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Washington, DC 20006-3402

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July 29, 2009

Public Utilities Commission of Ohio
180 East Broad Street
Columbus, OH 43215-3793

Re: Notice of Indirect Transfer of Control of NextG Networks of NY, Inc. – Case No.
09-661-TP-CIO

Dear Sir or Madam:

Enclosed please find an original and ten (10) copies of NextG Networks of NY, Inc.'s ("NextG") notice to the Commission of NextG's pending indirect transfer of control. Please note that tariff pages are not included as required by the Telecommunications Application Form for Routine Proceedings ("the Form"), because NextG's tariffs will not change as a result of the pending transaction. Similarly, customer notice information as required by the Form and by the Commission's supplemental filing requirements for 4901:1-6-14 O.A.C. filings¹ are not included here, because NextG has no customers in Ohio.

An extra copy of this filing is enclosed. Please date-stamp and return this additional copy in the self-addressed envelope included with this filing. If you have any questions, please do not hesitate to contact me.

Very truly yours,

Davis Wright Tremaine LLP

Robert Morgan
Counsel for Comcast Business Communications, LLC

Enclosure

¹ The additional requirements are listed in a document available on the Commission's website at:
http://www.puco.ohio.gov/emplibrary/files/util/TelecomFiles/4901x1-6-14_Filing_Requirements.pdf.

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business
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The Public Utilities Commission of Ohio
TELECOMMUNICATIONS APPLICATION FORM for ROUTINE PROCEEDINGS
(Effective: 01/18/2008)

In the Matter of the Application of NextG Networks of NY, Inc.)
to Transfer Control to New Investors)
))
))

TRF Docket No. 90-_____
Case No. 09 - 661 - **TP** - CIO
NOTE: Unless you have reserved a Case # or are filing a Contract,
leave the "Case No" fields BLANK.

Name of Registrant(s) NextG Networks of NY, Inc.
DBA(s) of Registrant(s) NextG Networks East
Address of Registrant(s) 2216 O'Toole Avenue, San Jose, CA 95131
Company Web Address www.nextgnetworks.net
Regulatory Contact Person(s) Robert L. Delsman Phone (510) 845-9681 Fax (510) 845-7135
Regulatory Contact Person's Email Address rdelsman@nextgnetworks.net
Contact Person for Annual Report Anthony Rodriguez Phone (408) 954-1580
Address (if different from above) same
Consumer Contact Information Anthony Rodriguez Phone (408) 954-1580
Address (if different from above) same
Motion for protective order included with filing? ☐ Yes ☒ No
Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: Waivers may toll any automatic timeframe.]

Section I – Pursuant to Chapter 4901:11-6 OAC – Part I – Please indicate the Carrier Type and the reason for submitting this form by checking the boxes below. CMRS providers: Please see the bottom of Section II.

NOTES: (1) For requirements for various applications, see the identified section of Ohio Administrative Code Section 4901 and/or the supplemental application form noted.

(2) Information regarding the number of copies required by the Commission may be obtained from the Commission's web site at www.puco.ohio.gov under the docketing information system section, by calling the docketing division at 614-466-4095, or by visiting the docketing division at the offices of the Commission.

Carrier Type <input type="checkbox"/> Other (explain below)	<input type="checkbox"/> ILEC	<input type="checkbox"/> CLEC	<input checked="" type="checkbox"/> CTS	<input type="checkbox"/> AOS/IOS
Tier 1 Regulatory Treatment				
Change Rates within approved Range	<input type="checkbox"/> TRF <u>1-6-04(B)</u> (0 day Notice)	<input type="checkbox"/> TRF <u>1-6-04(B)</u> (0 day Notice)		
New Service, expanded local calling area, correction of textual error	<input type="checkbox"/> ZTA <u>1-6-04(B)</u> (0 day Notice)	<input type="checkbox"/> ZTA <u>1-6-04(B)</u> (0 day Notice)		
Change Terms and Conditions, Introduce non-recurring service charges	<input type="checkbox"/> ATA <u>1-6-04(B)</u> (Auto 30 days)	<input type="checkbox"/> ATA <u>1-6-04(B)</u> (Auto 30 days)		
Introduce or Increase Late Payment or Returned Check Charge	<input type="checkbox"/> ATA <u>1-6-04(B)</u> (Auto 30 days)	<input type="checkbox"/> ATA <u>1-6-04(B)</u> (Auto 30 days)		
Business Contract	<input type="checkbox"/> CTR <u>1-6-17</u> (0 day Notice)	<input type="checkbox"/> CTR <u>1-6-17</u> (0 day Notice)		
Withdrawal	<input type="checkbox"/> ATW <u>1-6-12(A)</u> (Non-Auto)	<input type="checkbox"/> ATW <u>1-6-12(A)</u> (Auto 30 days)		
Raise the Ceiling of a Rate	Not Applicable	<input type="checkbox"/> SLF <u>1-6-04(B)</u> (Auto 30 days)		
Tier 2 Regulatory Treatment				
Residential - Introduce non-recurring service charges	<input type="checkbox"/> TRF <u>1-6-05(E)</u> (0 day Notice)	<input type="checkbox"/> TRF <u>1-6-05(E)</u> (0 day Notice)		
Residential - Introduce New Tariffed Tier 2 Service(s)	<input type="checkbox"/> TRF <u>1-6-05(C)</u> (0 day Notice)	<input type="checkbox"/> TRF <u>1-6-05(C)</u> (0 day Notice)	<input type="checkbox"/> TRF <u>1-6-05(C)</u> (0 day Notice)	
Residential - Change Rates, Terms and Conditions, Promotions, or Withdrawal	<input type="checkbox"/> TRF <u>1-6-05(E)</u> (0 day Notice)	<input type="checkbox"/> TRF <u>1-6-05(E)</u> (0 day Notice)	<input type="checkbox"/> TRF <u>1-6-05(E)</u> (0 day Notice)	
Residential - Tier 2 Service Contracts	<input type="checkbox"/> CTR <u>1-6-17</u> (0 day Notice)	<input type="checkbox"/> CTR <u>1-6-17</u> (0 day Notice)	<input type="checkbox"/> CTR <u>1-6-17</u> (0 day Notice)	
Commercial (Business) Contracts	Not Filed	Not Filed	Not Filed	1
Business Services (see "Other" below)	Detariffed	Detariffed	Detariffed	
Residential & Business Toll Services (see "Other" below)	Detariffed	Detariffed	Detariffed	

Section I – Part II – Certificate Status and Procedural

Certificate Status	ILEC	CLEC	CTS	AOS/IOS
Certification (See Supplemental ACE form)		<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)
Add Exchanges to Certificate	<input type="checkbox"/> ATA 1-6-09(C) (Auto 30 days)	<input type="checkbox"/> AAC 1-6-10(F) (0 day Notice)	CLECs must attach a current CLEC Exchange Listing Form	
Abandon all Services - With Customers	<input type="checkbox"/> ABN 1-6-11(A) (Non-Auto)	<input type="checkbox"/> ABN 1-6-11(A) (Auto 90 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)
Abandon all Services - Without Customers		<input type="checkbox"/> ABN 1-6-11(A) (Auto 30 days)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)
Change of Official Name (See below)	<input type="checkbox"/> ACN 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ACN 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Change in Ownership (See below)	<input type="checkbox"/> ACO 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ACO 1-6-14(B) (Auto 30 days)	<input checked="" type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Merger (See below)	<input type="checkbox"/> AMT 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> AMT 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Transfer a Certificate (See below)	<input type="checkbox"/> ATC 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ATC 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Transaction for transfer or lease of property, plant or business (See below)	<input type="checkbox"/> ATR 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ATR 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Procedural				
Designation of Process Agent(s)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)

Section II – Carrier to Carrier (Pursuant to 4901:1-7), CMRS and Other

Carrier to Carrier	ILEC	CLEC		
Interconnection agreement, or amendment to an approved agreement	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)		
Request for Arbitration	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)		
Introduce or change c-t-c service tariffs,	<input type="checkbox"/> ATA 1-7-14 (Auto 30 day)	<input type="checkbox"/> ATA 1-7-14 (Auto 30 day)		
Introduce or change access service pursuant to 07-464-TP-COI	<input type="checkbox"/> ATA (Auto 30 day)			
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC 1-7-04 or (Non-Auto) 1-7-05	<input type="checkbox"/> UNC 1-7-04 or (Non-Auto) 1-7-05		
Pole attachment changes in terms and conditions and price changes.	<input type="checkbox"/> UNC 1-7-23(B) (Non-Auto)	<input type="checkbox"/> UNC 1-7-05 (Non-Auto)		
CMRS Providers See 4901:1-6-15	<input type="checkbox"/> RCC [Registration & Change in Operations] (0 day)		<input type="checkbox"/> NAG [Interconnection Agreement or Amendment] (Auto 90 days)	
Other* (explain) _____				

*NOTE: During the interim period between the effective date of the rules and an Applicant's Detariffing Filing, changes to existing business Tier 2 and all toll services, including the addition of new business Tier 2 and all new toll services, will be processed as 0-day TRF filings, and briefly described in the "Other" section above.

All Section I and II applications that result in a change to one or more tariff pages require, at a minimum, the following exhibits. Other exhibits may be required under the applicable rule(s).

ACN, ACO, AMT, ATC, ATR and CIO applications see the 4901:1-6-14 Filing Requirements on the Commission's Web Page for a complete list of exhibits.

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s)
B	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin.
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s).

Section III. – Attestation

Registrant hereby attests to its compliance with pertinent entries and orders issued by the Commission.

AFFIDAVIT

Compliance with Commission Rules and Service Standards

I am an officer/agent of the applicant corporation, _____, and am authorized to make this statement on its
(Name) _____ behalf.

I attest that these tariffs comply with all applicable rules, including the Minimum Telephone Service Standards (MTSS) Pursuant to Chapter 4901:1-5 OAC for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules, including the Minimum Telephone Service Standards, as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the state of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio.

I declare under penalty of perjury that the foregoing is true and correct. N/A no change in tariff

Executed on (Date) _____ at (Location) _____

*(Signature and Title) _____

(Date) _____

- *This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

VERIFICATION

I, T. Scott Thompson

verify that I have utilized the Telecommunications Application Form for Routine Proceedings provided by the Commission 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.

*(Signature and Title) _____

Counsel for NextG

(Date) July 29, 2009

**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
180 East Broad Street, Columbus, OH 43215-3793**

Or

Make such filing electronically as directed in Case No 06-900-AU-WVR

EXHIBIT A

Tariff Pages

This requirement is inapplicable to the proposed transaction; tariffs will not change as a result of the transfer.

EXHIBIT B

Tariff Changes Subject to Change

This requirement is inapplicable to the proposed transaction; tariffs will not change as a result of the transfer.

EXHIBIT C

Description of the nature of the change(s), the intent of the change(s), and the customers affected

NextG Networks of NY, Inc. d/b/a NextG Networks East ("NextG"), hereby provides notice to the Commission of a transaction whereby majority ownership of NextG Networks, Inc. ("Parent"), the ultimate parent corporation of NextG, will be transferred to new investors.

I. DESCRIPTION OF NEXTG

NextG is a Delaware corporation whose sole stock holder is Parent, NextG Networks, Inc., a Delaware corporation. NextG and Parent have a principal business address at 2216 O'Toole Ave, San Jose, California 95131. Parent is an unregulated holding company whose operating subsidiaries, including NextG, design, permit, build, own, operate and manage Distributed Antenna System (DAS) networks. NextG provides telecommunications services using those DAS networks, primarily Radio Frequency transport and backhaul telecommunications services, primarily to commercial mobile radio service providers.

NextG is authorized to provide telecommunications services in Ohio pursuant to a Certificate of Public Convenience and Necessity approved by the Ohio Public Utilities Commission on March 21, 2005.

II. DESCRIPTION OF THE TRANSACTION

Parent and Nodes Merger Corp. ("Nodes") have entered into a Merger Agreement and Plan ("Merger Agreement") as of May 15, 2009. The Merger Agreement contemplates the merger of Nodes into Parent, with Parent continuing as the surviving corporation (the "Transaction"). Following consummation of the Transaction, (i) the current stockholders of Parent will cease to own a majority of the outstanding shares of Parent's capital stock, (ii) investment funds affiliated with Madison Dearborn Partners, LLC ("Madison Dearborn") will collectively own approximately 61% of the outstanding shares of Parent's capital stock, and (iii) Accel Growth Fund L.P. and its affiliates ("Accel") will collectively own approximately 14% of the outstanding shares of Parent's capital stock. No other stockholder of Parent will own 10% or more of the outstanding shares of Parent's capital stock. The parties anticipate consummating the merger on or about August 31, 2009, subject to the receipt of the required regulatory approval, among other things.

While NextG does not currently serve any customers in Ohio, after the Transaction, NextG will provide the same products and services as it does at present, at the same rates and on the same terms and conditions, pursuant to the same telecommunications authorizations, and without changes to any billing protocol. The Transaction will not result in any loss or impairment of service to NextG's customers, and the Commission will use the same contact information for inquiries or other communications with NextG. Indeed, NextG does not anticipate any change in management or operational personnel as a result of the Transaction, thus maintaining the managerial and technical expertise of NextG and its Parent. Therefore, the transfer of control of NextG will be seamless and transparent to customers in Ohio, and will not affect NextG's obligations or the Commission's rights under the Certificate.

EXHIBIT D

Customer Notice

NextG has no customers in the state of Ohio. Therefore, NextG will not provide notice to customers in Ohio.

EXHIBIT E

NextG's Officers and Directors

Officers

John B. Geoges, PhD, Chairman, CEO and Co-founder 2216 O-Toole Avenue San Jose, CA 95131 (P): (510) 845-9681	David Cutrer, PhD, CTO and Co-founder 2216 O-Toole Avenue San Jose, CA 95131 (P): (510) 845-9681
Randall Bambrough, CFO 2216 O-Toole Avenue San Jose, CA 95131 (P): (510) 845-9681	Robert L. Delsman, Esq, VP Government Relations and Regulatory Affairs 2216 O-Toole Avenue San Jose, CA 95131 (P): (510) 845-9681
Lawrence Doherty, Senior VP, Corporate Development 2216 O-Toole Avenue San Jose, CA 95131 (P): (510) 845-9681	Kurt Gastrock, Senior VP, Sales & Business Development Eastern Region 2216 O-Toole Avenue San Jose, CA 95131 (P): (510) 845-9681
Bo Piekarski, VP, Product Management and Marketing 2216 O-Toole Avenue San Jose, CA 95131 (P): (510) 845-9681	Todd Schultz, Senior VP, Operations 2216 O-Toole Avenue San Jose, CA 95131 (P): (510) 845-9681
Hab Siam, General Counsel 2216 O-Toole Avenue San Jose, CA 95131 (P): (510) 845-9681	

Board of Directors

Scott Chou, Gabriel Venture Partners 2216 O-Toole Avenue San Jose, CA 95131 (P): (510) 845-9681	David Cutrer, PhD, CTO and Co-founder 2216 O-Toole Avenue San Jose, CA 95131 (P): (510) 845-9681
John B. Georges, PhD, Chairman, CEO and Co-founder 2216 O-Toole Avenue San Jose, CA 95131 (P): (510) 845-9681	Scot B. Jarvis, Oak Investment Partners 2216 O-Toole Avenue San Jose, CA 95131 (P): (510) 845-9681
Josh Revitz, Bay Harbour Management 2216 O-Toole Avenue San Jose, CA 95131 (P): (510) 845-9681	David B. Walrod 2216 O-Toole Avenue San Jose, CA 95131 (P): (510) 845-9681

EXHIBIT F

NextG's Certificates from the Ohio Secretary of State and Certificates of Good Standing



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
02/09/2005	200504001768	FOREIGN LICENSE/FOR-PROFIT (FLF)	125.00	100.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

C.T. CORPORATION SYSTEM
17 S. HIGH STREET
COLUMBUS, OH 43215

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, J. Kenneth Blackwell**1517732**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

NEXTG NETWORKS OF NY, INC.

and, that said business records show the filing and recording of:

Document(s)

FOREIGN LICENSE/FOR-PROFIT

Document No(s):

200504001768

Authorization to transact business in Ohio is hereby given, until surrender, expiration or cancellation of this license.



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

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 9th day of February, A.D.
2005.

J. Kenneth Blackwell
Ohio Secretary of State



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
02/09/2005	200504001766	FICTITIOUS NAME/ORIGINAL FILING (NFO)	50.00	100.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

C.T. CORPORATION SYSTEM
17 S. HIGH STREET
COLUMBUS, OH 43215

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, J. Kenneth Blackwell**1517736**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

NEXTG NETWORKS EAST

and, that said business records show the filing and recording of:

Document(s)

FICTITIOUS NAME/ORIGINAL FILING

Expiration Date: 02/09/2010

Document No(s):

200504001766

NEXTG NETWORKS OF NY, INC.
1759 S MAIN ST SUITE 128
MILPITAS, CA 95035



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

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 9th day of February, A.D.
2005.

J. Kenneth Blackwell
Ohio Secretary of State

**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 NEXTG NETWORKS OF NY, INC., a Delaware corporation, having qualified to do business within the State of Ohio on February 09, 2005 under License No. 1517732 is currently in GOOD STANDING upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 29th day of July, A.D. 2009*

A handwritten signature in cursive script, reading "Jennifer Brunner".

Ohio Secretary of State

Validation Number: V2009210J42504

**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 a Report of Use of Fictitious Name of NEXTG NETWORKS EAST, Registration Number 1517736, filed in this office on February 09, 2005, filed by Nextg Networks Of Ny, Inc., 1759 S Main St Suite 128, Milpitas, CA 95035, under article 1329.01 of the Ohio Revised Code, and 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 29th day of July, A.D. 2009*

A handwritten signature in cursive script, appearing to read "Jennifer Brunner".

Ohio Secretary of State