

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

WASHINGTON HARBOUR, SUITE 400

3050 K STREET, NW

WASHINGTON, D.C. 20007-5108

(202) 342-8400

NEW YORK, NY
CHICAGO, IL
STAMFORD, CT
PARSIPPANY, NJ

BRUSSELS, BELGIUM

AFFILIATE OFFICES
MUMBAI, INDIA

FACSIMILE

(202) 342-8451

www.kelleydrye.com

DIRECT LINE: (202) 342-8573

EMAIL: jgriffin@kelleydrye.com

November 1, 2011

VIA IBFS

Marlene Dortch
Secretary
Federal Communications Commission
445-12th Street SW
Washington, D.C. 20554

- Re: (1) Notification pursuant to Section 63.24(f) of the Commission's Rules of *pro forma* transfer of control of R&B Network, File No. ITC-214-19970418-00215
- (2) Notification pursuant to Section 63.24(f) of the Commission's Rules of *pro forma* assignment of international Section 214 authority of NTELOS Network Inc. to Lumos Networks Operating Company, File No. ITC-214-19970418-00215
- (3) Notification pursuant to Section 63.24(f) of the Commission's Rules of *pro forma* transfer of control of RBTC, FiberNet Virginia, FiberNet, FiberNet Pennsylvania, and FiberNet Ohio, File No. ITC-214-19970710-00390
- (4) Notification pursuant to Section 63.21(h) of the Commission's Rules of the operation of Lumos Networks Operating Company through wholly-owned subsidiaries, File No. ITC-214-19970418-00215

Dear Ms. Dortch:

Roanoke and Botetourt Telephone Company ("RBTC") (FRN: 0003775244), NTELOS Network Inc. ("NTELOS Network") (FRN: 0003742442), R&B Network, Inc. ("R&B Network") (FRN: 0003775301), FiberNet of Virginia, Inc. ("FiberNet Virginia") (FRN: 0014710487), FiberNet, L.L.C. ("FiberNet") (FRN:0003771011), FiberNet Telecommunications

Marlene Dortch
November 1, 2011
Page Two

of Pennsylvania, LLC (“FiberNet Pennsylvania”) (FRN: 0003771045), FiberNet of Ohio, LLC (“FiberNet Ohio”) (FRN: 0003784147) (RBTC, NTELOS Network, R&B Network, FiberNet Virginia, FiberNet, FiberNet Pennsylvania, and FiberNet Ohio, collectively, the “Wireline ILECs & CLECs”) and Lumos Networks Operating Company (“Lumos Networks Operating”) (FRN: 0020975116) (Wireline ILECs & CLECs and Lumos Networks Operating, collectively the “Parties”), by their attorney, hereby provide notification to the Commission of certain transactions and operations pursuant to Sections 63.24(f) and 63.21(h) of the Commission’s Rules. These notifications are necessitated by the separation of the wireline and wireless businesses of NTELOS Inc. (“NTELOS”) into two publicly-traded wireless and wireline businesses (the “Separation”) on October 31, 2011 (the “Separation Date”). Information concerning the Separation is provided in Exhibit A. The information required for each notification is provided below.

(1) Notification pursuant to Section 63.24(f) of the Commission’s Rules of *pro forma* transfer of control of R&B Network, File No. ITC-214-19970418-00215

On the Separation Date, R&B Network, a wholly-owned subsidiary of NTELOS, was merged into NTELOS Network, also a wholly-owned subsidiary of NTELOS, with NTELOS Network the surviving entity. R&B Network held international Section 214 authority granted in File No. ITC-214-19970418-00215. Since NTELOS Network and R&B Network were both wholly-owned subsidiaries of NTELOS, this transfer of control was a *pro forma* transfer of control pursuant to Section 63.24(d) of the Commission’s Rules.

At the same time, control of NTELOS Network was transferred from NTELOS to Lumos Networks Operating, a wholly-owned subsidiary of Lumos Networks Corp. (“Lumos Networks”), as part of the Separation. As discussed in Exhibit A, immediately following the Separation, the shareholders of NTELOS Holding Corp. (“NTELOS Holdings”), the parent company of NTELOS, held the same percentage ownership interest in Lumos Networks as in NTELOS Holdings. Since the shareholders of NTELOS Holdings (the ultimate parent of the Wireline ILECs & CLECs pre-Separation) were also the shareholders of Lumos Networks (the ultimate parent of the Wireline ILECs & CLECs post-Separation) and held the same percentage ownership interest in each ultimate parent company immediately following the Separation, this transaction was a *pro forma* transfer of control of NTELOS Network pursuant to Section 63.24(d) of the Commission’s Rules.

In accordance with Section 63.24(f)(2) of the Commission’s Rules, the Parties provide the following information:

- (i) *The information requested in paragraphs (a) through (d) and (h) of §63.18 for the transferee:*

KELLEY DRYE & WARREN LLP

Marlene Dortch
November 1, 2011
Page Three

- (a) The address and telephone number of Lumos Networks Operating Company (“Lumos Networks Operating”):

401 Spring Lane
Waynesboro, VA 22980
(540) 946-3500

- (b) Lumos Networks Operating is a Delaware corporation.
(c) Correspondence concerning this notice should be sent to:

Mary McDermott
Senior Vice President – Legal and Regulatory Affairs
Lumos Networks Corp.
401 Spring Lane
Waynesboro, Virginia 22980
(540) 946-3500
mcdermottm@lumosnet.com

With copy to:

Brad E. Mutschelknaus
Joan M. Griffin
Kelley Drye & Warren LLP
3050 K Street NW, Suite 400
Washington, D.C. 20007
(202) 342-8400
bmutschelknaus@kelleydrye.com
jgriffin@kelleydrye.com

- (d) Lumos Networks Operating holds no Section 214 authority.
(h) As of the Separation Date, Lumos Networks Operating is a wholly-owned subsidiary of Lumos Networks Corp. (“Lumos Networks”). Lumos Networks is a Delaware corporation and a holding company whose address is 401 Spring Lane, Waynesboro, VA 22980. The following entities and individuals hold a 10 percent or greater ownership or voting interest in Lumos Networks as of the Separation Date.

Quadrangle. Certain private equity funds managed by affiliates of Quadrangle Group LLC (“Quadrangle Group”) collectively hold a 27.4

Marlene Dortch
November 1, 2011
Page Four

percent voting and equity direct interest in Lumos Networks. Quadrangle Group is a private investment firm based in New York City with more than \$3 billion in assets under management. All Quadrangle entities are organized under U.S. law.

Quadrangle GP Investors LP (and its parent Quadrangle GP Investors LLC) holds an aggregate indirect interest of 13.9 percent in Lumos Networks. The managing members of Quadrangle GP Investors LLC are Peter Ezersky and Michael Huber, both of whom are U.S. citizens. Quadrangle GP Investors LLC is the general partner of Quadrangle GP Investors LP, which is in turn the general partner of Quadrangle Capital Partners LP, Quadrangle Capital Partners-A LP, and Quadrangle Select Partners LP (collectively, the "Quadrangle I Funds"). The Quadrangle I Funds together directly own an estimated 13.9 percent of Lumos Networks. No individual fund holds more than 10 percent.

Quadrangle GP Investors II LP (and its parent QCP GP Investors II LLC) holds an aggregate indirect interest of 13.5 percent in Lumos Networks. The managing members of QCP GP Investors II LLC are Peter Ezersky and Michael Huber. Although QCP GP Investors II LLC and Quadrangle GP Investors LLC share the same managing members, the assets and business of each LLC are completely separate. QCP GP Investors II LLC is the general partner of Quadrangle GP Investors II LP, which is in turn the general partner of Quadrangle (AIV2) Capital Partners II LP, Quadrangle Capital Partners II-A LP, and Quadrangle (AIV2) Select Partners II LP (collectively, the "Quadrangle II Funds"). The Quadrangle II Funds together, as managing members, directly own an estimated 13.5 percent of Lumos Networks. Only Quadrangle (AIV2) Capital Partners II LP holds more than 10 percent of Lumos Networks.

The address of all individuals and entities affiliated with Quadrangle is Quadrangle Group LLC, 375 Park Avenue, New York, NY 10152.

As of the Separation Date, no other entity or individual holds a 10 percent or greater ownership or voting interest in Lumos Networks Operating as calculated under the Commission's ownership attribution rules. No officers or directors of Lumos Networks Operating are also officers or directors of a foreign carrier.

Marlene Dortch
November 1, 2011
Page Five

- (ii) *A certification that the transfer of control or assignment was pro forma and that, together with all previous pro forma transactions, it does not result in a change in the actual controlling party.*

Please see Exhibit B.

- (2) Notification pursuant to Section 63.24(f) of the Commission's Rules of pro forma assignment of international Section 214 authority of NTELOS Network Inc. to Lumos Networks Operating Company, File No. ITC-214-19970418-00215

On the Separation Date, the international Section 214 authority granted to NTELOS Network in File No. ITC-214-19970418-00215 (through its merger with R&B Network) was assigned to its parent company, Lumos Networks Operating. Since NTELOS Network became a wholly-owned subsidiary of Lumos Networks Operating as of the Separation Date, this assignment was a *pro forma* assignment pursuant to Section 63.24(d) of the Commission's Rules.

In accordance with Section 63.24(f)(2) of the Commission's Rules, the Parties provide the following information:

- (i) *The information requested in paragraphs (a) through (d) and (h) of §63.18 for the assignee:*

- (a) The address and telephone number of Lumos Networks Operating Company ("Lumos Networks Operating"):

401 Spring Lane
Waynesboro, VA 22980
(540) 946-3500

- (b) Lumos Networks Operating is a Delaware corporation.

- (c) Correspondence concerning this notice should be sent to:

Mary McDermott
Senior Vice President – Legal and Regulatory Affairs
Lumos Networks Corp.
401 Spring Lane
Waynesboro, Virginia 22980
(540) 946-3500
mcdermottm@lumosnet.com

KELLEY DRYE & WARREN LLP

Marlene Dortch
November 1, 2011
Page Six

With copy to:

Brad E. Mutschelknaus
Joan M. Griffin
Kelley Drye & Warren LLP
3050 K Street NW, Suite 400
Washington, D.C. 20007
(202) 342-8400
bmutschelknaus@kelleydrye.com
jgriffin@kelleydrye.com

- (d) Lumos Networks Operating holds no Section 214 authority.
- (h) As of the Separation Date, Lumos Networks Operating is a wholly-owned subsidiary of Lumos Networks Corp. (“Lumos Networks”). Lumos Networks is a Delaware corporation and a holding company whose address is 401 Spring Lane, Waynesboro, VA 22980. The following entities and individuals hold a 10 percent or greater ownership or voting interest in Lumos Networks as of the Separation Date.

Quadrangle. Certain private equity funds managed by affiliates of Quadrangle Group LLC (“Quadrangle Group”) collectively hold a 27.4 percent voting and equity direct interest in Lumos Networks. Quadrangle Group is a private investment firm based in New York City with more than \$3 billion in assets under management. All Quadrangle entities are organized under U.S. law.

Quadrangle GP Investors LP (and its parent Quadrangle GP Investors LLC) holds an aggregate indirect interest of 13.9 percent in Lumos Networks. The managing members of Quadrangle GP Investors LLC are Peter Ezersky and Michael Huber, both of whom are U.S. citizens. Quadrangle GP Investors LLC is the general partner of Quadrangle GP Investors LP, which is in turn the general partner of Quadrangle Capital Partners LP, Quadrangle Capital Partners-A LP, and Quadrangle Select Partners LP (collectively, the “Quadrangle I Funds”). The Quadrangle I Funds together directly own an estimated 13.9 percent of Lumos Networks. No individual fund holds more than 10 percent.

Quadrangle GP Investors II LP (and its parent QCP GP Investors II LLC) holds an aggregate indirect interest of 13.5 percent in Lumos Networks.

Marlene Dortch
November 1, 2011
Page Seven

The managing members of QCP GP Investors II LLC are Peter Ezersky and Michael Huber. Although QCP GP Investors II LLC and Quadrangle GP Investors LLC share the same managing members, the assets and business of each LLC are completely separate. QCP GP Investors II LLC is the general partner of Quadrangle GP Investors II LP, which is in turn the general partner of Quadrangle (AIV2) Capital Partners II LP, Quadrangle Capital Partners II-A LP, and Quadrangle (AIV2) Select Partners II LP (collectively, the "Quadrangle II Funds"). The Quadrangle II Funds together, as managing members, directly own an estimated 13.5 percent of Lumos Networks. Only Quadrangle (AIV2) Capital Partners II LP holds more than 10 percent of Lumos Networks.

The address of all individuals and entities affiliated with Quadrangle is Quadrangle Group LLC, 375 Park Avenue, New York, NY 10152.

As of the Separation Date, no other entity or individual holds a 10 percent or greater ownership or voting interest in Lumos Networks Operating as calculated under the Commission's ownership attribution rules. No officers or directors of Lumos Networks Operating are also officers or directors of a foreign carrier.

- (ii) *A certification that the transfer of control or assignment was pro forma and that, together with all previous pro forma transactions, it does not result in a change in the actual controlling party.*

Please see Exhibit B.

- (3) Notification pursuant to Section 63.24(f) of the Commission's Rules of pro forma transfer of control of RBTC, FiberNet Virginia, FiberNet, FiberNet Pennsylvania, and FiberNet Ohio, File No. ITC-214-19970710-00390

As noted previously, on the Separation Date, control of the Wireline ILECs & CLECs was transferred from NTELOS to Lumos Networks Operating, a wholly-owned subsidiary of Lumos Networks, as part of the Separation. All Wireline ILEC & CLEC companies other than R&B Network and NTELOS Network (*i.e.*, RBTC, FiberNet Virginia, FiberNet, FiberNet Pennsylvania, and FiberNet Ohio) operated pursuant to Section 63.21(h) of the Commission's Rules under the international Section 214 authority held by NTELOS as granted in File No. ITC-214-19970710-00390. NTELOS continues to hold the international Section 214 authority granted in this file number. This authority **was not assigned or transferred** as a result of the Separation.

Marlene Dortch
November 1, 2011
Page Eight

As discussed in Exhibit A, immediately following the Separation, the shareholders of NTELOS Holdings, the parent company of NTELOS, held the same percentage ownership interest in Lumos Networks as in NTELOS Holdings. Since the shareholders of NTELOS Holdings (the ultimate parent of the Wireline ILECs & CLECs pre-Separation) were also the shareholders of Lumos Networks (the ultimate parent of the Wireline ILECs & CLECs post-Separation) and held the same percentage ownership interest in each ultimate parent company immediately following the Separation, this transaction was a *pro forma* transfer of control of RBTC, FiberNet Virginia, FiberNet, FiberNet Pennsylvania, and FiberNet Ohio pursuant to Section 63.24(d) of the Commission's Rules.

In accordance with Section 63.24(f)(2) of the Commission's Rules, the Parties provide the following information:

(i) *The information requested in paragraphs (a) through (d) and (h) of §63.18 for the transferee:*

(a) The address and telephone number of Lumos Networks Operating Company ("Lumos Networks Operating"):

401 Spring Lane
Waynesboro, VA 22980
(540) 946-3500

(b) Lumos Networks Operating is a Delaware corporation.

(c) Correspondence concerning this notice should be sent to:

Mary McDermott
Senior Vice President – Legal and Regulatory Affairs
Lumos Networks Corp.
401 Spring Lane
Waynesboro, Virginia 22980
(540) 946-3500
mcdermottm@lumosnet.com

With copy to:

Marlene Dortch
November 1, 2011
Page Nine

Brad E. Mutschelknaus
Joan M. Griffin
Kelley Drye & Warren LLP
3050 K Street NW, Suite 400
Washington, D.C. 20007
(202) 342-8400
bmutschelknaus@kelleydrye.com
jgriffin@kelleydrye.com

- (d) Lumos Networks Operating holds no Section 214 authority.
- (h) As of the Separation Date, Lumos Networks Operating is a wholly-owned subsidiary of Lumos Networks Corp. (“Lumos Networks”). Lumos Networks is a Delaware corporation and a holding company whose address is 401 Spring Lane, Waynesboro, VA 22980. The following entities and individuals hold a 10 percent or greater ownership or voting interest in Lumos Networks as of the Separation Date.

Quadrangle. Certain private equity funds managed by affiliates of Quadrangle Group LLC (“Quadrangle Group”) collectively hold a 27.4 percent voting and equity direct interest in Lumos Networks. Quadrangle Group is a private investment firm based in New York City with more than \$3 billion in assets under management. All Quadrangle entities are organized under U.S. law.

Quadrangle GP Investors LP (and its parent Quadrangle GP Investors LLC) holds an aggregate indirect interest of 13.9 percent in Lumos Networks. The managing members of Quadrangle GP Investors LLC are Peter Ezersky and Michael Huber, both of whom are U.S. citizens. Quadrangle GP Investors LLC is the general partner of Quadrangle GP Investors LP, which is in turn the general partner of Quadrangle Capital Partners LP, Quadrangle Capital Partners-A LP, and Quadrangle Select Partners LP (collectively, the “Quadrangle I Funds”). The Quadrangle I Funds together directly own an estimated 13.9 percent of Lumos Networks. No individual fund holds more than 10 percent.

Quadrangle GP Investors II LP (and its parent QCP GP Investors II LLC) holds an aggregate indirect interest of 13.5 percent in Lumos Networks. The managing members of QCP GP Investors II LLC are Peter Ezersky and Michael Huber. Although QCP GP Investors II LLC and Quadrangle

Marlene Dortch
November 1, 2011
Page Ten

GP Investors LLC share the same managing members, the assets and business of each LLC are completely separate. QCP GP Investors II LLC is the general partner of Quadrangle GP Investors II LP, which is in turn the general partner of Quadrangle (AIV2) Capital Partners II LP, Quadrangle Capital Partners II-A LP, and Quadrangle (AIV2) Select Partners II LP (collectively, the "Quadrangle II Funds"). The Quadrangle II Funds together, as managing members, directly own an estimated 13.5 percent of Lumos Networks. Only Quadrangle (AIV2) Capital Partners II LP holds more than 10 percent of Lumos Networks.

The address of all individuals and entities affiliated with Quadrangle is Quadrangle Group LLC, 375 Park Avenue, New York, NY 10152.

As of the Separation Date, no other entity or individual holds a 10 percent or greater ownership or voting interest in Lumos Networks Operating as calculated under the Commission's ownership attribution rules. No officers or directors of Lumos Networks Operating are also officers or directors of a foreign carrier.

- (ii) *A certification that the transfer of control or assignment was pro forma and that, together with all previous pro forma transactions, it does not result in a change in the actual controlling party.*

Please see Exhibit B.

- (4) Notification pursuant to Section 63.21(h) of the Commission's Rules of the operation of Lumos Networks Operating Company through wholly-owned subsidiaries, File No. ITC-214-19970418-00215

On the Separation Date, the following subsidiaries of Lumos Networks Operating commenced operating pursuant to Lumos Networks Operating's international Section 214 authority in File No. ITC-214-19970418-00215.

KELLEY DRYE & WARREN LLP

Marlene Dortch
November 1, 2011
Page Eleven

<u>Company</u>	<u>FRN</u>	<u>Type of Entity</u>	<u>Place of Formation</u>
Roanoke and Botetourt Telephone Company	0003775244	Corporation	Virginia
NTELOS Network Inc.	0003742442	Corporation	Virginia
FiberNet of Virginia, Inc.	0014710487	Corporation	Virginia
FiberNet, L.L.C.	0003771011	Limited liability company	West Virginia
FiberNet Telecommunications of Pennsylvania, LLC	0003771045	Limited liability company	Pennsylvania
FiberNet of Ohio, LLC	0003784147	Limited liability company	Ohio

Please contact the undersigned counsel if you have any questions regarding this matter.

Sincerely,



Joan M. Griffin
Their Attorney

EXHIBITS

Exhibit A	NTELOS Inc. Separation of Wireline and Wireless Businesses
Exhibit B	Certificate

NTELOS Inc.
Separation of Wireline and Wireless Businesses

This document provides information on the separation of the wireline and wireless businesses of NTELOS Inc. (“NTELOS”) into two publicly-traded wireless and wireline businesses (the “Separation”) on October 31, 2011 (the “Separation Date”). Information about NTELOS and its businesses as well as its FCC authorizations, registrations, and licenses is provided below. A description of the Separation, a statement of the public interest benefits of the Separation, and contact information for the wireline and wireless businesses are also provided.

NTELOS

NTELOS is a Virginia corporation headquartered at 401 Spring Lane, Waynesboro, Virginia 22980. Before the Separation, NTELOS was a provider of wireless and wireline communications and information services to consumers and businesses primarily in Virginia, West Virginia, western Maryland, and central and western Pennsylvania. The company’s service offerings included wireless personal communications services (“PCS”), local and long distance telephone services, high capacity network services (including Metro Ethernet) and broadband Internet access (such as DSL and dedicated access).

NTELOS is wholly-owned subsidiary of NTELOS Holdings Corp. (“NTELOS Holdings”), a Delaware corporation that is publicly traded (NASDAQ: NTLS) and is also based at 401 Spring Lane, Waynesboro, Virginia 22980. A chart showing the corporate structure of NTELOS prior to the Separation is attached in Exhibit A, Annex 1.

Wireline services. NTELOS’ wireline business consisted of two traditional ILECs and a competitive business unit that offer retail and wholesale services, plus a media business that provides video services (collectively, the “Wireline Companies”). The ILECs subsidiaries (the “Wireline ILECs”) have a long history of providing exceptional telephone service in rural Virginia. As of December 31, 2010, the Wireline ILECs operated approximately 35,400 rural ILEC lines. The Wireline ILECs are as follows:

- NTELOS Telephone Inc. (“NTELOS Telephone”) provides local and long distance telephone services and paging services as a rural ILEC in the Cities of Waynesboro and Covington, and portions of Augusta and Alleghany Counties in Virginia. Prior to the Separation, NTELOS Telephone was a direct, wholly-owned subsidiary of NTELOS Communications Inc. (“NTELOS Communications”), which in turn was a wholly-owned subsidiary of NTELOS. NTELOS Telephone was founded in 1897 as the Clifton Forge-Waynesboro Telephone Company.
- Roanoke and Botetourt Telephone Company (“RBTC”) provides local and long distance services as a rural ILEC in Botetourt County, Virginia, including in the Towns of Troutville, Daleville, and Fincastle, Virginia. Prior to the Separation, RBTC was a direct, wholly-owned subsidiary of R&B Communications, Inc.

(“R&B Communications”), which was in turn a wholly-owned subsidiary of NTELOS. RBTC was founded in 1900.

With the launch of CLEC services in 1998, NTELOS’ wireline business evolved into the regional provision of transport, internet protocol-based (“IP”) services, and video, voice and data services. As of December 31, 2010, NTELOS had approximately 134,000 CLEC access lines in more than 30 markets. Virtually all of these lines serve business and carrier customers. Eight companies are certificated and provide services as CLECs in Virginia, West Virginia, Kentucky, Ohio, Pennsylvania and Maryland, as follows (the “Wireline CLECs”):

- NTELOS Network Inc. (“NTELOS Network”), a direct, wholly-owned subsidiary of NTELOS prior to the Separation, is a CLEC providing local and long distance services in Virginia.
- NA Communications Inc. (“NA Communications”) is a CLEC providing local and long distance services in Virginia. Prior to the Separation, NA Communications was a direct, wholly-owned subsidiary of NTELOS Netaccess Inc., which in turn was a direct, wholly-owned subsidiary of NTELOS.
- NTELOS of West Virginia (“NTELOS West Virginia”) is a CLEC providing local, long distance, Internet access and other services in West Virginia. Prior to the Separation, NTELOS West Virginia was a direct, wholly-owned subsidiary of NTELOS Communications.
- R&B Network, Inc. (“R&B Network”) is a CLEC providing local and long distance services in Virginia. Prior to the Separation, R&B Network was a direct, wholly-owned subsidiary of R&B Communications.
- FiberNet, L.L.C. (“FiberNet”) is a CLEC providing local, long distance, Internet access and other services in West Virginia, Kentucky and Maryland. FiberNet is a direct, wholly-owned subsidiary of Mountaineer Telecommunications, LLC (“Mountaineer”), which was in turn a direct, wholly-owned subsidiary of NTELOS FiberNet Inc. (“NTELOS FiberNet”), a direct, wholly-owned subsidiary of NTELOS, prior to the Separation.
- FiberNet of Ohio, LLC (“FiberNet Ohio”) is a CLEC providing local, long distance, Internet access and other services in Ohio. Prior to the Separation, FiberNet Ohio was a direct, wholly-owned subsidiary of Mountaineer.
- FiberNet Telecommunications of Pennsylvania, LLC (“FiberNet Pennsylvania”) is a CLEC providing local, long distance, Internet access and other services in Pennsylvania. Prior to the Separation, FiberNet Pennsylvania was a direct, wholly-owned subsidiary of Mountaineer.
- FiberNet of Virginia, Inc. (“FiberNet Virginia”) is a CLEC providing local, long distance, Internet access and other services in Virginia. Prior to the Separation, FiberNet Virginia was a direct, wholly-owned subsidiary of Mountaineer.

The heart of the wireline business is an extensive 5,800 route-mile fiber optic network, which is used to backhaul communications traffic for retail services; serve as a carriers' carrier network; and provide transport services to third parties for long distance, Internet, wireless and private network services. This fiber optic network is used to provide leading-edge technology services, including Metro Ethernet and IP-based services, to customers. International services are provided purely through the resale of the international service offerings of underlying interexchange carriers.

NTELOS Media Inc. ("NTELOS Media"), a wholly-owned subsidiary of R&B Communications, was also part of the NTELOS wireline business prior to the Separation. NTELOS Media provides video services to customers in Virginia.

Charts showing the FCC licenses, authorizations and registrations held by the Wireline Companies before and after Separation are provided in Exhibit A, Annex 2A and Annex 2B.

Wireless services. NTELOS' wireless operations consist of (i) an NTELOS-branded retail business, and (ii) a wholesale business. NTELOS wireless subsidiaries now serve over 432,000 retail wireless subscribers representing approximately 8 percent penetration of NTELOS' total covered POPs. The wholesale business primarily generates revenues under an exclusive contract with Sprint Spectrum L.P., pursuant to which NTELOS provides Sprint services in western Virginia and West Virginia. NTELOS and its wireless companies hold various wireless licenses, including AW, CD, CF, WS, CW, BR, and LD licenses, in Virginia, West Virginia, Ohio, Maryland, Kentucky, and Pennsylvania. Except as noted below, NTELOS' wireless business and associated licenses are not affected by the Separation.

Ownership. A chart showing all current owners of NTELOS that hold a 10 percent or greater interest is attached as Exhibit A, Annex 3. Certain private equity funds managed by affiliates of Quadrangle Group LLC ("Quadrangle Group"), a private investment firm, collectively hold a 27.4 percent indirect voting and equity interest in NTELOS Holdings. All Quadrangle entities with ownership interests in NTELOS are organized under U.S. law. There are no individuals or entities other than Quadrangle that hold a 10 percent or greater interest in NTELOS.

The Separation

On December 7, 2010, NTELOS Holdings' board of directors approved a plan to accomplish the Separation. The Separation was implemented on the Separation Date. As a result of the Separation, the Wireline Companies have become subsidiaries of entities that are independent from NTELOS Holdings, and NTELOS Holdings has essentially become a wireless company.

To effectuate the Separation, NTELOS Holdings formed two new wholly-owned subsidiaries, Lumos Networks Corp. ("Lumos Networks") and Lumos Networks Operating Company ("Lumos Networks Operating"). As a first step, certain of the Wireline CLECs (specifically NA Communications and R&B Network) were merged into NTELOS Network in order to simplify operations and the corporate structure. Also, R&B Communications was

converted from a corporation into a limited liability company. Then through a series of steps, NTELOS transferred ownership of the Wireline Companies and Lumos Networks Operating to Lumos Networks. Following this transfer, Lumos Networks contributed the Wireline Companies to Lumos Networks Operating in preparation for the external spin-off. The external spin-off was structured as a tax-free distribution of Lumos Networks shares to the stockholders of NTELOS Holdings. All required federal and state regulatory approvals were obtained in advance of the Separation.

Immediately following the Separation, the shareholders of NTELOS Holdings held the same percentage ownership interest in Lumos Networks as in NTELOS Holdings. Since the shareholders of NTELOS Holdings (the ultimate parent of the Wireline Companies pre-Separation) were also the shareholders of Lumos Networks (the ultimate parent of the Wireline Companies post-Separation) and held the same percentage ownership interest in each ultimate parent company immediately following the Separation, this transaction was a *pro forma* transfer of control. A chart showing the corporate structures of NTELOS Holding and Lumos Networks post-Separation is attached in Exhibit A, Annex 1. As is clear from Annex 1, the wireless operations of NTELOS are largely unaffected by the Separation.¹

After the Separation, the Wireline Companies remain certificated and subject to the oversight of the Commission, but have new corporate parents – Lumos Networks and Lumos Networks Operating. The names of the Wireline Companies, or the names under which they do business, are expected to change. Once new names are chosen, any required name change notifications will be submitted to the Commission.

Following the Separation, NTELOS Holdings and Lumos Networks operate largely independently of one another. However, NTELOS and Lumos Networks Operating may provide certain support services to each other pursuant to a transition services agreement for a period not to exceed two years. These support services may include but are not limited to information technology systems (including billing systems) and expertise; data center services; human resources; tax services; internal audit services; accounting and financial management; legal and regulatory relations; and treasury functions. In addition, the wireless and wireline companies may purchase, or continue to purchase, telecommunications services from one another in the same manner that each provides such services in the marketplace to other customers.

The Wireline Companies have the same technical capabilities after the Separation that they possessed before the Separation, and continue to be staffed and managed by capable and experienced personnel. All equipment, buildings, systems, software licenses and other assets owned by the Wireline Companies continue to be owned by these companies after the Separation. A small number of incidental assets which were used by either a wireline or wireless company but owned by another entity were transferred to companies within either the NTELOS

¹ The only exception is the Beeper Company, which holds a CD license and remain with NTELOS. There has been a *pro forma* transfer of control of the Beeper Company as a result of the Separation, since the Beeper Company is a wholly-owned subsidiary of R&B Communications, Inc. which as noted previously was converted into a limited liability company.

Holdings or Lumos Networks organizations before the external spin-off. There are no assets jointly-owned between the wireless and wireline businesses.

The Separation has been transparent to customers. There has been no impact on the services provided or the rates charged by the Wireline Companies as a result of the Separation. Customers have not been specifically provided with notice of the Separation, since they have the same points of contact for sales, customer care and operation teams as they did prior to the Separation. News of the Separation has been made publicly available in the media, however, including through NTELOS Holdings’ press releases and public filings with the Securities and Exchange Commission.

Lumos Networks and its subsidiaries have incurred certain one-time costs associated with the Separation, including but not limited to branding and advertising costs, regulatory and filing fees, a new credit facility, and IT capital expenditures and related expenses. The costs associated with the credit facility have not and will not be charged by Lumos Networks or Lumos Networks Operating to the Wireline ILECs or the Wireline CLECs.

Contact Information

The current contact information for the designated representatives of NTELOS and Lumos Networks is as follows:

<p>Bobby McAvoy Senior Vice President -- Wireless Engineering & Operations NTELOS Inc. 7501 Boulders View Drive Suite 600 Richmond, VA 23225 (804) 327-5465 mcavoyb@ntelos.com</p>	<p>Mary McDermott, Esq. Senior Vice President – Legal and Regulatory Affairs Lumos Networks Corp. 401 Spring Lane Waynesboro, VA 22980 (540) 946-3500 mcdermottm@lumosnet.com</p>
<p><u>With copy to:</u> Brad E. Mutschelknaus Joan M. Griffin Kelley Drye & Warren LLP 3050 K Street NW, Suite 400 Washington, D.C. 20007 (202) 342-8400 bmutschelknaus@kelleydrye.com jgriffin@kelleydrye.com</p>	<p><u>With copy to:</u> Brad E. Mutschelknaus Joan M. Griffin Kelley Drye & Warren LLP 3050 K Street NW, Suite 400 Washington, D.C. 20007 (202) 342-8400 bmutschelknaus@kelleydrye.com jgriffin@kelleydrye.com</p>

Public Interest Statement

The Separation serves the public interest, as it strengthens the strategic position of both the NTELOS wireline and wireless businesses. The establishment of the Wireline Companies as an independent, stand-alone business focuses NTELOS and Lumos Networks Operating on building upon their respective capabilities. Clarifying the vision and purposes of NTELOS and Lumos Networks Operating in this manner better aligns the interests of each company with the interests of its customers. Standing alone, NTELOS and Lumos Networks Operating are each better positioned to expand its service offerings, take advantage of new growth opportunities, increase its control of capital investment decisions, and offer investors a “pure play” investment opportunity. Access to financial and capital markets for each company should be enhanced by the Separation because an investment in one business or the other may appeal to investors with different goals, interests, and risk tolerance thresholds.

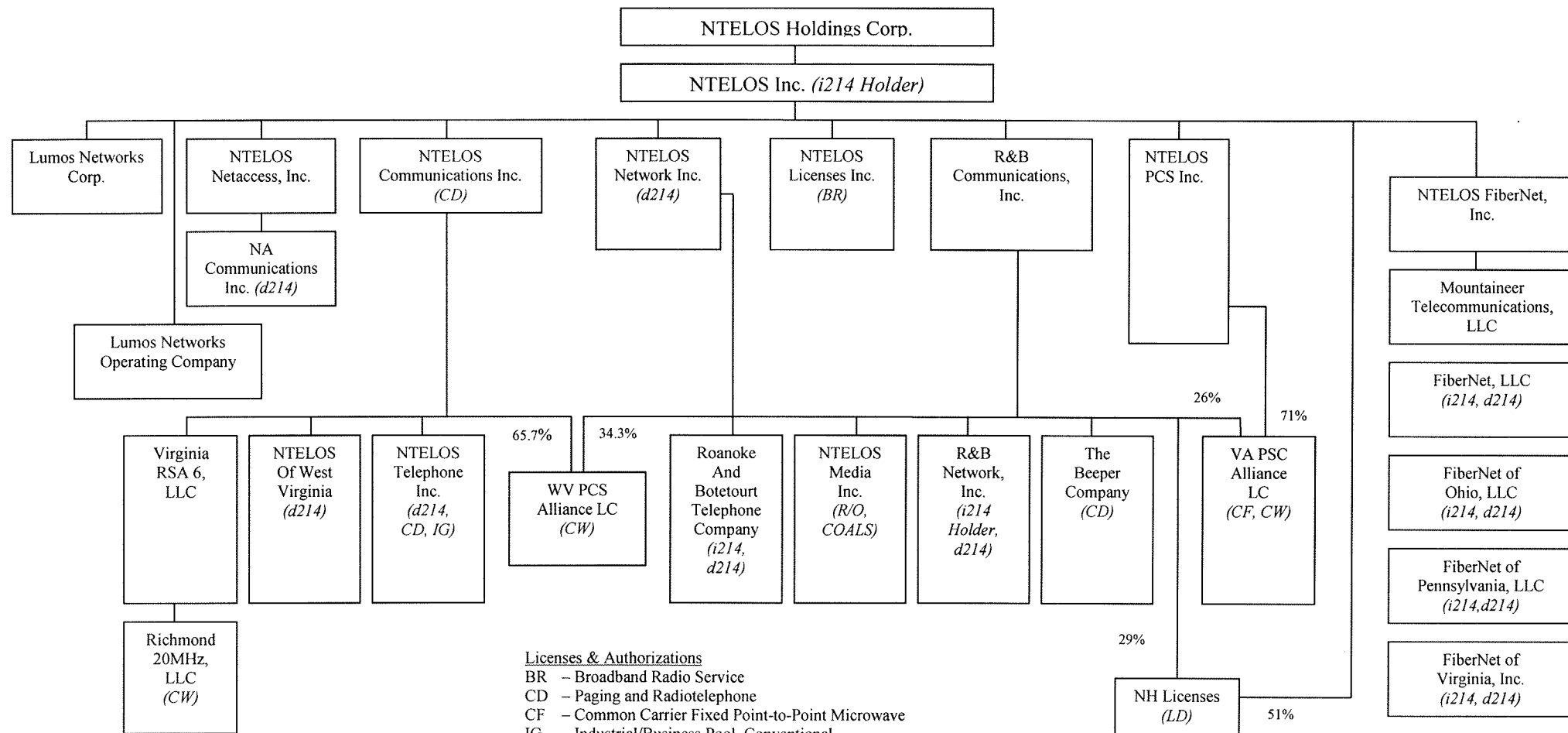
At the same time, customers of the Wireline Companies have not and will not be adversely affected by the Separation. The Wireline Companies continue to have the requisite managerial, technical and financial capability to provide quality service and to provide the same services at the same rates. There has been no change in customers’ points of contacts in the sales, customer care or operation teams.

Furthermore, the Separation has not and will not have a negative impact on competition. The result of the Separation is to increase, rather than decrease, the number of telecommunication service providers. NTELOS Holdings and Lumos Networks continue to compete with traditional facilities-based ILECs, CLECs, and wireless telecommunications service providers, as well as cable companies and non-facilities based providers of Voice over Internet Protocol (“VoIP”) service such as Vonage and Skype, in their geographic and product markets.

Finally, NTELOS notes that the Commission has approved or consented to similar separation transactions.² Accordingly, the public interest is served by the Separation.

² See, e.g., File No. ITC-ASG-20060816-00395 (Alltel spin-off of wireline customer base to Windstream), granted Sept. 20, 2006, in *International Authorizations Granted*, Report No. TEL-01069, DA 06-1899, rel. Sept. 21, 2006; File Nos. ITC-T/C-20060510-00270 and ITC-T/C-20060510-00278 (Sprint Nextel spin-off of Embarq), granted May 17, 2006, in *International Authorizations Granted*, Report No. TEL-01029, DA 06-1097, rel. May 25, 2006.

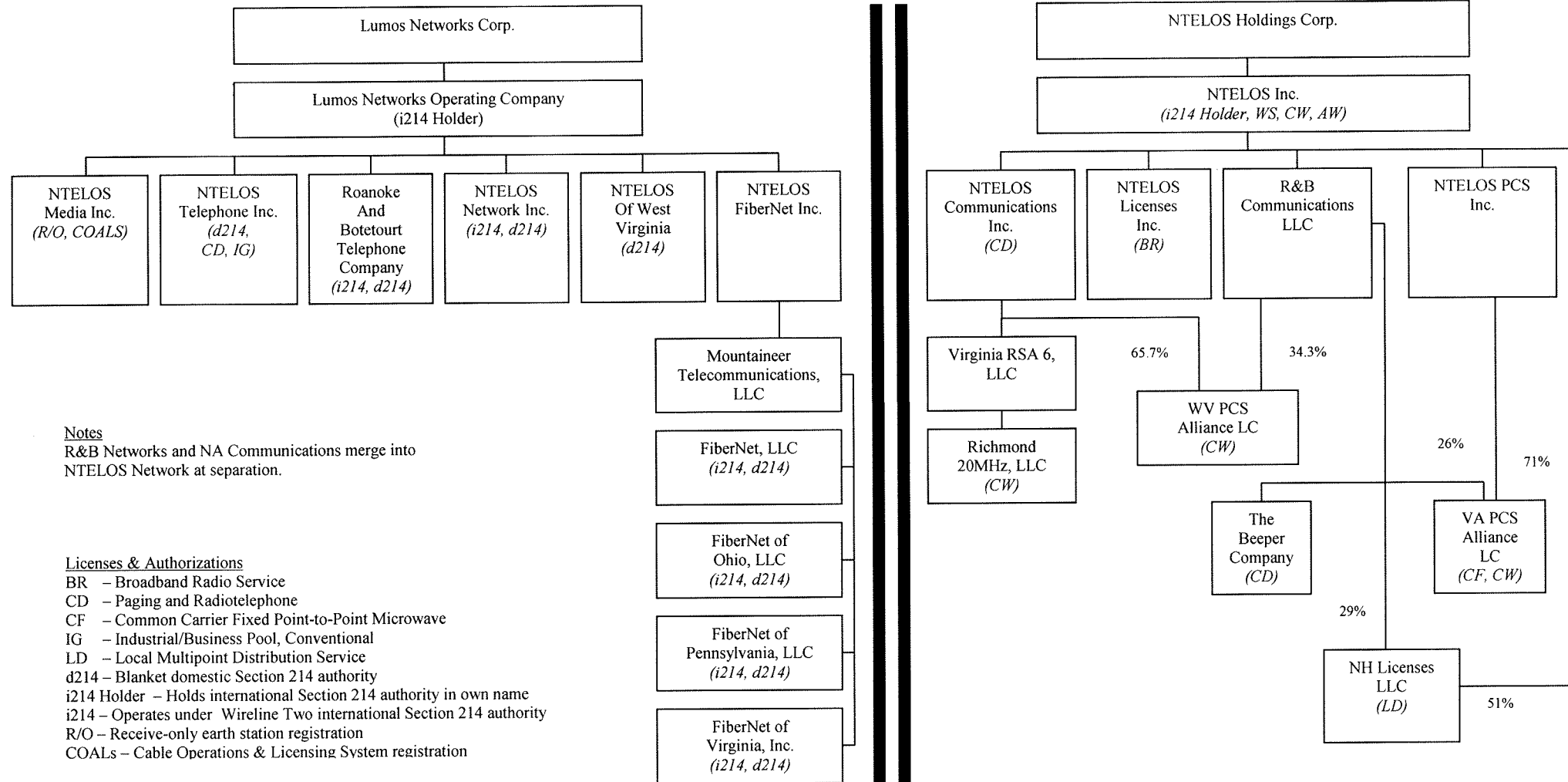
Corporate Structure Pre-Separation



Licenses & Authorizations

- BR – Broadband Radio Service
- CD – Paging and Radiotelephone
- CF – Common Carrier Fixed Point-to-Point Microwave
- IG – Industrial/Business Pool, Conventional
- LD – Local Multipoint Distribution Service
- d214 – Blanket domestic Section 214 authority
- i214 Holder – Holds international Section 214 authority in own name
- i214 – Operates under NTELOS Inc. international Section 214 authority
- R/O – Receive-only earth station registration
- COALS – Cable Operations & Licensing System registration

Corporate Structure Post-Separation



FCC Authorizations Held by Wireline Companies – Pre-Separation

<u>License</u>	<u>Entity</u>	<u>Call Sign/File No.</u>	<u>FRN</u>
Domestic S214 authority	NTELOS Telephone Inc.	N/A	0002073138
	Roanoke and Botetourt Telephone Company	N/A	0003775244
	NTELOS Network Inc.	N/A	0003742442
	NA Communications Inc.	N/A	0009473364
	NTELOS of West Virginia	N/A	0017814666
	R&B Network Inc.	N/A	0003775301
	FiberNet of Virginia, Inc.	N/A	0014710487
	FiberNet, L.L.C.	N/A	0003771011
	FiberNet Telecommunications of Pennsylvania, LLC	N/A	0003771045
	FiberNet of Ohio, LLC	N/A	0003784147

FCC Authorizations Held by Wireline Companies – Pre-Separation

<u>License</u>	<u>Entity</u>	<u>Call Sign/File No.</u>	<u>FRN</u>
International Section 214 authority	R&B Network, Inc.	File No. ITC-214-19970418-00215; see also File No. ITC-T/C-20050216-00054	0003768470
	Roanoke and Botetourt Telephone Company	Operates under S214 authority of NTELOS Inc. in File No. ITC-214-19970710-00390 pursuant to Section 63.21(h) of the FCC Rules	0003775244
	FiberNet of Virginia, Inc.	Same as previous	0014710487
	FiberNet, L.L.C.	Same as previous	0003771011
	FiberNet Telecommunications of Pennsylvania, LLC	Same as previous	0003771045
	FiberNet of Ohio, LLC	Same as previous	0003784147
Domestic R/O E/S registration	NTELOS Media Inc.	SES-REG-20060609-00961; E060217	0014818298

FCC Authorizations Held by Wireline Companies – Pre-Separation

<u>License</u>	<u>Entity</u>	<u>Call Sign/File No.</u>	<u>FRN</u>
COALs registration	NTELOS Media Inc.	PSID 020746; Community Units VA0655 (Waynesboro), VA0656 (Augusta County), VA0657 (Botetourt County), VA0683 (Lynchburg), VA0699 (Harrisonburg), VA0704 (Staunton), VA0705 (Alleghany County), VA0706 (Covington) VA0707, VA0708	0014818298
IG (Industrial/Business Pool, conventional)	NTELOS Telephone, Inc.	KNFN647 Private communications, not interconnected. 3 locations: 1- fixed (control point, Broad St. in Waynesboro), 2-mobile, 3-fixed (Elliotts Knob Mountain)	0002073138
	NTELOS Telephone, Inc.	WSU439 Regulatory status not specified; interconnection not specified. 3 locations: 1-fixed (Bald Knob), 2-fixed (control point, Court Ave. in Covington), 3-mobile.	0002073138
CD (paging and radio telephone)	NTELOS Telephone, Inc.	KNKJ980	0002073138
	NTELOS Telephone, Inc.	KNKK756	0002073138
	NTELOS Telephone, Inc.	KNKM896	0002073138
	NTELOS Telephone, Inc.	KQZ730	0002073138

FCC Authorizations Held by Wireline Companies – Post-Separation

<u>License</u>	<u>Entity</u>	<u>Call Sign/File No.</u>	<u>FRN</u>
Domestic S214 authority	NTELOS Telephone Inc.	N/A	0002073138
	Roanoke and Botetourt Telephone Company	N/A	0003775244
	NTELOS Network Inc.	N/A	0003742442
	NTELOS of West Virginia	N/A	0017814666
	FiberNet of Virginia, Inc.	N/A	0014710487
	FiberNet, L.L.C.	N/A	0003771011
	FiberNet Telecommunications of Pennsylvania, LLC	N/A	0003771045
	FiberNet of Ohio, LLC	N/A	0003784147

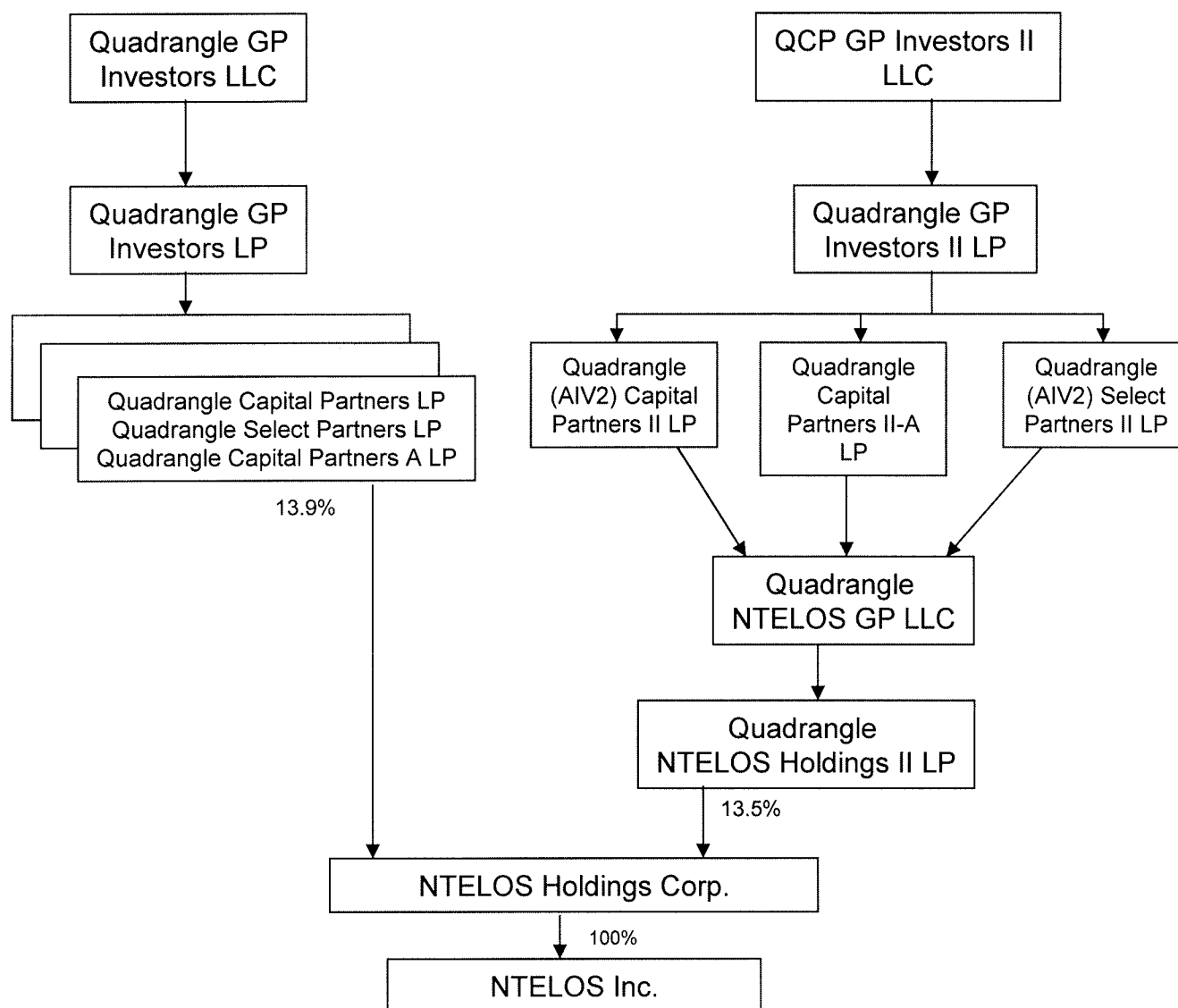
FCC Authorizations Held by Wireline Companies – Post-Separation

<u>License</u>	<u>Entity</u>	<u>Call Sign/File No.</u>	<u>FRN</u>
International Section 214 authority	Lumos Network Operating Company (from NTELOS Network Inc., which merged with R&B Network, Inc., the licensee)	File No. ITC-214-19970418-00215; see also File No. ITC-T/C-20050216-00054	0020975116
	Roanoke and Botetourt Telephone Company	Operates under S214 authority of NTELOS Network Inc. in File No. ITC-214-19970418-00215 pursuant to Section 63.21(h) of the FCC Rules	0003775244
	FiberNet of Virginia, Inc.	Same as previous	0014710487
	FiberNet, L.L.C.	Same as previous	0003771011
	FiberNet Telecommunications of Pennsylvania, LLC	Same as previous	0003771045
	FiberNet of Ohio, LLC	Same as previous	0003784147
Domestic R/O E/S registration	NTELOS Media Inc.	SES-REG-20060609-00961; E060217	0014818298

FCC Authorizations Held by Wireline Companies – Post-Separation

<u>License</u>	<u>Entity</u>	<u>Call Sign/File No.</u>	<u>FRN</u>
COALs registration	NTELOS Media Inc.	PSID 020746; Community Units VA0655 (Waynesboro), VA0656 (Augusta County), VA0657 (Botetourt County), VA0683 (Lynchburg), VA0699 (Harrisonburg), VA0704 (Staunton), VA0705 (Alleghany County), VA0706 (Covington) VA0707, VA0708	0009474800
IG (Industrial/Business Pool, conventional)	NTELOS Telephone, Inc.	KNFN647 Private communications, not interconnected. 3 locations: 1- fixed (control point, Broad St. in Waynesboro), 2-mobile, 3-fixed (Elliotts Knob Mountain)	0002073138
	NTELOS Telephone, Inc.	WSU439 Regulatory status not specified; interconnection not specified. 3 locations: 1-fixed (Bald Knob), 2-fixed (control point, Court Ave. in Covington), 3-mobile.	0002073138
CD (paging and radio telephone)	NTELOS Telephone, Inc.	KNKJ980	0002073138
	NTELOS Telephone, Inc.	KNKK756	0002073138
	NTELOS Telephone, Inc.	KNKM896	0002073138
	NTELOS Telephone, Inc.	KQZ730	0002073138

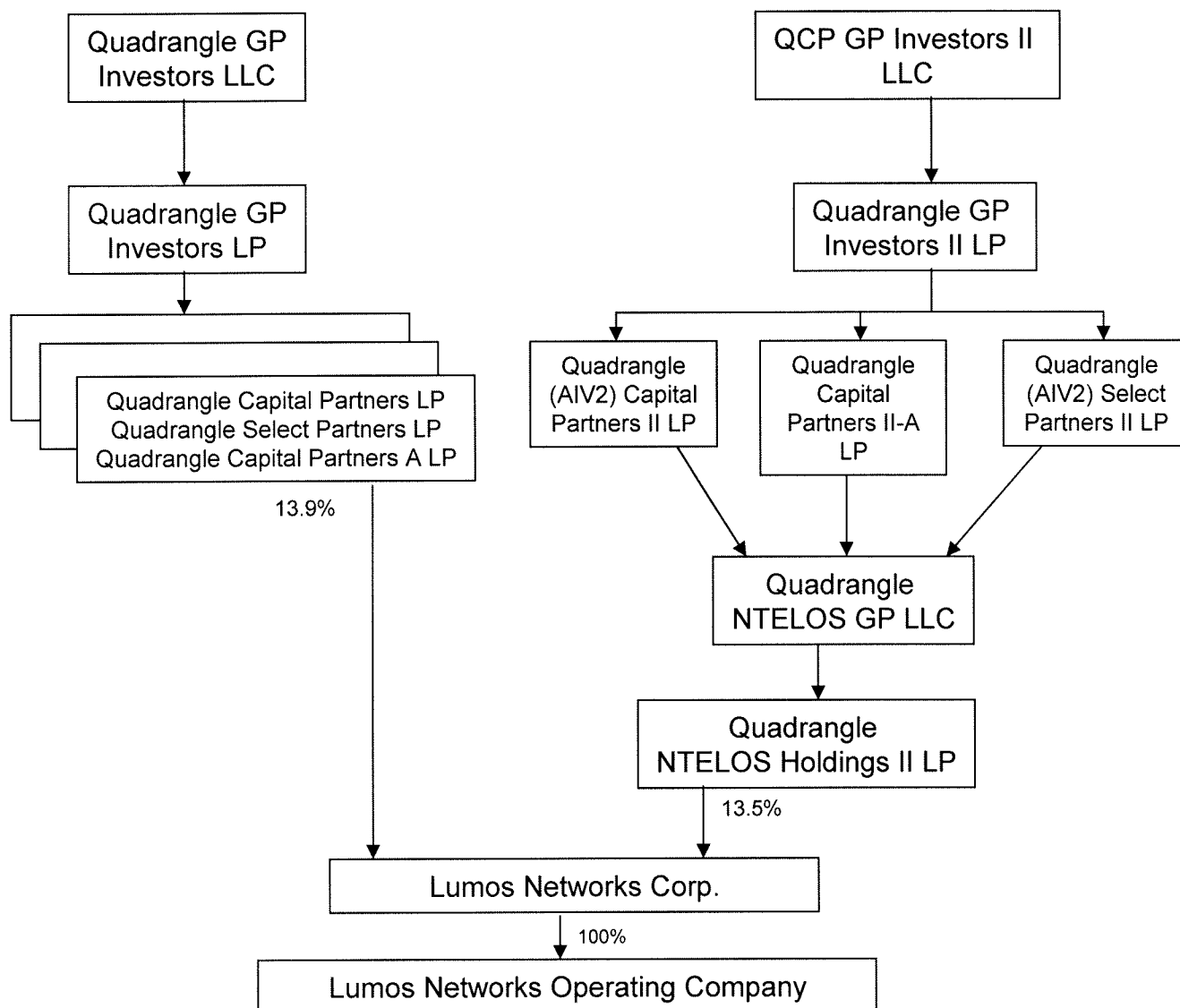
NTELOS Inc.
Owners Holding a 10% or Greater Interest

**NOTES:**

(a) Quadrangle GP investors LP (and its parent Quadrangle GP Investors LLC) hold an aggregate indirect interest of 13.9% in NTELOS. Quadrangle GP Investors LLC, whose Managing Members are Peter Ezersky, and Michael Huber, is the General Partner of Quadrangle GP Investors LP. Quadrangle GP Investors LP is in turn the General Partner of Quadrangle Capital Partners LP, Quadrangle Capital Partners-A LP and Quadrangle Select Partners LP, which together directly own an estimated 13.9% of NTELOS Holdings Corp. and its subsidiaries, including NTELOS Inc., although no individual fund holds more than 10%.

(b) Quadrangle GP Investors II LP (and its parent QCP GP Investors II LLC) hold an aggregate indirect interest of 13.5% in the filer. QCP GP Investors II LLC, whose Managing Members are Peter Ezersky and Michael Huber, is the General Partner of Quadrangle GP Investors II LP. Although QCP GP Investors II LLC and Quadrangle GP Investors II LP share the same managing members, the assets and business of each LLC are completely separate. Quadrangle GP Investors II LP is in turn the General Partner of Quadrangle (AIV2) Capital Partners II LP, Quadrangle Capital Partners II-A LP and Quadrangle (AIV2) Select Partners II LP, which together, as managing members, indirectly own an estimated 13.5% of NTELOS Holdings Corp. and its subsidiaries, including NTELOS Inc. Only Quadrangle (AIV2) Capital Partners II LP holds more than 10% of NTELOS Holdings Corp.

**Lumos Networks Operating Company
Owners Holding a 10% or Greater Interest
After Separation**



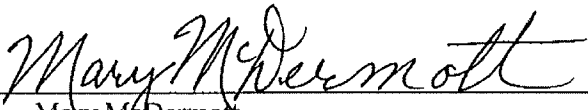
NOTES:

(a) After Separation, Quadrangle GP investors LP (and its parent Quadrangle GP Investors LLC) hold an aggregate indirect interest of 13.9% in Lumos Networks Operating Company. Quadrangle GP Investors LLC, whose Managing Members are Peter Ezersky and Michael Huber, is the General Partner of Quadrangle GP Investors LP. Quadrangle GP Investors LP is in turn the General Partner of Quadrangle Capital Partners LP, Quadrangle Capital Partners-A LP and Quadrangle Select Partners LP, which together directly own an estimated 13.9% of Lumos Networks Corp. and its subsidiaries, including Lumos Networks Operating Company, although no individual fund holds more than 10%.

(b) After Separation, Quadrangle GP Investors II LP (and its parent QCP GP Investors II LLC) hold an aggregate indirect interest of 13.5% in the filer. QCP GP Investors II LLC, whose Managing Members are Peter Ezersky and Michael Huber, is the General Partner of Quadrangle GP Investors II LP. Although QCP GP Investors II LLC and Quadrangle GP Investors II LP share the same managing members, the assets and business of each LLC are completely separate. Quadrangle GP Investors II LP is in turn the General Partner of Quadrangle (AIV2) Capital Partners II LP, Quadrangle Capital Partners II-A LP and Quadrangle (AIV2) Select Partners II LP, which together, as managing members, indirectly own an estimated 13.5% of Lumos Networks Corp. and its subsidiaries, including Lumos Networks Operating Company. Only Quadrangle (AIV2) Capital Partners II LP holds more than 10% of Lumos Networks Corp.

Exhibit B

The undersigned hereby certifies, on behalf of Roanoke and Botetourt Telephone Company (“RBTC”), NTELOS Network Inc. (“NTELOS Network”), R&B Network, Inc. (“R&B Network”), FiberNet of Virginia, Inc. (“FiberNet Virginia”), FiberNet, L.L.C. (“FiberNet”), FiberNet Telecommunications of Pennsylvania, LLC (“FiberNet Pennsylvania”), FiberNet of Ohio, LLC (“FiberNet Ohio”) and Lumos Networks Operating Company (“Lumos Networks Operating”) and with respect to the foregoing notifications of *pro forma* transactions, that the statements in the notifications are true and correct to the best of my belief and are made in good faith; that the transactions were *pro forma* as described in Section 63.24(a) of the Commission’s Rules; and that these transactions, together with all previous *pro forma* transactions, do not result in a change in ultimate control.

By: 
Mary McDermott
Senior Vice President – Legal and Regulatory
Affairs

Date: November 1, 2011