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June 4, 2010

Renee Jenkins  
Secretary of the Commission  
Ohio Public Utilities Commission  
180 East Broad Street  
Columbus, Ohio 43215-3793

**RE: Joint Application of ALEC, Inc. and SinglePipe Communications, Inc. For Transfer of Control to Integrated Broadband Services, LLC  
Case No. 10-731-TP-ACO**

Dear Ms. Jenkins,

Please find attached a Telecommunications Application Form for Routine Proceedings ("Application") filed on behalf of ALEC, Inc. ("ALEC") in connection with the transfer of control of ALEC's parent company SinglePipe Communications, Inc. to Integrated Broadband Services, LLC. In support of the Application, and pursuant to the Commission's filing requirements for 4901:1-6-14 OAC filings, ALEC provides the following:

## **DESCRIPTION OF APPLICANTS**

### **A. ALEC, Inc.**

ALEC is a Kentucky corporation with its principal place of business at 250 W. Main St., Suite 1920, Lexington, KY 40507, and is a wholly-owned subsidiary of SinglePipe Communications, Inc. ALEC is a facilities-based local exchange carrier, as defined by 47 U.S.C. § 153(26), and is authorized to provide local exchange services in certain exchanges in Butler, Clermont and Hamilton Counties, and competitive telecommunications services throughout Ohio, pursuant to its Certificate Number 90-9324, Case No. 06-332-TP-ACE. ALEC currently has one business customer in Ohio, and has no residential customers.

### **B. SinglePipe Communications, Inc.**

SinglePipe is a Kentucky corporation with its principal place of business at 11492 Bluegrass Parkway, Louisville, KY 40299, and is the direct parent of ALEC. SinglePipe is not a regulated telecommunications entity in this or any other state, and has no affiliates or subsidiaries, other than ALEC, that are regulated telecommunications entities.

### **C. Integrated Broadband Services, LLC**

IBBS is a limited liability corporation with its principal place of business at 200 Chastain Center Blvd, Suite 200, Kennesaw, GA 30144. IBBS is a leading provider of operational support software and back office services deployed by cable and broadband operators internationally. Its majority shareholder is Pamlico Capital ("Pamlico") (formerly Wachovia Capital Partners ("WCP")), who made its initial platform investment in IBBS in 2007, followed by equity financing for the add-on acquisition of Parasun in 2008.

Pamlico has been the principal investing arm of Wachovia Corporation, a division of Wells Fargo Corporation. Since the group's inception in 1988, Pamlico has invested \$3.8 billion of private equity capital in over 200 companies. Over the last 20 years, Pamlico (by its predecessor WCP) has developed experience in communications and technology services. Relevant current investments include: NewWave Communications, a mid-tier cable MSO; Lighttower, a provider of fiber optic networks in the Northeast; Hosting.com, a managed hosting and datacenter service provider; and Nuvox, a national CLEC, in addition to IBBS.

IBBS is not a regulated telecommunications entity in this or any other state, and has no affiliates or subsidiaries that are regulated telecommunications entities.

### **DESCRIPTION OF TRANSACTION**

Pursuant to a Letter of Intent to Purchase signed on June 4, 2010 ("LOI"), IBBS and SinglePipe contemplate a transaction in which IBBS will acquire 100% of the equity interests in SinglePipe, while SinglePipe shareholders will receive membership interests in IBBS Holdings, LLC, IBBS's parent company ("IBBS Holdings"). As a result of the transaction, SinglePipe will become a direct, wholly-owned subsidiary of IBBS, and ALEC an indirect subsidiary of IBBS.<sup>1</sup> ALEC will, however, remain a direct, wholly-owned subsidiary of SinglePipe, and in fact will continue to operate as ALEC, offering the same rates, terms and conditions of service in Ohio. Accordingly, the transaction will be transparent to existing and prospective customers, and the general public, in Ohio.<sup>2</sup>

IBBS is the optimal partner for SinglePipe and its customers and stakeholders. This synergy stems from (i) the similarities in customer bases served, focused on broadband service providers and consumers, (ii) the complementary product and technology offering associated with the VoIP business, and (iii) the service-focused cultures shared by both companies. As

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<sup>1</sup> The transaction contemplates that ALEC (and SinglePipe) will be converted from a corporation ("Inc.") to a limited liability company ("LLC"). In the event that the transaction is completed as planned, ALEC will immediately submit all the necessary regulatory filings with the Commission to reflect the conversion from ALEC, Inc. to ALEC, LLC.

<sup>2</sup> ALEC respectfully requests that the Commission acknowledge that the transfer of control of ALEC's parent SinglePipe to IBBS will be transparent to existing and potential customers, and thus, that any customer notice requirement be deemed unnecessary in this particular case in order to avoid customer confusion.

discussed further below, IBBS' strategic acquisition of SinglePipe and its ALEC affiliate will enhance IBBS' business strategy and position in the market, in addition to stabilizing ALEC's financial and operational standing in Ohio.

## **PUBLIC INTEREST CONSIDERATIONS**

The Applicants submit that the acquisition of SinglePipe and its subsidiary ALEC by IBBS will serve the public interest. The proposed transaction is not expected to affect the day-to-day operations of ALEC or adversely affect the services currently provided by it. ALEC will continue to provide service to its existing business customer without interruption, consistent with its existing tariffs and applicable law. Specifically, the transaction will not involve a change in the entity actually providing regulated services in Ohio, nor will it change any of the rates, terms or conditions of such service, and there will be no detrimental change in customer service. All existing tariffs, if any, will remain in place. Accordingly, this transaction will be transparent to ALEC's customer in Ohio, as well as the general public.

Although the transaction will not involve any changes to ALEC's significant managerial resources, the proposed transaction furthers the public interest as the depth of ALEC's current management team will be strengthened by the combination of management expertise and experience provided by IBBS. ALEC's current managerial team has over 100 combined years of experience in the telecommunications industry, and IBBS will only enhance this expertise. ALEC's existing officers and directors will remain the same, as will the customer and regulatory contacts for ALEC.

Furthermore, the transaction will significantly enhance ALEC's access to financial resources. As noted above, IBBS has access to the vast financial resources of its majority shareholder, Pamlico, as well as Pamlico's parent entities Wachovia Corporation and Wells Fargo. This will, in turn, stabilize the financial standing of ALEC and its parent SinglePipe, ensure ALEC's continued operation and provision of telecommunications services in Ohio, and preserve competition in the telecommunications market for many years. The continued operation of ALEC in Ohio is clearly in the public interest.

In sum, the proposed transaction will strengthen the ability of ALEC to compete and to offer enhanced telecommunications services within Ohio. The proposed transaction will place ALEC in a better position to continue to provide and expand service offerings to existing and potential customers. The proposed transaction will not have a detrimental effect on, or result in a material change in, the services provided to ALEC's existing customer in Ohio.

ALEC submits that the information provided herein demonstrates that the public interest, convenience and necessity will be served by the expeditious grant of the Application. ALEC respectfully requests that the Commission expeditiously pass this Application for automatic 30-day approval of the transfer of control of ALEC to IBBS, and whatever further relief that the

Renee Jenkins  
June 4, 2010  
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Commission deems appropriate to authorize the consummation of the Transaction described herein.

If you have any questions, please do not hesitate to contact me at (202) 973-4279 or via email at [brianhurh@dwt.com](mailto:brianhurh@dwt.com).

Sincerely,

A handwritten signature in black ink, appearing to read "B. Hurh", with a long horizontal stroke extending to the right.

Brian J. Hurh  
*Counsel for ALEC, Inc.*

Enclosures

**The Public Utilities Commission of Ohio**  
**TELECOMMUNICATIONS APPLICATION FORM for ROUTINE PROCEEDINGS**  
**(Effective: 01/18/2008)**

In the Matter of the Application of ALEC, Inc. ) TRF Docket No. 90-\_\_\_\_\_  
 For Transfer of Control to Integrated Broadband Services, ) Case No. **10 - 731 -TP - ACO**  
 LLC ) NOTE: Unless you have reserved a Case # or are filing a Contract,  
 ) leave the "Case No" fields BLANK.

Name of Registrant(s) ALEC, Inc.  
 DBA(s) of Registrant(s) \_\_\_\_\_  
 Address of Registrant(s) 250 W. Main St., Suite 1920, Lexington, KY 40507  
 Company Web Address \_\_\_\_\_  
 Regulatory Contact Person(s) Mark Hayes Phone (859) 721-4224 Fax (859) 721-4201  
 Regulatory Contact Person's Email Address mhayes@alec.net  
 Contact Person for Annual Report Mark Hayes Phone same  
 Address (if different from above) \_\_\_\_\_  
 Consumer Contact Information Mark Hayes Phone same  
 Address (if different from above) \_\_\_\_\_  
 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](http://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 checked="" type="checkbox"/> CLEC	<input checked="" type="checkbox"/> CTS	<input type="checkbox"/> AOS/IOS
<b>Tier 1 Regulatory Treatment</b>				
Change Rates within approved Range	<input type="checkbox"/> TRF 1-6-04(B) (0 day Notice)	<input type="checkbox"/> TRF 1-6-04(B) (0 day Notice)		
New Service, expanded local calling area, correction of textual error	<input type="checkbox"/> ZTA 1-6-04(B) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-04(B) (0 day Notice)		
Change Terms and Conditions, Introduce non-recurring service charges	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)		
Introduce or Increase Late Payment or Returned Check Charge	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)		
Business Contract	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)		
Withdrawal	<input type="checkbox"/> ATW 1-6-12(A) (Non-Auto)	<input type="checkbox"/> ATW 1-6-12(A) (Auto 30 days)		
Raise the Ceiling of a Rate	Not Applicable	<input type="checkbox"/> SLF 1-6-04(B) (Auto 30 days)		
<b>Tier 2 Regulatory Treatment</b>				
Residential - Introduce non-recurring service charges	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)		
Residential - Introduce New Tariffed Tier 2 Service(s)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	
Residential - Change Rates, Terms and Conditions, Promotions, or Withdrawal	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	
Residential - Tier 2 Service Contracts	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	
Commercial (Business) Contracts	Not Filed	Not Filed	Not Filed	
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 <u>1-6-10</u> (Auto 30 days)	<input type="checkbox"/> ACE <u>1-6-10</u> (Auto 30 days)	<input type="checkbox"/> ACE <u>1-6-10</u> (Auto 30 days)
Add Exchanges to Certificate	<input type="checkbox"/> ATA <u>1-6-09(C)</u> (Auto 30 days)	<input type="checkbox"/> AAC <u>1-6-10(F)</u> (0 day Notice)	CLECs must attach a current CLEC Exchange Listing Form	
Abandon all Services - With Customers	<input type="checkbox"/> ABN <u>1-6-11(A)</u> (Non-Auto)	<input type="checkbox"/> ABN <u>1-6-11(A)</u> (Auto 90 day)	<input type="checkbox"/> ABN <u>1-6-11(B)</u> (Auto 14 day)	<input type="checkbox"/> ABN <u>1-6-11(B)</u> (Auto 14 day)
Abandon all Services - Without Customers		<input type="checkbox"/> ABN <u>1-6-11(A)</u> (Auto 30 days)	<input type="checkbox"/> ABN <u>1-6-11(B)</u> (Auto 14 day)	<input type="checkbox"/> ABN <u>1-6-11(B)</u> (Auto 14 day)
Change of Official Name (See below)	<input type="checkbox"/> ACN <u>1-6-14(B)</u> (Auto 30 days)	<input type="checkbox"/> ACN <u>1-6-14(B)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-14(A)</u> (0 day Notice)	<input type="checkbox"/> CIO <u>1-6-14(A)</u> (0 day Notice)
Change in Ownership (See below)	<input type="checkbox"/> ACO <u>1-6-14(B)</u> (Auto 30 days)	<input checked="" type="checkbox"/> ACO <u>1-6-14(B)</u> (Auto 30 days)	<input checked="" type="checkbox"/> CIO <u>1-6-14(A)</u> (0 day Notice)	<input type="checkbox"/> CIO <u>1-6-14(A)</u> (0 day Notice)
Merger (See below)	<input type="checkbox"/> AMT <u>1-6-14(B)</u> (Auto 30 days)	<input type="checkbox"/> AMT <u>1-6-14(B)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-14(A)</u> (0 day Notice)	<input type="checkbox"/> CIO <u>1-6-14(A)</u> (0 day Notice)
Transfer a Certificate (See below)	<input type="checkbox"/> ATC <u>1-6-14(B)</u> (Auto 30 days)	<input type="checkbox"/> ATC <u>1-6-14(B)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-14(A)</u> (0 day Notice)	<input type="checkbox"/> CIO <u>1-6-14(A)</u> (0 day Notice)
Transaction for transfer or lease of property, plant or business (See below)	<input type="checkbox"/> ATR <u>1-6-14(B)</u> (Auto 30 days)	<input type="checkbox"/> ATR <u>1-6-14(B)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-14(A)</u> (0 day Notice)	<input type="checkbox"/> CIO <u>1-6-14(A)</u> (0 day Notice)
<b>Procedural</b>				
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 <u>1-7-07</u> (Auto 90 day)	<input type="checkbox"/> NAG <u>1-7-07</u> (Auto 90 day)		
Request for Arbitration	<input type="checkbox"/> ARB <u>1-7-09</u> (Non-Auto)	<input type="checkbox"/> ARB <u>1-7-09</u> (Non-Auto)		
Introduce or change c-t-c service tariffs,	<input type="checkbox"/> ATA <u>1-7-14</u> (Auto 30 day)	<input type="checkbox"/> ATA <u>1-7-14</u> (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 <u>1-7-04 or 1-7-05</u> (Non-Auto)	<input type="checkbox"/> UNC <u>1-7-04 or 1-7-05</u> (Non-Auto)		
Pole attachment changes in terms and conditions and price changes.	<input type="checkbox"/> UNC <u>1-7-23(B)</u> (Non-Auto)	<input type="checkbox"/> UNC <u>1-7-05</u> (Non-Auto)		
<b>CMRS Providers</b> 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)	
<b>Other*</b> (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	ALEC Ohio Secretary of State
B	ALEC Certificate of Good Standing
C	A short description of the nature of the transaction, the intent of the transaction, and the customers affected.
D	Names, addresses and phone numbers of officers and directors of ALECe

EXHIBIT A

ALEC OHIO SECRETARY OF STATE CERTIFICATION



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
05/09/2005	200512901772	FOREIGN LICENSE/FOR-PROFIT (FLF)	125.00	.00	.00	.00	.00

**Receipt**

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

ALEC, INC.  
250 W MAIN ST  
STE 1920  
LEXINGTON, KY 40507

# STATE OF OHIO CERTIFICATE

Ohio Secretary of State, J. Kenneth Blackwell

1540214

It is hereby certified that the Secretary of State of Ohio has custody of the business records for  
ALEC, INC.

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

Document(s)

FOREIGN LICENSE/FOR-PROFIT

Document No(s):

200512901772

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 4th day of May, A.D.  
2005.

*J. Kenneth Blackwell*  
Ohio Secretary of State



EXHIBIT B

ALEC CERTIFICATE OF GOOD STANDING

**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 ALEC, INC., a Kentucky corporation, having qualified to do business within the State of Ohio on May 04, 2005 under License No. 1540214 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 28th day of May, A.D. 2010*

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

**Ohio Secretary of State**

**Validation Number: V2010148MBB5DC**

## EXHIBIT C

### SHORT DESCRIPTION OF THE NATURE OF THE TRANSACTION, THE INTENT OF THE TRANSACTION, AND THE CUSTOMERS AFFECTED

#### **The Parties**

##### **A. ALEC, Inc.**

ALEC is a Kentucky corporation with its principal place of business at 250 W. Main St., Suite 1920, Lexington, KY 40507, and is a wholly-owned subsidiary of SinglePipe Communications, Inc. ALEC is a facilities-based local exchange carrier, as defined by 47 U.S.C. § 153(26), and is authorized to provide local exchange services in certain exchanges in Butler, Clermont and Hamilton Counties, and competitive telecommunications services throughout Ohio, pursuant to its Certificate Number 90-9324, Case No. 06-332-TP-ACE. ALEC currently has one business customer in Ohio, and has no residential customers.

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##### **C. Integrated Broadband Services, LLC**

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Capital Partners (“WCP”)), who made its initial platform investment in IBBS in 2007, followed by equity financing for the add-on acquisition of Parasun in 2008.

Pamlico has been the principal investing arm of Wachovia Corporation, a division of Wells Fargo Corporation. Since the group’s inception in 1988, Pamlico has invested \$3.8 billion of private equity capital in over 200 companies. Over the last 20 years, Pamlico (by its predecessor WCP) has developed experience in communications and technology services. Relevant current investments include: NewWave Communications, a mid-tier cable MSO; Lighttower, a provider of fiber optic networks in the Northeast; Hosting.com, a managed hosting and datacenter service provider; and Nuvox, a national CLEC, in addition to IBBS.

IBBS is not a regulated telecommunications entity in this or any other state, and has no affiliates or subsidiaries that are regulated telecommunications entities.

## **The Transaction**

Pursuant to a Letter of Intent to Purchase signed on June 4, 2010 (“LOI”), IBBS and SinglePipe contemplate a transaction in which IBBS will acquire 100% of the equity interests in SinglePipe, while SinglePipe shareholders will receive membership interests in IBBS Holdings, LLC, IBBS’s parent company (“IBBS Holdings”). As a result of the transaction, SinglePipe will become a direct, wholly-owned subsidiary of IBBS, and ALEC an indirect subsidiary of IBBS.<sup>1</sup> ALEC will, however, remain a direct, wholly-owned subsidiary of SinglePipe, and in fact will continue to operate as ALEC, offering the same rates, terms and conditions of service in Ohio.

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<sup>1</sup> The transaction contemplates that ALEC (and SinglePipe) will be converted from a corporation (“Inc.”) to a limited liability company (“LLC”). In the event that the transaction is completed as planned, ALEC will immediately submit all the necessary regulatory filings with the Commission to reflect the conversion from ALEC, Inc. to ALEC, LLC.

Accordingly, the transaction will be transparent to existing and prospective customers, and the general public, in Ohio.<sup>2</sup>

IBBS is the optimal partner for SinglePipe and its customers and stakeholders. This synergy stems from (i) the similarities in customer bases served, focused on broadband service providers and consumers, (ii) the complementary product and technology offering associated with the VoIP business, and (iii) the service-focused cultures shared by both companies. As discussed further below, IBBS' strategic acquisition of SinglePipe and its ALEC affiliate will enhance IBBS' business strategy and position in the market, in addition to stabilizing ALEC's financial and operational standing in Ohio.

The Applicants submit that the acquisition of SinglePipe and its subsidiary ALEC by IBBS will serve the public interest. The proposed transaction is not expected to affect the day-to-day operations of ALEC or adversely affect the services currently provided by it. ALEC will continue to provide service to its existing business customer without interruption, consistent with its existing tariffs and applicable law. Specifically, the transaction will not involve a change in the entity actually providing regulated services in Ohio, nor will it change any of the rates, terms or conditions of such service, and there will be no detrimental change in customer service. All existing tariffs, if any, will remain in place. Accordingly, this transaction will be transparent to ALEC's customer in Ohio, as well as the general public.

Although the transaction will not involve any changes to ALEC's significant managerial resources, the proposed transaction furthers the public interest as the depth of ALEC's current management team will be strengthened by the combination of management expertise and experience provided by IBBS. ALEC's current managerial team has over 100 combined years of

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<sup>2</sup> ALEC respectfully requests that the Commission acknowledge that the transfer of control of ALEC's parent SinglePipe to IBBS will be transparent to existing and potential customers, and thus, that any customer notice requirement be deemed unnecessary in this particular case in order to avoid customer confusion.

experience in the telecommunications industry, and IBBS will only enhance this expertise. ALEC's existing officers and directors will remain the same, as will the customer and regulatory contacts for ALEC.

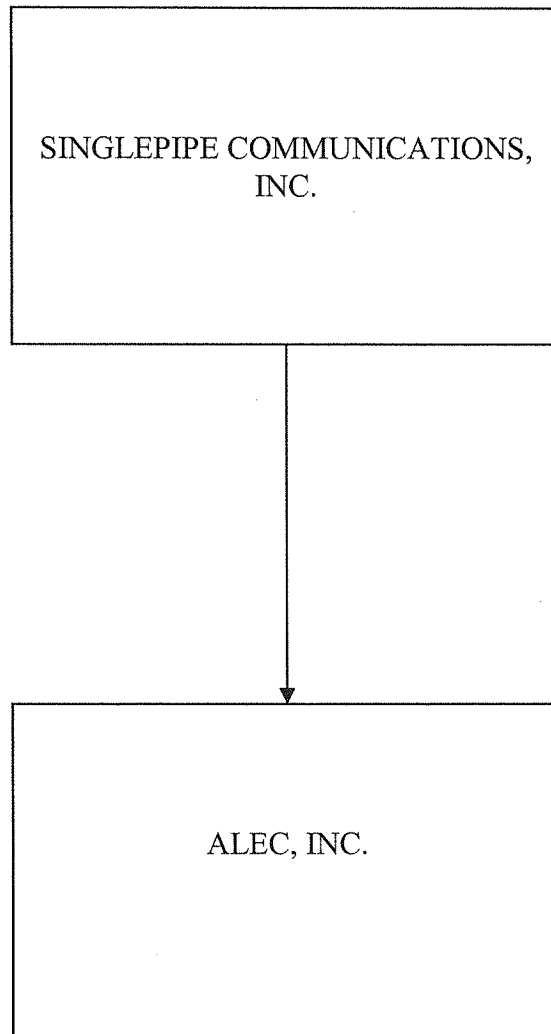
Furthermore, the transaction will significantly enhance ALEC's access to financial resources. As noted above, IBBS has access to the vast financial resources of its majority shareholder, Pamlico, as well as Pamlico's parent entities Wachovia Corporation and Wells Fargo. This will, in turn, stabilize the financial standing of ALEC and its parent SinglePipe, ensure ALEC's continued operation and provision of telecommunications services in Ohio, and preserve competition in the telecommunications market for many years. The continued operation of ALEC in Ohio is clearly in the public interest.

In sum, the proposed transaction will strengthen the ability of ALEC to compete and to offer enhanced telecommunications services within Ohio. The proposed transaction will place ALEC in a better position to continue to provide and expand service offerings to existing and potential customers. The proposed transaction will not have a detrimental effect on, or result in a material change in, the services provided to ALEC's existing customer in Ohio.

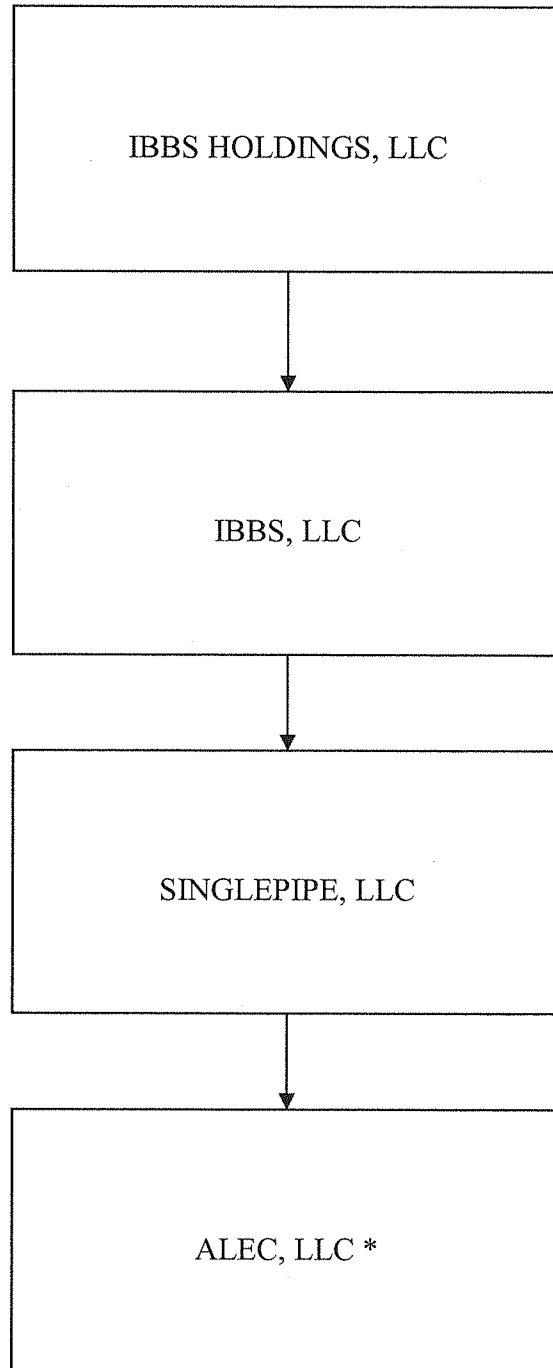
For the Commission's convenience, **pre- and post-transaction organizational charts** are attached.

ALEC further and respectfully requests that the Commission acknowledge that the transfer of control of ALEC's parent SinglePipe to IBBS will be transparent to existing and potential customers, and thus, that any customer notice requirement be deemed unnecessary in this particular case in order to avoid customer confusion.

**Pre-Transaction Organizational Chart**



**Post-Transaction Organizational Chart**



\* As noted in Exhibit C, the proposed transaction contemplates that ALEC (and SinglePipe) will be converted from a corporation ("Inc.") to a limited liability company ("LLC"). In the event that the transaction is completed as planned, ALEC will immediately submit all the necessary regulatory filings with the Commission to reflect the conversion from ALEC, Inc. to ALEC, LLC.



## EXHIBIT D

### ALEC OFFICERS

ALEC's officers can be contacted at:

11492 Bluegrass Parkway  
Louisville, KY 40299  
P: (502) 805-4100  
F: (502) 267-7233

#### **Jeff Carr**

##### **Chief Executive Officer**

Jeff Carr is chief executive officer of SinglePipe, Inc. Appointed to this position in 2009, Jeff brings to SinglePipe extensive technology and business experience he gained in various roles as entrepreneur, operator and consultant. Prior to joining the SinglePipe team, he was a partner in Accenture's Global Technology Consulting practice. He also served as chief operations officer at Zoomtown, a subsidiary of Cincinnati Bell Inc. where he ran day-to-day business of the high-speed Internet and data services for the company. Jeff holds a bachelor of science and business administration degree from the Ohio State University.

#### **Cynthia Carpenter**

##### **President and Chief Operating Officer**

Cynthia Carpenter joined SinglePipe in 2009 and oversees a broad range of corporate functions including sales, marketing, product management and business operations. She also holds responsibility for overall profitability (P&L) of the SinglePipe product and service suite. Prior to joining the company, she was principal of Wheelhouse Strategies, an integrated marketing communications firm. Before founding the consultancy, she was vice president of business operations and marketing at Level 3 Communications. Cynthia has also held a number of executive positions with Cablevision, High Speed Access, Time Warner Cable and Starz Entertainment Group. She is a graduate of Cornell University and holds a master of business administration from Boston University.

#### **Scott Edelen**

##### **Chief Financial Officer**

Scott Edelen brings more than 17 years experience in corporate accounting and finance to SinglePipe as chief financial officer. Scott spent the last nine years of his career in the CLEC and wireless industries. He most recently served as a business financial manager at Level 3 Communications in Louisville, Ken. Prior to that he was finance director at Powertel PCS Wireless in Louisville, Ken. Scott began his career as the Corporate Controller for Royal Oak Charcoal, Inc. in Atlanta. He is a 1989 graduate of the University of Kentucky with a bachelor of science degree in accounting.

**Mark Hayes****Senior Vice President of CLEC Operations**

Mark Hayes has more than two decades of ILEC/CLEC operations experience that he brings to his role at SinglePipe. He was founder, co-owner and president of CLEC services for WISPNET LLC and ALEC, Inc. As a CLEC and ISP, ALEC provided voice, data, DSL, long distance and special access throughout a nine-state area. Prior to ALEC/WISPNET, Mark was director of CLEC operations for DURO Communications based in Orlando, Fla. Prior to that, Mark was operations manager for Xspedius Networks and ACSI Inc. where he designed, developed and maintained CLEC networks. In addition, Mark has held technical positions with independent telephone companies and Siemens, Inc.

STATE OF KENTUCKY :

: ss.

COUNTY OF JEFFERSON :

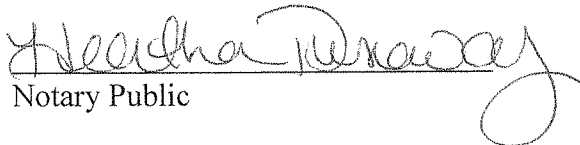
### VERIFICATION

I, Scott Edelen, am Chief Financial Officer of SinglePipe Communications, Inc., and am authorized to represent it and its subsidiary, ALEC, Inc. and to make this verification on their behalf; I state that the foregoing was prepared under my direction and supervision; and that the statements in the foregoing with respect to SinglePipe and ALEC are true and correct to the best of my knowledge, information, and belief.



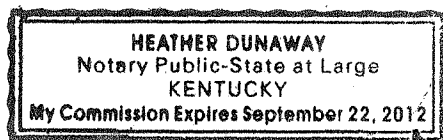
Scott Edelen  
ALEC, Inc.  
Chief Financial Officer

Sworn and subscribed before me this 1<sup>st</sup> day of June, 2010.



Notary Public

My commission expires: September 22, 2012

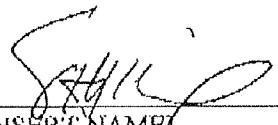


STATE OF [STATE] :

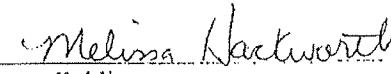
COUNTY OF [COUNTY] : ss.  
:

**VERIFICATION**

I, DAVID KELLY am CEO of Integrated Broadband Services, LLC, and am authorized to represent it and to make this verification on its behalf; I state that the foregoing was prepared under my direction and supervision; and that the statements in the foregoing document with respect to IBBS are true and correct to the best of my knowledge, information, and belief.

  
\_\_\_\_\_  
[INSERT NAME]  
Integrated Broadband Services  
[INSERT TITLE]

Sworn and subscribed before me this 4<sup>th</sup> day of June, 2010.

  
\_\_\_\_\_  
Notary Public  
My commission expires: September 5, 2012

**This foregoing document was electronically filed with the Public Utilities**

**Commission of Ohio Docketing Information System on**

**6/4/2010 5:18:42 PM**

**in**

**Case No(s). 10-0731-TP-ACO**

Summary: Application Joint Application of ALEC, Inc. and SinglePipe Communications, Inc. for Transfer of Control to Integrated Broadband Services, LLC electronically filed by Mr. Brian J Hurh on behalf of ALEC, INC and Integrated Broadband Services, LLC