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October 22, 1999

VIA OVERNIGHT DELIVERY

Florida Public Service Commission Division of Records and Recording 2540 Shumard Oak Blvd. Gunter Bldg. Tallahassee, Florida 32399-0850

991481-TI

Re:

PNV.net, Inc. f/k/a Park 'N View, Inc. Original Docket No. 980479-TI

Dear Sir/Madam:

Please be advised that PNV.net, Inc. formerly known as Park 'N View, Inc., has engaged in the following financing transactions:

- A. In September of 1999, Applicant sold an aggregate of 3,000,000 shares of Series D preferred stock for \$31.5 million. In connection with the closing of the sale of Series D preferred stock, the company entered into certain amendments to the agreements with various holders of the company's Series A, Series B and Series C preferred stock.
- B. On September 17, 1999, Applicant filed a Form S-1, Registration Statement Under the Securities Act of 1933, with the Securities and Exchange Act. Upon the effective date of the registration statement, the Applicant intends to sell to the public, an aggregate of \$60,000,000 shares common stock with a par value of \$.001 per share, at a price which is yet to be determined. The Applicant intends to use the net proceeds of the offering to redeem its Series A preferred stock, fund operating losses and capital expenditures, and for working capital and other general corporate purposes.

Since there is no transfer of control, Commission approval should not be necessary. If any further action is required on our part, please advise us, and we will act accordingly.

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I have also enclosed an extra copy of this letter to be date stamped and returned to me in the enclosed, self addressed, postage prepaid envelope.

If you have any questions, or if I may provide you with additional information, please do not hesitate to contact me.

Sincerely

Attorney for PNV.net, Inc. f/k/a Park 'N View, Inc.

Enclosures cc: Mike Brewer LJS/cel