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November 24, 1997

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VIA HAND DELIVERY

ORIGINAL

Ms. Blanca Bayo, Director
Division of Records and Reporting
Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850

Re: US LEC of Florida Inc., Docket Nos. 971454-TI and ~~971455-TX~~

Dear Ms. Bayo:

The purpose of this letter is to notify the Florida Public Service Commission ("FPSC") that US LEC of Florida Inc.'s parent company will be converted from a limited liability company to a corporation.

On November 5, 1997, US LEC of Florida Inc. filed with the FPSC an Application for Authority to Provide Interexchange Service Within the State of Florida ("IXC Application"), and an Application for Authority to Provide Alternative Local Exchange Service Within the State of Florida ("ALEC Application"). The IXC Application has been assigned FPSC Docket No. 971454-TI. The ALEC Application has been assigned FPSC Docket No. 971455-TX.

Both the IXC Application and the ALEC Application refer to US LEC L.L.C. as the parent company of the applicant. Effective December 31, 1997, US LEC L.L.C. will be converted from a limited liability company to a corporation. The conversion will be accomplished by merging US LEC L.L.C. with a newly formed Delaware corporation by the name of US LEC Corp.

US LEC L.L.C. currently owns all of the common stock of US LEC of Florida Inc. US LEC L.L.C. has voting and non-voting interests. All of the voting interests in US LEC L.L.C. are owned by Rick Aab and family limited partnerships of which either Mr. Aab or Tan Ganatra are general partners. Following the conversion, US

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LEC Corp. will own all of the common stock of US LEC of Florida Inc. US LEC Corp. will have two classes of common stock. The voting interests in US LEC L.L.C. will convert into super-voting common stock and the non-voting interests will convert into regular common stock. Thus, Mr. Aab and the family limited partnerships of Messers. Aab and Ganatra will have voting control of US LEC Corp. immediately following the conversion.

The conversion of US LEC L.L.C. to a corporation in no way will affect the ability of US LEC of Florida Inc. to provide high quality interexchange telecommunications service and alternative local exchange service in this state. Furthermore, the conversion in no way will alter US LEC of Florida Inc.'s financial capacity to serve as described in the original applications. Finally, the conversion of US LEC L.L.C. will not affect the manner in which US LEC of Florida Inc. will provide telecommunication services within the state of Florida. Indeed, all services will continue to be provided under the name US LEC of Florida Inc.

Please place this letter in the FPSC's files for Docket Nos. 971454-TI and 971455-TX. We have provided courtesy copies of this letter to the FPSC staff members referenced below so that the conversion can be considered as part of staff's review of the applications.

Thank you for your assistance. Please let us know if you have any questions.

Sincerely,

HOLLAND & KNIGHT LLP



D. Bruce Mey

cc: Tom Williams, Division of Communications
Kimberly Pena, Esq., Division of Legal Services