

Attachment I

Answer to Question 10

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

FOR SIGNAL POINT CORP.	FOR RNK, INC.
Mathew Tennis, Counsel 175 Great Road Bedford, MA 01703 (781) 613-6000 (telephone) (781) 297-9836 (facsimile) mtennis@sigpt.com	Michael Tenore, Acting General Counsel 175 Great Road Bedford, MA 01703 (781) 613-6000 (telephone) (781) 297-9836 (facsimile) mtenore@rnkcom.com

63.18(d)

(a) RNK, Inc. has received previous authority under Section 214 of the Act, for International and domestic services. Specifically, RNK has received Global Resale Authority (IB File No. ITC-214-20000131-00045), and Global Facilities-Based Authority (IB File No. ITC-214-20040930-00397). Signal Point Corp. has not received previous authority from the Commission.

Answer to Question 11

a. Ownership of Signal Point Corp.:

100% equity direct ownership by Signal Point Holding Corp., with principal business located at 570 Lexington Avenue, 22nd Floor, New York, NY 10022.

i. Entities or individuals owning 10% or greater indirect equity in Signal Point:

1. Robert DePalo, U.S. citizen, located at 570 Lexington Avenue, 22nd Floor, New York, NY 10022, 94% ownership of Signal Point Holding Corp.

Answer to Question 13

DESCRIPTION OF THE TRANSACTION:

I. BACKGROUND

On February 17, 2012, RNK, its parent Wave2Wave Communications, Inc. (“Wave2Wave”), and its affiliates (collectively, the “Debtors”) filed for chapter 11 bankruptcy protection in the New Jersey federal courts.¹ On February 17, 2012 (the “Filing Date”), the Debtors filed voluntary petitions for relief under Chapter 11, Title 11 of the United States Code (the “Bankruptcy Code”). Since the Filing Date, the Debtors have remained in possession of their assets and continued management of their business as debtors-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code.

On April 19, 2012, the Debtors filed a plan of reorganization (the “Plan”) and accompanying disclosure statement for the Plan. Subsequent to the filing of the Plan, the Debtors and their advisors evaluated the cash requirement necessary to confirm the Plan and determined that the Debtors were unable to raise the necessary exit financing and/or capital to fund the Debtors’ exit from Chapter 11 under the Plan.

As a result, the Debtors and their advisors had several discussions with Robert DePalo, the Chief Executive Officer and Managing Member of Brookville Special Purpose Fund, LLC (“Brookville”) and Veritas High Yield Fund, LLC (“Veritas”), the Debtors’ first-lien and second-lien pre-petition lenders, respectively, and the managing member of The Robert DePalo Special Opportunity Fund, LLC, the Debtors’ post-petition DIP financing lender. The Debtors and Mr. DePalo discussed, among other things, the possibility of an entity controlled by Mr. DePalo serving as the “stalking horse” for the sale of the Debtors’ assets. Those discussions and ensuing negotiations among the Debtors and Mr. DePalo culminated in an Asset Purchase Agreement by and among the Debtors and Signal Point.

¹ See *In re Wave2Wave Communications, Inc. et al.*, Case No. 12-13896 (DHS), District of New Jersey, Newark Vicinage (2012) (“Bankruptcy Proceeding”).

On August 20, 2012, the bankruptcy court approved sale procedures under Section 363 of the Bankruptcy Code to transfer substantially all of RNK and Wave2Wave's assets, including RNK's telecommunications licenses (the "Transaction"). The Debtors, upon court approval, entered into an Asset Purchase Agreement with Signal Point, which will transfer substantially all the assets and telecommunications licenses of RNK (the "Agreement"). The transfers are contingent upon regulatory approval. Upon consummation of the Transaction, the regulated entity will be Signal Point. On September 27, 2012, the court approved the sale² and the Agreement closed on September 28, 2012.

II. DESCRIPTION OF TRANSACTION

The Transaction will be undertaken in essentially two phases. In phase one, Signal Point will purchase substantially all of the assets of RNK, RNK VA and Wave2Wave upon approval of the bankruptcy court (the "Purchaser Assets"). The purchase price is \$3,500,000.00. Upon approval of the bankruptcy court, the Transaction will close within three (3) business days and the assets purchased by Signal Point will be transferred, including any personnel being transferred to Signal Point.³ Pursuant to the terms and subject to the conditions of the Agreement, the Debtors, subject to a Court-approved auction and sale process and any higher and better offers in accordance with the proposed bidding procedures approved by the Court, will sell to Signal Point their right, title and interest in and to the Purchaser Assets and, in connection therewith, assume and assign to Signal Point the contracts of the Debtors (the "Assigned Contracts"). Signal Point will purchase the Purchaser Assets and Assigned Contracts free and clear of any and all liens, Claims, Encumbrances and interests pursuant to Sections 363 and 365 of the Bankruptcy Code. After the Sale closes, the Debtors intend to file a motion to convert these Chapter 11 cases to cases under Chapter 7 of the Bankruptcy Code pursuant to Section 1112(a) of the Bankruptcy Code.

² See Bankruptcy Proceeding, *Order Authorizing the Debtors to Sell Substantially all of their Assets Free and Clear of All Liens, Claims and Interests; Authorizing the Debtors to Assume and Assign Certain Executory Contracts and Unexpired Leases* (filed September 27, 2012) ("Bankruptcy Sale Order").

³ RNK and RNK VA's employees are all employed in Massachusetts.

The Applicants have already begun implementation of phase I of the Transaction. On September 27, 2012, the court approved the sale and the Agreement closed on September 28, 2012, pursuant to which Signal Point purchased substantially all the assets of the Debtors. Pursuant to the Agreement, Signal Point purchased the following assets from the Debtors: certain customer accounts and receivables, certain customer agreements and contracts, certain vendor agreements and contracts, certain real property interests, certain equipment and facilities, certain intellectual property, and subject to regulatory approval, the telecommunications licenses. The assets were purchased free and clear of any and all liens, Claims, Encumbrances and interests pursuant to Sections 363 and 365 of the Bankruptcy Code.⁴

In phase two of the Transaction, upon receipt of all applicable regulatory approvals, Signal Point will acquire the licenses of RNK and its subsidiary, RNK VA pursuant to the Agreement, and RNK and RNK VA will then be dissolved. In the interim between the receipt of the regulatory approvals and the closing of Phase I, Signal Point shall operate the remaining assets and licenses of RNK and RNK VA pursuant to a management agreement. On the Closing Date, the Debtors and Purchaser shall execute and deliver a management agreement (the "Management Agreement"). Pursuant to the Management Agreement, Purchaser shall agree to fund the continued operations at the Business as set forth in the Management Agreement and the Debtors shall act as manager of the operations in each state or jurisdiction for which a FCC Consent or State Regulatory Consent has not been obtained on behalf of Signal Point and at its direction consistent with all applicable laws and regulations. The Management Agreement and the Agreement provide that no title or control of the licenses will transfer to Signal Point until the appropriate authorization has been obtained from the applicable regulatory agencies. The Applicants entered the Management Agreement on September 28, 2012.

⁴ See Bankruptcy Sale Order.

At the completion of the Transaction, Signal Point will continue to offer the same services at the same rates, terms and conditions pursuant to RNK's existing authorizations and tariffs. Customers will continue to receive the same service quality they have come to expect from RNK under the Signal Point name. Accordingly, the contemplated Transaction will be beneficial to customers.

Statement Requesting Streamlined Processing Pursuant to Section 63.12

The Applicants respectfully request streamlined treatment of this Application pursuant to Section 63.12 of the Commission's rules. Streamlined processing procedures of Section 63.12 should apply as none of the Applicants are affiliated with any foreign carriers in a destination market, and none of the Applicants have an affiliation with any dominant U.S. carrier whose international switched or private line services the Applicants are seeking authority to resell.

Furthermore, regarding Applicant's application for transfer of domestic Section 214 authorizations, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(ii) of the Commission's rules because the transferee, Signal Point Corp., is not currently a licensed telecommunications provider. In the alternative, the Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) because: (1) the proposed Transaction will result in Signal Point Corp. having a market share in the interstate exchange market of less than ten percent (10%); (2) Signal Point Corp. will provide competitive telephone exchange services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the Transaction; and (3) neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service.