operations of The Parties are highly complementary. Mobilepro, through its subsidiaries CloseCall and Affinity, offers local and intrastate long distance services in nine states. Mobilepro also has experience and expertise in the provision of payphone services, Internet services and technology services. AFN has a substantially wider coverage area for local and long distances services, and extensive experience in providing regulated services to commercial and residential customers. The Parties believe the transaction will enhance the ability of the entities to expand their respective operations both in terms of service area coverage and through the ability of each entity to offer customers an expanded line of products and services. In addition, the Parties expect that the transaction will yield substantial operational and financial benefits to the combined companies.

Please contact the undersigned if you have any questions.

Respectfully submitted,



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Counsel for Mobilepro Corp

Dated: July 8, 2005

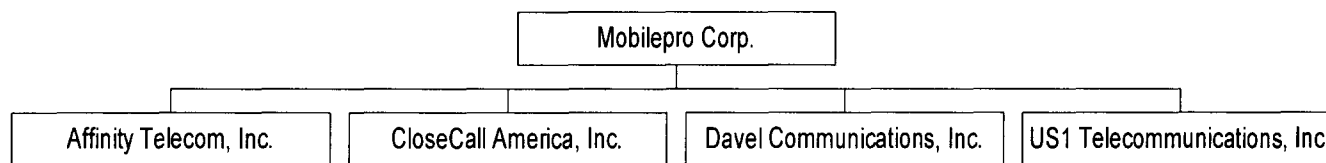
LIST OF EXHIBITS

- Exhibit A - Mobilepro's Current Operations
- Exhibit B - Mobilepro Management Information
- Exhibit C - Illustrative Chart

EXHIBIT A

Mobilepro's Current Operations

Pre-Merger Mobilepro Corp. Operations



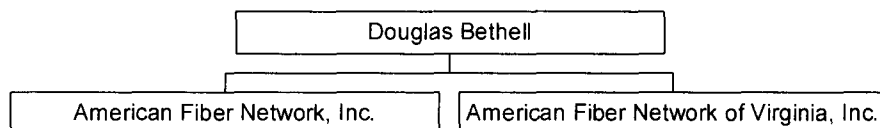
Mobilepro Corp. (“Mobilepro”) is a widely-held publicly-traded Delaware corporation. Mobilepro does not itself offer any telecommunications services.

Mobilepro’s wholly-owned subsidiary, **CloseCall America, Inc.** (“CloseCall”), is authorized to provide competitive local exchange services in Delaware, Florida, Illinois, Indiana, Maryland, Michigan, Ohio, Pennsylvania, and Wisconsin. CloseCall is also authorized as an interexchange carrier in Florida, Illinois, Indiana, Maryland, Michigan, Ohio, Pennsylvania, and Wisconsin.

Mobilepro’s wholly-owned subsidiary, **Affinity Telecom, Inc.** (“Affinity”), is authorized to provide competitive local exchange services in Michigan and Ohio. Affinity is also authorized as an interexchange carrier in Michigan and Ohio.

Mobilepro’s wholly-owned subsidiary, **Davel Communications, Inc.** (“Davel”), provides payphone services in 45 states, including: Alabama, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, Tennessee, Texas, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin, and Wyoming.

Pre-Merger American Fiber Network, Inc. Operations



American Fiber Network, Inc. (“AFN”) is wholly-owned by Douglas Bethell. AFN is authorized to provide competitive local exchange services and interexchange services in Alabama, California, Colorado, Connecticut, the District of Columbia, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Louisiana, Maryland, Massachusetts, Michigan, Minnesota, Missouri, Montana, Nevada, New Mexico, New York, North Carolina, Ohio, Oklahoma, Oregon, Pennsylvania, South Carolina, Texas, Utah, Washington, and Wisconsin. AFN is also authorized to provide interexchange services in Arizona, New Jersey, and Wyoming. AFN has applications to provide competitive local exchange services pending in Kentucky and Tennessee.

American Fiber Network of Virginia, Inc. is also wholly-owned by Douglas Bethell, and is authorized to provide local exchange services and interexchange services in Virginia.

EXHIBIT B

Mobilepro Management Information

Background Information

Jay O. Wright. Jay O. Wright has served as our President and Chief Executive Officer since December 2003 and as a Director since August 2004. From October 2001 to December 2003, Mr. Wright served as President of Bayberry Capital, Inc., a Maryland based financial consulting firm. During that time, he also served from August 2002 and May 2003 as Chief Financial Officer for Technical and Management Services Corporation where he negotiated the sale of that company to Engineered Support Systems, Inc. Between December 1999 and September 2001 Mr. Wright served as Chief Financial Officer of Speedcom Wireless Corporation, a wireless software technology company, where he helped take that company public via a "reverse merger" and subsequently obtain a NASDAQ SmallCap listing. From January 1999 to November 1999, Mr. Wright served as Senior Vice President of FinanceMatrix.com, a Hamilton, Bermuda based company focused on developing a proprietary financial software architecture to provide tax-efficient financing to sub-investment grade companies. Between May 1997 and January 1999 Mr. Wright served as an investment banker with Merrill Lynch. Prior to that he was a mergers and acquisitions attorney with Skadden, Arps, Slate, Meagher and Flom, LLP in New York and Foley & Lardner in Chicago. Mr. Wright received his Bachelor's degree in Business from Georgetown University (summa cum laude) and a JD degree from the University of Chicago Law School.

Kurt Gordon. Kurt Gordon has served as our Chief Financial Officer since March 2004. Between November 2003 and February 2004, he served as a consultant to us. He has over 14 years of experience in finance and operations with special focus on growing entrepreneurial environments. Between April 2000 and September 2003, Mr. Gordon was Chief Financial officer of TARGUS Information Corporation, which pioneered the development of real time intelligence providing businesses access to information about businesses and consumers who contact them by telephone, Internet and wireless devices. Gordon was a key contributor during the largest revenue and employee growth phase of that company's history. Between March 1997 and April 2000, Mr. Gordon served in several capacities including Director of Finance for KSI Services Incorporated, a real estate acquisition and development corporation. Mr. Gordon also serves on the board of directors of Greenworks Corporation, an OTC Bulletin-Board listed company. Earlier in his career, Mr. Gordon served as a public accountant and consultant in the Entrepreneurial Services group of Ernst & Young.

Geoffrey B. Amend. Geoff B. Amend has served as our General Counsel since November 2004. Prior to joining Mobilepro, Mr. Amend was in private practice specializing in telecommunications, Internet, and systems integration since 1999. He has served as general counsel to NexGen Telecommunication, Inc., DiscoveryTel, Inc., and Direct Partner Telecom, Inc. All of these companies are engaged in providing facilities-based voice over Internet protocol (VoIP) telecommunications services to the international and/or domestic marketplace. Previously, Mr. Amend practiced corporate and securities law with Klenda, Mitchell, Austerman & Zuercher, L.L.C. in Wichita, Kansas. He received his bachelor's degree in political science and sociology from Regis University and a J.D. degree (with honors) from Washburn University.

Jack W. Beech. Jack Beech has served as the President of our subsidiary DFW Internet Services, Inc. since its acquisition by Mobilepro in January 2004 and as a Director since August 2004. Mr. Beech founded DFW Internet Services, Inc. in 1993 and served as its President and Chief Executive Officer until its sale to Mobilepro in January 2004. While serving as President and Chief Executive Officer of DFW, Mr. Beech has taught seminars, given presentations at conventions and appeared as a guest lecturer in colleges and events within the state of Texas to discuss his experiences and knowledge of the Internet services industry.

Tom Mazerski. Tom Mazerski has served as the Chief Executive Officer of our subsidiary CloseCall America, Inc. since its acquisition by Mobilepro in October 2004. Tom Mazerski co-founded CloseCall America as President & CEO in March 1999. Previously Mr. Mazerski was employed by Verizon from 1979 through 1999. While employed he served in several key jobs at Verizon including Consumer Marketing, Merger Integration, Carrier interconnection, and as an expert witness in the areas of costs and economics.

Tammy L. Martin. Tammy Martin was promoted to serve as the President and Chief Executive Officer of our subsidiary Davel Communications, Inc. in May 2005. Prior to that appointment, Ms. Martin served as the Chief Administrative Officer of the Company since February 2005 and General Counsel of the Company since September

2002. Ms. Martin also served as Secretary of Davel Communications from June 2003 until our acquisition of Davel in November 2004. Prior to joining Davel, Ms. Martin served as General Counsel of AmericanGreetings.com, Inc. since December 2000. From March 2000 to June 2000 she was Chief Financial Officer and General Counsel for Portalvision, Inc. For seven years prior thereto, Ms. Martin held several senior management positions with PhoneTel Technologies, Inc., including Chief Administrative Officer, General Counsel and Secretary. Ms. Martin received her Bachelor's degree in Business Administration with a concentration in accounting and finance from Baldwin Wallace College and a JD degree from Cleveland Marshall College of Law.

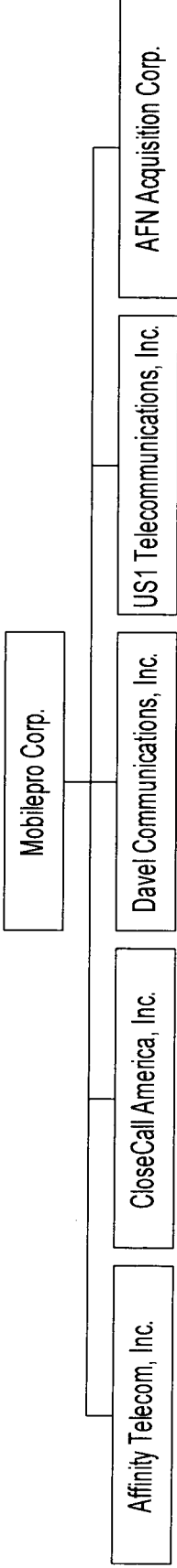
Bruce Sanguinetti. Bruce Sanguinetti has served as the President and Chief Executive Officer of our subsidiary NeoReach, Inc. since January 1, 2005. Mr. Sanguinetti has over 25 years of experience in the wireless, computer and technology fields, with the last 15 years of his career focused on the development and marketing of wireless communications devices. Immediately prior to agreeing to join NeoReach, Mr. Sanguinetti had been working as an independent consultant between August 2004 and December 2004. Between November 2001 and August 2004, Mr. Sanguinetti served as President and Chief Executive Officer of Bermai Inc., a developer of next-generation semiconductor chips under the "Wi-Fi" standard. Prior to joining Bermai, Mr. Sanguinetti served from September 2000 to September 2001 as President of Speedcom Wireless Corporation, a wireless software technology company. From October 1999 until September 2000, Mr. Sanguinetti served as a Director of Speedcom and Evitek.

John Dumbleton. John Dumbleton has served as Executive Vice President of Sales and Business Development for Mobilepro since January 2005. He has over 13 years of experience in the telecommunications industry, with the last seven years of his career immediately preceding his service with Mobilepro, spent at Allegiance Telecom, where he was Senior Vice President of Wholesale Services and Indirect Channels. Prior to joining Allegiance, Mr. Dumbleton had worked for approximately seven years at MCI. Mr. Dumbleton received his bachelor's degree in engineering and his M.B.A. from Virginia Polytechnic Institute and State University.

EXHIBIT C

Illustrative Chart

Pre-Merger Organizational Structure



American Fiber Network, Inc.

Post-Merger Organizational Structure