

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

WASHINGTON OFFICE
3000 K STREET, NW, SUITE 300
WASHINGTON, DC 20007-5116
TELEPHONE (202) 424-7500
FACSIMILE (202) 424-7647

NEW YORK OFFICE
919 THIRD AVENUE
NEW YORK, NY 10022-9999
TELEPHONE (212) 758-9500
FACSIMILE (212) 758-9515

December 17, 1998

VIA OVERNIGHT DELIVERY

Blanca S. Bayo
Director, Division of Records & Reporting
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

Re: Notification of Proposed Reorganization of Subsidiaries and Affiliates of Hyperion Telecommunications, Inc. Certificated in Florida

Dear Ms. Bayo:

On behalf of Hyperion Telecommunications of Florida, Inc. ("HT of Florida"), MediaOne Fiber Technologies, Inc. ("MediaOne"), and Hyperion Communications of Florida, LLC ("Hyperion Communications") (collectively the "Parties"), this letter is to notify the Commission of a reorganization whereby HT of Florida, which currently holds a 20% interest in MediaOne, has agreed to purchase the remaining 80% of MediaOne and will assign its right to make such purchase to its affiliate, Hyperion Communications.¹ As a result of the transaction, HT of Florida will have a 20% partnership interest in MediaOne and Hyperion Communications will have an 80% partnership interest in MediaOne. Because MediaOne will continue to operate in Florida, and will not transfer or otherwise dispose of its Certificate of Public Convenience and Necessity, the proposed transaction is *pro forma* in nature. Further, the transaction will be virtually transparent to customers of MediaOne and HT of Florida, since MediaOne will continue to provide the same services in the same areas in which it is currently providing service. A description of the Parties and the proposed transaction is provided below.

It is the understanding of the Parties that no formal Commission action is required related to the transactions described herein. HT of Florida and Hyperion Communications are both wholly owned by Hyperion Telecommunications, Inc. ("HTI"), whose technical, managerial and financial qualifications have already been found by this Commission to satisfy the requirements to provide

¹ This transaction does not involve and will not affect the telecommunications services that MediaOne currently provides, and will continue to provide, in Florida.

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telecommunications services in Florida. Since HT of Florida and MediaOne will continue to provide services to their customers, public interest and other potential concerns are not implicated. Thus, absent receipt of written notification to the contrary within thirty (30) days, the Parties will proceed on the understanding that no approval or other formal action with respect to these transactions is required by the Commission.²

Description of the Parties

HT of Florida is located at 1495 N.W. Britt Road, Stuart, Florida 34994-9210. It is a wholly owned subsidiary of HTI,³ which is located at DDI Plaza Two, 500 Thomas Street, Suite 400, Bridgeville, Pennsylvania 15017-2838. HTI operates competitive local exchange networks in 20 geographic markets serving 46 cities with approximately 5,463 route miles of fiber-optic cable. These facilities allow HTI and its operating affiliates to offer a broad range of telecommunications services. HT Florida is currently certificated to provide telecommunications services throughout the State of Florida.⁴

MediaOne is a general partnership jointly owned by HT of Florida and MediaOne Telecommunications Corp. ("MTC").⁵ MTC is a Massachusetts corporation located at 188 Iverness Drive West, Englewood, Colorado 80112.

Hyperion Communications is a newly-formed Delaware limited liability company which is located at DDI Plaza Two, 500 Thomas Street, Suite 400, Bridgeville, Pennsylvania 15017-2838. It is wholly-owned by HTI. A copy of Hyperion Communication's Certificate of Formation and Certificate of Authority to Transact Business is attached as Exhibit A.

Description of the Transaction

Hyperion Communications is a newly-formed limited liability company that has, for internal corporate reorganization purposes, been established for the purpose of conducting certain operations

² At the appropriate time, the Parties will undertake any necessary steps to effectuate the amendment of MediaOne's Certificate of Public Convenience and Necessity to reflect its new name.

³ As part of a corporate reorganization, HTI is in the process of reorganizing existing operating company subsidiaries and certificating new operating company subsidiaries. Upon approval and completion of all restructuring activities, HTI will be renamed Hyperion Communications, Inc.

⁴ *In Re: Notice of Intent to Provide Alternative Local Exchange Telecommunications Service under Alternative Access Vendor Certificate No. 2978 by Hyperion Telecommunications of Florida, Inc.*, Docket No. 971505-TX, Order No. PSC-98-0106-FOF-TX (Jan. 16, 1998). The Commission previously granted a Certificate of Public Convenience and Necessity to Hyperion as an Alternative Access Vendor in Docket No. 920250-TA, Order No. PSC-92-0518-FOF-TA, Certificate No. 2978 (July 10, 1992).

⁵ MediaOne is certificated to provide alternative access vendor services. See Certificate No. 2973; Docket No. 920218-TA, Order No. PSC-92-0512-POF-TA issued July 8, 1992; and Docket No. 970664-TA, Order No. PSC-97-0904-FOF-TA issued July 31, 1997.

in the State of Florida.⁶ HT of Florida has agreed to purchase MTC's 80% interest in MediaOne, and will assign its right to make such purchase to Hyperion Communications. HT of Florida and MediaOne will continue to operate. As a result of the transaction, MediaOne will be 20% owned by HT of Florida and 80% owned by Hyperion Communications, both of which are wholly owned by HTI. MediaOne will notify the Commission of any name change within a reasonable time prior to the amendment of its formation documents to reflect such change.

The proposed transactions will neither disrupt nor cause inconvenience or confusion to HT of Florida's or MediaOne's customers because HT of Florida and MediaOne will continue to provide high quality, affordable telecommunications services to these customers. Furthermore, Hyperion Communications, like HT of Florida and MediaOne, will rely on the technical, managerial and financial resources of HTI in the provisioning of telecommunications services. These qualifications have already been reviewed by the Commission in HT of Florida's and MediaOne's local exchange and access applications, and were found to satisfy the Commission's requirements to provide public utility services. *See* n.3, 4, *above*. Thus, Hyperion Communications possesses the requisite technical, managerial, and financial qualifications to render the proposed services.

Consummation of the proposed transactions will serve the public interest in promoting competition by enabling HTI and its affiliates, including Hyperion Communications, to pursue their respective marketing and business plans in the State of Florida and elsewhere more effectively.

⁶ Hyperion Communications will seek separate authority should it offer services in areas other than those served by HT of Florida and MediaOne.

Conclusion

The Parties hereby notify the Commission of the transactions described herein. Should the Commission or Staff determine that other actions are necessary to effectuate the proposed transactions, the Parties respectfully request to be so informed by January 18, 1999.

Respectfully submitted,

Kernal Hueva

Date: _____
Kema: wa

Counsel for Hyperion Telecommunications
of Florida, Inc., MediaOne Fiber
Technologies, Inc., and Hyperion
Communications of Florida, LLC

cc: Phil Fraga, Esquire
Director of Legal and Regulatory Affairs
HYPERION TELECOMMUNICATIONS, INC.
500 Thomas Street, Suite 400
Bridgeville, Pennsylvania 15017-2838
412-221-1888 (Tel.)
412-221-6642 (Fax)

EXHIBIT A

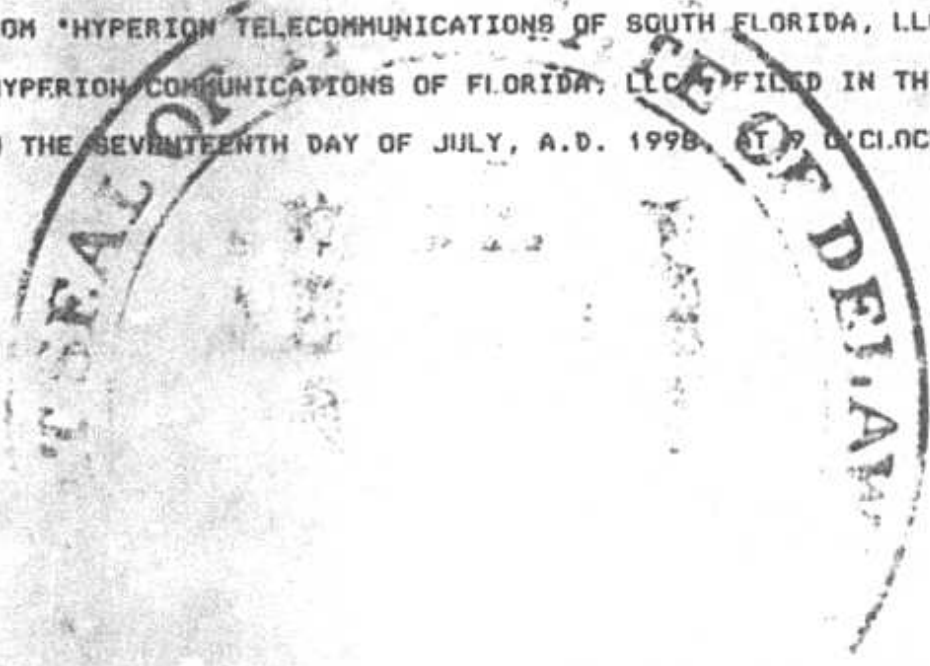
Certificate of Formation

and

Certificate of Authority to Transact Business

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CLRTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "HYPERION TELECOMMUNICATIONS OF SOUTH FLORIDA, LLC", CHANGING ITS NAME FROM "HYPERION TELECOMMUNICATIONS OF SOUTH FLORIDA, LLC" TO "HYPERION COMMUNICATIONS OF FLORIDA, LLC" FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF JULY, A.D. 1998 AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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981278051

AUTHENTICATION: 9202555
DATE: 07-17-98

CERTIFICATE OF AMENDMENT

OF

HYPERION TELECOMMUNICATIONS OF SOUTH FLORIDA, LLC

1. The name of the limited liability company is Hyperion Telecommunications of South Florida, LLC.
2. The Certificate of Formation of the limited liability company is hereby amended as follows: "The name of the limited liability company is Hyperion Communications of Florida, LLC."

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment as of this 16th day of July, 1998.

**HYPERION TELECOMMUNICATIONS
OF SOUTH FLORIDA, LLC.**

**BY: HYPERION
TELECOMMUNICATIONS, INC., its sole
member**

**BY: Randolph S. Fowler
NAME: Randolph S. Fowler
TITLE: Senior Vice President**



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 18, 1998

**CHRISTOPHER SMITH
CSC NETWORKS
TALLAHASSEE, FL**

Re: Document Number M98000000256

The Amendment to the Application of a Foreign Limited Liability Company for HYPERION TELECOMMUNICATIONS OF SOUTH FLORIDA, LLC which changed its name to HYPERION COMMUNICATIONS OF FLORIDA, LLC, a Delaware limited liability company authorized to transact business in Florida, was filed on August 18, 1998.

Should you have any questions regarding this matter, please telephone (850) 487-6051, the Registration Section.

Buck Kohr
Corporate Specialist
Division of Corporation

Letter Number: 198A00042906

Account number: 072100000032

Account charged: 52.50

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 AUG 18 PM 2:29

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Department of
State: Hyperion Telecommunications of South Florida, LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: March 18, 1998

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the
change effected under the laws of its jurisdiction of organization? 7/17/98
5. New name of the limited liability company: Hyperion Communications of Florida, LLC
(Name must end with the words "limited company" or the abbreviation "L.C." if not so
contained in the name at present.)
6. If the amendment changes the period of duration, indicate new period of duration:
N/A
7. If the amendment changes the jurisdiction of organization indicate new jurisdiction:
N/A

8/11/98

Date

Hyperion Telecommunications of South Florida, LLC

By: Randolph S. Fowler

Signature of a member or the authorized
representative of a member

Randolph S. Fowler
Typed or printed name
Senior Vice President