

September 21, 2015

**VIA ECFS**

Ms. Marlene H. Dortch, Secretary  
Federal Communications Commission  
Office of the Secretary  
445 12th Street, SW  
Washington, DC 20554

Re: **IB File No. ITC-T/C-20150826-00215; *Supplement to International 214 Transfer of Control Application of Shenandoah Personal Communications, LLC Inc. and NTELOS Holdings Corp.***

Dear Ms. Dortch:

Shenandoah Personal Communications, LLC. (“Shentel PC”) and NTELOS Holdings Corp. (“NTELOS”) (collectively “the Parties”), hereby supplement the International Section 214 Transfer Of Control Application filed in the above-referenced proceeding. The Parties supplement the pending application by replacing, in their entirety, Exhibits 1 and 2 of the application with the attached revised Exhibits 1 and 2. These revised exhibits --Exhibit 1 (in footnote 1) and Exhibit 2 (in the final slide)-- demonstrate that immediately following closing Shentel PC’s parent company will effectuate a pro forma internal re-organization that will insert Shentel PC into the chain of ownership as the direct parent of NTELOS and its subsidiaries.

Should you have any questions about this supplement, or any other matter related to the pending application, please contact me at your convenience.

Sincerely,



K.C. Halm

cc: Mr. David Krech, International Bureau  
Mr. Brian Higgins, Wilkinson Barker Knauer

**EXHIBIT 1**

**DESCRIPTION OF THE TRANSACTION  
AND PUBLIC INTEREST STATEMENT**

Shenandoah Personal Communications, LLC (“Shentel PC”), Shenandoah Telecommunications Company (“Shentel”) and NTELOS Holdings Corp. (“NTELOS”) (collectively, the “Applicants”) request the Commission’s consent to a transaction that will entail Shentel’s acquisition of NTELOS and the transfer of control of the International 214 Authorization held by NTELOS Inc. (ITC-214-19970710-00390) to Shentel PC.

For the reasons set forth below, Commission approval of the proposed transaction, which will promote competition and improve service for rural consumers, would be consistent with the public interest, convenience, and necessity.

**I. Parties**

Shentel PC is a wholly-owned subsidiary of Shentel, which has a long, successful history of providing a broad range of communications services in rural markets in the mid-Atlantic United States. Through its affiliates, Shentel provides: wireless voice and data services; voice, video, and Internet services (delivered over hybrid-fiber coax cable networks); fiber network services; and traditional local and long-distance telephone services. Shentel has been providing telephone service in rural Shenandoah County, Virginia since 1902. It began offering DSL Internet service to its telephone subscribers in 1994, and now is able to offer high-speed Internet access service through 100% of its approximately 21,600 access lines. Shentel began building its fiber optic network, which now totals more than 4,400 route miles serving rural communities in Virginia, West Virginia, Maryland, and Pennsylvania, in 1984. In 1990, Shentel began offering rural cellular service, and it became the first rural PCS provider in the United States (through an agreement with American Personal Communications) in 1995.

Since 1999, Shentel PC has been the exclusive wireless communications affiliate of Sprint in primarily rural portions of Pennsylvania, Maryland, Virginia, and West Virginia. Under their longstanding partnership in providing Sprint-branded wireless service in these areas, Shentel deploys and operates the wireless network and manages local retail operations, while Sprint holds and controls the spectrum used in the network, provides customer handsets, and provides customer service and other managed services. Through this partnership with Sprint, Shentel provides digital wireless service to more than 440,000 customers as of June 30, 2015.

NTELOS is a regional provider of digital wireless communications services to customers primarily in Virginia and West Virginia, as well as parts of Maryland, North Carolina, Pennsylvania, Ohio, and Kentucky. It provides retail wireless services to approximately 297,500 subscribers in its Western Markets (*i.e.*, in areas within western Virginia, West Virginia, Pennsylvania, Ohio, Maryland, Kentucky, and North Carolina), as well as to customers in its Eastern Markets (*i.e.*, Fredericksburg, Hampton Roads/Norfolk, Richmond, Virginia, as well as the Outer Banks of North Carolina) where it is winding down service and has already assigned its licenses to T-Mobile License LLC (“T-Mobile”), as described below. NTELOS also provides wholesale network access to other telecommunications carriers, most notably through an arrangement with subsidiaries of Sprint. Pursuant to a Strategic Network Alliance agreement

between NTELOS and Sprint, NTELOS is the exclusive wholesale provider of wireless services in its western Virginia and West Virginia service areas for all Sprint CDMA and LTE wireless customers.

## **II. Description of the Transaction**

Shentel and NTELOS have entered into a merger agreement, pursuant to which NTELOS will become a wholly-owned subsidiary of Shentel.<sup>1</sup> As a result of the merger, Shentel will acquire all of NTELOS's operations, including wireless network assets and spectrum, retail stores, and retail subscribers in NTELOS's western markets. Following consummation of the merger, Shentel will complete NTELOS's planned shutdown of its eastern markets to the extent it has not already occurred.

Concurrently with the signing of the merger agreement with NTELOS, Shentel and SprintCom, Inc. ("SprintCom") entered into a series of agreements, whereby Shentel will, immediately after consummation of the merger, assign to SprintCom all of the FCC spectrum licenses held by NTELOS, as well as certain spectrum leases acquired from NTELOS. Shentel will convert NTELOS's retail wireless customers into Sprint branded customers. Shentel will also upgrade the remainder of NTELOS's current network to Sprint's enhanced LTE architecture, and invest approximately \$350 million and deploy approximately 150 additional cell sites to expand coverage in the NTELOS service area. Pursuant to the agreements, Sprint will pay Shentel up to \$252 million over approximately five to six years through a reduction in Sprint's retained revenues under the affiliate agreement between the parties. Post-transaction and pursuant to an amended affiliate agreement between the parties, Shentel PC will offer Sprint-branded wireless service, including to NTELOS's existing customers, in NTELOS's services areas, as well as in the areas in which Shentel currently acts as Sprint's affiliate.

## **III. The Transaction is in the Public Interest**

NTELOS's customers, including its customers in rural areas, will benefit greatly from this transaction. These customers will be able to avail themselves of the planned new infrastructure investments, enhanced wireless coverage, improved service quality, broader variety of service plans and handsets, expanded roaming opportunities, and the expansion of service to new areas. Together, these benefits will enhance wireless competition as well as mobile broadband service offered in rural areas, and help promote deployment of enhanced broadband technologies, products, and services to those residing in rural areas. Promoting the deployment of new technologies to rural areas has long been one of the Commission's primary statutory obligations, as well as one of its principal public policy objectives.

Additional information concerning this transaction is attached to the lead FCC Form 603 application. *See* FCC File No. 0006917154.

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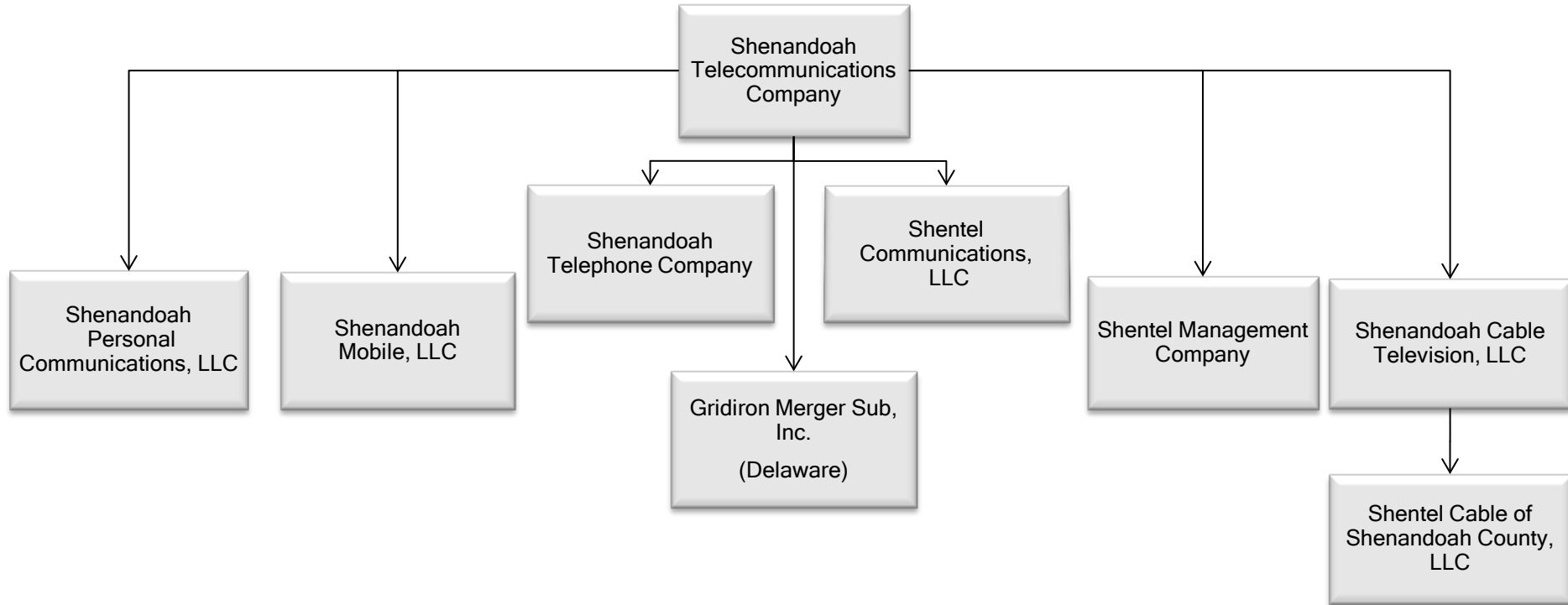
<sup>1</sup>Immediately following closing Shentel will effectuate a pro forma internal re-organization that will insert Shentel PC into the chain of ownership as the direct parent of NTELOS Holdings Corp. and its subsidiaries.

**214 TRANSFER OF CONTROL APPLICATION ATTACHMENTS**

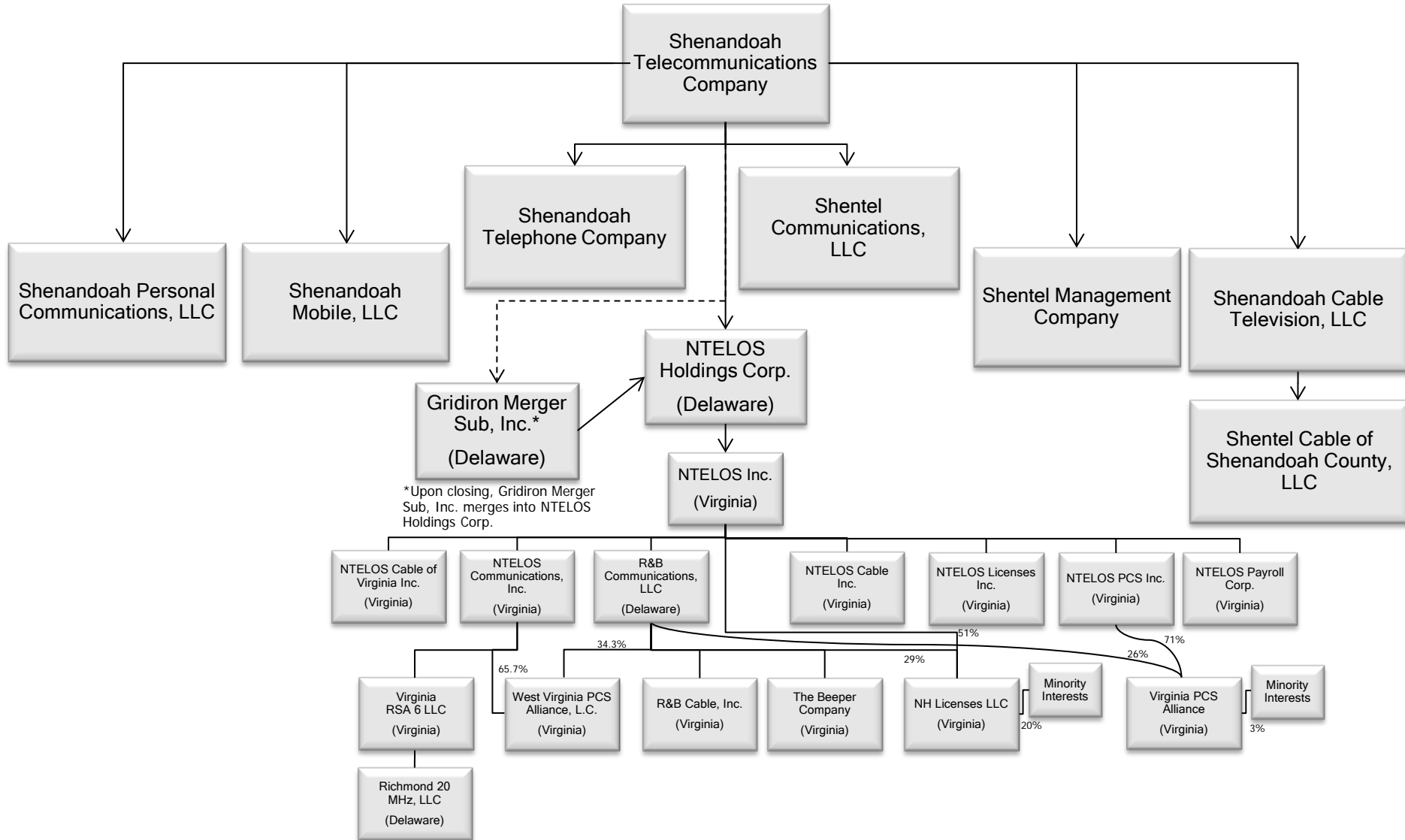
**EXHIBIT 2**

**ORGANIZATIONAL CHART**

# Shentel Organizational Structure Pre-Closing



# Shentel Organizational Structure Post-Closing



# Shentel Organizational Structure Post-Closing

