Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of	)	
	)	
FIBERNET OF VIRGINIA, INC.,	)	
FIBERNET, L.L.C.,	)	
FIBERNET TELECOMMUNICATIONS OF	)	
PENNSYLVANIA, LLC, AND	)	**WC Docket No._____**
FIBERNET OF OHIO, LLC	)	
	)	**File Nos. ITC-T/C _________**
Applications for Consent to Transfer	)	
Control of Companies That Provide	)	
International Service Pursuant to	)	
Section 63.21(h) of the FCC Rules and	)	
Hold Blanket Domestic Section 214 Authority,	)	
Pursuant to Section 214 of the	)	
Communications Act of 1934, as Amended	)	
	)	
Request for Waiver of the Cable/Telco Buyout	)	
Provisions of Section 652(b) of the	)	
Communications Act of 1934, as Amended	)	

To: International Bureau
Wireline Competition Bureau

<u>JOINT DOMESTIC AND INTERNATIONAL APPLICATION</u>
<u>AND</u>
<u>REQUEST FOR WAIVER</u>

One Communications Corp. ("One" or "Transferor") (FRN: 0015-3377-02); FiberNet of Virginia, Inc. (FRN: 0014-7104-87), FiberNet, L.L.C. (FRN: 0003-7710-11), FiberNet Telecommunications of Pennsylvania, LLC (FRN: 0003-7710-45), and FiberNet of Ohio, LLC (FRN: 0003-7841-47) (collectively, "FiberNet" or "Licensees"); and NTELOS Inc. (FRN: 0005-8495-18) ("NTELOS" or "Transferee," and collectively with One and FiberNet, the "Applicants") hereby seek the consent of the Federal Communications Commission ("FCC" or "Commission") pursuant to Section 214 of the

Communications Act of 1934, as amended (the "Act"), 47 U.S.C. §214, and Sections 63.03, 63.04 and 63.24(e) of the Commission's Rules, 47 CFR §§ 63.03, 63.04, 63.24(e), for the transfer of ultimate control of FiberNet from One to NTELOS. Because certain FiberNet subsidiaries provide telephone exchange service in several franchise areas of a cable operator with which NTELOS is affiliated, the Applicants also request a waiver of the cable/telco buyout restrictions in Section 652(b), 47 U.S.C. § 572(b), pursuant to Section 652(d)(6) of the Act, 47 U.S.C. § 572(d)(6), and Section 76.505(d)(6) of the Commission's Rules, 47 CFR § 76.505(d)(6).

As discussed herein, through its subsidiaries, NTELOS provides or will soon provide local exchange telecommunications services as a competitive local exchange carrier ("CLEC") in Virginia, West Virginia, Pennsylvania, and Maryland, and as a rural incumbent local exchange carrier ("ILEC") in certain areas of western and southern Virginia. NTELOS is not affiliated with any foreign carriers, but is affiliated with a cable operator, Cequel Communications, LLC d/b/a Suddenlink ("Suddenlink"), per Section 76.505(f) of the Commission's Rules, 47 CFR § 76.505(f). NTELOS and Suddenlink are affiliated only because Quadrangle, a private investment firm, has minority interests in both Suddenlink and NTELOS, and is represented on the Board of Directors of each company. The two companies compete with one another and share nothing other than Quadrangle as an investor.

One owns a number of CLECs that provide telecommunications services in certain Northeast, Mid-Atlantic and Midwestern states. One's FiberNet subsidiaries provide local exchange telecommunications services on a competitive basis in Maryland, Ohio, Pennsylvania, Virginia, Kentucky, and West Virginia, including portions of

Suddenlink's cable franchise areas in West Virginia, Ohio, Kentucky, and Maryland. The FiberNet subsidiaries are not ILECs in any area, nor do they provide CLEC services in the areas of Virginia where NTELOS operates as an ILEC. The CLEC service areas of NTELOS and FiberNet overlap in Winchester, Virginia; Hagerstown, Maryland; and a number of locations in West Virginia, as shown in **Exhibit A**.

The Applicants respectfully request streamlined treatment of the international portion of this Application pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. §63.12. As shown below, the international component of this Application qualifies for streamlined processing. The Applicants do not seek streamlined processing for the domestic portion of this Application in light of the Applicants' request for a Section 652(d)(6) waiver. However, the Applicants respectfully request that the Commission expedite processing of this Application so that the benefits of the proposed transaction may be realized as quickly as possible. A domestic Section 214 supplement, containing the information required by 47 C.F.R. §63.04, is attached hereto as **Exhibit B**.

I. APPLICANTS

A. NTELOS

NTELOS, a wholly-owned subsidiary of NTELOS Holdings Corp. ("NTELOS Holdings") (NASDAQ: NTLS), is a leading provider of wireless and wireline communications and information services to consumers and businesses primarily in Virginia and West Virginia. The company's service offerings include wireless personal communications services ("PSC"), 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 headquartered in Waynesboro, Virginia and employs over 1,350 people. For 2009, NTELOS had operating revenues of $549.7 million and EBITDA of $227.1 million. Its 2009 capital expenditures exceeded $119 million. A chart showing the current corporate structure of NTELOS is attached as **Exhibit C.**

Wireline services. NTELOS' wireline business consists of two traditional ILECs and a competitive business unit that offers retail and wholesale services. Founded in 1897 as the Clifton Forge-Waynesboro Telephone Company, NTELOS' ILECs have a long history of providing exceptional telephone service in rural Virginia, specifically in the cities of Waynesboro and Covington, and portions of Alleghany, Augusta and Botetourt counties. As of June 30, 2010, NTELOS' ILEC subsidiaries operate approximately 37,075 rural ILEC lines. They provide DSL service with 6 Mbps speed in over 98 percent of their service area. In addition, they pass approximately 10,100 homes with fiber and offer those customers broadband speeds of up to 20 Mbps. NTELOS' ILEC subsidiaries are as follows:

- NTELOS Telephone Inc. ("NTELOS Telephone") provides local and long distance services as a rural ILEC in the Cities of Waynesboro and Covington, and portions of Augusta and Alleghany Counties in Virginia. NTELOS Telephone is a direct, wholly-owned subsidiary of NTELOS Communications Inc. ("NTELOS Communications"), which in turn is a wholly-owned subsidiary of NTELOS.

- 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. RBTC is a direct, wholly-owned subsidiary of R&B Communications, Inc., which is in turn a wholly-owned subsidiary of NTELOS.

With the launch of CLEC services in 1998, NTELOS' wireline business evolved into the regional provision of transport, IP, broadband, voice and data services. As of December 31, 2009, NTELOS had approximately 49,700 CLEC lines across 31 markets in western Virginia and West Virginia, central and western Pennsylvania, and portions of Maryland. Virtually all of these lines serve business customers. Subsidiaries of NTELOS are certificated as CLECs in Virginia, West Virginia, Pennsylvania and Maryland, as follows:

- NTELOS Network Inc. ("NTELOS Network"), a direct, wholly-owned subsidiary of NTELOS, is a CLEC providing local and long distance services in Virginia. NTELOS Network holds Section 214 authority to provide international services on a resale basis.

- NA Communications Inc. ("NA Communications") is a CLEC providing local and long distance services in Virginia. NA Communications is a direct, wholly-owned subsidiary of NTELOS Netaccess Inc., which in turn is 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. NTELOS West Virginia is 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. R&B Network holds Section 214 authority to provide international service on a resale basis. R&B Network is a direct, wholly-owned subsidiary of R&B Communications, Inc., which in turn is a wholly-owned subsidiary of NTELOS.

The heart of NTELOS' wireline business is an extensive 4,800 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. NTELOS' fiber optic network enables NTELOS to offer its customers leading-edge technology services, including Metro Ethernet and IP-based services. NTELOS provides international service to its customers purely through the resale of the international service offerings of underlying interexchange carriers.

Wireless services. NTELOS' wireless operations consist of (i) an NTELOS-branded retail business, and (ii) a wholesale business. 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 and receives a minimum of $9 million per month from Sprint. NTELOS holds PCS licenses to operate in twenty-nine basic trading areas ("BTAs") in Virginia and West Virginia with a total population of approximately 8.8 million. In addition, NTELOS holds seven Advanced Wireless Services ("AWS") licenses in western Virginia. NTELOS has built out its network in twenty of its BTAs and covers over 5.5 million POPs. NTELOS now serves approximately 440,000 retail wireless subscribers representing approximately 8 percent penetration of NTELOS' total covered population.

NTELOS continues to make significant investments in its wireless network. For example, in June 2009, NTELOS completed an upgrade of virtually all of its wireless network for mobile broadband services to Evolution Data Optimized Revision A ("EV-DO").

Ownership. A chart showing all current owners of NTELOS that hold a 10 percent or greater interest is attached as **Exhibit D**. Quadrangle affiliated entities collectively hold a 27.4 percent indirect voting and equity interest in NTELOS. There are no individuals or entities other than Quadrangle that hold a 10 percent or greater interest in NTELOS.

Quadrangle's interest in NTELOS is held by certain private equity funds managed by affiliates of Quadrangle Group LLC ("Quadrangle Group"). All Quadrangle entities with ownership interests in NTELOS are organized under U.S. law. Quadrangle Group is a private investment firm based in New York City with more than $3 billion in assets under management. Quadrangle Group invests in media and communications companies through separate private and public investment strategies. Since its inception in 2000, Quadrangle Group's private equity funds have completed over 20 investments in the communications sector. A number of Quadrangle's investments have been in companies providing services to rural communities, including rural local exchange carriers, CLECs, cable operators, and wireless providers. Quadrangle's current investments include the following:

- Hargray Communications Group, an integrated telecommunications provider serving southeastern South Carolina and northeastern Georgia. The company's operations include traditional telephone carrier services, Internet services, cable television, wireless telephone and a telephone directory publishing operation.

- Suddenlink, the eighth largest cable operator in the U.S., operating in 16 states (Arkansas, California, Idaho, Kentucky, Louisiana, Maryland, Missouri, Mississippi, North Carolina, New Mexico, Nevada, Ohio, Oklahoma, Texas, Virginia and West Virginia).

- Bresnan Broadband Holdings LLC, a cable service provider that operates in Colorado, Montana, Utah, and Wyoming.

Quadrangle GP Investors LP (and its parent Quadrangle GP Investors LLC) holds an aggregate indirect interest of 13.9 percent in NTELOS. The managing members of Quadrangle GP Investors LLC are Peter Ezersky, Michael Huber, and Joshua Steiner, all 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 NTELOS Holdings and thus indirectly own an estimated 13.9 percent of NTELOS. No individual fund holds more than 10 percent of NTELOS.

Quadrangle GP Investors II LP (and its parent QCP GP Investors II LLC) holds an aggregate indirect interest of 13.5 percent in NTELOS. The managing members of QCP GP Investors II LLC are Peter Ezersky, Andrew Frey, Michael Huber, Edward Sippel, and Joshua Steiner. 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 NTELOS Holdings and thus indirectly own an estimated 13.5 percent of NTELOS. Only Quadrangle (AIV2) Capital Partners II LP holds more than 10 percent of NTELOS.

B. One and FiberNet

One, the ultimate parent company of FiberNet, is a Delaware corporation with headquarters in Burlington, Massachusetts. One is the surviving corporation from the merger of CTC Communications Group, Inc. ("CTC Group") and Choice One Communications Inc. ("Choice One"), which was authorized by the Commission on June 26, 2006.[1] Subsequent to the merger but on that same date, One acquired control of Conversent Communications, Inc. ("Conversent"). One holds international Section 214 authority granted in IB File No. ITC-214-20040708-00260.

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1 *See* WC Docket No. 06-47 and IB File Nos. ITC-T/C-20060222-00100, ITC-T/C-20060222-00101, ITC-T/C-20060222-00102, ITC-T/C-20060222-00103, ITC-T/C-20060222-00105, and ITC-T/C-20060222-00106.

One is a holding company for a number of operating subsidiaries, including FiberNet. The operating subsidiaries of One are common carriers that provide communications and information services to small, medium and large size businesses predominantly in the Northeast, Mid-Atlantic, and Midwest regions (Connecticut, Delaware, District of Columbia, Illinois, Indiana, Kentucky, Maine, Maryland, Massachusetts, Michigan, New Hampshire, New Jersey, New York, Ohio, Pennsylvania, Rhode Island, Vermont, Virginia, West Virginia, and Wisconsin) as well as to a small number of residential customers in Connecticut, New York, and West Virginia. Each of the One subsidiaries operates pursuant to One's international Section 214 authority and provides international services purely on a resale basis.[2] With the exception of the FiberNet subsidiaries, all of the One subsidiaries offer service under the name "One Communications."

FiberNet. The only subsidiaries of One that are being acquired by NTELOS in the instant transaction are the FiberNet subsidiaries. FiberNet is headquartered in Charleston, West Virginia, and employs 240 people. Formed in 1997 as a small, customer-centric and solutions-based company, FiberNet has evolved into a strong regional company. FiberNet provides voice, data, and IP-based services, including local and long distance telephone services, Internet access services, high-speed data transport, ISDN, WAN/MAN, DSL, VPNs, Ethernet, and broadband services, in West Virginia and the surrounding regions. The company is a leader in its regional markets, serving nearly 25,000 businesses and 9,000 residential customers with over 100,000 access lines. In

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2 One will retain this international Section 214 authority post-close. Upon consummation of the proposed transaction, FiberNet will provide international services pursuant to NTELOS' international Section 214 authorizations.

2009, FiberNet had revenue of $76M and EBITDA of $25M. Capital spending during that period was $13M for network sustainment and upgrades, customer fiber builds, and system development.

Facing a broad competitive landscape, FiberNet has pursued a strategy focused on building and owning fiber rather than leasing it from incumbent carriers. FiberNet now has a long-haul fiber network extending for approximately 3,500 route miles. The network covers all of West Virginia (FiberNet, L.L.C.) and extends into surrounding areas in Ohio (FiberNet of Ohio, LLC), Maryland (FiberNet, L.L.C.), Pennsylvania (FiberNet Telecommunications of Pennsylvania, LLC), Virginia (FiberNet of Virginia, Inc.) and Kentucky (FiberNet, L.L.C.). By delivering carrier class backbone, the company is able to deliver superior levels of connectivity and service. Nearly all customers terminate to FiberNet facilities, and 12 percent are served with direct fiber connections end-to-end. The network is connected to major carrier networks and includes approximately 100 locations.

Ownership. The FiberNet subsidiaries are each direct, wholly-owned subsidiaries of Mountaineer Telecommunications, LLC ("Mountaineer"), a West Virginia corporation that functions as a holding company. Mountaineer is a direct, wholly-owned subsidiary of Conversent, which is a direct, wholly-owned subsidiary of One. At present, there are three entities that hold a 10 percent or greater ownership interest in One: Columbia Ventures Broadband LLC ("CVC Broadband"), Quantum Partners LDC ("Quantum"), and Varde Investment Partners LP ("Varde").

CVC Broadband holds a 48.8 percent ownership interest in One and has *de facto* control of One. CVC Broadband, a Washington state limited liability company, is a holding company and a wholly-owned subsidiary of Columbia Ventures Corporation ("CVC"). CVC, a Washington state corporation, owns and operates a portfolio of telecommunications companies and a small number of manufacturing businesses around the world. Neither CVC nor CVC Broadband provide telecommunications services. Kenneth D. Peterson, Jr., a U.S. citizen, holds 100 percent of the ownership interest in CVC.

At present, Quantum holds a 13 percent ownership interest in One. Quantum is a Cayman Islands limited duration corporation whose principal business is investment. Quantum is ultimately controlled by George Soros, a U.S. citizen who is chairman of Soros Fund Management LLC ("SFM"), a Delaware limited liability company. By virtue of a management agreement between SFM and Quantum, Mr. Soros exercises voting and dispositive power over the shares of One held by Quantum.

Varde currently holds a 10 percent ownership interest in One. Varde is a limited partnership that was formed under the laws of Delaware and whose principal business is investment. Varde is ultimately controlled by George G. Hicks, Marcia L. Page, and Gregory S. McMillan.

A diagram showing the current corporate structure of One and FiberNet is provided in **Exhibit E**.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to a purchase agreement dated July 19, 2010, by and among NTELOS, Conversent and One (the "Agreement"), NTELOS will purchase all of the membership interests of Mountaineer, the parent company of FiberNet, from Conversent at closing (the "Transaction"). NTELOS' interests in Mountaineer will be held by a new direct, wholly-owned subsidiary of NTELOS, NTELOS FiberNet Inc. ("NTELOS FiberNet"). As a result of the Transaction, NTELOS will become the new ultimate parent company of FiberNet. One will remain the parent company of Conversent and all other One operating subsidiaries. Consummation of the Transaction is conditioned upon receipt of all necessary regulatory approvals.

The Transaction does not involve the transfer of any operating authority, assets, or customers. Immediately following closing, FiberNet will continue to offer to their customers the same services at the same rates, terms and conditions pursuant to existing tariffs, contracts, and published rates and charges. Accordingly, the Transaction will be transparent to consumers. The only change will be that FiberNet Subsidiaries will be under the control of NTELOS.

A diagram showing the corporate structure of NTELOS post-close is provided in **Exhibit F**.

III. REQUEST FOR SECTION 652(D)(6) WAIVER

Section 652(b) of the Act provides that "no cable operator or affiliate of a cable operator...may purchase or otherwise acquire...more than a 10 percent financial interest, or any management interest, in any local exchange carrier providing telephone exchange service within such cable operator's franchise area."[3] As noted previously, Quadrangle holds a minority interest (27.4 percent) in NTELOS as well as in Suddenlink (16.64 percent), a cable operator. In addition, Michael Huber, a Managing Principal of Quadrangle Group and a member of the Board of Directors of Suddenlink, is also Chairman of the Board of Directors of NTELOS. Quadrangle is also represented on the

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[3] 47 U.S.C. § 572(b); see also 47 CFR § 76.505.

Board of Directors of Suddenlink by Amanda Siegal, a Principal of Quadrangle Group, and on the Board of Directors of NTELOS by Daniel Fine, a Vice President of Quadrangle Group. As such, Quadrangle has an attributable interest in both Suddenlink and NTELOS. Quadrangle and NTELOS are affiliates of Suddenlink for the purposes of Section 652 of the Act.[4] Since FiberNet provides local exchange service in certain Suddenlink franchise areas, NTELOS' acquisition of FiberNet would trigger the cable/telco buyout prohibition in Section 652(b).

Section 652(d) of the Act authorizes the Commission to waive Section 652(b) if (1) "the anticompetitive effects of the proposed transaction are clearly outweighed in the public interest by the probable effect of the transaction in meeting the convenience and needs of the community to be served" and (2) the relevant local franchising authorities approve of such a waiver.[5] The Applicants submit that the requirements of Section 652(d) are satisfied in this case such that the Commission should grant the requested waiver for the following reasons.

The Transaction does not present the "anticompetitive effects" Section 652(d) is intended to address. The purpose of Section 652 is to promote facilities-based competition in the provision of voice and video services. The acquisition of a local exchange carrier by a cable operator potentially decreases such facilities-based competition. Thus, Section 652(d) requires a demonstration that such "anticompetitive

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4 *See* 47 CFR §§ 76.505(f) (entities are affiliated for the purposes of this section if either entity has an attributable interest in the other, or if a third party has an attributable interest in both entities), 76.505(g) (attributable interest shall be defined by reference to the criteria set forth in Notes 1 through 5 to § 76.501, the cable attribution rules), and 76.501 note 2(a) (partnership, direct ownership interests, and any voting stock interest amounting to 5 percent or more of the outstanding voting stock of a corporation will be cognizable).

5 47 U.S.C. § 572(d)(6); *see* 47 CFR § 76.505(d)(6).

effects" of the acquisition are outweighed by the benefits to the affected community as a condition of any waiver of the buyout prohibition.

NTELOS' acquisition of FiberNet does not diminish facilities-based cable-telco competition because this Transaction is simply not the acquisition of a local exchange carrier by a cable operator. Although NTELOS and Suddenlink are considered affiliated for the purposes of Section 652, there is no way NTELOS can be viewed as a "stand-in" for Suddenlink in the Transaction. NTELOS and Suddenlink are different companies with different ownership, missions, management, facilities, operations, and services. They view each other as competitors. While they have a common investor – Quadrangle -- and each has two directors (including one common director) appointed by that investor, they share nothing more.

Similarly, Quadrangle is no "stand-in" for Suddenlink here. Quadrangle's investments in NTELOS and Suddenlink are driven not by a desire to build a communications empire of companies that act in concert, but by a desire to make wise financial investments. Quadrangle has held ownership interests in NTELOS since 2005 and in Suddenlink since 2006, but there is no evidence that Quadrangle has ever attempted to leverage these interests to gain a competitive edge for either Suddenlink or NTELOS in any market.[6] That is not surprising, since the ability of Quadrangle to force NTELOS and/or Suddenlink to act in an anticompetitive fashion is limited. Quadrangle

6 The Applicants note that Quadrangle's acquisition of an ownership interest in Suddenlink following its investment in NTELOS did not trigger the application of the telco/cable buyout prohibition in Section 652(a) of the Act. Section 652(a) provides that "no local exchange carrier or any affiliate of such carrier...may purchase...more than a 10 percent financial interest...in any cable operator providing cable service within the local exchange carrier's telephone service area." Section 652(e) defines "telephone service area" as the area in which a common carrier subject to Title II of the Act provided telephone exchange service as of January 1, 1993. Suddenlink has never provided cable service in the areas in which NTELOS provided telephone exchange services on January 1, 1993.

does not have *de facto* control of either NTELOS or Suddenlink. Furthermore, Suddenlink and NTELOS each have other significant minority shareholders with a 5 percent or greater interest in the company.[7] Indeed, Quadrangle is not the largest shareholder Suddenlink, as funds affiliated with Goldman, Sachs & Co. hold a 36.36 percent interest. These other minority shareholders can reasonably be expected to object should Quadrangle attempt to force one company to favor the other or engage in other anticompetitive behavior.[8] Under these circumstances, preventing NTELOS from acquiring FiberNet would only serve to discourage Quadrangle and other investment firms from making much-needed capital available to the telecommunications industry.[9]

Thus, the anticompetitive effects of cable/telco buyouts that Section 652 is intended to address are not presented by the Transaction. Rather, the Transaction will enhance, not diminish, facilities-based local exchange service competition in those communities currently served by both Suddenlink and FiberNet. As discussed in more detail in Section IV below, the combination of NTELOS and FiberNet will create a more

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7 Other shareholders of NTELOS that hold 5 percent or more of the company include Prudential Financial, Inc. (7.5 percent); Jennison Associates LLC (7.4 percent); and Systemic Financial Management, L.P (6.6 percent). Other shareholders of Suddenlink that hold 5 percent or more of the company include funds affiliated with Goldman, Sachs & Co. (36.36 percent); funds affiliated with Oaktree Capital Management, L.P. (10.47 percent); and Resolute Funds Group (7.76 percent). *See* Cequel Communications Holdings I, LLC, Annual Report for the Year Ended December 31, 2009, at 88, available at http://financial.suddenlink.com/FinancialInformation/Annual%20Reports/2009/Cequel%20Communications%20Holdings%20I,%20LLC%20Annual%20Report%20as%20of%20December%2031,%202009.pdf (last visited July 30, 2010).

8 *See Review of the Commission's Regulations Governing Attribution of Broadcast and Cable/MDC Interests; Review of the Commission's Regulations and Policies Affecting Investment in the Broadcast Industry; Reexamination of the Commission's Cross-Ownership Policy, Report and Order*, 14 FCC Rcd 12559, ¶ 10 (1999) ("*Broadcast Attribution Order*").

9 *See Broadcast Attribution Order* at ¶ 5 (FCC must tailor attribution rules to permit arrangements in which a particular ownership interest involves minimal risk of influence, in order to avoid unduly restricting the means by which investment capital may be made available to the broadcast industry).

effective and efficient service provider. The backing of NTELOS will make FiberNet a stronger facilities-based competitor to Suddenlink in those communities in which Suddenlink and FiberNet both provide service. The success of the NTELOS-FiberNet team in the market will encourage investment firms such as Quadrangle to provide the capital necessary for fiber and broadband service deployment. As such, the public interest benefits of the Transaction clearly outweigh any associated anticompetitive effects.

Finally, the Applicants will comply, to the extent reasonably practical, with the process established in *CIMCO* for soliciting responses from the relevant local franchising authorities ("LFAs") and for determining whether an LFA approves of the proposed waiver.[10] The applicants in *CIMCO* were required to (a) serve, within 10 days of the release of the public notice of the domestic transfer application, a copy of the public notice on any LFA in the cable/telco overlap areas that currently has authority over the cable operator; (b) file with the Commission a certificate of service attesting that the public notice was timely served; and (c) informally advise the relevant LFAs of the public notice and procedures established for notifying the Commission of their approval or disapproval. Complying with the procedures established in *CIMCO* requires, at a minimum, that the Applicants know which LFAs have jurisdiction over the cable operator in the cable/telco overlap areas. None of the Applicants in this case has this information. The Applicants will continue to use diligent efforts to obtain this information, including attempting to obtain the information from Suddenlink, but due to

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10 *See Applications Filed For the Acquisition of Certain Assets of CIMCO Communications, Inc. by Comcast Phone LLC, Comcast Phone of Michigan, LLC and Comcast Business Communications, LLC, Memorandum Opinion and Order and Order on Reconsiderations*, WC Docket No. 09-183, FCC 10-41, rel. Mar. 15, 2010, at ¶ 15 ("*CIMCO*").

the difficulty in locating the information, there can be no assurance that an accurate service list of all of the relevant LFAs will ever be compiled.

As such, the Applicants propose minor modifications to the procedures adopted in *CIMCO*. Upon release of the public notice, Quadrangle will serve any and all identified LFAs to date, and will provide a certificate of service to the Commission regarding the LFAs so served. At the same time, the Applicants will publish a notice of the filing in a daily newspaper of general circulation that is published in the known Suddenlink franchise areas in which FiberNet provides telephone exchange service. A list of these areas is provided in **Exhibit G**.[11] The Applicants will publish this notice at least twice for two consecutive weeks, and will provide a certificate of publication to the Commission. Under the circumstances of this case, where the cable operator itself is not purchasing the local exchange carrier, a combination of direct service, newspaper publication, and FCC public notice should provide adequate notice to all interested parties. The Commission's Rules recognize the sufficiency of similar alternative forms of notice (including newspaper publication) in other situations involving the transfer of control of a licensee.[12]

Notably, while the Commission even granted the Section 652 waiver requested in *CIMCO*, the *CIMCO* case arose under a significantly different factual situation that presented potential competitive concerns not presented by this Application. In *CIMCO*, the Commission considered whether a cable operator should be permitted to acquire a

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11 The information regarding Suddenlink's franchise areas was obtained from a review of map created by Data Mapping, Inc., dated May 2007, showing the Cable Television Franchise Areas for the Northeast United States. The Applicants are continuing to confirm the accuracy and completeness of the areas listed in the map, and will update this Application in the event that new information becomes available that necessitates such an update.

12 *See* 47 CFR 73.3580.

CLEC against which it competed directly, and thereby eliminate a local exchange competitor in the geographic markets in which their service areas overlapped.[13] The Commission decided that grant of the waiver would serve the public interest anyway because the cable operator and CLEC primarily targeted different product markets/customer segments -- *i.e.*, the cable operator's telecommunications offerings were principally directed at mass market customers, whereas the CLEC being acquired targeted the enterprise market primarily.[14] The situation presented by this Application is fundamentally different. Here, no CLEC is being merged into a cable operator. FiberNet will exist as part of NTELOS, and continue to aggressively compete head on with the cable operator; indeed, FiberNet's ability to compete with the cable operator will be significantly enhanced by consummation of the Transaction. However, the Applicants note that -- just as in *CIMCO* -- FiberNet and the cable operator with which it primarily competes (*i.e.* Suddenlink) for the most part target different customer segments. FiberNet's services are provided overwhelming to enterprise customers; while the company has residential subscribers, they account for less than 9 percent of the company's annual revenue. By contrast, it is the Applicants' understanding that mass market customers are the primary subscribers to Suddenlink's current set of telecommunications services.[15]

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13 *CIMCO* at ¶ 7.

14 *Id.* at ¶¶ 32-35.

15 *See* Cequel Communications Holdings I, LLC, Current Report, Mar. 24, 2010, at 3, 12, available at http://financial.suddenlink.com/FinancialInformation/Current%20Reports/Current%20Report%20of%20Earnings%20Release%20of%20Cequel%20Communications%20Holdings%20I,%20LLC%20for%202009%20Fourth%20Quarter%20and%20Full%20Year.pdf (last visited July 30, 2010).

IV. PUBLIC INTEREST SHOWING FOR SECTION 214 APPLICATION

Pursuant to Section 214 of the Act, control of FiberNet may not be transferred from One to NTELOS unless the Commission finds that "the public interest, convenience and necessity will be served thereby."[16] As discussed below, the Transaction will serve the public interest, as it will yield tangible benefits for the public without harming customers or competition in any market.

A. Public Interest Benefits of the Transaction

The telecommunications industry has seen rapid and fundamental changes in technology, customer preferences, and the competitive landscape over the last decade. These changes require rapid responses and business execution strategies by carriers. To succeed in the current telecommunications marketplace, carriers must have a strategic focus on providing high-quality services while seeking synergies and reducing expense (especially the expenses of leasing facilities from the ILEC.) Specifically, customers of all types and sizes are demanding high bandwidth services on fiber optic facilities with a high degree of reliability and rapid provisioning, repair, and maintenance. Meeting these customer needs requires capital spending not only on dark fiber routes but on metro fiber rings, fiber-to-the-premises, and network infrastructure equipment. The Transaction will allow NTELOS and FiberNet to reduce their reliance on the ILECs and to better meet customer needs.

The combination of NTELOS and FiberNet will create a stronger player in the Mid-Atlantic region that can compete more effectively with large ILECs and cable companies. The Transaction will bring together two successful carrier organizations that

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16 47 U.S.C. § 214.

have proven themselves in a highly competitive marketplace. These organizations have growing customer bases and highly complementary business models of providing facilities-based voice and especially data services. By bringing together each organization's respective strengths, product suites, and geographic footprints, the combined organization will realize increased reach, substantial synergies and cost-savings. The Transaction will strengthen the companies' ability to enhance current service offerings and bring a more advanced suite of services to a broader customer base. Approval of the Transaction therefore will better position NTELOS and FiberNet to reduce costs, increase revenue, and match their business goals with their financing needs in order to achieve significant and deliberate growth. As such, the Transaction will help create a stronger, more enduring competitor than either carrier could achieve on its own in a similar time frame.

Importantly, the President and Congress recently made it a national goal to ensure that every American have "access to broadband capability," and charged the Commission with responsibility to develop a plan to encourage deployment of broadband infrastructure to rural areas and other underserved populations.[17] Indeed, the Chairman observed earlier this week that "every year, the importance of rural broadband to rural America gets greater," and universal service support is insufficient.[18] In implementing the Recovery Act, the Commission made it clear that its policy was to "encourage more private innovation and investment" to speed the deployment of broadband infrastructure

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17 *See* American Recovery and Reinvestment Act of 2009, Pub. L. No. 111-5, Sec. 6001(k)(2)(D), 123 Stat. 115, 516 (2009) ("Recovery Act").

18 *See Communications Daily*, "Genachowski Urges Thrifty USF Overhaul," at 6 (July 29, 2010).

to such underserved areas.[19] The Transaction furthers that objective. NTELOS has provided telecommunications service to rural America for more than a century, and has aggressively deployed broadband facilities and services in rural areas of Virginia and West Virginia over the past decade. FiberNet has built a fiber optic transmission network that reaches across many rural and semi-rural areas, particularly in West Virginia, but its ability to leverage those assets to deliver broadband services have been slowed by a lack of access to capital. After it assumes ownership of the FiberNet fiber optic network facilities, NTELOS is positioned to immediately inject significant additional capital into the FiberNet operations as required to further upgrade and expand the network to deliver new and expanded broadband services in West Virginia and elsewhere. Indeed, it would be contrary to the national goal of encouraging private investment in rural broadband infrastructure to deny NTELOS the opportunity to acquire and grow FiberNet's operations, or to cut-off the ability of Quadrangle to continue investing in the sector.

B. The Transaction Will Have No Adverse Impact on Customers

Customers subscribing to FiberNet's services will not be adversely affected in any way by the Transaction, as the Transaction will be transparent to FiberNet customers. Immediately following the closing of the Transaction, FiberNet customers will continue to receive service from the FiberNet companies and to see the FiberNet name on their invoices. Current FiberNet customers will remain customers of the same FiberNet subsidiaries.[20] The Transaction will not adversely affect the high level and quality of

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19 *See* "Connecting America: The National Broadband Plan," at 5 (rel. Mar. 2010).

20 As such, the Transaction does not raise any slamming concerns or necessitate compliance with Commission procedures for notifying customers prior to a carrier-to-carrier sale or transfer of subscribers.

service that FiberNet currently provides to its customers. Furthermore, the Transaction itself will not affect the rates for services that FiberNet customers currently receive.[21]

C. The Transaction Poses No Competitive Risks for Domestic Markets

Domestic interstate interexchange market. The combination of NTELOS and FiberNet will pose no threat to competition in the domestic interstate interexchange market. NTELOS and FiberNet each have a very small share of this market and provide interstate service only on a resale basis. Furthermore, all of the NTELOS and FiberNet subsidiaries that provide domestic interstate services – including NTELOS Telephone and RBTC, NTELOS' ILEC subsidiaries -- are regulated as nondominant.[22] The Commission has previously determined that combinations between nondominant carriers where the resulting entity holds less than a 10 percent share of the domestic interstate interexchange market are "extremely unlikely [to] result in a public interest harm" and "unlikely to raise public interest concerns."[23] The combined market share of NTELOS and FiberNet will fall well below that threshold.

Local exchange markets. More importantly, the combination of NTELOS and FiberNet will not harm competition in local exchange markets. In merger cases involving ILECs, the Commission has found that where mergers between non-BOC ILECs result in

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21 In view of the current rapidly changing communications market, any provider must constantly review its pricing strategies and product mix to respond appropriately to marketplace demands. While rates, terms, and conditions will be the same immediately after the Transaction as immediately before the Transaction, prices and product mix necessarily will change over time in the normal course of business and pursuant to standard regulatory and legal processes.

22 *See Regulatory Treatment Of LEC Provision Of Interexchange Services Originating In The LEC's Local Exchange Area and Policy And Rules Concerning The Interstate, Interexchange Marketplace*, 12 FCC Rcd. 15756, ¶ 163 (1997) (establishing criteria for independent ILECs to be eligible for nondominant regulatory treatment).

23 *Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, Report and Order, 17 FCC Rcd. 5517, ¶ 30 (2002) ("*Domestic Streamlining Order*") (citing to U.S. Dept. of Justice and Federal Trade Commission Horizontal Merger Guidelines, § 1.51 n.18).

(i) *de minimis* overlaps and (ii) no or only minimal adjacencies between ILEC markets where the adjacent exchanges are very small, "no harm to competition is likely to occur."[24] Here, no FiberNet subsidiary is an ILEC in any market, so there are *no* ILEC-ILEC overlaps or ILEC-ILEC adjacencies. Furthermore, there is *no* overlap between FiberNet's CLEC operations and NTELOS' ILEC operations. As noted previously, NTELOS provides service as a rural ILEC exclusively in Virginia, specifically in the cities of Waynesboro and Covington, and portions of Alleghany, Augusta and Botetourt counties. FiberNet provides no service at this time in any of these locations in Virginia.

At present, NTELOS and FiberNet both provide or have plans to provide local exchange services on a competitive basis in the portions of Virginia, Maryland, and West Virginia listed in **Exhibit A**. In each of these locations, NTELOS and FiberNet compete with the resident ILEC as well as with other competitive service providers, as shown. The continuing presence of these service providers post-close means that the elimination of FiberNet as a competitor is unlikely to have a negative impact on competition or otherwise harm the public interest in these locations. Indeed, the Commission has previously recognized that combining the operations of two overlapping CLECs will not result in competitive harm because of the presence of other competitors in the region.[25]

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24 *Joint Applications of Global Crossing Ltd. and Citizens Communications Co.*, 16 FCC Rcd. 8507, ¶ 9 (2001).

25 *See XO Communications, Inc. for Consent to Transfer Control of Licenses and Authorizations Pursuant to Section 214 and 310(d) of the Communications Act and Petition for Declaratory Ruling Pursuant to Section 310(b)(4) of the Communications Act,* 17 FCC Rcd 19212, 19225 (2002); *accord, Joint Applications of Telephone and Data Systems, Inc. and Chorus Communications, Ltd.*, 16 FCC Rcd 15293, ¶ 9 (2001) (where an ILEC and a CLEC merge, the loss of a competitor is not likely to result in a public interest harm where a significant number of actual and potential competitors remain post-merger, and the carrier being eliminated serves primarily business customers).

D. The Transaction Poses No Competitive Risks for the International Market

Finally, the Transaction poses no risk of anticompetitive impact on the U.S. international telecommunications marketplace. NTELOS and FiberNet each have a very small share of the international telecommunications market, and both provide international services only on a resale basis. Neither NTELOS nor FiberNet is a foreign carrier or affiliated with a foreign carrier in any market. As such, the combination of NTELOS and FiberNet would have no ability to adversely affect competition in the international telecommunications market.

V. <u>INFORMATION REQUIRED BY SECTION 63.24(e) OF THE COMMISSION'S RULES</u>

In support of this Application, the Applicants submit the following information pursuant to Section 63.24(e) of the Commission's Rules, including the information requested in Section 63.18.

(a) Name, address and telephone number of the Applicants:

One Communications Corp. (Transferor)
5 Wall Street
Burlington, MA 08103
Tel: (781) 362-5700

FiberNet of Virginia, Inc.
FiberNet, L.L.C.
FiberNet Telecommunications of Pennsylvania, LLC
FiberNet of Ohio, LLC
(Licensees)
1200 Greenbrier Street
Charleston, WV 25311
Tel: (800) 320-6144

NTELOS Inc. (Transferee)
401 Spring Lane, Suite 300
PO Box 1990
Waynesboro, VA 22980

Tel: (540) 946-3500

(b) One is a corporation organized under the laws of Delaware. FiberNet of Virginia, Inc. is a corporation organized under the laws of Virginia; FiberNet, L.L.C. is a limited liability company organized under the laws of West Virginia; FiberNet Telecommunications of Pennsylvania, LLC is a limited liability company organized under the laws of Pennsylvania; and FiberNet of Ohio, LLC is a limited liability company organized under the laws of Ohio. NTELOS is a corporation organized under the laws of Virginia.

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

For NTELOS:

Mary McDermott
Senior Vice President, Legal and Regulatory Affairs
NTELOS Inc.
401 Spring Lane, Suite 300
P.O. Box 1990
Waynesboro, Virginia 22980
Tel: (540) 946-8677
mcdermottm@ntelos.com

For One and FiberNet:

Ray Ostroski
Executive Vice President, Legal and Compliance
One Communications Corp.
5 Wall Street
Burlington, MA 08103
Tel: (781) 522-8773
rostroski@onecommunications.com

With copies to:

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

(d) One holds global international facilities-based and resale Section 214 authority granted in IB File No. ITC-214-20040708-00260. The FiberNet subsidiaries operate pursuant to One's international Section 214 authority as permitted by Section 63.21(h) of the Commission's Rules, 47 CFR § 63.21(h), and One's July 31, 2006 notification in FCC File No. ITC-214-20040708-00260 (FCC Report No. TEL-01075, DA No. 06-2020, released October 12, 2006). Post-close, One will retain this international Section 214 authority, and the FiberNet subsidiaries will provide international services pursuant to NTELOS' international Section 214 authorizations. NTELOS Network holds Section 214 authority to provide international switched voice services on a resale basis as granted in File Nos. ITC-214-19970710-00390 and ITC-ASG-20031002-00479. R&B Network holds Section 214 authority to provide international switched voice services on a resale basis as granted in File No. ITC-214-19970418-00215.

(h) Post-close, the FiberNet Subsidiaries will remain direct, wholly-owned subsidiaries of Mountaineer, a West Virginia limited liability company that will continue to function as a holding company. Mountaineer will become a direct, wholly-owned subsidiary of NTELOS FiberNet, a Virginia corporation that will function as a holding company. NTELOS FiberNet is a direct, wholly-owned subsidiary of NTELOS, a Virginia corporation that functions as a holding company. NTELOS is a direct, wholly-owned subsidiary of NTELOS Holdings, a Delaware corporation and the ultimate parent holding company of the NTELOS subsidiaries that are telecommunications service providers. The address of the FiberNet Subsidiaries (post-close), Mountaineer (post-close), NTELOS FiberNet, NTELOS, and NTELOS Holdings is 401 Spring Lane, Suite 300, P.O. Box 1990 Waynesboro, VA 22980.

Quadrangle collectively holds a 27.4 percent voting and equity direct interest in NTELOS Holdings and thus a 27.4 percent voting and equity indirect interest in NTELOS. As discussed below, Quadrangle's interest in NTELOS is held by certain private equity funds managed by affiliates of Quadrangle Group. 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 NTELOS. The managing members of Quadrangle GP Investors LLC are Peter Ezersky, Michael Huber, and Joshua Steiner, all 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 NTELOS Holdings and thus indirectly own an estimated 13.9 percent of NTELOS. 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 NTELOS. The managing members of QCP GP Investors II LLC are Peter Ezersky, Andrew Frey, Michael Huber, Edward Sippel, and Joshua Steiner. 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 NTELOS Holdings and thus indirectly own an estimated 13.5 percent of NTELOS. Only Quadrangle (AIV2) Capital Partners II LP holds more than 10 percent of NTELOS.

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

There are no other individuals or entities that currently hold 10 percent or more of NTELOS or will hold 10 percent or more of NTELOS following consummation of the Transaction. There are currently no interlocking directors with foreign carriers and will be no interlocking directors with foreign carriers post-close.

(i) As evidenced by the signature of NTELOS' authorized representative to this Application, NTELOS certifies that post-close neither NTELOS nor its subsidiaries will be foreign carriers or affiliated with any foreign carriers.

(j) As evidenced by the signature of NTELOS' authorized representative to this Application, NTELOS certifies that post-close, (i) it will not be a foreign carrier; (ii) it will not control any foreign carriers; (iii) no entity that will own more than 25 percent of or control NTELOS controls a foreign carrier; and (iv) two or more foreign carriers (or parties that control foreign carriers) will not own, in the aggregate, more than twenty five (25) percent of NTELOS.

(k) Not applicable.

(l) Not applicable.

(m) Not applicable.

(n) As evidenced by the signature of NTELOS' authorized representative to this Application, NTELOS certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route, and that it will not enter into such agreements in the future.

(o) As evidenced by the signatures of Applicants' authorized representatives to this Application, the Applicants certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, that no party to this Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(p) Post-close, NTELOS will not be a foreign carrier and will not have any foreign carrier affiliations. Thus, this Application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. §63.12.

VI. INFORMATION REQUIRED BY SECTION 63.04(b) OF THE COMMISSION'S RULES

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, 47 C.F.R. §63.04(b), the additional information required for the domestic components of this Application is provided in **Exhibit B**.

VI. CONCLUSION

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience and necessity would be furthered by grant of this Application and the requested Section 652(d)(6) waiver.

Respectfully submitted,

NTELOS INC.

Mary McDermott

Mary McDermott
Senior Vice President, Legal and Regulatory Affairs
NTELOS Inc.
401 Spring Lane, Suite 300
P.O. Box 1990
Waynesboro, VA 22980
Tel: (540) 946-8677
mcdermottm@ntelos.com

ONE COMMUNICATIONS CORP.
FIBERNET OF VIRGINIA, INC.
FIBERNET, L.L.C.
FIBERNET TELECOMMUNICATIONS OF PENNSYLVANIA, LLC
FIBERNET OF OHIO, LLC

Ray Ostroski
Executive Vice President, Legal and Compliance
One Communications Corp.
5 Wall Street
Burlington, MA 08103
Tel: (781) 522-8773
rostroski@onecommunications.com

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

Their Attorneys

Date: July 30, 2010

VI. CONCLUSION

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience and necessity would be furthered by grant of this Application and the requested Section 652(d)(6) waiver.

Respectfully submitted,

NTELOS INC.

Mary McDermott
Senior Vice President, Legal and Regulatory Affairs
NTELOS Inc.
401 Spring Lane, Suite 300
P.O. Box 1990
Waynesboro, VA 22980
Tel: (540) 946-8677
mcdermottm@ntelos.com

ONE COMMUNICATIONS CORP.
FIBERNET OF VIRGINIA, INC.
FIBERNET, L.L.C.
FIBERNET TELECOMMUNICATIONS OF PENNSYLVANIA, LLC
FIBERNET OF OHIO, LLC

Raymond B. Ostroski

Ray Ostroski
Executive Vice President, Legal and Compliance
One Communications Corp.
5 Wall Street
Burlington, MA 08103
Tel: (781) 522-8773
rostroski@onecommunications.com

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

Their Attorneys

Date: July 30, 2010

LIST OF EXHIBITS

Exhibit A
NTELOS/FiberNet CLEC –CLEC Service Area Overlaps

State	CLEC Service Area	Competitors
MD	Hagerstown	Verizon Paetec New Frontiers Level 3 AT&T Granite Spectrotel
VA	Winchester	Verizon AT&T Shentel Level 3 KDL Intellifiber Qwest Zayo
WV	Beckley (Glen Daniels, Whitesville, Summersville, Mount Hope, Pineville, Oak Hill, Fayetteville, Mullens) Bluefield Charleston (Kanawha City, South Charleston, St Albans, Hurricane, Milton, Nitro, Scott Depot, Alum Creek, Belle) Clarksburg Huntington (Barboursville) Lewisburg (Union) Logan Martinsburg Montgomery Morgantown Parkersburg Point Pleasant Princeton White Sulphur Springs	Verizon Frontier AT&T Jet Broadband (Shentel) Suddenlink KDL CityNet Qwest Zayo Windstream

EXHIBIT B

INFORMATION REQUIRED BY 47 C.F.R. §63.04

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04, the Applicants provide the following information in support of their request.

63.04(a)(6): Description of the Transaction

The proposed transaction is described in Section II of the Application.

63.04(a)(7): Description of Geographic Service Area and Services in Each Area

A description of the geographic service areas in which the transferor and the transferee (and their affiliates) offer domestic communications services, and a list of services provided in each area, is provided in Section I of the Application.

63.04(a)(8): Qualification for Streamlined Treatment

Not applicable, as the Applicants do not request streamlined treatment for the domestic portion of this Application.

63.04(b)(9): Other Pending Commission Applications Concerning the Proposed Transaction

None.

63.04(b)(10): Special Considerations

None.

63.04(b)(11): Waiver Requests (If Any)

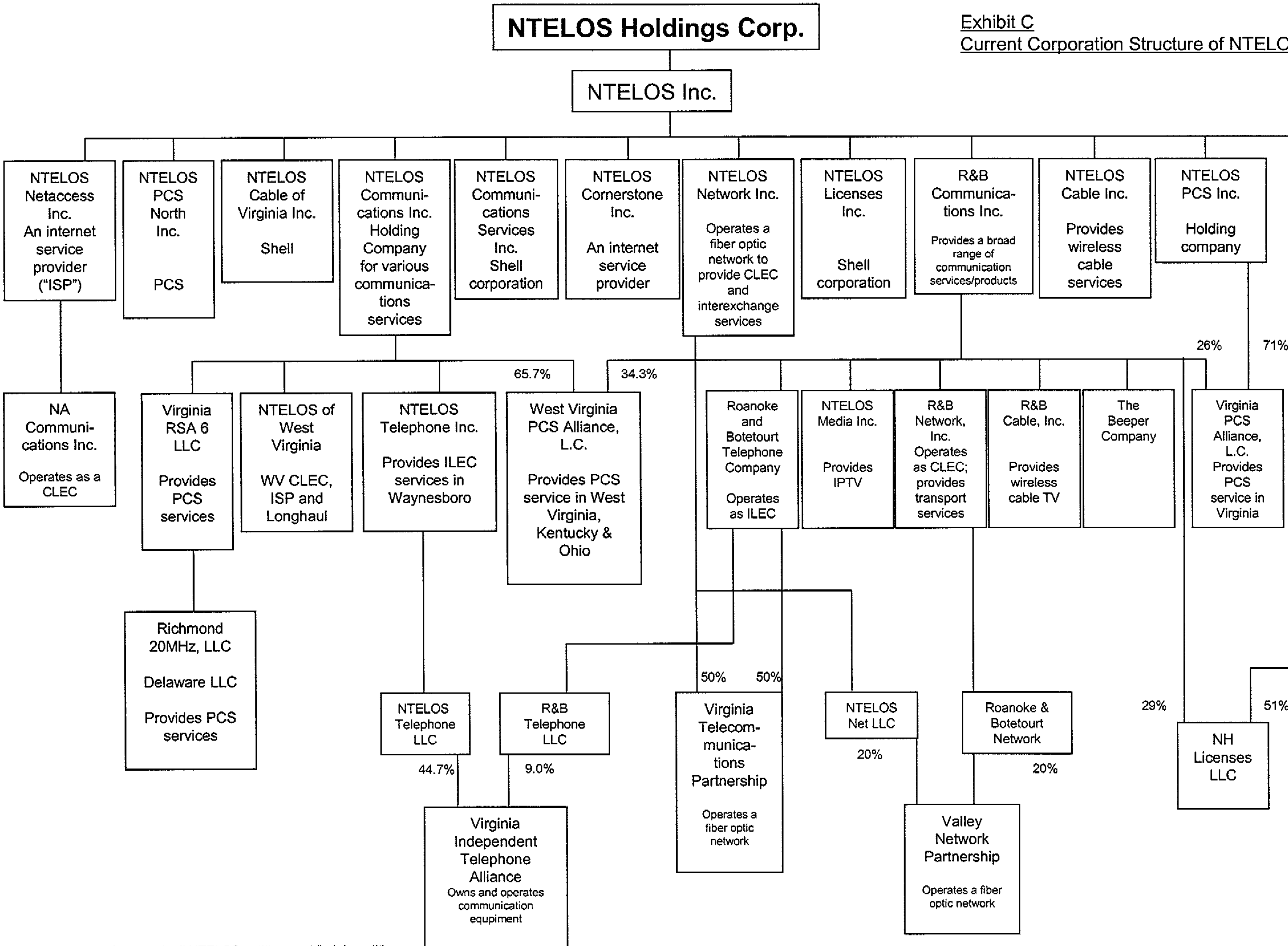
The Applicants request a waiver of the cable/telco buyout restrictions in Section 652(b), 47 U.S.C. § 572(b), pursuant to Section 652(d)(6) of the Act, 47 U.S.C. §

572(d)(6), and Section 76.505(d)(6) of the Commission's Rules, 47 CFR § 76.505(d)(6), as discussed in Section III of the Application.

63.04(b)(12): Public Interest Statement

Consummation of the Transaction will serve the public interest for the reasons detailed in Section IV of the Application.

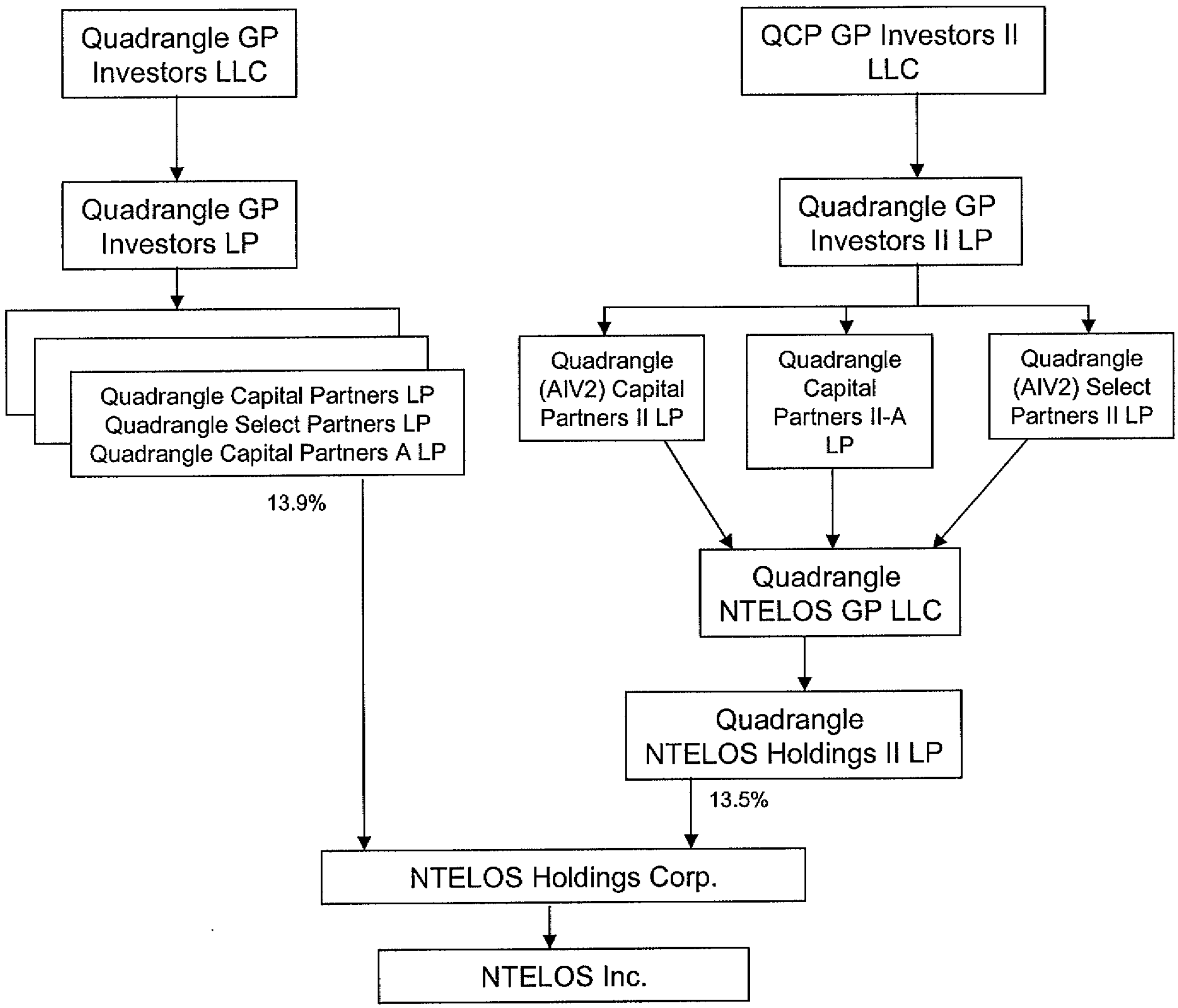
Exhibit C
Current Corporation Structure of NTELOS



Except as otherwise noted, all NTELOS entities are Virginia entities.

NTELOS Inc.
Owners Holding a 10% or Greater Interest

Exhibit D



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, Michael Huber, and Joshua Steiner, 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, Andrew Frey, Michael Huber, Edward Sippel, and Joshua Steiner, is the General Partner of Quadrangle GP Investors II LP. 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. 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, directly 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.

Exhibit E

Current Corporate Structure of One Communications Corp. and FiberNet

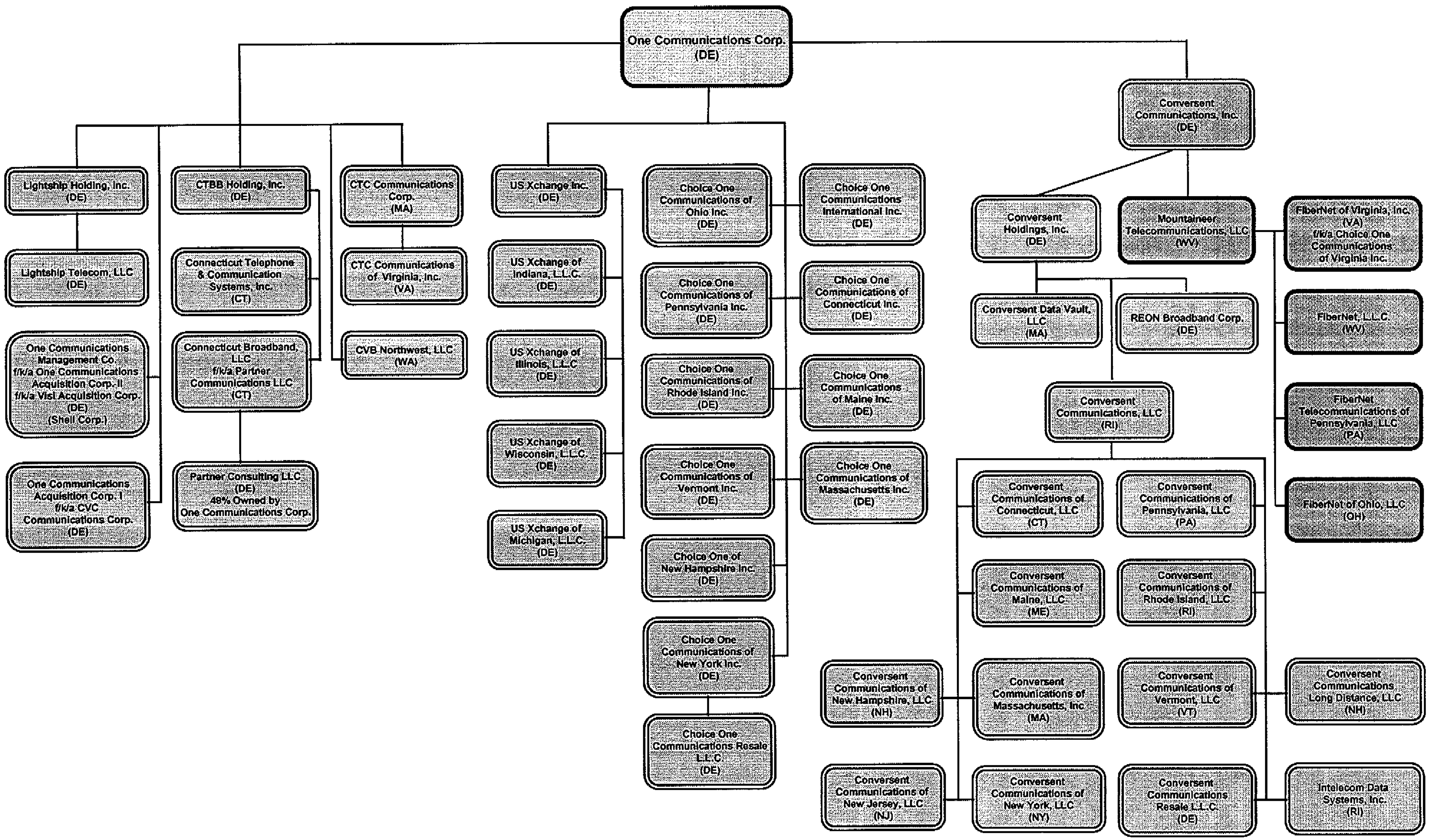
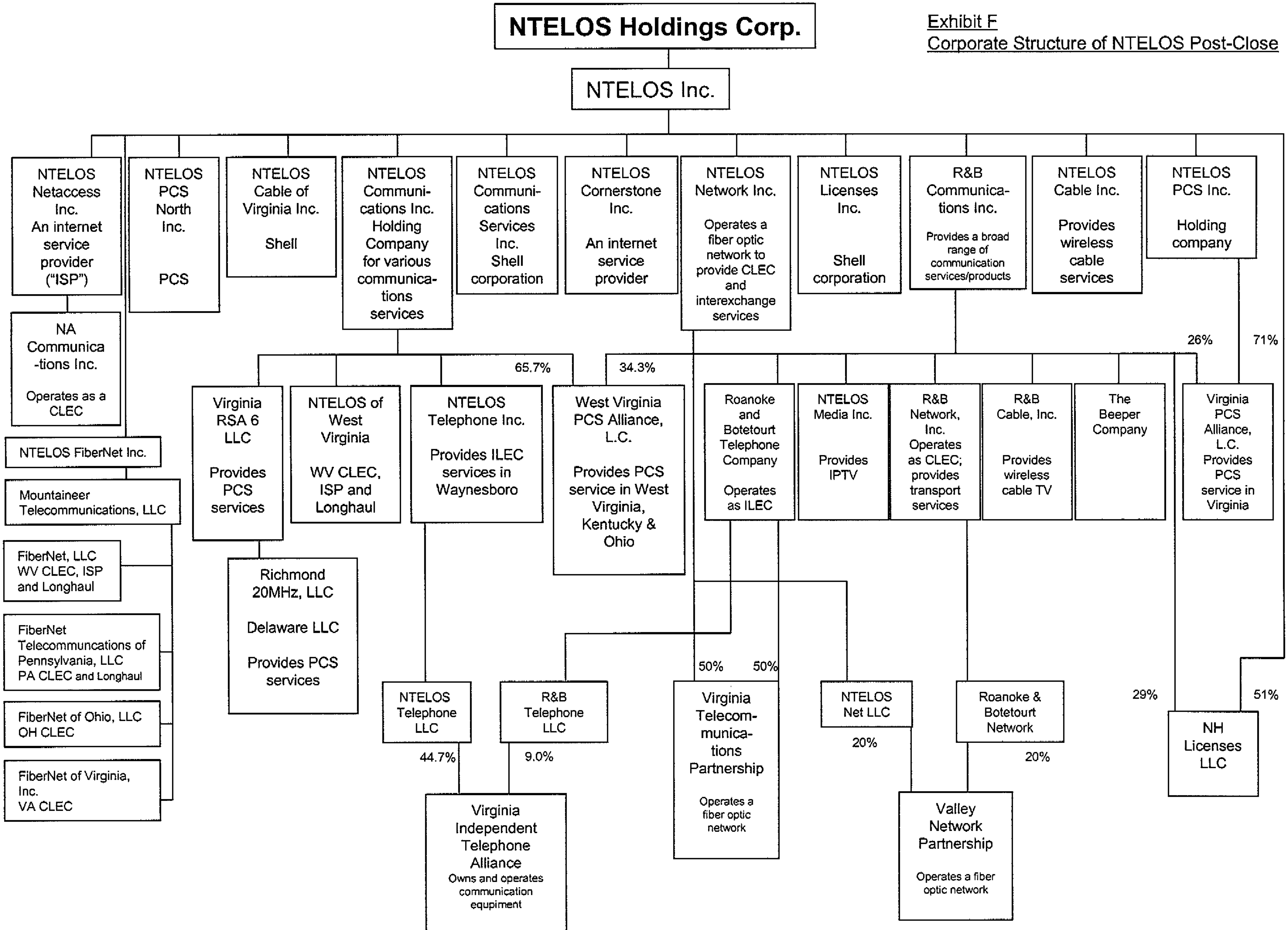


Exhibit F
Corporate Structure of NTELOS Post-Close



Except as otherwise noted, all NTELOS entities are Virginia entities.

Exhibit G

Suddenlink Franchise Areas in Which
FiberNet Provides Telephone Exchange Service*

State	Service Area
MD	Oakland
KY	Grayson
KY	Pikeville
KY	Pineville
KY	Warfield
OH	Belpre
OH	Marietta
WV	Alderson
WV	Alum Creek
WV	Beckley
WV	Buckhannon
WV	Charleston
WV	Danville
WV	Elizabeth
WV	Elkins
WV	Flemington
WV	Logan
WV	Milton
WV	New Martinsville
WV	Parkersburg
WV	Peterstown
WV	Point Pleasant
WV	Princeton
WV	Ravenswood
WV	Ripley
WV	Rupert
WV	Saint Marys
WV	Salem
WV	Shinnston
WV	Sissonville
WV	Spencer
WV	Wayne
WV	White Sulphur Springs
WV	Williamson

* The information regarding Suddenlink's franchise areas was obtained from a review of map created by Data Mapping, Inc., dated May 2007, showing the Cable Television Franchise Areas for the Northeast United States. The Applicants are continuing to confirm the accuracy and completeness of the areas listed in the map, and will update this Application in the event that new information becomes available that necessitates such an update.