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VIA OVERNIGHT MAIL

January 31, 2000

Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

ATTN: Sharla Dillon

99-00580

Re: Application for Certificate To Provide Resell Telecommunication
Services in Tennessee

128404

Dear Ms. Dillon:

Pursuant to our telephone conversation of Friday, January 28, 2000, I am enclosing three (3) copies of the Application for Certificate to Provide Resell Telecommunication Services that was filed by Adelphia Telecommunications, Inc. on August 11, 1999. In light of the fact that this Application could not be located following the departure of Mr. Trout, it is my understanding that you will expedite the review and decision-making processes for this Application. Please note that I have attached copies of the date stamp of the TRA and a copy of the check that accompanied the original Application submission. Kindly date stamp the copy of this transmittal letter and return it in the prepaid postage envelope which has been provided for your convenience.

Should you have any questions or additional information is required, please do not hesitate to contact the undersigned at (412) 220-5717. Thank you in advance for your courtesies and cooperation in this matter.

Sincerely,


Joelle Blaho-Sinclair, Esquire

Enclosures (2)

CC: John B. Glicksman, Esquire (w/o enc.)

TENNESSEE REGULATORY AUTHORITY

Lynn Greer, CHAIRMAN
Sara Kyle, COMMISSIONER
Melvin Malone, DIRECTOR

460 James Robertson Parkway
Nashville, Tennessee 37243-0505

APPLICATION FOR CERTIFICATE TO PROVIDE OPERATOR SERVICES AND/OR RESELL TELECOMMUNICATION SERVICES IN TENNESSEE [RULE 1220-4-2-57]

SECTION A

Part 1: General Information

A. Name of Applicant Adelphia Telecommunications, Inc.
Address Main at Water Street, Coudersport
State Pennsylvania Zip Code 16915 Phone No. (814) 274-9830

B. Owner, Partners, or Corporate Officers

NAME	ADDRESS	CITY	STATE	ZIP CODE
Adelphia Communications Corporation	Main at Water Street	Coudersport	Pennsylvania	16915

C. Name and telephone number of Tennessee contact person authorized to respond to Authority inquiries Monday through Friday.

At this time, Applicant does not maintain any office or presence in Tennessee pending the approval of the Application for Certificate to Provide Resell Telecommunication Services in Tennessee. However, the Authority may contact Jeffrey W. Donahue, Director of Voice and Data Services, at (814) 274-9830.

128404
99.00580

(To be filled out by TRA)
Company ID Number _____
Date Approved _____
Evaluator _____

- D. List a toll-free telephone number that consumers can call to report service problems and/or request refunds or adjustments. 1-888-472-6222
- E. Check the type of telecommunications services you plan to provide in Tennessee.
☒ Resell Interexchange long distance services
☐ Resell Local Exchange services
☐ Operator Services
☐ Other (describe below) _____
- F. If providing operator services, list company name, address and contact person for all reseller carriers you serve in Tennessee. Provide the above information on Appendix I.
Applicant will not provide operator services.
- G. List the state(s) you are authorized to operate in at this time. Pennsylvania, South Carolina, Vermont, New Hampshire, Massachusetts, Michigan, North Carolina, New Jersey, Ohio, Virginia and New York

- H. List any states that you have been denied authority to provide service. None

- I. Areas in Tennessee to be served.
All counties in the state of Tennessee
- J. What type of customers will the company serve?
a. Business _____
b. Residential X
c. Aggregators _____
(e.g. Hotels, Pay phones)
d. Other (specify) _____
- K. Do you allow a property imposed fee (PIF) to be added to the price of intrastate telephone calls over your network? If yes, specify amount. No
- L. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers price for similar services? Yes XX No _____
- M. Describe the type of services and price that the applicant will be offering in Tennessee on the Informational Tariff Form found in Appendix II.^{1/}

^{1/} Applicant is required to fill out an Informational Tariff form. Failure to fill out this form will cause the applicant's request to be rejected.

(To be filled out by TRA)
Company ID Number _____
Date Approved _____
Evaluator _____

- N. What is the applicant's 10XXX or 800 access code The PIC Code of the underlying carrier is 0948.
- O. Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee? Applicant does not have any, nor does it intend on having any telecommunication facilities in Tennessee. Applicant intends to provide services on a resell basis.
- P. What facility-based network will the applicant be reselling? IXC Communications, Inc. is the underlying carrier. The company is based in Austin, Texas. It is one of the largest wholesale providers of long distance service in the United States. It has the fifth largest digital fiber transmission network with five major switching centers and 100 points of presence. The company provides nationwide (all LATA's) origination and termination capabilities. It has a national Network Control Center that operates 24 hours a day, 7 days a week. It provides long distance services, including 1+ dialing, travel card (calling card) services, 800/888 service, debit card services and international calling.
- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct?^{1/} Applicant will be billing its customers directly. A copy of a bill is attached and marked as an Exhibit.
- R. Describe briefly how the applicant plans to market their services in Tennessee? If an independent telemarketer is going to be used, state company name and address. Applicant will market its services television spot campaigns, aired on the cable television system. Applicant will utilize direct mail to the cable customer subscribers of Adelphia Communications Corporation to launch the service. Further, Applicant will utilize some radio and print advertisements to market the service. We will offer a highly competitive rate, and give the cable subscribers of Adelphia Communications Corporation opportunities to bundle some of Applicant's services, enabling them to enjoy an even lower rate. Applicant's offices will have detailed information about the program. The direct mail and other advertising will have a toll free telephone number so customers can call trained representatives who will explain all aspects of the service, including travel cards (calling card) services, international calling service and toll free service.
- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. Applicant requires an independent third party verification of all orders received on inbound calling or outbound telemarketing. If a customer visits one of Applicant's 70 offices and switches its long distance services, Applicant requires a signed authorization form from the customer before switching the service.
- T. Applicant has the ability and agrees to honor the form of call blocking that the consumer has subscribed to with their local telephone company. Yes X No
- U. Applicant gives permission to the local telephone company to provide the Authority a periodic sample of the reseller's intrastate toll calls. The purpose of this analysis is to audit the reseller's rates to assure they are at or below the dominant carrier's tariffed rates. Yes No X

^{2/} A copy of a bill is required if the applicant is going to bill the customer direct.

(To be filled out by TRA)
 Company ID Number _____
 Date Approved _____
 Evaluator _____

Part II: Organization Structure

A. Type of Organization

 Individual X Corporation

 Partnership Other (Explain on separate sheet)

B. If partnership and/or Non-resident

(1) Attach a copy of Certificate of Incorporation and current by-laws.
 Refer to attached Exhibits.

(2) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing
 corporation's authority to engage in business in Tennessee.
 Refer to attached Exhibit.

(To be filled out by TRA)
Company ID Number _____
Date Approved _____
Evaluator _____

Part III: Financial Information

- A. Attach a current financial statement showing in detail the applicant's financial condition, including balance sheet and income statement, or a copy of IRS form 1120 or 1065 filed by your business for the previous year. Attach, if available, a copy of your company's 10K and/or stockholder reports.

A copy of Applicant's financial information, including balance sheets and income statements for the preceding twelve months, is attached as an Exhibit. Accordingly, copies of the most recent 10Q and 10K and Annual Report for Adelphia Communications Corporation are attached as an Exhibit.

(To be filled out by TRA)
Company ID Number _____
Date Approved _____
Evaluator _____

VERIFICATION

Name and D/B/A Name of Applicant: Adelphia Telecommunications, Inc.

Title of person verifying Application and signing verification on behalf of Applicant: _____

Principle Business Address of Applicant: Main at Water Street, Coudersport, Pennsylvania

16915

Address of person verifying this Application: Main at Water Street, Coudersport, Pennsylvania

16915

The undersigned swears to (or affirms) that he or she has read this Application and attachments; that the information contained herein is true and correct to the best of his or her knowledge and belief; and that the Applicant is willing and able to comply with all regulations, rules and procedures of this Commission and all statutes of the State of New Mexico and the Constitution of the State of New Mexico.

By: James P. Regan

Title: Executive Vice President

COMMONWEALTH OF PENNSYLVANIA

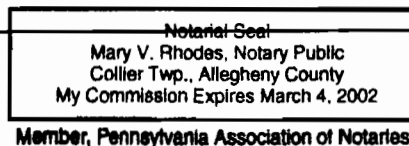
COUNTY OF ALLEGHENY

Signed and sworn to (or affirmed) before me on June 29, 1999, by James P. Regan
on behalf of Applicant, Adelphia Telecommunications, Inc.

Mary V. Rhodes
Notary Public

(Seal, if any)

My Commission Expires: _____



List of Exhibits

Exhibit 1	Certificate of Incorporation & Current By-Laws
Exhibit 2	Certificate of Authority to Transact Business
Exhibit 3	Financial Statements of Applicant's Parent, PGE, and its Subsidiaries
Exhibit 4	Informational Tariff
Exhibit 5	Sample of Customer Bill
Exhibit 6	Small and Minority Business Plan

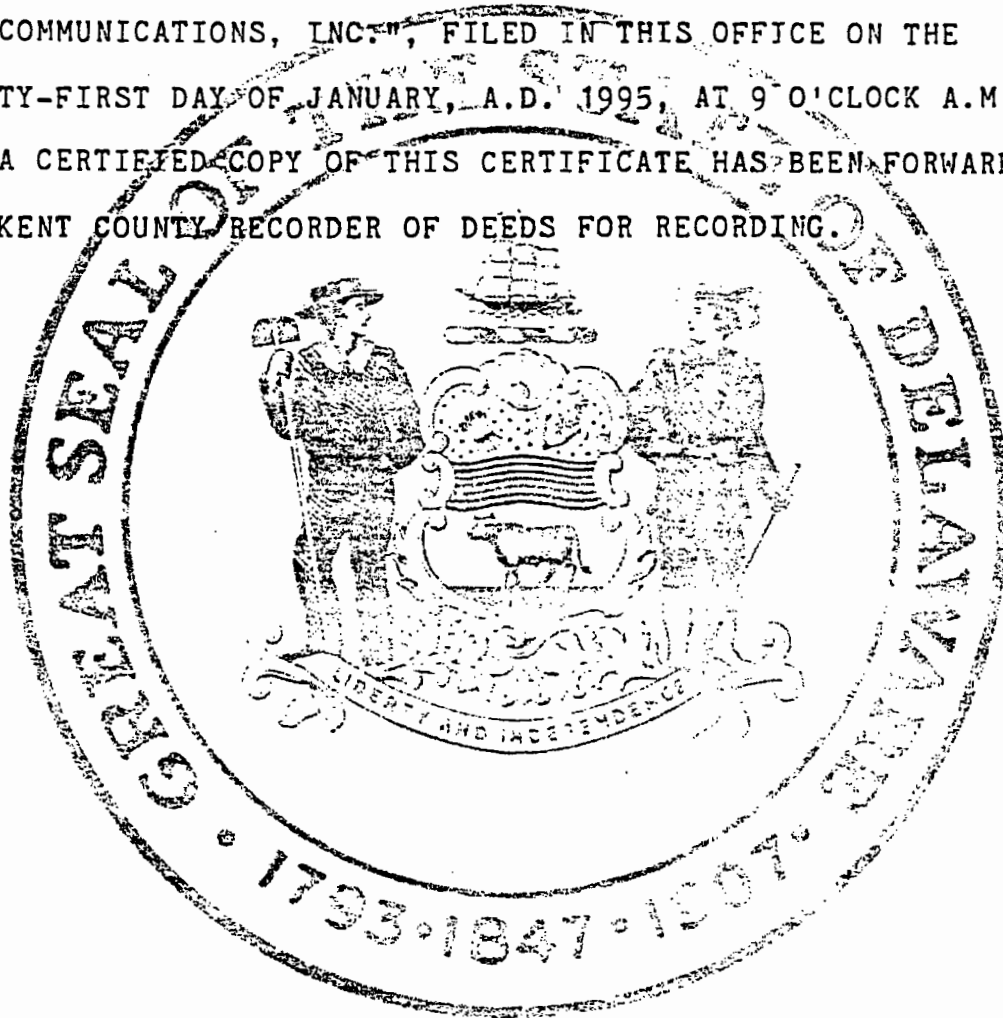
Exhibit 1

**CERTIFICATE OF INCORPORATION
AND CURRENT BY-LAWS**

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ADELPHIA TELECOMMUNICATIONS, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF JANUARY, A.D. 1995, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS FOR RECORDING.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2476396 8100

AUTHENTICATION: 7391593

950022784

DATE: 01-31-95

CERTIFICATE OF INCORPORATION
OF
ADELPHIA TELECOMMUNICATIONS, INC.

1. The name of the corporation is:

Adelphia Telecommunications, Inc.

2. The address of its registered office in the State of Delaware is 32 Loockerman Square, Suite L-100 in the City of Dover, 19904, County of Kent. The name of its registered agent at such address is The Prentice-Hall Corporation System, Inc.

3. The nature of the business or purpose to be conducted or promoted is:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is one thousand (1,000) shares of Common Stock, and the par value of each of such shares is one cent (\$0.01), amounting in the aggregate to ten dollars (\$10.00).

5. The name and mailing address of the sole incorporator is as follows:

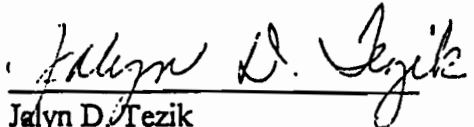
Jalyn D. Tezik
Adelphia Communications Corporation
5 West Third Street
Coudersport, PA 16915

6. The corporation is to have perpetual existence.

7. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director for any act or omission; provided, however, that the foregoing shall not eliminate or limit the liability of a director (a) for any breach of the director's duty or loyalty to the corporation or its stockholders, (b) for any act or omission not in good faith or which involves intentional misconduct or a knowing violation of law, (c) under Section 174 of the General Corporation Law of the State of Delaware, or (d) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this article by the stockholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

8. In furtherance and not in limitation of the powers conferred by the General Corporation Law of the State of Delaware, the Board of Directors of the corporation is expressly authorized to make, alter, or repeal the by-laws of the corporation.

I, Jalyn D. Tezik, being the Sole Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 27th day of January, 1995.


Jalyn D. Tezik
Sole Incorporator

**BY-LAWS
of
ADELPHIA TELECOMMUNICATIONS, INC.**

**ARTICLE I
Offices**

Adelphia Telecommunications, Inc. (hereinafter the "Corporation") may have offices and places of business at such places, within or without the State of Delaware, as the Board of Directors may from time to time determine or the business of the Corporation may require.

**ARTICLE II
Meeting of Stockholders**

Section 1. Place of Meetings. All meetings of the stockholders for the election of director shall be held at such place as may be fixed from time to time by the Board of Directors, or at such other place either within or without the State of Delaware as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting. Meetings of stockholders for any other purpose may be held at such time and place, within or without the state of Delaware, as shall be stated in the notice of the meeting or in a duly executed waiver thereof.

Section 2. Annual Meeting. Annual meetings of stockholders commencing with the year 1995, shall be held on the date and time as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting or in a duly executed waiver thereof.

Section 3. Special Meetings. Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute or by the Certificate of Incorporation, may be called by the President or Board of Directors and shall be called by the President or Secretary at the request in writing of stockholders owning not less than one-fifth of the entire capital stock of the Corporation issued and outstanding and entitled to vote. Such request shall state the purpose or purposes of the proposed meeting.

Section 4. Notice. Written notice of each meeting of stockholders shall be given in the manner prescribed in Article IV of these By-laws which shall state the place, date and hour of the meeting and, in the case of a special meetings hall state the purpose or purposes for which the meeting is called. In the case of a meeting to vote on a proposed merger or consolidation, such notice shall state the purpose of the meeting and shall contain a copy of the agreement or brief summary thereof and; in the case of a meeting to vote on the agreement or brief summary thereof and, in the case of a meeting to vote on a proposed sale, lease or exchange of all of the Corporation's assets, such notice shall specify that such a resolution shall be considered.

Such notice shall be given to each stockholder of record entitled to vote at the meeting, not less than ten (10) nor more than sixty (60) days prior to the meeting, except that where the matter to be acted on is a merger or consolidation of the Corporation or a sale, lease, or exchange of all or substantially all of its assets, such notice shall be given not less than twenty (20) nor more than sixty (60) days prior to such meeting. If mailed, notice is given when deposited in the United States mail, postage prepaid, directed to the stockholder at his address as it appears on the records of the corporation.

Section 5. Business. Business transacted at any special meeting of stockholders shall be limited to the purpose or purposes stated in the notice.

Section 6. Quorum and Adjournment. Except as otherwise provided by statute or the Certificate of Incorporation, the holders of a majority of the shares of the Corporation issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall be necessary to and shall constitute a quorum for the transaction of business at each meeting of stockholders but in no event shall a quorum consist of less than one-third of the shares entitled to vote at the meeting. If a quorum shall not be present at the time fixed for any meeting, the stockholders present, in person or by proxy, and entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 7. Voting. Unless otherwise provided in the Certificate of Incorporation and subject to the provisions of Article VI, Section 4 of these By-laws, each stockholder shall be entitled to one vote, in person or by proxy, for each share of capital stock held by such stockholder. If the Certificate of Incorporation provides for more or less than one vote for any share, on any matter, every reference in these By-laws to a majority or other proportion of stock shall refer to such majority or other proportion of the votes of such stock.

Section 8. Vote Required. When a quorum is present at any meeting, in all matters other than the election of directors, the vote of the holders of a majority of the shares present in person or represented by proxy and entitled to vote on the subject matter shall decide any question brought before such meeting, unless the question is one upon which by express provision of the statutes or of the Certificate of Incorporation, a different vote is required in which case such express provision shall govern and control the decision of such question. Directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors.

Section 9. Voting Lists. The officer who has charge of the stock ledger of the Corporation shall prepare and make, at least ten (10) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present.

Section 10. Proxy. Each stockholder entitled to vote at a meeting of stockholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him by proxy, but no such proxy shall be voted or acted upon after three (3) years from its date, unless the proxy provides for a longer period.

A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A proxy may be made irrevocable regardless of whether the interest with which it is coupled is an interest in the stock itself or an interest in the Corporation generally.

Section 11. Consents. Any action required or permitted to be taken at any annual or special meeting of the stockholders may be taken without a meeting, without prior notice and a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered to the Corporation by delivery to its registered office in Delaware, its principal place of business, or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of stockholders are recorded. Delivery made to the Corporation's registered office shall be by hand or by certified or registered mail, return receipt requested. Where corporate action is taken in such manner by less than unanimous written consent, prompt written notice of the taking of such action shall be given to all stockholders who have not consented in writing thereto.

Every written consent shall bear the date of signature of each stockholder who signs the consent and no written consent shall be effective to take the corporate action referred to therein unless, within sixty days of the earliest dated consent delivered in the manner required by statute to the Corporation, written consents signed by a sufficient number of holders to take action are delivered to the Corporation by delivery to its registered office in Delaware, its principal place of business, or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of stockholders are recorded. Delivery made to the Corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

ARTICLE III **Directors**

Section 1. Board of Directors. The business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things, except as provided in the Certificate of Incorporation.

Section 2. Number; Election and Tenure. The number of directors, which shall constitute the whole Board, shall be not less than three (3) nor more than nine (9). The initial Board shall consist of eight (3) directors. Thereafter, within the limits above specified, the number of directors shall be determined by resolution of the Board of Directors or by the stockholders at the annual meeting. The directors shall be elected at the annual meeting of the stockholders, except as provide in Section 3 of this Article, and each director elected shall hold office until his successor is elected and qualified or until his earlier resignation or removal. Any director may resign at any time upon written notice to the Corporation. Directors need not be stockholders.

Section 3. Vacancies. Vacancies in the Board of Directors and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, although less than quorum or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify, or until his earlier resignation or removal. If at any time, by reason of death or resignation or other cause the Corporation should have no directors in office, then any officer or any stockholder or an executor, administrator, trustee or guardian of a stockholder, or other fiduciary entrusted with like responsibility for the person or estate of a stockholder, may call a special meeting of stockholders in accordance with the provisions of the Certificate of Incorporation or the By-laws, or may apply to the Court of Chancery for a decree summarily ordering an election as provided by statute.

If, at the time of filling any ~~vacancy or any newly created directorship~~, the directors then in office shall constitute less than a majority of the whole Board (as constituted immediately prior to any such increase), the Court of Chancery may, upon application of any stockholder or stockholders holding at least ten percent of the total number of the shares at the time outstanding having the right to vote for such directors, summarily order an election to be held to fill any such vacancies or newly created directorships, or to replace the directors chosen by the directors then in office.

Section 4. Meeting. The Board of Directors of the Corporation may hold its meetings, and have an office or offices, within or without the State of Delaware.

Section 5. First Meeting. ~~The first meeting of each newly elected Board of~~ Directors shall be held at such time and place as shall be fixed by the vote of the stockholders at the annual meeting and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum shall be present. In the event of the failure of the stockholders to fix the time or place of such first meeting of the newly

elected Board of Directors, or in the event such meeting is not held at the time and place so fixed by the stockholders, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors, or as shall be specified in a written waiver signed by all of the directors.

Section 6. Notice. Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board. A special meeting of the Board may be called by the President or any Vice President and a special meeting shall be called by the President on the written request of two directors. Notice of each special meeting of the Board of Directors, specifying the place, day and hour of the meeting, shall be given in the manner prescribed in Article IV of these By-Laws and in this Section 6, either personally or by mail, by courier, telex or telegram to each director, at the address or the telex number supplied by the director to the Corporation for the purpose of notice, at least 48 hours before the time set for the meeting. Neither the business to be transacted at, nor the purpose of any meeting of the Board, need be specified in the notice of the meeting.

Section 7. Quorum and Voting. Except as may be otherwise specifically provided by statute or by the Certificate of Incorporation, a majority of the total number of directors shall constitute a quorum for the transaction of business. The vote of the majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

Members of the Board or members of any committee designated by the Board may participate in meetings of the board or of such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such meeting shall constitute presence in person at such meeting.

Section 8. Consents. Unless otherwise restricted by the Certificate of Incorporation, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

Section 9. Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of one or more directors of the Corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the Certificate of Incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommending to the stockholders a dissolution of the Corporation's property and assets, recommending to the stockholders a dissolution of the Corporation or a revocation of a dissolution, or amending the By-laws of the

corporation; and, unless the resolution, By-laws, or Certificate of Incorporation provides, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

In the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors.

Section 10. Committee Minutes. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.

Section 11. Compensation of Directors. The directors as such, and as members of any standing or special committee, may receive such compensation for their services as may be fixed from time to time by resolution of the Board. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

The directors may be paid their expenses, if any, for attendance at each meeting of the Board of Directors and any may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as director. Members of special or standing committees may be allowed like compensation for attending committee meetings.

Section 12. Removal of Directors. Any director or the entire Board of Directors may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of directors.

ARTICLE IV

Notices

Section 1. Form of Notice. Whenever, under the provisions of the Delaware General Corporation Law or of the Certificate of Incorporation or of these By-laws, notice is required to be given to any director or stockholder, it shall not be construed to mean personal notice, but such notice may be given in writing, by first class or express mail, addressed to such director or stockholder, at his address as it appears on the records of the Corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail, except that, in the case of directors, notice sent by first class mail shall be deemed to have been given forty-eight hours after being deposited in the United States mail. Whenever, under these By-laws, notice may be given by telegraph, courier, or telex, notice shall be deemed to have been given when deposited with a telegraph office or courier service for delivery or, in the case of telex, when dispatched.

Section 2. Waiver of Notice. Whenever notice is required to be given under any provisions of the Delaware General Corporation Law or the Certificate of Incorporation or these By-laws, a written waiver, signed by the person or persons entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of, any regular or special meeting at the stockholders, directors, or members of a committee of directors need be specified in any written waiver of notice unless so required by the Certificate of Incorporation or the By-laws.

ARTICLE V

Officers

Section 1. Selection of Officers. The officers of the Corporation shall be chosen by the directors and shall consist of a president and secretary. The Board of Directors may also choose a treasurer, a chairman and vice chairman of the Board, one or more vice presidents, and one or more assistant secretaries. Any number of offices may be held by the same person, unless the Certificate of Incorporation or these By-laws otherwise provide. A failure to elect officers shall not dissolve or otherwise affect the Corporation.

Section 2. Term of Office, Removal and Vacancies. Each officer of the Corporation shall hold his office until his successor is elected and qualifies or until his earlier resignation or removal. Any officer may resign at any time upon written notice to the Corporation. Any officer elected or appointed by the Board of Directors may be removed at any time by the same person, unless the Certificate of Incorporation or these By-laws otherwise provide. A failure to elect officers shall not dissolve or otherwise affect the Corporation.

Section 3. Compensation. The salaries of the officers of the Corporation may be fixed by the Board of Directors.

Section 4. Bond. The Corporation may secure the fidelity of any or all of its officers or agents by bond or otherwise.

Section 5. The Chairman and Vice Chairman of the Board. The Chairman of the Board or in the absence of the Chairman, the Vice Chairman of the Board shall preside at all meetings of the stockholders and of the Board of Directors, and shall perform such other duties as may from time to time be requested by the Board of Directors.

Section 6. The President. The President shall be the chief executive officer of the Corporation, shall preside at all meetings of the stockholders and the Board of Directors, shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall have the power

to appoint and remove such subordinate officers and agents other than those actually appointed or elected by the Board of Directors as the business of the Corporation may require.

Section 7. Vice President. Each Vice President, if any, shall perform such duties as shall be assigned to him by the Board of Directors or President, and, in the absence or disability of the president, the most senior in rank of the Vice Presidents shall perform the duties of the President.

Section 8. Secretary. The Secretary shall attend all meetings of the Board of Directors and all meetings of the stockholders and record all the proceedings of the meetings of the Board of Directors and the stockholders in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President. He shall be the custodian of the seal of the Corporation and he, or an assistant secretary, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his signature or by the signature of such assistant secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by his signature.

Section 9. Assistant Secretary. The Assistant Secretary, if any, or assistant secretaries, if more than one, shall perform the duties of the secretary in his or her absence and shall perform such other duties as the Board of Directors, the President or the Secretary may from time to time designate.

Section 10. Treasurer. The Treasurer shall have custody of the corporate funds and securities and shall keep, or cause to be kept, full and accurate amounts of receipts and disbursements in books kept for that purpose. He shall deposit all monies, and other valuable effects, in the name and to the credit of the Corporation, in such depository as the Board of Directors shall designate. As directed by the Board of Directors or the President, he shall disburse monies of the Corporation, taking proper vouchers for such disbursements and shall render to the President and directors an account of all his transactions as Treasurer and of the financial condition of the Corporation. In addition, he shall perform all the usual duties incident to the office of Treasurer.

ARTICLE VI

Certificates of Stock and Transfers

Section 1. Certificates of Stock; Uncertificated Shares. The shares of the Corporation shall be represented by certificates, provided that the Board of Directors may provide by resolution or resolutions that some or all of any or all classes or series of its stock shall be uncertificated shares. ~~Any such resolution shall not apply to shares represented by a certificate until such certificate is surrendered to the corporation.~~ Notwithstanding the adoption of such a resolution by the Board of Directors, every holder of stock represented by certificates and upon request every holder of uncertificated shares shall be entitled to have a certificate

signed by, or in the name of the Corporation by, the President or any Vice President, and countersigned by the Secretary or any Assistant Secretary or the Treasurer, representing the number of shares registered in certificate form. Any or all the signatures on the certificate may be a facsimile. In case any officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer, transfer agent, or registrar at the date of issue.

Section 2. Lost, Stolen or Destroyed Stock Certificates; Issuance of New Certificate or Uncertificated Shares. The Board of Directors may issue a new certificate of stock or uncertificated shares in place of any certificate therefore issued by it, alleged to have been lost, stolen or destroyed, and the Corporation may require the owner of the lost, stolen or destroyed certificate, or his legal representative to give the Corporation a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate or uncertificated shares.

Section 3. Record Date. In order that the Corporation may determine the stockholders entitled to notice of, or to vote at, any meeting of stockholders or at any adjournment thereof in respect of which a new record date is not fixed, or to consent to corporate action without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors and which date shall not be more than sixty (60) nor less than ten (10) days before the date of any such meeting, nor more than ten (10) days after the date on which the date fixing the record date for the consent of stockholders without a meeting is adopted by the Board of Directors, nor more than sixty (60) days prior to any such action. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

Section 4. Registered Stockholders. The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as of any record date fixed or determined pursuant to Section 3 of this Article as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, regardless of whether it shall have express or other notice thereof, except as otherwise provided by the laws of the State of Delaware.

ARTICLE VII

General Provisions

Section 1. Dividends. Dividends upon the capital stock of the Corporation, subject to the provisions of the Certificate of Incorporation, if any, may be declared by the Board of Directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property, or in shares of the Corporation's capital stock, subject to the provisions of the Certificate of Incorporation.

Section 2. Liability of Directors as to Dividends or Stock Redemption. A member of the board of directors, or a member of any committee designated by the board of directors, shall be fully protected in relying in good faith upon the records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of its officers or employees, or committees of the Board of Directors, or by any other person as to matters the director reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation, as to the value and amount of the assets, liabilities and/or net profits of the Corporation, or any other facts pertinent to the existence and amount of surplus or other funds from which dividends might properly be declared and paid, or with which the Corporation's stock might properly be purchased or redeemed.

Section 3. Reserve for Dividends. Before declaring any dividend, there may be set aside out of any funds of the Corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the Corporation, or for such other purpose as the directors shall think conducive to the interest of the Corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

Section 4. Annual Statement. The Board of Directors shall present at each annual meeting, and at any special meeting of the stockholders when called for by vote of the stockholders, a full and clear statement of the business and condition of the Corporation.

Section 5. Signing Checks, Notes, etc. All checks or other orders for the payment of money and all notes or other instruments evidencing indebtedness of the Corporation shall be signed on its behalf by such officer or officers or such other person or persons as the Board of Directors may from time to time designate, or, if not so designated, by the President or any Vice President of the Company.

Section 6. Seal. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Delaware". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

Section 7. Voting of Securities of Other Corporations. In the event that the Corporation shall at any time or from time to time, own and have power to vote any securities (including but not limited to shares of stock or partnership interests) of any other issuer, they shall be voted by such person or persons, to such extent and in such manner, as may be determined by the Board of Directors or, if not so determined, by any duly elected officer of the Corporation.

ARTICLE VIII

Indemnification

Section 1. Indemnification. Except as otherwise provided below, each person who was or is made a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding") and whether or not by or in the right of the Corporation or otherwise, by reason of the fact that he or she, or a person of whom he or she is the heir, executor, or administrator, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as director or officer or trustee of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director or officer or trustee, or in any other capacity while serving as a director or officer or trustee, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by law, as the same exist or may hereinafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than are permitted the corporation to provide prior to such amendment), against all reasonable expenses, including attorneys' fees, and any liability and loss, including judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement, incurred or paid by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director or officer or trustee; provided, however, that except as provided in paragraph (b) hereof, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this section shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of the final disposition thereof; provided, however, that to the extent required by the law, the payment of such expenses incurred by an officer or director in advance of the final disposition of a proceeding shall be made only upon receipt of an undertaking, by or on behalf of such person, to repay all amounts so advanced if it shall ultimately be determined that he or she is not entitled to be indemnified under this section or otherwise. The right to indemnification and advancement of expenses provided herein shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 2. Right to Claimant to Bring Suit. If a claim under Section 1 of this Article is not paid in full by the Corporation within thirty (30) days after a written claim has been received by the Corporation, the claimant may, at any time thereafter, bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim.

Section 3. Non-Exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of a final disposition conferred in this Article VIII shall not be exclusive of any other rights to which those seeking indemnification or advancement of expenses hereunder may be entitled under any bylaw, agreement, vote of stockholders or directors or otherwise, both as to action in his official capacity and as to action in any capacity while holding that office.

Section 4. Funding. The Corporation may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this bylaw or otherwise.

ARTICLE IX

Amendments

These By-Laws may be altered, amended or repealed, and new By-Laws may be adopted, by the stockholders, or by the Board of Directors when such power is conferred upon the Board of Directors by the Certificate of Incorporation.

Dated: January 31, 1995

Exhibit 2

CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS



CSC- Wilmington
1013 Centre Road
Wilmington, DE 19805-1297
800-927-9800
302-636-5454 Fax



Matter# Not Provided

Order# 289234 - 095

Order Date 06/28/1999

Entity Name : ADELPHIA TELECOMMUNICATIONS, INC.

Jurisdiction : Tennessee- Secretary of State

Request for : Qualification

Result : Filed **File Date :** 06/30/1999

Thank you for using CSC. If you have any questions concerning these order results, please feel free to contact us.

Edward Burke

eburke@cscinfo.com

800-927-9800

Ordered by Mary Rhodes, Legal Asst at HYPERION TELECOMMUNICATIONS, INC.

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

ADELPHIA TELECOMMUNICATIONS, INC.

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is ADELPHIA TELECOMMUNICATIONS, INC.

If different, the name under which the certificate of authority is to be obtained is _____

[NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. If obtaining a certificate of authority under an assumed corporate name, an application must be filed pursuant to Section 48-14-101(d).]

2. The state or country under whose law it is incorporated is Delaware

3. The date of its incorporation is January 31, 1995 (must be month, day, and year), and the period of duration, if other than perpetual, is _____

4. The complete street address (including zip code) of its principal office is c/o Adelphia Telecommunications, Main at Water Street, Coudersport, PA 16915

Street	City	State/Country	Zip Code
--------	------	---------------	----------

5. The complete street address (including the county and the zip code) of its registered office in this state is 500 Talian Building,

Street	City/State	County	Zip Code
<u>Two Union Square,</u>	<u>Chattanooga, Tennessee</u>	<u>Hamilton</u>	<u>37402-2571</u>

The name of its registered agent at that office is Corporation Service Company

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)

See attached officers/directors rider

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)

See attached officers/directors rider

8. The corporation is a corporation for profit.

9. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is _____, 19____ (date), _____ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than one (1) month prior to the date the application is filed in this state.]

June 25, 1999
Signature Date

Vice President

Signer's Capacity

ADELPHIA TELECOMMUNICATIONS, INC.

Name of Corporation

James P. Rigas
Signature

James P. Rigas

Named (typed or printed)



OFFICERS/DIRECTORS RIDER

-Application for Certificate of Authority

ADELPHIA TELECOMMUNICATIONS, INC.

List of Officers

Name:	John J. Rigas	Title:	President
Bus. Addr.:	Main at Water Street, Coudersport, PA 16915		
Name:	Michael J. Rigas	Title:	Executive Vice President
Bus. Addr.:	Main at Water Street, Coudersport, PA 16915		
Name:	James P. Rigas	Title:	Executive Vice President
Bus. Addr.:	Main at Water Street, Coudersport, PA 16915		
Name:	Timothy J. Rigas	Title:	Executive Vice President/Treasurer
Bus. Addr.:	Main at Water Street, Coudersport, PA 16915		
Name:	Daniel R. Milliard	Title:	Senior VP/Secretary
Bus. Addr.:	Main at Water Street, Coudersport, PA 16915		
Name:	Randall D. Fisher	Title:	Vice President/Asst. Secretary
Bus. Addr.:	Main at Water Street, Coudersport, PA 16915		
Name:	Orby Kelley	Title:	Vice President/Labor Relations
Bus. Addr.:	Main at Water Street, Coudersport, PA 16915		
Name:	Daniel Liberatore	Title:	Vice President/Engineering
Bus. Addr.:	Main at Water Street, Coudersport, PA 16915		
Name:	Jim Brown	Title:	Vice President/Finance
Bus. Addr.:	Main at Water Street, Coudersport, PA 16915		
Name:	Colin Higgin	Title:	Asst. Secretary/Deputy General Counsel
Bus. Addr.:	Main at Water Street, Coudersport, PA 16915		

List of Directors

Name:	John J. Rigas	Term:	
Bus. Addr.:	Main at Water Street, Coudersport, PA 16915		
Name:	MICHAEL J. RIGAS	Term:	
Bus. Addr.:	Main at Water Street, Coudersport, PA 16915		
Name:	James P. Rigas	Term:	
Bus. Addr.:	Main at Water Street, Coudersport, PA 16915		
Name:	Timothy J. Rigas	Term:	
Bus. Addr.:	Main at Water Street, Coudersport, PA 16915		
Name:	Daniel R. Milliard	Term:	
Bus. Addr.:	Main at Water Street, Coudersport, PA 16915		

Exhibit 5

SAMPLE OF CUSTOMER BILL

FOR CUSTOMER SERVICE INQUIRIES

PLEASE CALL 1-888-472-6222

Customer Name

Account Number

Billing Period

Bill Date

Page

04/01/99

04/02/99

1 of 3

Thank you for choosing Adelphia Long Distance! To make your life easier, Adelphia has several payment options. Pay by check or cash at one of our local offices. Call customer service at 1-888-472-6222 from 7AM until 1 AM and pay by credit card. Use on line banking through your local bank. Or simply mail your payment in the convenient envelope provided. To help you keep in touch, Adelphia PageTime offers affordable paging service. Sign up for a year of PageTime personal paging service during the month of March and receive a brand new Motorola numeric pager FREE! Call toll free for details 1-800-870-2220.

For questions regarding your long distance bill call 1-888-472-6222.

Accounts with a past due balance are subject to service disconnection without further notice.

Account Summary

PREVIOUS BALANCE
PAYMENTS RECEIVED - THANK YOU
ADJUSTMENTS

Amount

Total

Balance Forward

Summary of New Charges

NEW LONG DISTANCE CHARGES
RECURRING CHARGES
NON-RECURRING CHARGES
MINIMUM USAGE SURCHARGE
SERVICE CHARGES
TAXES

Total New Charges Due Upon Receipt

Total Amount Due Upon Receipt

Please detach and return bottom portion with payment- do not fold. THANK YOU!

ALDPA 6.2.99

Adelphia

Main at Water Street
Coudersport, PA 16915-1141



Check box for referral or change of address (see reverse)



ELIZABETH MONACKER
6255 E AMIN RD
PORTLAND, NY 14769

08ad-1x-11883

Bill Close Date

Due Upon Receipt

Account/Invoice #

Total Amount Due

To avoid a 1.5% late payment charge, payment must be received by the end of the month

PLEASE MAKE CHECK PAYABLE TO:



ADELPHIA
ATTN: O1
PO BOX 861612
ORLANDO, FL 32886-1612

00020271167 990401 000000000

0000

Adelphia

FOR CUSTOMER SERVICE INQUIRIES

PLEASE CALL 1-888-472-6222

Customer Name

Account Number

Billing Period

Bill Date

Page

03/02/99

04/02/99

2 of 3

04/01/99

CURRENT ACCOUNT ACTIVITY**USAGE CHARGES:**

PRODUCT TYPE: 10 - ADELPHIA FRO CLL PLM

INTERSTATE

SUB-TOTAL

RECURRING CHARGES:

PRODUCT MONTHLY CHARGES

MONTHLY CHARGE CREDIT

FCC PRESUBSCH INTRXCHNG CARRIER CHARGE

SUB-TOTAL

TAXES:

FEDERAL EXCISE TAX

STATE SALES TAX

COUNTY SALES TAX

STATE EXCISE TAX

FEDERAL UNIVERSAL SERVICE FUND CONTRIBUTION

SUB-TOTAL

TOTAL CURRENT CHARGES

ALD01B 8.28.99

If you have moved recently, please complete this form so we can update our files.

NAME: _____

STREET ADDRESS: _____

CITY: _____

STATE: _____

ZIP: _____

MAILING ADDRESS: _____

CITY: _____

STATE: _____

ZIP: _____

HOME PHONE: _____

BUSINESS PHONE: _____

EFFECTIVE DATE OF CHANGE _____

Adelphia

Long Distance

Customer Name

FOR CUSTOMER SERVICE INQUIRIES

Account Number

PLEASE CALL 1-888-472-6222

Billing Period

Invoice Date

Page

03/02/99 -
04/01/99

04/02/99

3 of 3

Date	Time	Rate	Call Destination	Number Called	Minutes	Charges
T-LEAFING NUMBER: 03/25 02:29 PM D PERIE PA						
TOTAL FOR (716) 792-6610				CALLS: 1		
TOTAL FOR SERVICE				CALLS: 1		

Date	Time	Rate	Call Destination	Number Called	Minutes	Charges
------	------	------	------------------	---------------	---------	---------

Exhibit 6

SMALL AND MINORITY BUSINESS PLAN

**SMALL AND MINORITY OWNED TELECOMMUNICATIONS
BUSINESS PARTICIPATION OF
ADELPHIA TELECOMMUNICATIONS, INC.**

Policy Statement

Adelphia Telecommunications, Inc. ("ATI") acknowledges the importance of supporting the participation of small and minority owned telecommunications businesses in the telecommunications industry and the overall general business participation in the Tennessee telecommunications business operations. It is the policy of ATI to provide small and minority owned telecommunications businesses an opportunity to compete for contracts and subcontracts for goods and services to ATI. ATI is committed to the identification and selection of qualified small and minority owned telecommunications businesses in this respect.

Further, with respect to its Tennessee business operations, it is the policy of ATI to provide information on programs, if any, to provide technical assistance to small and minority owned telecommunications businesses when and where available in Tennessee.

ATI acknowledges its obligation to contribute its share to the fund established by the Department of Economic and Community Development in accordance with Section 16 of Chapter 408 of the Public Acts of 1995 (the "Act") for the purpose of funding the Small and Minority Owned Telecommunications Business Assistance Program, which provides for loan guarantees, education services, and technical assistance and services.

Definitions

"Act" - Section 16 and 17 of Chapter 408 of the Public Acts of 1995.

"Adelphia Telecommunications, Inc." or "ATI", a Delaware corporation with corporate headquarter offices located at Main at Water Street, Coudersport, PA 16915. The telephone number is 814-274-9830 and the facsimile number is 814-274-9863.

"Minority Owned Telecommunications Business" - a telecommunications business which is solely-owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages the daily operations of such business, and who is impeded from normal entry into economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000), or as otherwise modified or amended in the future by the legislature for the State of Tennessee:

- a) "Personally Manages" in this context shall mean actively involved in the day-to-day management.
- b) "Controls" in this context shall mean exercising the power to make policy decisions.

- c) “Who is impeded from normal entry” in this context shall mean individuals who have been subjected to racial or ethnic prejudice or cultural bias because of their identity as a member of a group without regard to their qualities as individuals and as provided in the regulation implementing Section B(a) and 7(j) of the Small Business Act, as amended by the Business Opportunity Development Reform Act of 1988, and Business Opportunity Development Reform Act Technical Corrections Act, (15 U.S.C. 67(a) and 636(j)), as amended by Pub. L. 100-656 and Pub. L. 101-37.

“Small Telecommunications Business” - A telecommunications company with annual gross receipts of less than four million dollars (\$4,000,000), or as otherwise modified or amended in the future by the legislature for the State of Tennessee.

“Subcontract” - Any agreement (other than one involving an employer-employee relationship) entered into by ATI with a non-affiliated company or individual calling for the direct or indirect purchase of raw materials, components, supplies and services needed to support ATI’s operations.

Goals

The goals of ATI’s Small and Minority Owned Telecommunications Business Participation Plan (“Plan”) is to identify small and minority owned telecommunications businesses that are qualified to provide goods and services and to promote awareness among these businesses of the opportunities to develop business relationships with ATI.

Plan Implementation

When appropriate, ATI will invite bids, issue reports for proposals, or otherwise solicit offers from small and minority owned telecommunications businesses, except in the case of emergencies, or in cases where ATI is bound by contract to purchase goods and services from other sources, to furnish specified goods or services to ATI in furtherance of its Tennessee operations.

Plan Administration

In conducting its business affairs in Tennessee, ATI will appoint one of its employees as the Administrator of the Plan. The Administrator will be responsible for obtaining and utilizing available resources for identifying small telecommunications business and minority owned telecommunications businesses interested and qualified in furnishing goods and services to ATI and to cultivate an awareness among such businesses as to any opportunities to develop business relations with ATI. The Administrator will also serve as resource for technical assistance to small telecommunications businesses and minority owned telecommunications business and will refer such businesses to sources of information and other technical assistance.

Plan Administrator

The administration of this Plan will be under the direction of (hereinafter called the “Administrator”):

Adelphia Telecommunications, Inc.
Main at Water Street
Coudersport, PA 16915
(814) 274- (Tel.)
(814) 274- (Fax)

The duties of the Administrator are, among other things:

1. To develop policies and procedures to assure success of the Plan
2. To maintain a current Plan acceptable to the Tennessee Regulatory Authority.
3. To conduct certification surveys as to the status of suppliers.
4. To establish and maintain a database and records in support of the Plan pursuant to the requirements of the Tennessee Regulatory Authority.
5. To search diligently for qualified small and minority owned telecommunications businesses and concerns through:
 - a. The Small Business Administration’s Procurement Automated Source System (PASS), and publications of the Office of Minority Business Data Center in the Department of Commerce and the Office of Minority Small Business and Capital Ownership Development in the Small Business Administration.
 - b. Local and national associations and Minority Supplier Development councils.
 - c. Participation in trade fairs and industry meetings.
 - d. Advertisement in industry and local publications.
6. To prepare and submit such forms and information as may be required by the Tennessee Regulatory Authority.
7. Maintain liaison and cooperation with the Tennessee Regulatory Authority, and other agencies of the State of Tennessee to find and utilize qualified business concerns defined herein.

8. To support activities for assisting buyers in locating and qualifying the business concerns defined herein.
9. To provide required records and reports and cooperate in any authorized surveys by the Tennessee Regulatory Authority.

Compliance Reports

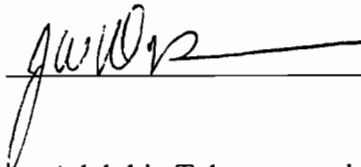
ATI will submit reports, as may be required, for use in connection with subcontracting plans by the Tennessee Regulatory Authority and/or the State of Tennessee. ATI will cooperate fully with all reasonable and appropriate surveys or studies required by the contracting agency in determining program compliance. However, ATI reserves the right to designate documents, reports, surveys and/or studies as "confidential" or "proprietary."

Record Maintenance

ATI will maintain records relating to ATI's Small and Minority Owned Telecommunications Business Participation Plan for the purpose of evidencing the implementation of this policy, for use by ATI in evaluating the effectiveness of the Plan and in obtaining the goals of the Plan, and for use in updating the Plan on an annual basis with the Tennessee Regulatory Authority, or as otherwise required.

ADOPTED THIS 21st day of June, 1999.

Adelphia Telecommunications, Inc.

By: 
Adelphia Telecommunications, Inc.

VERIFICATION

COMMONWEALTH OF PENNSYLVANIA

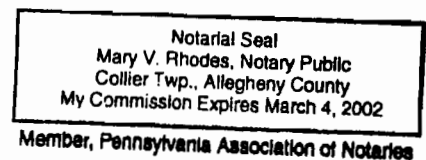
COUNTY OF ALLEGHENY

I, James P. Rigas, being duly sworn, declare that I am the Executive Vice President, of Adelphia Telecommunications, Inc., that I am authorized to make this Verification on behalf of Adelphia Telecommunications, Inc., the Applicant, in the subject proceeding; that the year ending financial documents provided are a true and correct representation of the company's fiscal year-ending financial position.

James P. Rigas

Subscribed and sworn to before me on the 29th day of June, 1999.

My Commission Expires:



Mary V. Rhodes
Signature of Notary Public

Mary V. Rhodes
Name of Notary Public (Typed or Printed)

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 06/30/99
REQUEST NUMBER: 3704-2870
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 06/30/99 1045
EFFECTIVE DATE/TIME: 06/30/99 1045
CONTROL NUMBER: 0373296

TO:
ADELPHIA TELECOMMUNICATIONS INC
MAIN AT WATER STREET
COUDERSPORT, PA 16915

RE:
ADELPHIA TELECOMMUNICATIONS, INC.
APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF
AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE
ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN
NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE
REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE
ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS
OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED
AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION
OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

ON DATE: 06/30/99

FROM:
CSC/USC (80 STATE ST)
80 STATE STREET
ALBANY, NY 12207-2543

	FEES	
RECEIVED:	\$600.00	\$0.00
TOTAL PAYMENT RECEIVED:	\$600.00	
RECEIPT NUMBER:	00002515959	
ACCOUNT NUMBER:	00269941	



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

State of Delaware

Office of the Secretary of State

RECEIVED
STATE OF TENNESSEE

99 JUN 30 AM 10:45

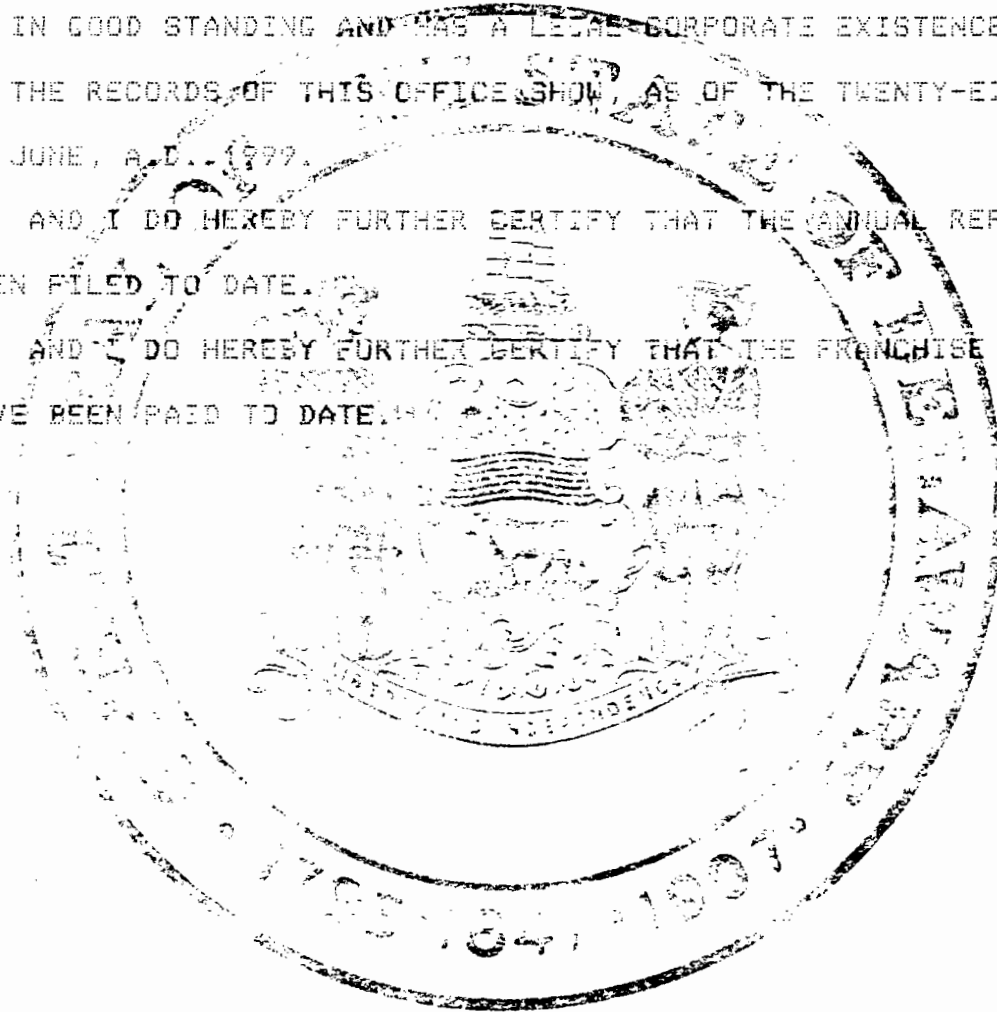
RILEY DARNELL

SECRETARY OF STATE

I, EDWARD J. FREEL, SECRETARY OF STATE OF DELAWARE, DO HEREBY CERTIFY "ADELPHIA TELECOMMUNICATIONS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF JUNE, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Edward J. Freel, Secretary of State

2476396 8300

AUTHENTICATION:

9832489

991261382

DATE:

06-28-99

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

ADELPHIA TELECOMMUNICATIONS, INC.

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is ADELPHIA TELECOMMUNICATIONS, INC.

If different, the name under which the certificate of authority is to be obtained is _____

[NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. If obtaining a certificate of authority under an assumed corporate name, an application must be filed pursuant to Section 48-14-101(d).]

2. The state or country under whose law it is incorporated is Delaware

3. The date of its incorporation is January 31, 1995 (must be month, day, and year), and the period of duration, if other than perpetual, is _____

4. The complete street address (including zip code) of its principal office is c/o Adelphia Telecommunications, Main at Water Street, Coudersport, PA 16915

Street	City	State/Country	Zip Code
--------	------	---------------	----------

5. The complete street address (including the county and the zip code) of its registered office in this state is 500 Tallan Building,

Street	City/State	County	Zip Code
--------	------------	--------	----------

<u>Two Union Square,</u>	<u>Chattanooga, Tennessee</u>	<u>Hamilton</u>	<u>37402-2571</u>
--------------------------	-------------------------------	-----------------	-------------------

The name of its registered agent at that office is Corporation Service Company

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)

See attached officers/directors rider

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)

See attached officers/directors rider

8. The corporation is a corporation for profit.

9. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is

_____, 19____ (date), _____ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than one (1) month prior to the date the application is filed in this state.]

June 25, 1999
Signature Date

Vice President

Signer's Capacity

ADELPHIA TELECOMMUNICATIONS, INC.

Name of Corporation

James P. Rigas
Signature

James P. Rigas

Named (typed or printed)



OFFICERS/DIRECTORS RIDER

-Application for Certificate of Authority

ADELPHIA TELECOMMUNICATIONS, INC.

STATE OF MISSISSIPPI
RECEIVED

59 JUN 30 AM 10:45

SECRETARY OF STATE

List of Officers

Name:	John J. Rigas	Title:	President
Bus. Addr.:	Main at Water Street, Coudersport, PA 16915		
Name:	Michael J. Rigas	Title:	Executive Vice President
Bus. Addr.:	Main at Water Street, Coudersport, PA 16915		
Name:	James P. Rigas	Title:	Executive Vice President
Bus. Addr.:	Main at Water Street, Coudersport, PA 16915		
Name:	Timothy J. Rigas	Title:	Executive Vice President/Treasurer
Bus. Addr.:	Main at Water Street, Coudersport, PA 16915		
Name:	Daniel R. Milliard	Title:	Senior VP/Secretary
Bus. Addr.:	Main at Water Street, Coudersport, PA 16915		
Name:	Randall D. Fisher	Title:	Vice President/Asst. Secretary
Bus. Addr.:	Main at Water Street, Coudersport, PA 16915		
Name:	Orby Kelley	Title:	Vice President/Labor Relations
Bus. Addr.:	Main at Water Street, Coudersport, PA 16915		
Name:	Daniel Liberatore	Title:	Vice President/Engineering
Bus. Addr.:	Main at Water Street, Coudersport, PA 16915		
Name:	Jim Brown	Title:	Vice President/Finance
Bus. Addr.:	Main at Water Street, Coudersport, PA 16915		
Name:	Colin Higgin	Title:	Asst. Secretary/Deputy General Counsel
Bus. Addr.:	Main at Water Street, Coudersport, PA 16915		

List of Directors

Name:	John J. Rigas	Term:	
Bus. Addr.:	Main at Water Street, Coudersport, PA 16915		
Name:	MICHAEL J. RIGAS	Term:	
Bus. Addr.:	Main at Water Street, Coudersport, PA 16915		
Name:	James P. Rigas	Term:	
Bus. Addr.:	Main at Water Street, Coudersport, PA 16915		
Name:	Timothy J. Rigas	Term:	
Bus. Addr.:	Main at Water Street, Coudersport, PA 16915		
Name:	Daniel R. Milliard	Term:	
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Street	City/State	County	Zip Code

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June 25, 1995
 Signature Date

Vice President

Signer's Capacity

ADELPHIA TELECOMMUNICATIONS, INC.

Name of Corporation

Signature

James P. Rigas

Named (typed or printed)



OFFICERS/DIRECTORS RIDER

Application for Certificate of Authority

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ADELPHIA TELECOMMUNICATIONS, INC.
STATE OF MISSISSIPPI

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RECEIVED
SECRETARY OF STATE

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Name:	Orby Kelley	Title:	Vice President/Labor Relations
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