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U.S. DEPARTMENT OF JUSTICE
TENNESSEE REGULATORY AUTHORITY
DOCKET ROOM
Reply to
Nashville Office

June 15, 2004

Chairman Deborah Taylor Tate
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

RE. Petition of Adelphia Business Solutions, Inc., Adelphia Business Solutions Investment, LLC,
Adelphia Business Solutions Atlantic, Inc., and Adelphia Business Solutions Operations, Inc.
(all d/b/a TelCove) for Approval to Issue Debt – Docket No. 04-00168

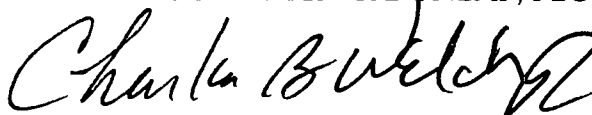
Dear Chairman Tate.

Please find enclosed for filing, an original and 14 copies of TelCove's responses to the data request in the above referenced matter. Please date stamp one copy for my records.

Thank you for your assistance regarding this matter. If you have any questions, or if I may be of further assistance, please do not hesitate to contact me

Very truly yours,

FARRIS MATHEWS BRANAN
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CBW/ale
Enclosure

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June 15, 2004

Mr. Aster Adams
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

RE: Petition of Adelphia Business Solutions, Inc., Adelphia Business Solutions Investment LLC, Adelphia Business Solutions Atlantic, Inc. and Adelphia Business Solutions Operations, Inc. (all d/b/a TelCove) for Approval to Issue Debt; Our Docket No. 04-00168.

Dear Mr. Adams:

On behalf of our client, TelCove, we provide the following responses to the data requests dated June 10, 2004.

1. Q Have the Petitioners filed similar petitions in other states and what is the status of any such petition?

A Affiliates of TelCove Operations, Inc f/k/a Adelphia Business Solutions Operations, Inc and TelCove of Nashville, L P f/k/a Adelphia Business Solutions of Nashville, L.P , the Tennessee operating entities, filed petitions for approval of the proposed financial transaction in Delaware, Georgia, New Jersey, New York, Pennsylvania, and Vermont. Pursuant to the Louisiana Public Service Commission Staff's request, a request for a letter of non-opposition was filed with the Louisiana Public Service Commission. Likewise, pursuant to the West Virginia Public Service Commission Staff's suggestion, a request for approval was filed with the West Virginia Public Service Commission.

The Delaware Public Service Commission, Georgia Public Service Commission, New York Public Service Commission and Vermont Public Service Board have approved the petitions. It is anticipated that the Louisiana Public Service Commission will issue a letter of non-opposition this week. In addition, it is anticipated that approval from the remaining states will be received by the end of June 2004.

2. Q. Have the Petitioners applied for approval of the debt issuance from any Federal Agency. Have they notified any Federal Agency? If so, what is the status of any such application or notification?

A Petitioners have neither applied for approval of the debt issuance from nor provided notice of the proposed transaction to the Federal Communications Commission because a change in the control of Petitioners is not contemplated by the proposed financial transaction. In the absence of a change in control, such approval/notification to the Federal Communications Commission is not required

3. Q. How many customers does TelCove currently have in Tennessee?

A. While the specific number of customers fluctuates, the TelCove Tennessee operating entities currently have approximately seven hundred and fifty-seven (757) customers in Tennessee

4. Q. What is the value of the assets of TelCove in Tennessee that will be pledged as collateral?

A. The information requested is confidential and proprietary and, therefore, is being filed under seal simultaneously with the filing of these non-proprietary responses.

5. Q. What percentage of the debt issued will be recorded on the books of the Tennessee TelCove subsidiaries and at what percentage of interest will Tennessee ratepayers have to pay on this financing?

A None of the debt issued will be recorded on the books of the TelCove Tennessee operating entities unless those entities draw upon the credit line being made available to them At this point, the TelCove Tennessee operating entities do not have immediate plans to draw upon the credit line. However, even if the TelCove Tennessee operating entities were to ultimately draw upon the credit facility, Tennessee ratepayers would not pay interest on the debt All interest payments applicable to the debt will be treated as normal operating expenses of the borrowing TelCove subsidiary

6. Q. For each operating subsidiary of TelCove, provide an analysis showing the specific benefits accruing to Tennessee ratepayers other than enhancing the financial viability of TelCove.

A For Tennessee ratepayers, the contemplated financing represents an opportunity to reap the benefits of expanded and improved access to high-quality, fiber-based telecommunications facilities and the complete array of telecommunications services that can be provided through such facilities TelCove's business model is premised upon the notion that ratepayers will not receive the benefits of true competition in the provision of telecommunications services absent the willingness and ability of would-be competitors to invest in the independent networking and provisioning facilities necessary to provide those services TelCove has embraced the crucial importance of these capital investments and

contemplates that the proposed financing will permit both the Tennessee operating entities to better avail themselves of strategic marketplace opportunities, thereby expanding the availability of truly competitive telecommunications services. Such investment not only improves TelCove's ability to better serve Tennessee ratepayers, it also stimulates further innovation and investment by other competitors in the marketplace. Accordingly, although the time-frame is largely dependant upon marketplace dynamics, Tennessee ratepayers can ultimately expect that TRA approval of the proposed financing will lead to market-wide improvement in the availability, quality, and price of telecommunications services.

7. Q. You state on page 4 of your petition, bottom paragraph, "Approval of this Petition will also allow customers to continue to receive service without the threat of having to involuntarily change carriers." Does this indicate in any manner that if this debt is not approved, the ratepayers in Tennessee may have to change carriers?

A. No. However, as indicated in the response to Data Request #6 above, the credit facility will further facilitate TelCove's successful Chapter 11 reorganization. The proposed transactions will enhance the financial viability of the reorganized company and benefit the entire corporate structure, including the Tennessee operating entities. As a financially stronger company overall, the Tennessee operating entities will be able to continue to provide high-quality, innovative services at competitive prices to consumers in Tennessee.

8. Q. For each operating subsidiary of TelCove in Tennessee show the existing level of working capital and the projected working capital after the issuance.

A. The information requested is confidential and proprietary and, therefore, is being filed under seal simultaneously with the filing of these non-proprietary responses.

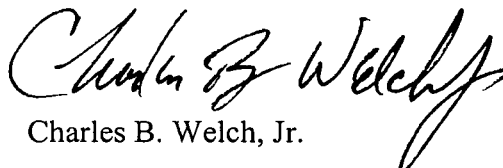
9. Q. What is the projected closing date for this transaction?

A. The projected closing date for the proposed financial transaction is June 25, 2004.

Thank you for your assistance regarding this matter. If you have any questions, or if I may be of further assistance, please do not hesitate to contact me.

Very truly yours,

FARRIS MATHEWS BRANAN
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