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October 13, 2010

**Via Electronic Filing**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
International Bureau Applications  
P.O. Box 979093  
St. Louis, MO 63197-9000

**Re: In the Matter of the Application of Long Island Fiber Exchange, Inc., LIFE VOICE, Inc. ("Licensees") and RCN Corporation d/b/a Sidera Networks ("Transferee") for Grant of Authority to Complete a Transfer of Control of Authorized Domestic and International Section 214 Carriers**

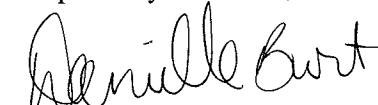
Dear Ms. Dortch:

On behalf of Long Island Fiber Exchange, Inc. ("LIFE"), LIFE VOICE, Inc. ("LIFE VOICE") and RCN Corporation d/b/a Sidera Networks ("Sidera") (collectively, the "Applicants"), enclosed for filing is an Application to Complete a Transfer of Control of LIFE and LIFE VOICE to Sidera. Pursuant to Section 63.04(b) of the Commission's rules, Applicants submit this filing as a combined domestic section 214 assignment application and international section 214 assignment application ("Combined Application").

This filing and the applicable credit card payment in the amount of \$1,015.00, which satisfies the filing fee required for this Combined Application under line 2.b of Section 1.1105 of the Commission's Rules, are being submitted electronically through the MyIBFS. Applicants are simultaneously filing the Application with the Wireline Competition Bureau, in accordance with the Commission's rules.

Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,



Jean L. Kiddoo  
Danielle C. Burt

Counsel for RCN Corporation d/b/a Sidera Networks

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**BEFORE THE  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, DC 20554**

In the Matter of the Application of	)	
	)	
<b>Long Island Fiber Exchange, Inc.,</b>	)	
and <b>LIFE VOICE, Inc.</b>	)	
<i>Licensees</i>	)	
	)	
and	)	WC Docket No. 10-_____
	)	IB File No. ITC-_____
<b>RCN Corporation d/b/a Sidera Networks,</b>	)	
<i>Transferee</i>	)	
	)	
For Grant of Authority Pursuant to	)	
Section 214 of the Communications Act of 1934,	)	
as amended, and Sections 63.04 and 63.24 of the	)	
Commission's Rules to Complete a	)	
Transfer of Control of Authorized	)	
Domestic and International Section 214 Carriers	)	

**APPLICATION**

**I. INTRODUCTION**

**A. Summary of Transaction**

Long Island Fiber Exchange, Inc. ("LIFE"), LIFE VOICE, Inc. ("LIFE VOICE"), and RCN Corporation d/b/a Sidera Networks ("Sidera" and collectively, "Applicants"), pursuant to Section 214 of the Communications Act, as amended (the "Communications Act"), 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04, 63.24, hereby respectfully request Commission approval to consummate a transaction whereby Sidera will acquire control of LIFE and LIFE VOICE (the "Transaction"). As demonstrated herein, the Transaction will serve the public interest.

LIFE is a competitive carrier that holds Domestic 214 authority from the Commission to provide interstate telecommunications services.<sup>1</sup> LIFE VOICE is a competitive carrier that holds International 214 authority from the Commission to provide resold international telecommunications services.<sup>2</sup> The proposed transaction will result only in a change in the ultimate ownership of LIFE and LIFE VOICE – no assignment of licenses, assets or customers will occur as a consequence of the proposed transaction. Although its name may change following consummation of the Transaction and notice to customers, LIFE and LIFE VOICE will continue to provide service to their existing customers under the same rates, terms and conditions. Accordingly, this transaction will not alter existing service arrangements but will give LIFE and LIFE VOICE the benefit of the significant telecommunications expertise and greater economies of scale of Sidera.

#### **B. Request for Streamlined Processing**

Applicants respectfully request that this Application be eligible for streamlined processing pursuant to Sections 63.03 and 63.12 of the Commission’s Rules, 47 C.F.R. §§ 63.03, 63.12. With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because immediately following the transaction: (1) Transferee and its affiliates, as defined in Section 3(1) of the Communications Act (“Affiliates”), combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Transferee and its Affiliates, including LIFE, will continue provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed

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<sup>1</sup> LIFE provides solely domestic interstate telecommunications service pursuant to the blanket authorization granted under Section 63.01 of the Commission’s rules. 47 C.F.R. § 63.01. There is no file number associated with the domestic authorization for LIFE because it has not previously submitted any transfer of control application to the Commission. LIFE does not hold any international Section 214 authorization or any radio licenses.

<sup>2</sup> See File No. ITC-214-20080303-0093, granted March 27, 2008. LIFE VOICE does not currently provide any telecommunications services pursuant to its international Section 214 authorization, and LIFE VOICE does not hold any other authorizations.

Transaction); and (3) none of the Applicants or their Affiliates is dominant with respect to any service.

With respect to respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is a foreign carrier, or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

## **II. DESCRIPTION OF THE APPLICANTS**

### **A. Long Island Fiber Exchange, Inc. and LIFE VOICE, Inc.**

LIFE and LIFE VOICE are both New York corporations with principal offices at 120 Lake Avenue South, Suite 15, Nesconset, New York 11767. LIFE VOICE is a wholly-owned subsidiary of LIFE. LIFE has built, owns and operates over 950 miles of fiber optic networks connecting 500 buildings primarily located in Nassau and Suffolk counties in New York. LIFE provides dark fiber and telecommunications services to businesses, telecommunications carriers and educational, health-care, governmental, and financial institutions. In addition to interstate services provided pursuant to its Section 214 authorization, LIFE provides intrastate telecommunications services pursuant to a certificate of public convenience and necessity issued by the New York Public Service Commission. *See* New York Public Service Commission Case No. 99-C-0450, issued July 22, 1999. LIFE VOICE does not currently provide any telecommunications services pursuant to its international Section 214 authorization, and LIFE VOICE does not hold any other authorizations.

### **B. RCN Corporation d/b/a Sidera Networks**

Sidera is a Delaware corporation with its principal offices located at 55 Broad Street, 2nd Floor, New York, NY 10004. Sidera is a wholly-owned subsidiary of Yankee Metro Parent, Inc.

a Delaware corporation, with its principal place at c/o ABRY Partners, LLC, 111 Huntington Avenue, 30th Floor, Boston, Massachusetts 02199. In order to effect the transaction, Sidera will form, and will hold 100 percent of, Sidera NY Acquisition Corporation.<sup>3</sup> Sidera will effect the Transaction as described in Section III below.

Sidera, through its operating subsidiaries including RCN New York Communications, LLC, and NEON Optica, Inc., currently offers a comprehensive suite of facilities-based services to carrier and business customers throughout the Northeast and Mid-Atlantic United States and in the Chicago metropolitan area. Sidera currently has more than 355,000 fiber miles and more than 10,000 route miles over a core network that includes metropolitan areas such as Albany, Baltimore, Boston, Burlington, Chicago, Hartford, Manchester, New York City, Newark, Philadelphia, Portland, Providence, and Washington, D.C. Sidera's operating subsidiaries are authorized to provide telecommunications services in Connecticut, Delaware, District of Columbia, Illinois, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont and Virginia.

### **III. DESCRIPTION OF THE TRANSACTION**

Sidera and LIFE have entered into a letter of intent for Sidera to acquire control of LIFE and LIFE VOICE through a Transaction whereby Sidera NY Acquisition Corporation, a subsidiary of Sidera, will merge with and into LIFE, with LIFE continuing as the surviving entity. As a result, upon consummation of the Transaction, LIFE and LIFE VOICE will become wholly owned subsidiaries of Sidera. Applicants therefore request authority for the transfer of

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<sup>3</sup> The Applicants currently contemplate that Sidera NY Acquisition Corporation will be a direct subsidiary of Sidera. To the extent that tax or other corporate considerations may make it preferable for it to be an indirect subsidiary through another of Sidera's subsidiaries, the impact will be purely *pro forma* and will not alter the ultimate control of LIFE as described in this Application. Applicants will advise the Commission as part of their consummation notice if any such *pro forma* change in the structure was in fact adopted.

control of LIFE and LIFE VOICE to Sidera. For the Commission's convenience, illustrative pre- and post-Transaction organization charts are provided as Exhibit A hereto.

Immediately following the Transaction, LIFE and LIFE VOICE will continue to provide service to its existing customers at the same rates, terms and conditions. Accordingly, although the name of LIFE and LIFE VOICE may change following consummation of the Transaction and notice to customers, the Transaction will not alter existing service arrangements but will give LIFE and LIFE VOICE the benefit of the significant telecommunications expertise and greater economies of scale of Sidera.

#### **IV. PUBLIC INTEREST STATEMENT**

Applicants submit that the Transaction described herein will serve the public interest. The transfer of control to Sidera will allow LIFE and LIFE VOICE to strengthen their ability to compete and to offer enhanced telecommunications services. Following the Transaction, LIFE and LIFE VOICE will have the managerial and financial support of Sidera. Such financial and managerial support will strengthen the ability of LIFE and LIFE VOICE to compete with incumbent telephone providers in its Long Island market and will also provide Sidera with important new facilities throughout Long Island, New York, on which to offer more robust on-net and dark fiber services to its customers, both of which will benefit competition in New York.

The Transaction will not result in a change of carrier for any customer or any assignment of existing Commission authorizations. Further, the rates, terms and conditions of services currently provided by LIFE and LIFE VOICE to their customers will not change as a result of the Transaction. Following the proposed Transaction, LIFE and LIFE VOICE will provide communications services to customers without interruption and without change in rates, terms or

conditions. Accordingly, the Transaction will be virtually transparent to customers, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers.

**V. INFORMATION REQUIRED BY SECTION 63.24(e)**

Pursuant to Section 63.24(e)(3) of the Commission's Rules, the Applicants submit the following information in support of their request for Section 214 authority in order to address the requirements set forth in Commission Rule 63.18(a)-(d) and (h)-(p), 47 C.F.R. § 63.18:

**(a) Name, address and telephone number of each Applicant:**

Transferor:

Long Island Fiber Exchange, Inc. FRN: 0011008349  
120 Lake Avenue South, Suite 15  
Nesconset, New York 11767  
Tel: (631) 780-6783

Licensees:

Long Island Fiber Exchange, Inc. FRN: 0011008349  
LIFE VOICE, Inc. FRN: 0017482357  
120 Lake Avenue South, Suite 15  
Nesconset, New York 11767  
Tel: (631) 780-6783

Transferee:

RCN Corporation d/b/a Sidera Networks FRN: 0011432986  
55 Broad Street, 2nd Floor  
New York, New York 10004  
Tel: (212) 324-5000

**(b) Jurisdiction of Organizations:**

Transferor: LIFE is a corporation formed under the laws of New York.

Licensee: LIFE and LIFE VOICE are corporations formed under the laws of New York.

Transferee: Sidera is a corporation formed under the laws of Delaware.

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

For Sidera:

Jean L. Kiddoo  
Danielle C. Burt  
Bingham McCutchen LLP  
2020 K Street, N.W.  
Washington, DC 20006-1806  
Tel: (202) 373-6000  
Fax: (202) 373-6001  
Email: jean.kiddoo@bingham.com  
Email: danielle.burt@bingham.com

With a copy to:

Paul Eskildsen, General Counsel  
RCN Corporation d/b/a Sidera Networks  
55 Broad Street, 2nd Floor  
New York, NY 10004  
Tel: (212) 324-5000  
Fax: (212) 324-5050  
Email: paul.eskildsen@sidera.net

For LIFE and LIFE VOICE:

Glenn S. Richards  
Pillsbury Winthrop Shaw Pittman LLP  
2300 N Street, N.W.  
Washington, DC 20037  
Tel: (202) 663-8215  
Fax: (202) 513-8006  
Email: glenn.richards@pillsburylaw.com

**(d) Licenses:**

LIFE holds blanket domestic Section 214 authority. LIFE VOICE holds international Section 214 authority granted in File No. ITC-214-20080303-0093.

Sidera does not hold domestic or international Section 214 authority. The following subsidiaries of Sidera hold Section 214 authority: (1) RCN New York Communications, LLC holds blanket domestic Section 214 authority and international Section 214 authority granted in File No. ITC-214-20001128-00698 and (2) NEON Optica, Inc. holds blanket domestic Section 214 authority.



- (h) **Ownership Information:** The following entities hold, directly or indirectly, a ten percent (10%) or greater interest in Applicants:

Information concerning the current ten percent (10%) or greater shareholders of Licensee and Transferor:

- (1) The following entity owns or controls ten percent (10%) or more of **LIFE VOICE, Inc.:**

Name: Long Island Fiber Exchange, Inc.  
Address: 120 Lake Avenue South, Suite 15, Nesconset, NY 11767  
Citizenship: U.S.  
Percentage Owned: 100%  
Principal Business: Telecommunications Service Provider

- (2) The following entity owns or controls ten percent (10%) or more of **Long Island Fiber Exchange, Inc.:**

Name: Michael K. Power  
Address: c/o Long Island Fiber Exchange, Inc., 120 Lake Avenue South, Suite 15, Nesconset, NY 11767  
Citizenship: U.S.  
Percentage Owned: 32.1%  
Principal Business: LIFE

Name: The Berlinghof Family Trust  
Address: 10 Linda Lane, Setauket, New York 11733  
Citizenship: Formed under the laws of NY  
Percentage Owned: 21.5%  
Principal Business: Trust

Name: The Scarda Family Trust  
Address: 38 Kings Highway, Hauppauge, New York 11788  
Citizenship: Formed under the laws of NY  
Percentage Owned: 21.5%  
Principal Business: Trust

Information concerning the ten percent (10%) or greater shareholders of Transferee:

- (1) The following entity owns or controls ten percent (10%) or more of **RCN Corporation d/b/a Sidera Networks:**

Name: Yankee Metro Parent, Inc.  
Address: c/o ABRY Partners, LLC  
111 Huntington Avenue, 30th Floor  
Boston, Massachusetts 02199  
Citizenship: U.S. (Delaware Corp.)  
Percentage Owned: 100%

Principal Business: Holding Company

- (2) The following entity owns or controls ten percent (10%) or more of **Yankee Metro Parent, Inc.:**

Name: Yankee Metro Partners, LLC  
Address: c/o ABRY Partners, LLC  
111 Huntington Avenue, 30th Floor  
Boston, Massachusetts 02199  
Citizenship: U.S. (Delaware LLC)  
Percentage Owned: 100%  
Principal Business: Holding Company

Yankee Metro Partners, LLC is majority-owned by ABRY Partners VI, L.P., a Delaware limited partnership, and ABRY Senior Equity III, L.P., a Delaware limited partnership.

ABRY Partners VI, L.P. holds all voting interests in Yankee Metro Partners, LLC. The sole general partner of ABRY Partners VI, L.P. is ABRY VI Capital Partners, L.P., a Delaware limited partnership. The sole general partner of ABRY VI Capital Partners, L.P. is ABRY VI Capital Investors, LLC, a Delaware limited liability company. The sole owner of ABRY VI Capital Investors, LLC is Royce Yudkoff, a citizen of the United States.

No investor in ABRY Partners VI, L.P. or ABRY Senior Equity III, L.P. holds a 10% or greater indirect ownership stake in Yankee Metro Parent, Inc., and there are, therefore, no reportable owners of ABRY Partners VI, L.P. or ABRY Senior Equity III, L.P. Royce Yudkoff ultimately controls the general partners of each of ABRY Partners VI, L.P. and ABRY Senior Equity III, L.P.

ABRY Partners VI, L.P. and ABRY Senior Equity III, L.P., together have a majority ownership of Yankee Metro Parent, Inc. ABRY Partners VI, L.P. has sole voting rights in Yankee Metro Parent, Inc., and no other investor has a 10% or greater equity ownership stake in Yankee Metro Parent, Inc.

The principal place of business for Yankee Metro Parent, Inc., Yankee Metro Partners, LLC, ABRY Partners VI, L.P., ABRY Senior Equity III, L.P., ABRY VI Capital Partners, L.P., ABRY VI Capital Investors, LLC, and Royce Yudkoff is c/o ABRY Partners, LLC, 111 Huntington Avenue, 30<sup>th</sup> Floor, Boston, Massachusetts 02199.

- (3) Other than the foregoing, following the transition, no other person or entity will directly or indirectly own ten percent (10%) or more of the equity of LIFE or LIFE VOICE.
- (i) Applicants certify that, following consummation of the proposed Transaction, none of the Applicants will be foreign carriers, or affiliated with any foreign carrier.

- (j) Applicants certify that they do not seek to provide international telecommunications services to any destination country where:
  - (1) An Applicant is a foreign carrier in that country; or
  - (2) An Applicant controls a foreign carrier in that country; or
  - (3) Any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or
  - (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) Applicants certify that they have 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 will not enter into such agreements in the future.
- (o) Applicants certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, that they are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) The Applicants request streamlined processing of this Application pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12. This Application qualifies for streamlined treatment because (i) after consummation, none of the Applicants will be affiliated with any foreign carrier, (ii) the Applicants are not affiliated with any dominant U.S. carrier whose international switched or private line services they seek authority to resell, nor will the Applicants be so affiliated after consummation, and (iii) none of the other scenarios outlined in Section 63.12 (c) of the Commission's Rules apply.

**VI. INFORMATION REQUIRED BY SECTION 63.04**

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)

Applicants submit the following information in support of their request for domestic Section 214

authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12), 47 C.F.R. § 63.04(a)(6)-(12):

- (a)(6) A description of the proposed Transaction is set forth in Section III above.
- (a)(7) LIFE is authorized to provide intrastate telecommunications services in New York. LIFE VOICE is not authorized to provide intrastate telecommunications services. All of the services provided by LIFE are competitive in nature and neither LIFE nor any affiliated company holds a dominant position in any market.

Sidera is not authorized to provide telecommunications services. Its operating entities are authorized to provide local, long distance, and/or competitive access provider services in Connecticut, Delaware, District of Columbia, Illinois, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, and Virginia. Specifically, RCN New York Communications, LLC currently provides competitive intrastate telecommunications services in Connecticut, Delaware, the District of Columbia, Illinois, Massachusetts, Maine, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, and Virginia. NEON Optica, Inc.'s affiliates are authorized to provide intrastate services in Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, and Virginia. All of the services provided by Sidera's subsidiaries are competitive in nature and neither Sidera nor any subsidiary company holds a dominant position in any market.

In addition, ABRY Partners VI, L.P. controls Grande Communications Networks, Inc., which provides telecommunications services in Arkansas, Oklahoma, and Texas. ABRY Partners VI, L.P. does not control any other entity that provides telecommunications services. ABRY Senior Equity III, L.P. does not control any entity that provides telecommunications services.

- (a)(8) A statement showing how the Application qualifies for streamlined processing is provided in Section I.B. above.
- (a)(9) By this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). No other applications are being filed with the Commission with respect to this transaction.
- (a)(10) Prompt completion of the proposed transaction is critical to ensure that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transaction as soon as possible.

(a)(11) Not applicable.

(a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in Section IV above.

**VII. CONCLUSION**

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the above-described transaction. Applicants respectfully request expedited treatment to permit Applicants to complete the transaction as soon as possible.

Respectfully submitted,



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Washington, DC 20037  
Tel: (202) 663-8215  
Fax: (202) 513-8006  
Email: glenn.richards@pillsburylaw.com

Counsel for Long Island Fiber  
Exchange, Inc. and LIFE VOICE, Inc.

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danielle.burt@bingham.com

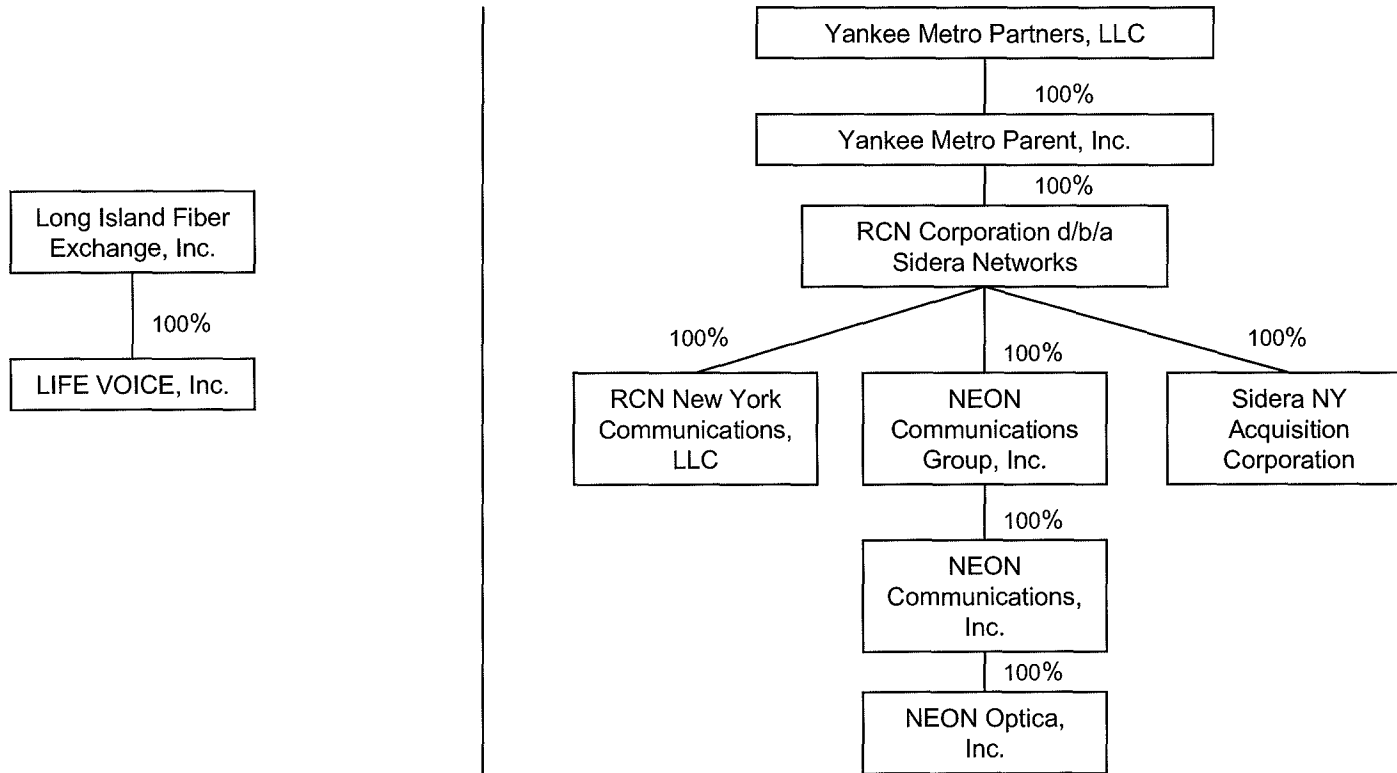
Counsel for RCN Corporation d/b/a Sidera  
Networks

Dated: October 13, 2010

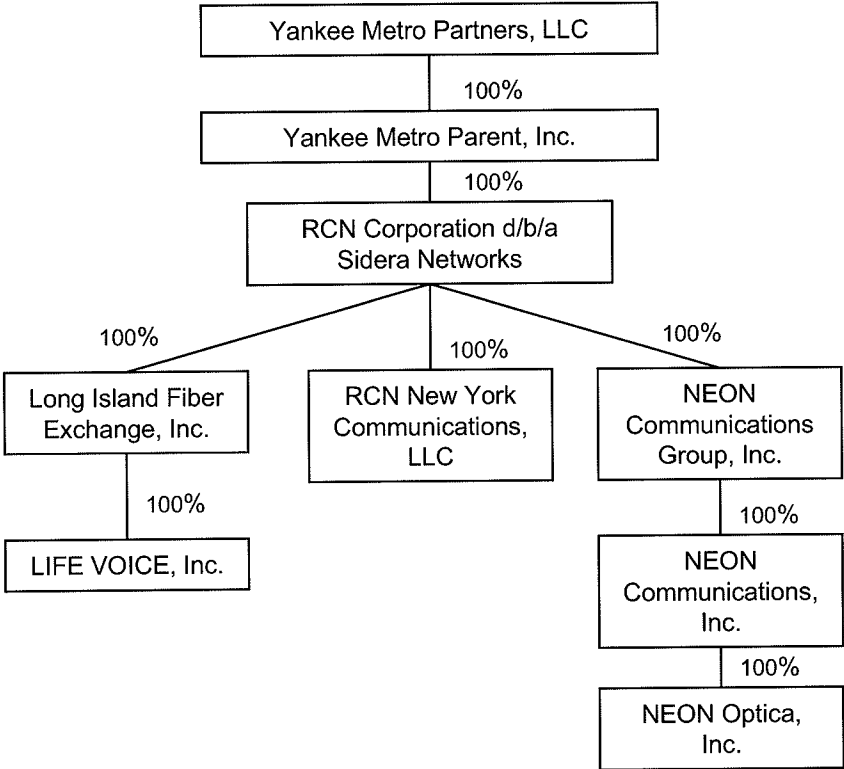
**Exhibit A**

**Pre- and Post-Transaction Illustrative Charts**

## Pre-Transaction Corporate Structure



# Post-Transaction Corporate Structure



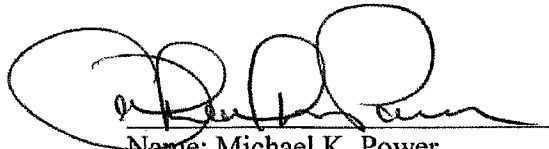


## DECLARATION

I, Michael K. Power, hereby declare that:

- (1) I am President of Long Island Fiber Exchange, Inc.;
- (2) I am authorized to make this declaration on behalf of Long Island Fiber Exchange, Inc.; and
- (3) The statements in the foregoing application relating to Long Island Fiber Exchange, Inc. are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 12th day of October, 2010.

A handwritten signature in black ink, appearing to read 'Michael K. Power', written over a horizontal line.

Name: Michael K. Power

Title: President

## DECLARATION

I, Michael K. Power, hereby declare that:

- (1) I am President of Life Voice Inc.;
- (2) I am authorized to make this declaration on behalf of LIFE Voice Inc.; and
- (3) The statements in the foregoing application relating to Long Island Fiber Exchange, Inc. are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed  
this 12<sup>th</sup> day of October, 2010.

A handwritten signature in black ink, appearing to read 'Michael K. Power', written over a horizontal line.

Name: Michael K. Power  
Title: President

## DECLARATION


I, Michael T. Sicoli, hereby declare that:

- (1) I am Chief Executive Officer of RCN Corporation d/b/a Sidera Networks;
- (2) I am authorized to make this declaration on behalf of RCN Corporation d/b/a

Sidera Networks; and

(3) The statements in the foregoing application relating to RCN Corporation d/b/a Sidera Networks are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 12th day of October, 2010.

  
\_\_\_\_\_  
Name: Michael T. Sicoli  
Title: Chief Executive Officer