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July 27, 2007

Via FedEx

Renee J. Jenkins, Director of Administration
Docketing Department
Public Utilities Commission of Ohio
180 E. Broad St.
Columbus, OH 43215-3793

**Re: Application of Indiana Fiber Works LLC and CII Holdco, Inc. for the
Transfer of Control of Indiana Fiber Works LLC**

Dear Ms. Jenkins:

On behalf of Indiana Fiber Works LLC and CII Holdco, Inc., enclosed for filing with the Commission are an original and seven (7) copies of the above-referenced Application.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact us.

Respectfully submitted,

Brett P Ferenchak

Andrew D. Lipman
Brett P. Ferenchak

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The Public Utilities Commission
TELECOMMUNICATIONS APPLICATION FORM

(Effective: 10/01/2004)
(Pursuant to Case Nos. 99-998-TP-COI and 99-563-TP-COI)

In the Matter of the Application of
Indiana Fiber Works LLC
and
CII Holdco, Inc.
For Approval of the Transfer of Control of
Indiana Fiber Works LLC

Case No. 07 - 869 ^{TP}~~ET~~-CIO

Name of Registrant(s) Indiana Fiber Works LLC ("IFW")
DBA(s) of Registrant(s) N/A
Address of Registrant(s) 625 East 11th Street, Indianapolis, IN 46202
Company Web Address www.ifw.com
Regulatory Contact Person(s) Joseph Sharkey, General Manager Phone (317) 524-5711 Fax (317) 524-5721
Regulatory Contact Person's Email Address joe.sharkey@imng.com
Contact Person for Annual Report John Senese, Controller Phone (317) 524-5711
Consumer Contact Information Joseph Sharkey Phone (317) 524-5711
Date: July 27, 2007 TRF Docket No. _____ - _____ - CT-TRF or _____ - TP-ACE

Motion for protective order included with filing? ☐ Yes ☒ No
Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: waiver(s) tolls any automatic timeframe]
Company Type (check all applicable): ☒ CTS (IXC) ☐ ILEC ☒ CLEC ☐ CMRS ☐ AOS
☐ Other (explain) _____

NOTE: This form must accompany all applications filed by telecommunication service providers subject to the Commission's rules promulgated in Case No. 99-998-TP-COI, as well as by ILECs filing an ARB or NAG case pursuant to the guidelines established in Case No. 96-463-TP-UNC. *It is preferable **NOT** to combine different types of filings, but if you do so, you must file under the process with the longest applicable review period.*

I. Please indicate the reason for submitting this form (check one)

- ☐ 1 (AAC) Application to Amend Certificate by a CLEC to modify Serving Area (0-day notice, 7 copies)
☐ 2 (ABN) Abandonment of all Services
☐ a. CLEC (90-day approval, 10 copies) ☐ b. CTS (14-day approval, 10 copies) ☐ c. ILEC (NOT automatic, 10 copies)
☐ 3 (ACE) New Operating Authority for providers other than CMRS (30-day approval, 7 copies); for CMRS, see item No. 15 on this page.
☐ a. Switched Local ☐ b. Non-switched local ☐ c. CTS ☐ d. Local and CTS ☐ e. Other (explain) _____
☐ 4 (ACO) LEC Application to Change Ownership (30-day approval, 10 copies)
☐ 5 (ACN) LEC Application to Change Name (30-day approval, 10 copies)
☐ 6 (AEC) Carrier-to-Carrier Contract Amendment to an agreement approved in a NAG or ARB case (30-day approval, 7 copies)
NOTE: see item 25 (CTR) on page two of this form for all other contract filings.
☐ 7 (AMT) LEC Merger (30-day approval, 10 copies)
☐ 8 (ARB) Application for Arbitration (see 96-463-TP-COI for applicable process, 10 copies)
☐ 9 (ATA) Application for Tariff Amendment for Tier 1 Services, Application to Reclassify Service Among Tiers, or Change to Non-Tier Service
☐ a. Tier 1 (and Carrier-to-Carrier tariff filings as set forth in 95-845-TP-COI)
☐ i. Pre-filing submittal (30-day pre-filing submittal with Staff and OCC; **Do Not Docket**, 4 copies)
☐ ii. New End User Service which has been preceded by a 30-day pre-filing submittal with Staff for all submittals and also with OCC for Tier 1 residential services (0-day filing, 10 copies)
☐ iii. New End User Service (NOT preceded by a 30-day filing submittal, 30-day approval, 10 copies)
☐ iv. New Carrier-to-Carrier Service which has been preceded by a 30-day pre-filing with Staff (0-day filing, 10 copies)
☐ v. Change in Terms and Conditions, textual revision, correction of error, etc. (30-day approval, 10 copies)
☐ vi. Grandfather service (30-day approval, 10 copies)
☐ vii. Initial Carrier-to-Carrier Services Tariff subsequent to ACE approval (60-day approval, 10 copies)
☐ viii. *Withdrawal of Tier 1 service must be filed as an "ATW", not an "ATA" - see item 12, below*
☐ b. Reclassification of Service Among Tiers (NOT automatic, 10 copies)
☐ c. Textual revision with no effect on rates for non-specific or non-tier service (30-day approval, 10 copies)
☐ 10 (ATC) Application to Transfer Certificate (30-day approval, 7 copies)
☐ 11 (ATR) LEC Application to Conduct a Transaction Between Utilities (30-day approval, 10 copies)
☐ 12 (ATW) Application to Withdraw a Tier 1 Service
☐ a. CLEC (60-day approval, 10 copies) ☐ b. ILEC (NOT automatic, 10 copies)
☒ 13 (CIO) Application for Change in Operations by Non-LEC Providers (0-day notice, 7 copies)

- ☐ 14 (NAG) Negotiated Interconnection Agreement Between Carriers (0-day effective, 90-day approval, 8 copies)
- ☐ 15 (RCC) For CMRS providers only to Register or to Notify of a Change in Operations (0-day notice, 7 copies)
- ☐ 16 (SLF) Self-complaint Application
 - ☐ a. CLEC only -Tier 1 (60-day automatic, 10 copies)
 - ☐ b. Introduce or increase maximum price range for Non-Specific Service Charge (60-day approval, 10 copies)
- ☐ 17 (UNC) Unclassified (explain) _____ (NOT automatic, 15 copies)
- ☐ 18 (ZTA) Tariff Notification Involving only Tier 2 Services

NOTE: Notifications do not require or imply Commission Approval.

 - ☐ a. New End User Service (0-day notice, 10 copies)
 - ☐ b. Change in Terms and Conditions, textual revision, correction of error, etc. (0-day notice, 10 copies)
 - ☐ c. Withdrawal of service (0-day notice, 10 copies)
- ☐ 19 Other (explain) _____ (NOT automatic, 15 copies)

THE FOLLOWING ARE TRF FILINGS ONLY, NOT NEW CASES (0-day notice, 3 copies)

- ☐ 20 Introduction or Extension of Promotional Offering
- ☐ 21 New Price List Rate for Existing Service
 - ☐ a. Tier 1
 - ☐ b. Tier 2
- ☐ 22 Designation of Registrant's Process Agent(s)
- ☐ 23 Update to Registrant's Maps
- ☐ 24 Annual Tariff Option For Tier 2 Services - indicate which option you intend to adopt to maintain the tariff. NOTE, changing options is only permitted once per calendar year.
 - ☐ Paper Tariff
 - ☐ Electronic Tariff. If electronic, provide the tariff's web address: _____

THE FOLLOWING ARE CTR FILINGS ONLY, NOT NEW CASES (0-day notice, 7 copies)

- ☐ 25 Application to establish, revise, or cancel an end-user contract. (NOTE: see item 6 on page 1 of this form for carrier-to-carrier contract amendments)
- CTR Docket No. _____ - _____ - TP - CTR (Use same CTR number throughout calendar year)

II. Please indicate which of the following exhibits have been filed. The numbers (corresponding to the list on page (1) and above) indicate, at a minimum, the types of cases in which the exhibit is required:

<input type="checkbox"/>	[all]	A copy of any motion for waiver of O.A.C. rule(s) associated with this filing. NOTE: the filing of a motion for waiver tolls any automatic timeframe associated with this filing. Not Applicable.
<input type="checkbox"/>	[3]	Completed Service Requirements Form.
<input type="checkbox"/>	[3, 9(vii)]	A copy of registrant's proposed tariffs. (Carrier-to-Carrier resale tariff also required if facilities-based)
<input type="checkbox"/>	[3]	Evidence that the registrant has notified the Ohio Department of Taxation of its intent to conduct operations as a telephone utility in the State of Ohio.
<input type="checkbox"/>	[3]	Brief description of service(s) proposed.
<input type="checkbox"/>	[3a-b,3d]	Explanation of whether applicant intends to provide <input type="checkbox"/> resold services, <input type="checkbox"/> facilities-based services, or <input type="checkbox"/> both resold and facilities-based services.
<input type="checkbox"/>	[3a-b,3d]	Explanation as to whether CLEC currently offers CTS services under separate CTS authority, and whether it will be including those services within its CLEC filing, or maintaining such CTS services under a separate affiliate.
<input type="checkbox"/>	[3a-b,3d]	Explanation of how the proposed services in the proposed market area are in the public interest.
<input type="checkbox"/>	[3a-b,3d]	Description of the proposed market area.
<input type="checkbox"/>	[3a-b,3d]	Description of the class of customers (e.g., residence, business) that the applicant intends to serve.
<input type="checkbox"/>	[3a-b,3d]	Documentation attesting to the applicant's financial viability, including the following: <ol style="list-style-type: none"> 1) An executive Summary describing the applicant's current financial condition, liquidity, and capital resources. Describe internally generated sources of cash and external funds available to support the applicant's operations that are the subject of this certification application. 2) Copy of financial statements (actual and pro forma income statement and a balance sheet). Indicate if financial statements are based on a certain geographical area(s) or information in other jurisdictions 3) Documentation to support the applicant's cash and funding sources.
<input type="checkbox"/>	[3a-d]	Documentation attesting to the applicant's technical and managerial expertise relative to the proposed service offering(s) and proposed service area.
<input type="checkbox"/>	[3a-d]	Documentation indicating the applicant's corporate structure and ownership.
<input type="checkbox"/>	[3a-b,3d]	Information regarding any similar operations in other states. Also, if this company has been previously certified in the State of Ohio, include that certification number.
<input type="checkbox"/>	[3a-b,3d]	Verification that the applicant will maintain local telephony records separate and apart from any other accounting records in accordance with the GAAP.
<input type="checkbox"/>	[3a-b,3d]	Verification of compliance with any affiliate transaction requirements.
<input type="checkbox"/>	[3a-b,3d]	Explanation as to whether rates are derived through (check all applicable): <input type="checkbox"/> interconnection agreement, <input type="checkbox"/> retail tariffs, or <input type="checkbox"/> resale tariffs.
<input type="checkbox"/>	[1,3a-b,3d]	Explanation as to which service areas company currently has an approved interconnection or resale agreement.
<input type="checkbox"/>	[3a-b,3d, 9a(i-iii)]	Explanation of whether applicant intends to provide Local Services which require payment in advance of

		Customer receiving dial tone.
<input type="checkbox"/>	[3a,3b,3d, 9a(i-iii)]	Tariff sheet(s) listing the services and associated charges that must be paid prior to customer receiving dial tone (if applicable).
<input type="checkbox"/>	[3a-b,3d,8]	Letters requesting negotiation pursuant to Sections 251 and 252 of the Telecommunications Act of 1996 and a proposed timeline for construction, interconnection, and offering of services to end users.
■	[3-5,7,10-11,13]	Certification from Ohio Secretary of State as to party's proper standing (domestic or foreign corporation, authorized use of fictitious name, etc.). In transfer of certificate cases, the transferee's good standing must be established. <i>A copy of IFW's Certificate of Good Standing is provided as Exhibit A.</i>
■	[3-4,7,10-11,13]	List of names, addresses, and phone numbers of officers and directors, or partners. <i>Please see Exhibit B for a list of current officers and directors.</i>
<input type="checkbox"/>	[3]	A sample copy of the customer bill and disconnection notice the applicant plans to utilize.
<input type="checkbox"/>	[1,4,9,10-13,16-21]	Copy of superseded tariff sheet(s) & price list(s), if applicable, marked as Exhibit A. <i>Not applicable. Although the transaction will result in a change of control of IFW, IFW will continue to provide service to customers under the same rates, terms, and conditions. Upon completion of the name change of IFW described in Exhibit C, IFW will file the appropriate tariff revisions.</i>
<input type="checkbox"/>	[1,4,9,10-13,16-21]	Copy of revised tariff sheets & price lists, marked as Exhibit B. <i>Not applicable. Although the transaction will result in a change of control of IFW, IFW will continue to provide service to customers under the same rates, terms, and conditions. Upon completion of the name change of IFW described in Exhibit C, IFW will file the appropriate tariff revisions.</i>
<input type="checkbox"/>	[3]	Provide a copy of any customer application form required in order to establish residential service, if applicable.
<input type="checkbox"/>	[1-2,4-7,9,12-13,16,18-23,25]	Description of and rationale for proposed tariff changes, including a complete description of the service(s) proposed or affected. Specify for each service affected whether it is <input type="checkbox"/> business; <input type="checkbox"/> residence; or <input type="checkbox"/> both. Also indicate whether it is a <input type="checkbox"/> switched or <input type="checkbox"/> dedicated service. Include this information in either the cover letter or Exhibit C. <i>Not applicable. Although the transaction will result in a change of control of IFW, IFW will continue to provide service to customers under the same rates, terms, and conditions. Upon completion of the name change of IFW described in Exhibit C, IFW will file the appropriate tariff revisions.</i>
<input type="checkbox"/>	[1,2,4,9a(v-vi), 5,10,16,18(b-c), 21]	Specify which notice procedure has been/will be utilized: <input type="checkbox"/> direct mail; <input type="checkbox"/> bill insert; <input type="checkbox"/> bill notation or <input type="checkbox"/> electronic mail. NOTE: <input type="checkbox"/> Tier 1 price list increases must be within an approved range of rates. <input type="checkbox"/> SLF Filings – Do NOT send customer notice until it has been reviewed and approved by Commission Staff
<input type="checkbox"/>	[2,4-5,9a(v), 9b, 10,12-13,16, 18(b-c),20-21]	Copy of real time notice which has been/will be provided to customers. NOTE: SLF Filings – Do NOT send customer notice until it has been reviewed and approved by Commission Staff <i>Not applicable. Although the transaction will result in a change of control of IFW, IFW will continue to provide service to customers under the same rates, terms, and conditions. This transaction will be transparent to Ohio customers except for the name change of IFW after completion of the transaction. IFW will provide its customers the appropriate notification of the name change and make the appropriate filing with the Commission.</i>
<input type="checkbox"/>	[1,2,5,9a(v),11-13, 18, 21(increase only)]	Affidavit attesting that customer notice has been provided. <i>Not applicable. Although the transaction will result in a change of control of IFW, IFW will continue to provide service to customers under the same rates, terms, and conditions. This transaction will be transparent to Ohio customers except for the name change of IFW after completion of the transaction. IFW will provide its customers the appropriate notification of the name change and make the appropriate filing with the Commission.</i>
<input type="checkbox"/>	[2,12]	Copy of Notice which has been provided to ILEC(s).
<input type="checkbox"/>	[2,12]	Listing of Assigned (NPA) NXX's where in the LECs (NPA) NXX's would be reassigned.
■	[2,4,10,12-13,]	List of Ohio exchanges specifically involved or affected. <i>The transfer of control will affect all exchanges in which IFW provides service.</i>
<input type="checkbox"/>	[14]	The interconnection agreement adopted by negotiation or mediation.
<input type="checkbox"/>	[15]	For commercial mobile radio service providers, a statement affirming that registrant has obtained all necessary federal authority to conduct operations being proposed, and that copies have been furnished by cellular, paging, and mobile companies to this Commission of Form 401, 463, and / or 489 which the applicant has filed with the Federal Communications Commission.
<input type="checkbox"/>	[15]	Exhibits must include company name, address, contact person, service description, and evidence of registration with the Ohio Secretary of State.
<input type="checkbox"/>	[24]	Affidavit that total price of contract exceeds total cost of all regulated services.
<input type="checkbox"/>	[5,13]	New title sheet with proposed new company name. <i>Not applicable. Although the transaction will result in a change of control of IFW, IFW will continue to provide service to customers under the same rates, terms, and conditions. Upon completion of the transaction, IFW will change its name. IFW will provide its customers the appropriate notification of the name change and make the appropriate filing with the Commission.</i>
<input type="checkbox"/>	[1,3,13]	For CLECs, List of Ohio Exchanges the applicant intends to serve (Use spreadsheet from: http://www.puc.state.oh.us/puco/forms/form.cfm?doc_id=357).

<input type="checkbox"/>	[1,3a-b,3d,7,10,13, 23]	<p>Maps depicting the proposed serving and calling areas of the applicant.</p> <p>If Mirroring Large ILEC exchanges for both serving area and local calling areas: • <i>Serving area</i> must be clearly reflected on an Ohio map attached to tariffs and textually described in tariffs by noting that it is reflecting a particular large ILEC/CLEC territory, and listing the involved exchanges. • <i>Local calling areas</i> must be clearly reflected on an Ohio map attached to the tariffs, and/or clearly delineated in tariffs, including a complete listing of each exchange being served and all exchanges to which local calls can be made from each of those exchanges.</p> <p>If Self-defining serving area and/or local calling area as an area other than that of the established ILEC exchange(s): • <i>Serving Area</i> must be clearly reflected on an Ohio map attached to the tariffs, and textually described in tariffs by listing the involved exchanges. • <i>Local Calling Areas</i> must be described in the tariff through textual delineation and clear maps. Maps for self-defined <u>serving and local calling areas</u> are required to be traced on United States Geological Survey topography maps. These maps are the Standard Topographic Quadrangle maps, 7.5 minute 1:24,000. <i>Not applicable.</i></p>
<input type="checkbox"/>		Other information requested by the Commission staff. <i>Attached as Exhibit C is a description of the transaction.</i>
<input type="checkbox"/>	[3]	<p>Initial certification that includes Tier 2 Services, indicate which option you intend to adopt to maintain the tariff:</p> <p><input type="checkbox"/> Paper Tariff <input type="checkbox"/> Electronic Tariff - If electronic, provide the web address for the tariff.</p>

III. Registrant hereby attests to its compliance with the following requirements in the Service Requirements Form, as well as all pertinent entries and orders issued by the Commission with respect to these issues. Further, registrant hereby affirms that it will maintain with its TRF docket an up-to-date, properly marked, copy of the Service Requirements Form available for public inspection.

MANDATORY REQUIREMENTS FOR ALL BASIC LOCAL EXCHANGE AND CTS PROVIDERS:

- ☒ Sales tax
- ☒ Minimum Telephone Service Standards (MTSS)
- ☒ Surcharges

MANDATORY REQUIREMENTS FOR ALL BASIC LOCAL EXCHANGE PROVIDERS:

- ☒ 1+ IntraLATA Presubscription

SERVICE REQUIREMENTS FOR PROVISION OF CERTAIN SERVICES (CHECK ALL APPLICABLE):

- ☐ Discounts for Persons with Communication Disabilities and the Telecommunication Relay Service [Required if toll service provided]
- ☐ Emergency Services Calling Plan [Required if toll service provided]
- ☐ Alternative Operator Service (AOS) requirements [Required for all providing AOS (including inmate services) service]
- ☒ Limitation of Liability Language [Required for all who have tariff language that may limit their liability]
- ☐ Termination Liability Language [Required for all who have early termination liability language in their tariffs]
- ☒ Service Connection Assistance (SCA) [Required for all LECs]
- ☐ Local Number Portability and Number Pooling [Required for facilities-based LECs]
- ☒ Package Language [Required for tariffs containing packages or service bundles containing both local and toll and/or non-regulated services]

IV. List names, titles, phone numbers, and addresses of those persons authorized to respond to inquiries from the Consumer Services Department on behalf of the applicant regarding end-user complaints:

The persons authorized to respond to inquiries from the Consumer Services Department on behalf of IFW is:

Joseph E. Sharkey
General Manager
Indiana Fiber Works LLC
625 East 11th Street
Indianapolis, IN 46202
(317) 524-5711 (Tel)
(317) 524-5721 (Fax)
joe.sharkey@tmng.com

To the extent this information changes following the transaction, IFW will update the Commission's records.

- V. List names, titles, phone numbers, and addresses of those persons authorized to make and/or affirm or verify filings at the Commission on behalf of the applicant:

For the Applicants:

Andrew D. Lipman
Brett P. Ferenchak
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006
(202) 373-6697 (Tel)
(202) 373-6001 (Fax)
andrew.lipman@bingham.com
brett.ferenchak@bingham.com

For CII Holdco, Inc.:

Scott E. Beer
General Counsel
CII Holdco, Inc.
2010 8th Street
Boulder, Colorado 80302
(303) 381-4664 (Tel)
(303) 226-5923 (Fax)
sbeer@ciinvestgroup.com

For Indiana Fiber Works LLC:

Joseph E. Sharkey
General Manager
Indiana Fiber Works LLC
625 East 11th Street
Indianapolis, IN 46202
(317) 524-5711 (Tel)
(317) 524-5721 (Fax)
joe.sharkey@tmng.com

NOTE: An annual report is required to be filed with the Commission by each company on an annual basis. The annual report form will be sent for completion to the address and individual(s) identified in this Section unless another address or individual is so indicated.

VI.

List Name(s), DBA(s) and PUCO Certification Number(s) of any affiliates you have operating in Ohio under PUCO authority, whether Telecommunication or other. (If needed, use a separate sheet and check here: ☐)

Indiana Fiber Works LLC does not have any affiliates operating in Ohio under PUCO authority.

VERIFICATION

I, Robert McNabb verify that I have utilized, verbatim, the Commission's Telecommunications Application Form and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.

Robt McNabb, SVP. Duly Authorized 7/25/07
*(Signature and Title) (Date)

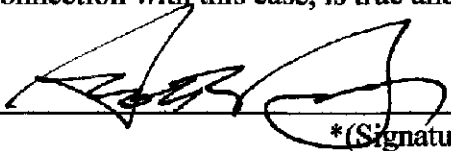
**Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

Send your completed Application Form, including all required attachments as well as the required number of copies, to:

Public Utilities Commission of Ohio
Attention: Docketing Division (or to the Telecommunications Division Chief if a prefiling submittal)
180 East Broad Street, Columbus, OH 43215-3793

VERIFICATION

I, Scott E. Beer verify that I have utilized, verbatim, the Commission's Telecommunications Application Form and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.

 GENERAL COUNSEL 7-23-07
*(Signature and Title) (Date)

**Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

Send your completed Application Form, including all required attachments as well as the required number of copies, to:

Public Utilities Commission of Ohio
Attention: Docketing Division (or to the Telecommunications Division Chief if a prefiling submittal)
180 East Broad Street, Columbus, OH 43215-3793

LIST OF EXHIBITS

Exhibit A	Certificate of Good Standing for Indiana Fiber Works LLC
Exhibit B	Officers and Directors
Exhibit C	Description of Transaction
Exhibit D	Pre- and Post-Transaction Corporate Organizational Chart

EXHIBIT A

Certificate of Good Standing for Indiana Fiber Works LLC

**United States of America
State of Ohio
Office of the Secretary of State**

I, Jennifer Brunner, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show INDIANA FIBER WORKS LLC, a New York Limited Liability Company, Registration Number 1338860, filed on September 05, 2002, is currently in FULL FORCE AND EFFECT upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 25th day of July, A.D. 2007*

A handwritten signature in black ink, appearing to read "Jennifer Brunner", written in a cursive style.

Ohio Secretary of State

Validation Number: V2007206JC9F7E

EXHIBIT B

Officers and Directors

The following individuals are the current corporate officers and directors of Indiana Fiber Works LLC:

Officers:

**Jeff Fitts, President
John Pistocchi, Assistant Secretary
Robert O. McNabb, Vice President
Tom Johnstone, Sr. Vice President**

Directors:

**Jeff Fitts
Robert O. McNabb
Tom Johnstone**

The following individuals are the current corporate officers and directors of CII Holdco, Inc.:

Officers:

**Dan Caruso, CEO
John Scarano, Vice President
Scott Beer, Secretary**

Directors:

**Dan Caruso
Dave Walrod
Gillis Cashman
Jim Fleming
John Siegel
Rob Savignol**

EXHIBIT C

Description of Transaction

Indiana Fiber Works LLC ("IFW") and CII Holdco, Inc. ("CII" or "Transferee") (together, the "Parties") hereby notify the Commission of a transaction whereby control of IFW will be transferred to CII as described more fully below. Upon completion of the transaction, IFW will change its name. In addition, upon completion of the transfer of control, IFW will participate in certain financing arrangements of CII as described more fully below.

Although the proposed transaction will result in a change in the ownership of IFW, no transfer of authorizations, assets or customers will occur as an immediate consequence of the proposed transaction. IFW will continue to provide service to its existing customers pursuant to their authorizations under the same rates, terms and conditions. Accordingly, this transaction will be transparent (except for the name change of IFW described below) to the customers of IFW.

In support of this Application, the Parties provide the following information:

I. DESCRIPTION OF THE PARTIES

A. Indiana Fiber Works LLC

IFW is a limited liability company formed on November 19, 2002 under the laws of the State of New York. IFW is a wholly owned subsidiary of General Electric Capital Corporation ("GE"). IFW primarily provides dark fiber access for private networks and customer-operated wholesale and retail telecommunication networks. IFW also provide interstate high-capacity telecommunications services for enterprise customers and carriers and other network providers. Specifically, IFW provides telecommunications services in Indiana and dark fiber services in Illinois, Indiana, and Ohio.

In Ohio, IFW is authorized to provide competitive telecommunications services pursuant to Certificate No. 90-6084 issued in Case No. 02-2413-CT-ACE on October 23, 2002. In addition, IFW is authorized by the Federal Communications Commission to provide interstate and international services.

B. CII Holdco, Inc.

CII is a Delaware corporation that is wholly owned by Communications Infrastructure Investments, LLC ("CII-Parent" and together with CII, the "Company"), a Delaware limited liability company. CII and CII-Parent have a principal office located at 2010 8th Street, Boulder, Colorado 80302. The Company was recently organized to acquire and support long-term development of fiber-based bandwidth solutions-oriented businesses. The purchase of IFW advances that the business plan. The Company has the technical, managerial, and financial qualifications to acquire control of IFW. The Company is operated by a highly qualified management team, all of whom have extensive backgrounds in the telecommunications industry.

II. DESCRIPTION OF THE TRANSFER OF CONTROL

GE, IFW and CII entered into a Purchase Agreement dated as of July 20, 2007 (the "Agreement") whereby CII will purchase from GE all of the membership interests in IFW (the "Transaction"). As a result, CII will acquire direct control of IFW. For the Commission's convenience, pre- and post-transaction corporate structure charts are provided as Exhibit D. Immediately following the consummation of the proposed transaction, IFW will continue to offer service with no change in the rates or terms and conditions of service. Within 30 days of the completion of the Transaction, IFW will change its name to a name to be selected by CII in the

near future.¹ Therefore, the transfer of control of IFW will be seamless and transparent (except for the name change) to customers.

III. PUBLIC INTEREST STATEMENT

The Parties submit that the Transaction described herein will serve the public interest. The proposed transaction will provide IFW access to CII's substantial technical and management expertise and financial resources. These benefits are expected to strengthen the ability of IFW to expand its offerings and provide more advanced telecommunications services to a broader customer base. The Parties expect that the proposed acquisition will enable IFW to strengthen its competitive positions to the benefit of consumers and the telecommunications marketplace.

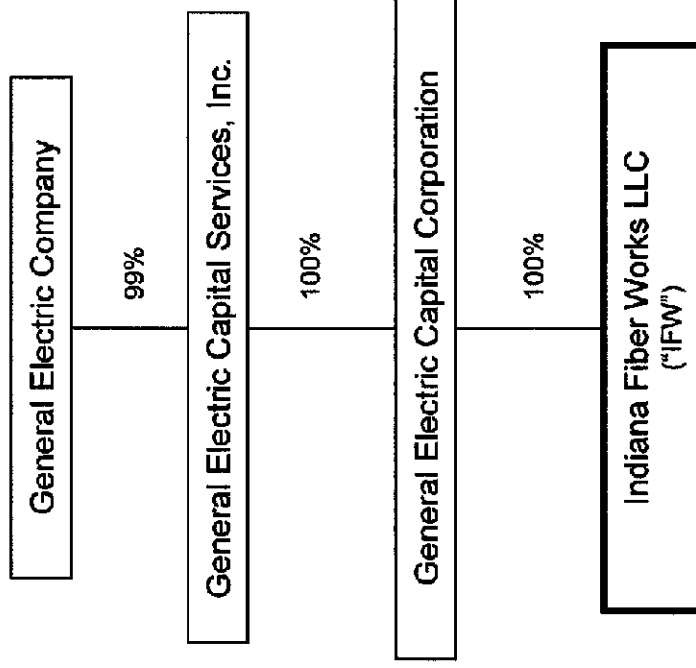
Further, the Transaction will be conducted in a manner that will be transparent (except for IFW's name change) to customers of IFW. The transfer of control of the IFW will not result in a change of carrier for customers or any assignment of authorizations. Following consummation of the proposed Transaction, the IFW will continue to provide high-quality communications services to their customers without interruption and without immediate change in rates, terms or conditions.

¹ Upon completion of the transfer of control of IFW and the subsequent name change, IFW will file an application requesting that its certificate be amended to reflect its new name. In addition, IFW will provide its customers at least 30 days prior notice of the name change.

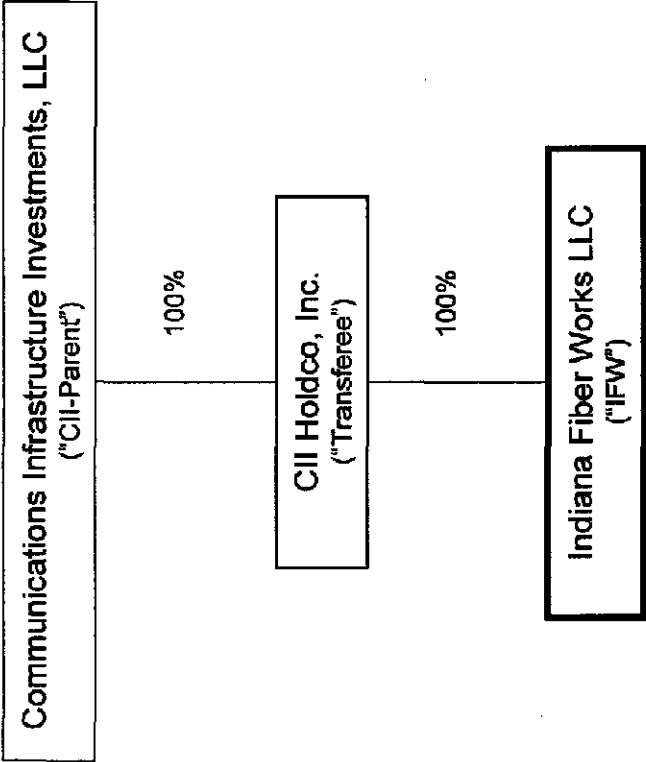
EXHIBIT D

Pre- and Post-Transaction Corporate Organizational Chart

Pre-Transaction Corporate Structure of IFW



Post Transaction Corporate Structure of IFW



STATE OF CONNECTICUT

§
§
§

COUNTY OF FAIRFIELD

VERIFICATION

I, Robert McNabb, state that I am the Vice President of Indiana Fiber Works LLC; that I am authorized to make this Verification on behalf of Indiana Fiber Works LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to Indiana Fiber Works LLC are true and correct to the best of my knowledge, information, and belief.

Robert McNabb

Robert McNabb
Vice President
Indiana Fiber Works LLC

Sworn and subscribed before me this 25th day of July, 2007.

Mary E. Procaccini
Notary Public

My commission expires 04/30/2010

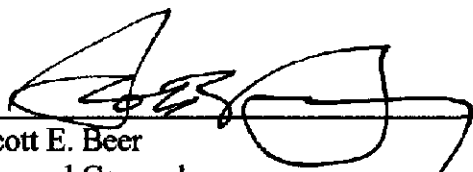
MARY E. PROCACCINI
NOTARY PUBLIC
MY COMMISSION EXPIRES APR. 30, 2010

STATE OF COLORADO
COUNTY OF BOULDER

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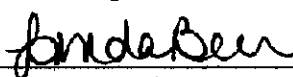
VERIFICATION

I, Scott E. Beer, state that I am the General Counsel of CII Holdco, Inc.; that I am authorized to make this Verification on behalf of CII Holdco, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to CII Holdco, Inc. are true and correct to the best of my knowledge, information, and belief.



Scott E. Beer
General Counsel
CII Holdco, Inc.

Sworn and subscribed before me this 23rd day of July, 2007.



Notary Public *LINDA BEER*

My commission expires 6-8-2011