

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

In the Matter of the Joint Application of)
)
MTN INFRASTRUCTURE TOPCO, INC.)
)
and)
) WC Docket No. 17-_____
LUMOS NETWORKS CORP.)
) IB File No. ITC-T/C-2017_____
for authority pursuant to Section 214 of the)
Communications Act of 1934, as amended,)
to Transfer Indirect Control of Domestic and)
International Section 214 Authorization Holders to)
MTN Infrastructure TopCo, Inc.)

JOINT APPLICATION

Pursuant to Section 214 of the Communications Act of 1934, as amended (“the Act”),¹ and Sections 63.04, 63.18 and 63.24 of the Federal Communications Commission’s (“FCC’s” or “Commission’s”) rules,² MTN Infrastructure TopCo, Inc. (“MTN Infrastructure”) and Lumos Networks Corp. (“Lumos Parent”) (collectively, “Applicants”) request Commission consent to transfer indirect control of the wholly owned subsidiaries of Lumos Parent listed in **Exhibit A** that hold domestic and/or international Section 214 authorizations (collectively, the “Licensees,” and together with Lumos Parent, “Lumos”) to MTN Infrastructure. Such authority is necessary to complete the Transaction (as defined below) between Applicants. The Section 214 authorizations

¹ 47 U.S.C. § 214.

² 47 C.F.R. §§ 63.04, 63.18 and 63.24.

currently held by the Licensees will continue to be held by those same entities following consummation of the proposed Transaction.³

As discussed in more detail below, the Applicants have entered into an agreement whereby MTN Infrastructure will acquire all of the ownership interests in Lumos Parent and, indirectly, in Licensees. The Transaction will not result in any loss or impairment of service for any Lumos customers and will have no adverse effects upon competition in any areas where Lumos provides telecommunications service, the rest of the United States, or abroad. Indeed, as a result of the proposed Transaction, Lumos Parent will enjoy access to the financial resources and management expertise of MTN Infrastructure. Consequently, the Commission should find that the change in the ownership of Licensees will serve the public interest.

Pursuant to Section 63.04(b) of the Commission's rules, 47 C.F.R. § 63.04(b), the Applicants are filing a combined application for the proposed transfer of control of Licensees, including domestic and international authorizations. The Applicants provide below the information required by Sections 63.24(e)(2) and 63.04(a)(6) through (a)(12) of the Commission's Rules, 47 C.F.R. §§ 63.24(e)(2), 63.04(a)(6)-(12). In support of this Application, Applicants provide the following information:

I. DESCRIPTION OF THE APPLICANTS

A. Transferee – MTN Infrastructure TopCo, Inc.

MTN Infrastructure ("Transferee"), a Delaware corporation, is a holding company created to aggregate the ownership of various investment funds ultimately managed by an affiliate of EQT AB ("EQT") in connection with the Transaction. EQT, founded in Sweden in 1994, is a leading alternative investments firm with approximately EUR 35 billion in raised capital across

³ See Public Interest Statement, *infra* Section IV.

22 funds. EQT funds have portfolio companies in Europe, Asia and the United States with total sales of more than EUR 15 billion and approximately 100,000 employees. EQT has successfully invested in several fiber-based companies abroad, including Tampnet, Inc. (Norway, United Kingdom, United States); BroadNet (Norway); IslaLink (France, Spain); IP-Only (Sweden, Denmark, Finland, Norway); Adamo Telecom Iberia SA (Spain); GlobalConnect (Denmark, Germany); Delta Comfort (Netherlands); and Bjørvika IKT AS (Norway).⁴

B. Transferor – Lumos Networks Corp. and Licensees

Lumos Parent (“Transferor”) is a publicly-traded Delaware corporation (NASDAQ: LMOS), with its principal offices located at One Lumos Plaza, Waynesboro, VA 22980. Through its Licensees, Lumos acts as a fiber-based service provider in the mid-Atlantic region with carrier, enterprise and data center customers. In particular, Lumos offers end-to-end connectivity in Virginia, West Virginia, western Maryland, central and western Pennsylvania, Alabama, Georgia, Kentucky, North Carolina, Ohio, South Carolina and Tennessee.

Founded in 1897 as the Clifton Forge-Waynesboro Telephone Company, Lumos has a long history of providing exceptional telecommunications services in rural Virginia. As of September 30, 2016, Lumos’ incumbent local exchange carrier (“ILEC”) subsidiaries served approximately 24,299 telephone lines. With the passage of the Telecommunications Act of 1996, the company entered the competitive local exchange carrier (“CLEC”) business and still operates over 67,000 competitive voice lines, primarily in Virginia and West Virginia. Lumos also provides over 19,000 broadband connections to consumers and small businesses. Lumos is now focused on its transformation into a fiber bandwidth infrastructure company, serving carrier and enterprise customers, including healthcare providers, local government agencies, financial

⁴ More detailed descriptions of these entities are set forth below in Section III(j).

institutions, educational institutions, and other enterprises with end-to-end connections on Lumos' fiber network. These carrier and enterprise customers purchase multiprotocol label switching based Ethernet, metro Ethernet, fiber-to-the-cell site ("FTTC") wireless backhaul and data transport services, wavelength transport services and IP services. Additional information on Licensees, including jurisdiction of formation, type of service provider, FCC registration numbers ("FRNs") and the states in which services are provided, is set forth in **Exhibit A** and in Sections III and IV.

II. DESCRIPTION OF THE TRANSACTION (ANSWER TO QUESTION 13)

Pursuant to the Agreement and Plan of Merger (the "Agreement"), dated February 18, 2017, by and among MTN Infrastructure; MTN Infrastructure BidCo, Inc. ("Merger Sub");⁵ and Lumos Parent, MTN Infrastructure will acquire all of the outstanding common stock of Lumos Parent (the "Transaction") for \$18.00 per share in cash, resulting in an enterprise value of Lumos Parent of approximately \$950 million. Specifically, Merger Sub will merge with and into Lumos Parent, whereupon the separate existence of Merger Sub will cease and Lumos Parent will be the surviving corporation.

The Transaction will be transparent to Licensees' customers. All existing customers of Licensees will continue to be served under their existing authorizations, as well as under existing tariffs and contracts. The combined company will retain the name Lumos Networks Corp. and will remain headquartered in Waynesboro, VA. Moreover, the Applicants intend that Lumos Parent's existing management team and personnel will remain in place, ensuring that Lumos Parent's managerial, technical and operational standards will be maintained. The only change

⁵ Merger Sub is a Delaware corporation formed for the purposes of the Transaction. Merger Sub is a direct, wholly owned subsidiary of MTN Infrastructure.

resulting from the Transaction will be that Lumos Parent will be owned by MTN Infrastructure rather than the current shareholders of Lumos Parent. Following closing, Lumos Parent will enjoy access to the financial resources and broader management expertise of MTN Infrastructure and its ultimate owners. MTN Infrastructure and its parent entities are financially well-qualified to become the new owner of Lumos Parent, which will be able to maintain and advance its state-of-the-art infrastructure and bring even more innovative service offerings to its customers.

As a result of Transaction, the Licensees will become indirect subsidiaries of MTN Infrastructure. Diagrams depicting the pre-and post-Transaction corporate ownership structures are appended hereto as **Exhibit B**.

III. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18(a)-(d) and (h)-(p) in support of this Application:

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

Transferee:

MTN Infrastructure TopCo, Inc.
c/o EQT Partners Inc.
1114 Avenue of the Americas, 45th Floor
New York, NY 10036
(917) 281-0850

FRN: 0026273219

Transferor:

Lumos Networks Corp.
One Lumos Plaza, P.O. Box 1068
Waynesboro, VA 22980
(540) 946-2000

FRN: 0020975710

Licensees:

A list of authorized carriers and their FRNs is attached as **Exhibit A**. The address and telephone number for each Licensee is the same as that for Lumos Parent.

(b) Jurisdiction of Organizations:

Transferee: MTN Infrastructure TopCo, Inc. is a corporation formed under the laws of Delaware.

Transferor: Lumos Networks Corp. is a corporation formed under the laws of Delaware.

Licensees: The jurisdiction of organization for each Licensee is included in **Exhibit A**.

(c) (Answer to Question 10) Correspondence concerning this Application should

be sent to:

For Transferee:

Andrew D. Lipman
Russell M. Blau
Joshua M. Bobeck
MORGAN, LEWIS & BOCKIUS LLP
1111 Pennsylvania Ave. NW
Washington, DC 20004
Tel: 202-739-3000
Fax: 202-739-3001
andrew.lipman@morganlewis.com
russell.blau@morganlewis.com
joshua.bobek@morganlewis.com

For Transferor and Licensees:

Regina M. Keeney
Emily J.H. Daniels
LAWLER, METZGER, KEENEY & LOGAN,
LLC
1717 K Street, NW, Suite 1075
Washington, DC 20006
Tel: 202-777-7700
Fax: 202-777-7763
gkeeney@lawlernetzger.com
edaniels@lawlernetzger.com

With a copy to:

Mary McDermott
Senior Vice President
General Counsel
Lumos Networks Corp.
One Lumos Plaza, P.O. Box 1068
Waynesboro, VA 22980
Tel: (540) 946-8677
mcdermott@lumosnet.com

(d) (Answer to Question 10 Continued) Section 214 Authorizations

Transferee: MTN Infrastructure holds no international Section 214 authority. Its affiliate, Tampnet, Inc., holds international Section 214 authority to provide global or limited global facilities-based service and global or limited global resale service, granted in IB File No. ITC-214-20150901-00218.

Transferor: Lumos Parent functions as a holding company and does not hold authority to provide telecommunications services in its own right.

Licensees: Each Licensee is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

Lumos Networks Operating Company (FRN: 0020975116), which acts as a holding company, holds an international Section 214 authorization for Global or Limited Global Resale Service, ITC-214-19970418-00215, granted in IB File No. ITC-ASG-20111101-00330, which was originally issued to Lumos Networks Operating Company's predecessor, R&B Network, Inc., in IB File No. ITC-214-19970418-00215 and previously held by NTELOS Network, Inc.

The following Licensees operate pursuant to this international Section 214 authority, consistent with 47 C.F.R. § 63.21(h):

Name	FRN
Lumos Telephone of Botetourt Inc.	0003775244
FiberNet of Virginia, Inc.	0014710487
Lumos Networks LLC	0003771011
FiberNet Telecommunications of Pennsylvania, LLC	0003771045
FiberNet of Ohio, LLC	0003784147
Lumos Telephone Inc.	0002073138
Lumos Networks Inc.	0003742442
Lumos Networks of West Virginia Inc.	0004342762

(h) (Answer to Questions 11 & 12) The Licensees are direct or indirect, wholly owned subsidiaries of Lumos Parent. (See Exhibit B for a complete corporate structure.) Upon completion of the proposed Transaction, the following entities will hold a 10% or greater, direct or indirect interest⁶ in Lumos Parent:

MTN Infrastructure TopCo, Inc.
c/o EQT Partners Inc.
1114 Avenue of the Americas, 45th Floor
New York, NY 10036
Citizenship: United States (DE)
Principal Business: Holding Corporation
Ownership Percentage: 100% (directly)

MTN Infrastructure Intermediate, LP
c/o EQT Partners Inc.
1114 Avenue of the Americas, 45th Floor
New York, NY 10036
Citizenship: United States (DE)
Principal Business: Holding Partnership
Ownership Percentage: 100% (indirectly as 100% owner of MTN Infrastructure TopCo, Inc.)

MTN Infrastructure Intermediate GP, Inc.
c/o EQT Partners Inc.
1114 Avenue of the Americas, 45th Floor
New York, NY 10036
Citizenship: United States (DE)
Principal Business: Holding Company
Ownership Percentage: 100% (indirectly as sole General Partner of MTN Infrastructure Intermediate, LP.)

MTN Infrastructure TopCo Blocker, Inc.
c/o EQT Partners Inc.
1114 Avenue of the Americas, 45th Floor
New York, NY 10036
Citizenship: United States (DE)
Principal Business: Holding Corporation
Ownership Percentage: 100% (as sole Limited Partner of MTN Infrastructure Intermediate LP and 100% owner of MTN Infrastructure Intermediate GP, Inc.)

⁶ Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

MTN Infrastructure TopCo, LP
c/o EQT Partners Inc.
1114 Avenue of the Americas, 45th Floor
New York, NY 10036
Citizenship: United States (DE)
Principal Business: Holding Company
Ownership Percentage: 100% (indirectly as 100% owner of MTN Infrastructure TopCo Blocker, Inc.)

MTN Infrastructure TopCo GP, LLC
c/o EQT Partners Inc.
1114 Avenue of the Americas, 45th Floor
New York, NY 10036
Citizenship: United States (DE)
Principal Business: Holding Company
Ownership Percentage: 100% (indirectly as sole General Partner of MTN Infrastructure TopCo, LP)

Upon completion of the proposed Transaction, the following entities will each be a limited partner of MTN Infrastructure TopCo, LP and as a result may hold a 10% or greater indirect interest in Lumos Parent. Applicants anticipate that none of these limited partners will hold a greater than 50% equity interest in MTN Infrastructure TopCo, LP. While all of the investors are reflected in this filing, the precise equity interests of investors in these entities have not been finalized. Thus, the precise allocation of ownership of MTN Infrastructure TopCo, LP among its limited partners is uncertain at this time. The immediate controlling owner of each of these limited partners, however, is EQT Infrastructure III (GP) SCS,⁷ and that entity's owners are the ultimate owners of Lumos Parent. Information regarding each of these entities is set forth below, which are identified below consistent with the Commission's rules.

⁷ Each of the entities listed in this section is itself a limited partnership or limited liability company, which will have certain other members that are insulated in accordance with Commission rules and will not exercise any control over the entity. None of these other members will have a 10% indirect ownership interest in Lumos Parent. If any investment causes an entity or individual not already disclosed herein to obtain a 10% or greater interest in Transferee, Applicants will update the information in this Application.

MTN Infrastructure Lux II S.à r.l.⁸

23, rue Aldringen

L-1118 Luxembourg

Citizenship: Luxembourg

Principal Business: Holding Company

Ownership Percentage: Indirect intermediate interest as limited partner of MTN Infrastructure TopCo, LP

MTN Infrastructure Lux III S.à r.l.

23, rue Aldringen

L-1118 Luxembourg

Citizenship: Luxembourg

Principal Business: Holding Company

Ownership Percentage: Indirect intermediate interest as limited partner of MTN Infrastructure TopCo, LP

MTN Infrastructure Co-invest 1 SCSp⁹

23, rue Aldringen

L-1118 Luxembourg

Citizenship: Luxembourg

Principal Business: Holding Company

Ownership Percentage: Indirect intermediate interest as limited partner of MTN Infrastructure TopCo, LP

MTN Infrastructure Co-invest 2 SCSp

23, rue Aldringen

L-1118 Luxembourg

Citizenship: Luxembourg

Principal Business: Holding Company

Ownership Percentage: Indirect intermediate interest as limited partner of MTN Infrastructure TopCo, LP

MTN Infrastructure Sidecar 1 SCSp

23, rue Aldringen

L-1118 Luxembourg

Citizenship: Luxembourg

Principal Business: Holding Company

Ownership Percentage: Indirect intermediate interest as owner of 96% of the equity in MTN Infrastructure Lux II S.à r.l. and 96% of the equity of MTN Infrastructure Lux III S.à r.l.

⁸ A Luxembourg Société à responsabilité limitée (“S.à.r.l.”) is most similar to a U.S. limited liability company.

⁹ A Luxembourg Société en Commandite Simple Spéciale (“SCSp”) is most similar to a U.S. limited partnership.

MTN Infrastructure Sidecar 2 SCSp
23, rue Aldringen
L-1118 Luxembourg
Citizenship: Luxembourg
Principal Business: Holding Company
Ownership Percentage: Indirect intermediate interest as limited partner of MTN Infrastructure TopCo, LP

Upon completion of the proposed Transaction, the following entities will hold a 10% or greater interest in MTN Infrastructure TopCo GP, LLC and thus an indirect 10% or greater interest in Lumos Parent:

EQT Infrastructure III (GP) SCS¹⁰
23, rue Aldringen
L-1118 Luxembourg
Citizenship: Luxembourg
Principal Business: General Partner
Ownership Percentage: 100% (indirectly as 100% owner of MTN Infrastructure TopCo GP, LLC and General Partner of the following entities: MTN Infrastructure Co-invest 1 SCSp, MTN Infrastructure Co-invest 2 SCSp, MTN Infrastructure Sidecar 1 SCSp, and MTN Infrastructure Sidecar 2 SCSp)

EQT Fund Management S.à r.l.
23, rue Aldringen
L-1118 Luxembourg
Citizenship: Luxembourg
Principal Business: General Partner
Ownership Percentage: 100% (indirectly by exercising management control of EQT Infrastructure III (GP) SCS)

EQT Infrastructure III General Partner S.à r.l.¹¹
23, rue Aldringen
L-1118 Luxembourg
Citizenship: Luxembourg
Principal Business: General Partner
Ownership Percentage: 100% (indirectly as 5% equity holder and General Partner of EQT Infrastructure III (GP) SCS)

¹⁰ A Luxembourg Société en Commandite Simple (“SCS”) is most similar to a U.S. limited partnership.

¹¹ See note 8 *supra*.

EQT Holdings Infrastructure III B.V.¹²
World Trade Center Schiphol, H-Tower
Floor 4, Schiphol Boulevard 355 1118
BJ Schiphol, The Netherlands
Citizenship: Netherlands
Principal Business: Limited Partner
Ownership Percentage: 94.9% (indirectly as Limited Partner of EQT Infrastructure III (GP) SCS)

EQT Holdings B.V.
World Trade Center Schiphol, H-Tower
Floor 4, Schiphol Boulevard 355 1118
BJ Schiphol, The Netherlands
Citizenship: Netherlands
Principal Business: Limited Partner
Ownership Percentage: 94.9% (indirectly as 100% direct owner of EQT Holdings Infrastructure III B.V.)

EQT AB¹³
Hovslagargatan 3, 103 27
Stockholm, Sweden
Citizenship: Sweden
Principal Business: Investments/Holding Company
Ownership Percentage: 100% (indirectly as 100% direct owner of EQT Holdings BV and 100% direct owner of EQT Infrastructure III General Partner S.à r.l)

EQT International Holdings B.V.
World Trade Center Schiphol, H-Tower
Floor 4, Schiphol Boulevard 355 1118
BJ Schiphol, The Netherlands
Citizenship: Netherlands
Principal Business: Holding Company
Ownership Percentage: 100% (indirectly as 81% equity owner of EQT AB)

EQT Holdings Coöperatief W.A.¹⁴
World Trade Center Schiphol, H-Tower
Floor 4, Schiphol Boulevard 355 1118
BJ Schiphol, The Netherlands

¹² A Dutch Besloten Vennootschap (“BV”) is most similar to a U.S. limited liability company.

¹³ A Swedish Aktiebolag (“AB”) is most similar to a U.S. corporation or limited liability company.

¹⁴ A W.A. entity is a Dutch cooperative association of members.

Citizenship: Netherlands

Principal Business: Members Association

Ownership Percentage: 100% (indirectly as 100% equity owner of EQT International Holdings B.V.)

Investor Investment Holding AB

Arsenalgatan 8C, 103 32

Stockholm, Sweden

Citizenship: Sweden

Principal Business: Holding Company

Ownership Percentage: 19% (indirectly as 19% owner of EQT AB)

Investor Holding AB

Arsenalgatan 8C, 103 32

Stockholm, Sweden

Citizenship: Sweden

Principal Business: Holding Company

Ownership Percentage: 19% (indirectly as 100% owner of Investor Investment Holding AB)

Investor AB

Arsenalgatan 8C, 103 32

Stockholm, Sweden

Citizenship: Sweden

Principal Business: Holding Company

Ownership Percentage: 19% (indirectly as 100% owner of Investor Holding AB)

The only interlocking directorate of which Applicants are aware is Mr. Douglas Gilstrap, a United States citizen, a Director of BroadNet (*see* response in subsection (j) below) who, after closing, will be a member of the Board of Directors of Lumos Parent.

(i) (**Answer to Question 14**) Applicants certify that they are not foreign carriers within the meaning of Section 63.09(d) of the Commission's Rules, 47 C.F.R. § 63.09(d). Post-closing, Licensees will be affiliated with the foreign carriers identified in subsection (j) below.

(j) (**Answer to Question 15**) Post-closing, Applicants certify that Licensees intend to provide international telecommunications services to destination countries in which entities that, post-transaction, will both control and own more than 25% of Applicants, will also either: (i) control foreign carriers; and/or (ii) own more than 25% of the foreign carriers listed below:

- Tampnet AS - Tampnet is an independent supplier of high capacity communication to offshore oil and gas installations in the North Sea and in the Gulf of Mexico. The company owns and operates an offshore high capacity communication network, consisting of an infrastructure of fibers, radio links, WiMAX technology and LTE base stations, and leases capacity in additional fiber. Tampnet operates in Norway, the United Kingdom and the United States (as Tampnet, Inc.). For further information, see www.tampnet.com.
- BroadNet - BroadNet is a Norwegian provider of data and telecom solutions offering VPN, Internet, Ethernet and dedicated capacity to both end user and wholesale customers. The company controls an optical fiber backbone network as well as regional and local networks in Norway. The company provides access to its fiber optic network to telecommunication service providers, mobile and fixed telephone operators, governmental institutions and digital and multimedia distributors who enter into contracts in order to deliver content to their end-user customers. For further information, see www.broadnet.no.
- IslaLink - IslaLink deploys and operates submarine cables in underserved routes to provide telecom operators with the managed bandwidth services required for their retail operations. The company owns and operates one of the fiber optic cables connecting the Balearic Islands to mainland Spain and manages international IP traffic in Marseilles (France). For more information, see www.islalink.com.
- IP-Only - IP-Only is an established, niche provider of powerful telecommunications and data communications services to business customers in the Nordics. The company owns its own fiber network, linking the Nordic capitals of Sweden, Denmark, Finland and Norway, which is one of the most powerful on the market in terms of installed capacity. IP-Only also owns a Metro Area Network in Uppsala, Sweden, and several data centers offering co-location and cloud-based products to corporate clients. IP-Only combines its fiber network and other assets with a strong focus on personalized customer service for its business customers. For further information, see www.ip-only.se.
- Adamo Telecom Iberia SA - Adamo Telecom provides high speed Internet and voice services in Spain over its own fiber-based access network which covers over 100,000 households. Adamo has offices in Barcelona and Madrid and employs 58 employees. For further information, see www.adamo.es.
- GlobalConnect - GlobalConnect is a Danish alternative provider of business data communication services, owning and operating 12,500 km of fiber. The Company's fiber infrastructure passes more than 30,000 companies in Denmark and 9,000 companies in Germany. GlobalConnect is also a data center provider with a capacity of approximately 13,000 sqm of secure co-location space.
- Delta Comfort - Delta Comfort is a telecom infrastructure owner and operator, provider of multimedia services (broadband, TV, telephony) and supplier of energy,

serving over 140,000 households and businesses, mainly in the Dutch province of Zeeland. Delta Comfort's hybrid fiber-coaxial network of over 6,000 km passes 192,000 homes, which corresponds to approximately 90% of the total number of homes in Zeeland.

- Bjørvika IKT AS - Bjørvika IKT AS develops, manages and allocates Information Communication Technology infrastructure in Bjørvika Bispevika in Oslo and related areas of Norway.

Applicants certify that the remaining provisions of Section 63.18(j) will not apply.

(k) Transferee certifies that each country referenced in (i) and listed in (j) above is a Member of the World Trade Organization ("WTO"). None of the foreign carriers listed in (j) above is on the Commission's List of Foreign Telecommunications Carriers that are Presumed to Possess Market Power in Foreign Telecommunications Markets, released on January 26, 2007. In addition, each of these foreign carriers offers services in competition with dominant foreign carriers and others.

(m) (*Answer to Question 16*) Transferee qualifies for a presumption of non-dominance under Section 63.10(a)(1) and (3) of the Commission's rules, 47 C.F.R. § 63.10(a)(1, 3), because Transferee is not a foreign carrier itself and is affiliated only with foreign carriers that do not have more than a 50% market share in the international transport and local access markets in the countries they serve. Post-closing, Lumos will qualify for a presumption of non-dominance for the same reasons.

(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 that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

(p) No party is requesting streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's rules, 47 C.F.R. § 63.12(a)-(b).

IV. INFORMATION REQUIRED BY SECTION 63.04

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 to transfer indirect control of Licensees to MTN Infrastructure as specified in Commission Rule 63.04(a)(4) and 63.04(a)(6)-(12):

(a)(4) The following entities, as of their latest SEC filings, hold 10% or more of the equity in Lumos Parent, although they will not hold such interests following the Transaction:

FMR LLC (Fidelity Investments)¹⁵
82 Devonshire Street
Boston, MA 02109
Citizenship: United States (DE)
Principal Business: Investment Management
Ownership Percentage: 13.4%

The Vanguard Group¹⁶
455 Devon Park Drive
Wayne, PA 19087
Citizenship: United States (PA)
Principal Business: Investment Management
Ownership Percentage: 11.4%

¹⁵ FMR was founded and is predominantly owned by members of the Johnson family (American), whether directly or through trusts. Abigail P. Johnson is the Chief Executive Officer and President of FMR LLC and her father, Edward C. Johnson III, serves as the Chairman.

¹⁶ The Vanguard Group's shares in Lumos Parent are held through funds that the Vanguard Group owns and/or manages.

BlackRock, Inc.¹⁷
 40 East 52nd Street
 New York, NY 10022
Citizenship: United States (DE)
Principal Business: Investment Management
Ownership Percentage: 11.6%

(a)(6) A description of the proposed Transaction is set forth in Section II above.

(a)(7) Lumos Parent does not provide telecommunications services. The Licensees provide telecommunications services domestically as follows:

Licensee	Type	States Served
Lumos Telephone of Botetourt Inc.	ILEC	Virginia
Lumos Telephone Inc.	ILEC	Virginia
Lumos Networks Inc.	CLEC	Virginia
Lumos Networks of West Virginia Inc.	CLEC	Maryland, Pennsylvania, West Virginia
Lumos Networks LLC	CLEC	Kentucky, Maryland, West Virginia
FiberNet of Ohio, LLC	CLEC	Ohio
FiberNet Telecommunications of Pennsylvania, LLC	CLEC	Pennsylvania
FiberNet of Virginia, Inc.	CLEC	Virginia
LMK Communications, LLC	CLEC	Alabama, Georgia, North Carolina, South Carolina, Tennessee, Virginia

MTN Infrastructure does not provide telecommunications services. MTN Infrastructure's affiliate, Tampnet, Inc., supplies high capacity communication to offshore oil and gas installations in the Gulf of Mexico. The company owns and operates an offshore high capacity communication network, consisting of an infrastructure of fibers, radio links, WiMAX technology and

¹⁷ BlackRock, Inc. is a publicly-traded Delaware-incorporated investment management firm with one known 10 percent-or-greater shareholder, PNC Financial Services Group, Inc. See BlackRock, Inc., Registration Statement (Form S-3/A) (Feb. 1, 2017).

LTE base stations, and leases capacity in additional fiber. For further information, *see* www.tampnet.com.

(a)(8) No party is requesting streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03.

(a)(9) Through this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations in compliance with Section 63.04(b) of the Commission's rules. In addition, Lumos Media Inc. holds Commission authorization for a receive-only earth station – E060217 – which will be the subject of a separate filing consistent with the applicable FCC rules.

(a)(10) No party is requesting special consideration because it is facing imminent business failure.

(a)(11) Not applicable.

(a)(12) Public Interest Statement

Approval of this Application and the proposed Transaction is consistent with the public interest. Lumos Parent, through Licensees, has a long history of providing wireline telecommunications services in rural portions of the mid-Atlantic, growing over time into a regional provider of competitive high bandwidth services to enterprise and carrier customers via its owned fiber network.

Lumos was created in 2011 following its spin-off from NTELOS Wireless. Since that time, Lumos has become a leading fiber-based service provider in the mid-Atlantic region serving carrier, enterprise and data center customers. Lumos offers end-to-end connectivity in 24 markets in Virginia, Pennsylvania, West Virginia, Maryland, Ohio, and Kentucky. With a fiber network of 9,204 fiber route miles and 475,507 total fiber strand miles, Lumos connects 1,297

unique FTTC sites, 1,642 total FTTC connections, 36 data centers (including 7 company owned co-location facilities), 1,984 on-net buildings and approximately 3,300 total on-net locations.

Lumos continues to advance its network expansion efforts. In 2016, Lumos completed an 822-mile network expansion into the “Tidewater” area of Virginia. Earlier this year, Lumos acquired two companies in North Carolina, further extending its fiber network and data center reach. Applicants also intend to continue expanding the availability of robust broadband services to consumers in its ILEC service areas going forward. For example, Lumos has accepted the Commission’s award of Alternative Connect America Model-based support for census blocks in its two ILEC study areas. The Transaction will not disrupt Lumos’s commitments as a recipient of such support, including its compliance with the applicable build out requirements.

The Applicants anticipate that the Transaction will advance Lumos’ state-of-the-art infrastructure and permit Lumos to bring even more innovative service offerings to even more customers. Following closing, Lumos Parent will enjoy access to the financial resources and broader management expertise of MTN Infrastructure and its ultimate owners. MTN Infrastructure is well-qualified to become the new owner of Lumos Parent. As noted, MTN Infrastructure is an indirect subsidiary of EQT. Founded in Sweden in 1994, EQT is a leading alternative investments firm with approximately EUR 35 billion in raised capital across 22 funds. EQT funds have portfolio companies in Europe, Asia and the United States with total sales of more than EUR 15 billion and approximately 100,000 employees. EQT has successfully invested in several fiber-based companies abroad.

In addition, the Transaction will be seamless to customers. Given that the Transaction is only a change of ownership at the holding company level, it will not affect any of the operations or legal identities of the Licensees. After the transfer of control, Licensees will continue to

provide high-quality communications services under the Lumos brand name on reasonable terms and conditions to existing customers, and there will be no interruption of service.

Specifically, the Transaction will not cause customers to experience any changes in services, or rates, terms and conditions of service. The Licensees' existing tariffs will not be affected by the Transaction, and will remain in effect (subject to change in the ordinary course of business). Future changes, if any, in rates, terms and conditions of service will be made in accordance with applicable rules and notice requirements.¹⁸ The Applicants further intend that Lumos Parent's existing management team and personnel will remain in place, ensuring that Lumos Parent's managerial, technical and operational standards will be maintained.

V. 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 transfer of indirect ownership and control of Licensees to Transferee.

¹⁸ The Transaction does not raise any slamming concerns or necessitate compliance with procedures to notify customers prior to a carrier-to-carrier sale or transfer of subscribers as it does not involve a change in any customer's existing service provider. The customers of each Licensee will remain with their carrier and will continue to be served under such Licensee's existing authorizations. Accordingly, there are no changes in customers' preferred carrier, and no further filings or authorizations are required under the FCC's carrier selection rules, 47 C.F.R. §64.1120 *et seq.*, or under analogous state rules.

Respectfully submitted,

/s/Emily J.H. Daniels

Regina M. Keeney
Emily J.H. Daniels
LAWLER, METZGER, KEENEY & LOGAN, LLC
1717 K Street, NW, Suite 1075
Washington, DC 20006
Tel: 202-777-7700
Fax: 202-777-7763
gkeeney@lawlermetzger.com
edaniels@lawlermetzger.com

Counsel for Lumos Networks Corp.

Dated: March 2, 2017

/s/Joshua M. Bobeck

Andrew D. Lipman
Russell M. Blau
Joshua M. Bobeck
MORGAN, LEWIS & BOCKIUS LLP
1111 Pennsylvania Ave. NW
Washington, DC 20004-2541
Tel: 202-739-3000
Fax: 202-739-3001
andrew.lipman@morganlewis.com
russell.blau@morganlewis.com
joshua.bobeck@morganlewis.com

Counsel for MTN Infrastructure TopCo, Inc.

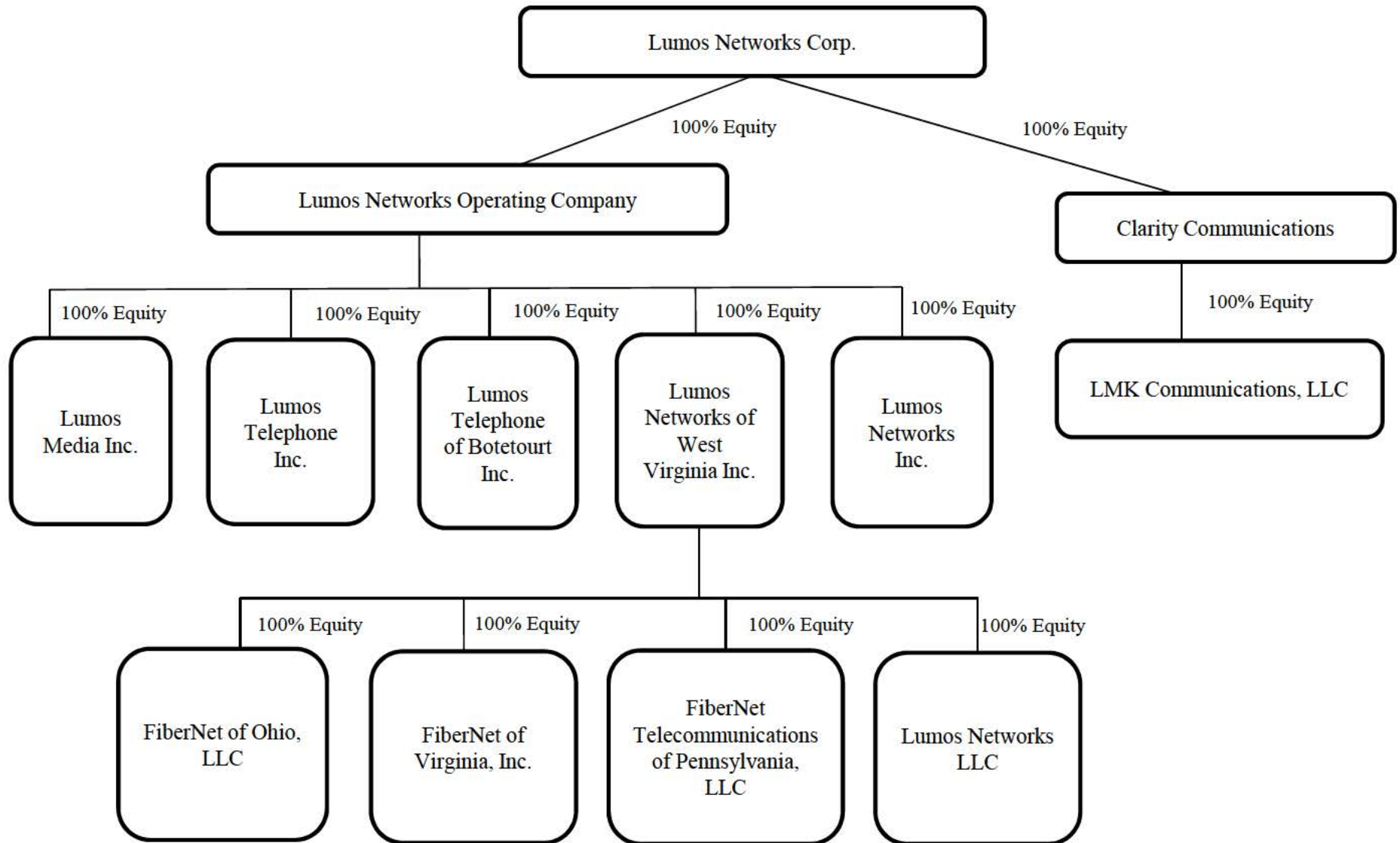
EXHIBIT A

Licensee Name	Jurisdiction of Organization	Provider Type	FRN
FiberNet of Ohio, LLC	Ohio	CLEC	0003784147
FiberNet of Virginia, Inc.	Virginia	CLEC	0014710487
FiberNet Telecommunications of Pennsylvania, LLC	Pennsylvania	CLEC	0003771045
LMK Communications, LLC	North Carolina	CLEC	0005051891
Lumos Networks Inc.	Virginia	CLEC	0003742442
Lumos Networks LLC	West Virginia	CLEC	0003771011
Lumos Networks Operating Company	Delaware	Holding Company	0020975116
Lumos Networks of West Virginia Inc.	Virginia	CLEC	0004342762
Lumos Telephone Inc.	Virginia	ILEC	0002073138
Lumos Telephone of Botetourt Inc.	Virginia	ILEC	0003775244

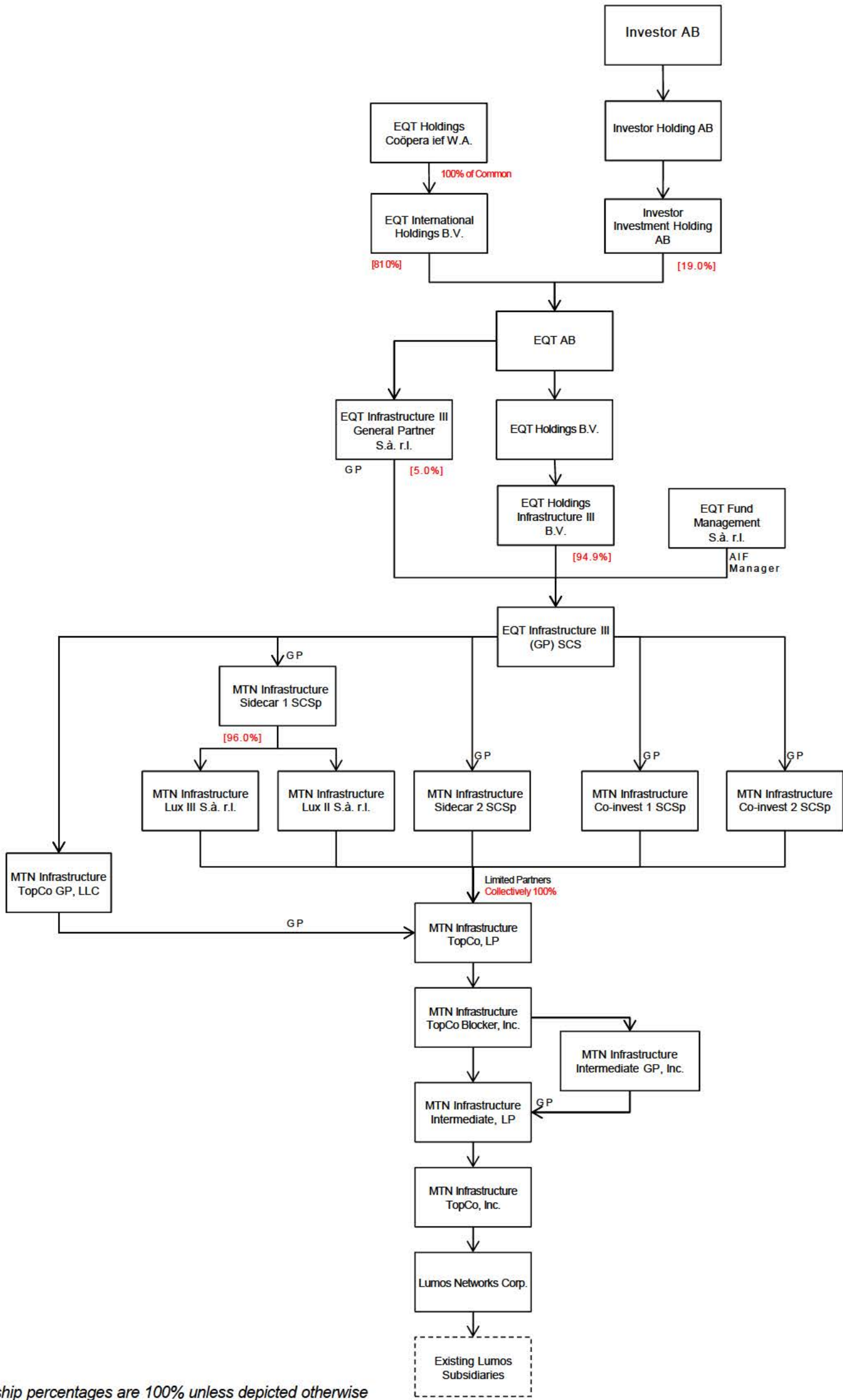
EXHIBIT B

Diagrams of the Pre- and Post-Transaction Corporate Ownership Structures

LUMOS PARENT PRE-TRANSACTION CORPORATE OWNERSHIP STRUCTURE



LUMOS PARENT POST-TRANSACTION CORPORATE OWNERSHIP STRUCTURE



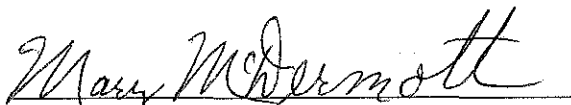
All ownership percentages are 100% unless depicted otherwise

VERIFICATIONS

VERIFICATION

I, Mary McDermott, am Senior Vice President and General Counsel of Lumos Networks Corp. ("Transferor"). I am authorized to make this Verification on behalf of Transferor and its subsidiaries including Licensees, in the foregoing Application; that the foregoing Application was prepared under my direction and supervision; and that the contents with respect to the Transferor and Licensees are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 27th day of February, 2017.

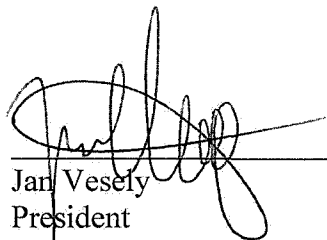
A handwritten signature in cursive script that reads "Mary McDermott". The signature is written in black ink and is positioned above a horizontal line.

Mary McDermott
Senior Vice President and General Counsel
Lumos Networks Corp.

VERIFICATION

I, Jan Vesely, am President of MTN Infrastructure Topco, Inc. (“Transferee”); that I am authorized to make this Verification on behalf of Transferee and its subsidiaries, including MTN Infrastructure Bidco, Inc., in the foregoing Application; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Transferee and MTN Infrastructure Bidco, Inc. are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 23 day of February, 2017.

A handwritten signature in black ink, appearing to read 'Jan Vesely', is written over a horizontal line. The signature is stylized and cursive.

Jan Vesely
President
MTN Infrastructure Topco, Inc.