27

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Writer's Contact Information
(614) 458-9792
kathy.milenkovski@steptoe-johnson.com

July 30, 2010

FILE

10-1063-TP-ACO

Ohio Public Utilities Commission
Attention: Docketing Division
180 East Broad Street
Columbus, OH 43215

Re: Application of FiberNet of Ohio, LLC to Transfer Ownership and Control

Dear Sir or Madam:

Enclosed please find an original and ten (10) copies of the above referenced application to transfer ownership and control (ACO) of FiberNet of Ohio, LLC.

Should you have any questions, please contact me at (614) 458-9792.

Very truly yours,

Kathy Milenkovski

Kathy Milenkovski

RECEIVED-DOCKETING DIV
2010 JUL 30 PM 4:02
PUCO

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.
Technician SB Date Processed 7/30/10

5361262

The Public Utilities Commission of Ohio

TELECOMMUNICATIONS APPLICATION FORM for ROUTINE PROCEEDINGS

(Effective: 01/18/2008)

In the Matter of the Application of FiberNet of Ohio, LLC)
to Transfer Ownership and Control)
)
)

TRF Docket No. 90-902
Case No. __ - ___ -TP - ___
NOTE: Unless you have reserved a Case # or are filing a Contract, leave the "Case No" fields BLANK.

Name of Registrant(s) FiberNet of Ohio, LLC
DBA(s) of Registrant(s) _____
Address of Registrant(s) 1200 Greenbrier Street, Charleston, WV 25311
Company Web Address www.wvfibernet.net
Regulatory Contact Person(s) Steven Hamula Phone 304-720-2159 Fax 304-720-2121
Regulatory Contact Person's Email Address shamula@wvfibernet.net
Contact Person for Annual Report Steven Hamula Phone 304-720-2159
Address (if different from above) _____
Consumer Contact Information Margaret Guthrie Phone 304-720-1615
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.puc.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.

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2010 JUN 30 PM 4:02
PUCO

Carrier Type ☐ Other (explain below)	☐ ILEC	☒ CLEC	☐ CTS	☐ AMS/IOS
Tier 1 Regulatory Treatment				
Change Rates within approved Range	☐ TRF 1-6-04(B) (0 day Notice)	☐ TRF 1-6-04(B) (0 day Notice)		
New Service, expanded local calling area, correction of textual error	☐ ZTA 1-6-04(B) (0 day Notice)	☐ ZTA 1-6-04(B) (0 day Notice)		
Change Terms and Conditions, Introduce non-recurring service charges	☐ ATA 1-6-04(B) (Auto 30 days)	☐ ATA 1-6-04(B) (Auto 30 days)		
Introduce or Increase Late Payment or Returned Check Charge	☐ ATA 1-6-04(B) (Auto 30 days)	☐ ATA 1-6-04(B) (Auto 30 days)		
Business Contract	☐ CTR 1-6-17 (0 day Notice)	☐ CTR 1-6-17 (0 day Notice)		
Withdrawal	☐ ATW 1-6-12(A) (Non-Auto)	☐ ATW 1-6-12(A) (Auto 30 days)		
Raise the Ceiling of a Rate	Not Applicable	☐ SLF 1-6-04(B) (Auto 30 days)		
Tier 2 Regulatory Treatment				
Residential - Introduce non-recurring service charges	☐ TRF 1-6-05(E) (0 day Notice)	☐ TRF 1-6-05(E) (0 day Notice)		
Residential - Introduce New Tariffed Tier 2 Service(s)	☐ TRF 1-6-05(C) (0 day Notice)	☐ TRF 1-6-05(C) (0 day Notice)	☐ TRF 1-6-05(C) (0 day Notice)	
Residential - Change Rates, Terms and Conditions, Promotions, or Withdrawal	☐ TRF 1-6-05(E) (0 day Notice)	☐ TRF 1-6-05(E) (0 day Notice)	☐ TRF 1-6-05(E) (0 day Notice)	
Residential - Tier 2 Service Contracts	☐ CTR 1-6-17 (0 day Notice)	☐ CTR 1-6-17 (0 day Notice)	☐ 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)		☐ ACE 1-6-10 (Auto 30 days)	☐ ACE 1-6-10 (Auto 30 days)	☐ ACE 1-6-10 (Auto 30 days)
Add Exchanges to Certificate	☐ ATA 1-6-09(C) (Auto 30 days)	☐ AAC 1-6-10(F) (0 day Notice)	CLECs must attach a current CLEC Exchange Listing Form	
Abandon all Services - With Customers	☐ ABN 1-6-11(A) (Non-Auto)	☐ ABN 1-6-11(A) (Auto 90 day)	☐ ABN 1-6-11(B) (Auto 14 day)	☐ ABN 1-6-11(B) (Auto 14 day)
Abandon all Services - Without Customers		☐ ABN 1-6-11(A) (Auto 30 days)	☐ ABN 1-6-11(B) (Auto 14 day)	☐ ABN 1-6-11(B) (Auto 14 day)
Change of Official Name *(See below)*	☐ ACN 1-6-14(B) (Auto 30 days)	☐ ACN 1-6-14(B) (Auto 30 days)	☐ CIO 1-6-14(A) (0 day Notice)	☐ CIO 1-6-14(A) (0 day Notice)
Change in Ownership *(See below)*	☐ ACO 1-6-14(B) (Auto 30 days)	☒ ACO 1-6-14(B) (Auto 30 days)	☐ CIO 1-6-14(A) (0 day Notice)	☐ CIO 1-6-14(A) (0 day Notice) (
Merger *(See below)*	☐ AMT 1-6-14(B) (Auto 30 days)	☐ AMT 1-6-14(B) (Auto 30 days)	☐ CIO 1-6-14(A) (0 day Notice)	☐ CIO 1-6-14(A) (0 day Notice)
Transfer a Certificate *(See below)*	☐ ATC 1-6-14(B) (Auto 30 days)	☐ ATC 1-6-14(B) (Auto 30 days)	☐ CIO 1-6-14(A) (0 day Notice)	☐ CIO 1-6-14(A) (0 day Notice)
Transaction for transfer or lease of property, plant or business *(See below)*	☐ ATR 1-6-14(B) (Auto 30 days)	☐ ATR 1-6-14(B) (Auto 30 days)	☐ CIO 1-6-14(A) (0 day Notice)	☐ CIO 1-6-14(A) (0 day Notice)
Procedural				
Designation of Process Agent(s)	☐ TRF (0 day Notice)	☐ TRF (0 day Notice)	☐ TRF (0 day Notice)	☐ 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	☐ NAG 1-7-07 (Auto 90 day)	☐ NAG 1-7-07 (Auto 90 day)		
Request for Arbitration	☐ ARB 1-7-09 (Non-Auto)	☐ ARB 1-7-09 (Non-Auto)		
Introduce or change c-t-c service tariffs,	☐ ATA 1-7-14 (Auto 30 day)	☐ ATA 1-7-14 (Auto 30 day)		
Introduce or change access service pursuant to 07-464-TP-COI	☐ ATA (Auto 30 day)			
Request rural carrier exemption, rural carrier supension or modifiction	☐ UNC 1-7-04 or (Non-Auto) 1-7-05	☐ UNC 1-7-04 or (Non-Auto) 1-7-05		
Pole attachment changes in terms and conditions and price changes.	☐ UNC 1-7-23(B) (Non-Auto)	☐ UNC 1-7-05 (Non-Auto)		
CMRS Providers See 4901:1-6-15	☐ RCC [Registration & Change in Operations] (0 day)		☐ 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) N/A
B	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin. N/A
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). N/A

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, FiberNet of Ohio, LLC (Name), and am authorized to make this statement on its 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.

Executed on (Date) 7/29/10 at (Location) Rochester, NY

*(Signature and Title) Asst Secretary (Date) 7/29/10

- *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, Adam Michael

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) Asst Secretary (Date) 7/29/10

**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

Verification

I, Adam Michael state that I am the Asst Secretary of FiberNet of Ohio, LLC, ("the Company") and that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my directions and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

Ad Michael
Name

Sworn and subscribed before me on this 29th day of July, 2010

DAVID P. LEVE
Notary Public, State of New York
No. 02LE5069303
Qualified in Monroe County
Commission Expires Nov. 25, 2010

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, Mary McDermott (Name), and am authorized to make this statement on its 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.

Executed on (Date) 7/28/10 at (Location) 401 Spring Lane, Waynesboro, VA 22980

*(Signature and Title) Mary McDermott, SVP Senior Vice President (Date) 7/28/10

- *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, Mary McDermott

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) Mary McDermott, Senior Vice President (Date) 7/28/10

**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

Verification

I, Mary McDermott, state that I am the Senior Vice President-Legal and Regulatory Affairs of NTELOS Inc., ("the Company") and that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my directions and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

Mary McDermott

Sworn and subscribed before me on this 28th day of July, 2010

Notary Public

SUSAN R. SWEET
NOTARY PUBLIC
MY COMMISSION NUMBER 287137
COMMONWEALTH OF VIRGINIA

My commission expires 5/31/12

Attachments to Application Form

- Certification from Ohio Secretary of State
- Certificate of Good Standing from Ohio Secretary of State
- Description of the Parties
- Description of Transaction, including Public Interest Concerns
- Pre-and Post-Transaction Corporate Organization and Maps of Coverage Areas
- Post-Closing List of Officers and Directors
- Contact information

	DATE	DOCUMENT NO	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
1.	4/28/2000	200011700493	LCA ARTICLES OF ORGANIZATION/DOM. LIMITED LIABILITY C	85.00	10.00	0.00	0.00	0.00
			TOTAL	85.00	10.00	0.00	0.00	0.00

Return To:
FIBERNET OF OHIO, LLC
ATTN D L MAYER
222 RICHMOND ST STE 206
PROVIDENCE, RI 02903-0000

cut along the dotted line

The State of Ohio
Certificate

Secretary of State - J. Kenneth Blackwell

1150950

It is hereby certified that the Secretary of State of Ohio has custody of the business records for FIBERNET OF OHIO, LLC and that said business records show the filing and recording of:

Document(s)	Document No(s):
ARTICLES OF ORGANIZATION/DOM. LIMITED LIABILITY CO	200011700493

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 25th day of April, A.D. 2000

J. Kenneth Blackwell
Secretary of State

Prescribed by **J. Kenneth Blackwell**

Please obtain fee amount and mailing instructions from the **Forms Inventory List** (using the 3 digit form # located at the bottom of this form). To obtain the **Forms Inventory List** or for assistance, please call Customer Service:
Central Ohio: (614)-466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

Expedite this form
☐ Yes

ARTICLES OF ORGANIZATION

(Under Section 1705.04 of the Ohio Revised Code)
Limited Liability Company

The undersigned, desiring to form a limited liability Company, under Chapter *1705* of the *Ohio Revised Code*, do hereby state the following:

FIRST: The name of said limited liability company shall be: FiberNet of Ohio, LLC

(the name must include the words "limited liability company", "limited", "Ltd.", "Ltd.", "LLC", or "L.L.C.")

SECOND: This limited liability company shall exist for a period of December 31, 2060, unless sooner dissolved.

THIRD: The address to which interested persons may direct requests for copies of any operating agreement and any bylaws of this limited liability company is:

211 Broad Street
(street address or post office box)

Charleston, WV 25301
(city, village, or township) (state) (zip code)

☐ Please check this box if additional provisions are attached hereto

Provisions attached hereto are incorporated herein and made a part of these articles of organization.

J. Kenneth Blackwell

Secretary of State

FOURTH: Purpose (optional)

IN WITNESS WHEREOF, we have hereunto subscribed our names on April 18, 2000
(date)

Signed
Name: David L. Mayer

Signed
Name:

Signed
Name:

Signed
Name:

Signed
Name:

Signed
Name:

Signed
Name:

Signed
Name:

Signed
Name:

Signed
Name:

(If insufficient space for all signatures, please attach a separate sheet containing additional signatures)

J. Kenneth Blackwell

Prescribed by:
J. Kenneth Blackwell
Secretary of State
30 East Broad St. 14th Floor
Columbus, Ohio 43266-0418

ORIGINAL APPOINTMENT OF AGENT

(for limited liability company)

The undersigned, being at least a majority of the members of FiberNet of Ohio, LLC (name of limited liability company), hereby appoint CT Corporation System (name of agent) to be the agent upon whom any process, notice or demand required or permitted by statute to be served upon the limited liability company may be served. The complete address of the agent is:

1300 East 9th Street
(street address P.O. Boxes are not acceptable)
Cleveland, Ohio 44114
(city, village, township) (zip)

By: [signature] (authorized member, manager, or representative)
Name: David L. Mayer

By: _____ (authorized member, manager, or representative)
Name: _____

By: _____ (authorized member, manager, or representative)
Name: _____

By: _____ (authorized member, manager, or representative)
Name: _____

By: _____ (authorized member, manager, or representative)
Name: _____

By: _____ (authorized member, manager, or representative)
Name: _____

ACCEPTANCE OF APPOINTMENT

The undersigned, named herein as the statutory agent for FiberNet of Ohio, LLC (name of limited liability company) hereby acknowledges and accepts the appointment of agent for said limited liability Company.

Lauren H. Kreatz
(Agent's signature)

LAUREN H. KREATZ,
SPECIAL ASSISTANT SECRETARY

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 FIBERNET OF OHIO, LLC, an Ohio Limited Liability Company, Registration Number 1150950, was organized within the State of Ohio on April 25, 2000, 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 30th day of July, A.D. 2010

Ohio Secretary of State

Validation Number: V2010211JCF562

Description of the Parties

I. NTELOS

NTELOS Inc. is a Virginia Corporation and a wholly-owned subsidiary of NTELOS Holdings Corp. (NASDAQ: NTLS). Through its subsidiaries, NTELOS provides telecommunications services to customers, including Wireless, Incumbent Local Exchange Carrier ("ILEC"), Competitive Local Exchange Carriers ("CLEC"), Data and Carrier's Carrier services.

NTELOS is a leading provider of wireless and wireline communications services to consumers and businesses primarily in Virginia, West Virginia and Pennsylvania under the NTELOS brand name. Founded in 1897 as the Clifton Forge-Waynesboro Telephone Company, NTELOS' wireline business and its predecessor organizations have a long history of providing exceptional telephone service in the rural Virginia cities of Waynesboro and Covington, and portions of Alleghany, Augusta and Botetourt counties as incumbent Local Exchange Carriers ("ILECs"). As of December 31, 2009, NTELOS operated approximately 38,200 rural ILEC lines.

With the launch of Competitive Local Exchange Carrier (CLEC) services in 1998, NTELOS' wireline business has evolved from a traditional, rural ILEC into a regional provider of transport, IP, video, voice and data services. NTELOS is certificated as a CLEC in Virginia, West Virginia, Pennsylvania and Maryland. As of December 31, 2009, NTELOS had approximately 49,700 CLEC lines, virtually all business, across 31 markets. The heart of NTELOS' wireline business is an extensive 4,700 route-mile fiber optic network used to backhaul communications traffic for retail services; to serve as a carriers' carrier network; and to provide transport services to third parties for long distance, internet, wireless and private network services. NTELOS offers its customers leading edge technology services, including Metro Ethernet and IP-based services.

NTELOS also holds Personal Communication Service (PCS) licenses to operate in twenty-nine basic trading areas with a total licensed population of approximately 8.8 million. NTELOS has built out its network in twenty of those basic trading areas and covers over 5.5 million Points of Presence (POPs). NTELOS now serves over 440,000 retail wireless

subscribers representing approximately 8% penetration of NTELOS' total covered population. In 2006, NTELOS acquired seven Advanced Wireless Services (AWS) licenses in western Virginia. These AWS licenses are 20 MHz each and are located in the Roanoke, Lynchburg, Giles, Bedford, Charlottesville, Bath, and Highland CMAs.

NTELOS began acquiring PCS spectrum in western Virginia and West Virginia in the mid-90s and introduced service in western Virginia in late 1997, in West Virginia in late 1998, and in eastern Virginia (Richmond, Hampton Roads, Norfolk, Virginia Beach) in 2000. NTELOS continues to make significant investments in its wireless network. During 2008, NTELOS added 160 new wireless sites to end the year with a total of 1,183 cell sites. It added 64 more sites in 2009 and 24 more so far this year, with 45 more planned by the end of 2010. NTELOS has 75 company-owned retail stores and supplements its company-owned distribution channels with agents operating a total of 316 retail locations where NTELOS wireless products and services are sold.

In August of 2007, NTELOS announced that it would upgrade virtually its entire network for mobile broadband services using Evolution-Data Optimized (EVDO) Rev. A. EVDO data services are at speeds 10 times faster than those available on NTELOS' 1x data network – the wireless equivalent of moving from dial-up to DSL. NTELOS completely replaced the wireless switches in its western Virginia and West Virginia networks; upgraded the existing switches in eastern Virginia; and changed out equipment at over 1,000 cell sites. In 2008, NTELOS completed the EVDO deployment in western Virginia and West Virginia. On July 9, 2009, NTELOS announced the completion of the EVDO broadband upgrade in its Virginia East market, including Richmond, Hampton Roads, Norfolk, and Virginia Beach.

II. FiberNet of Ohio, LLC

FiberNet of Ohio, LLC ("FiberNet"), which is headquartered in Charleston, West Virginia, is authorized by the PUCO to provide services in Ohio through PUCO Certificate No. 90-9201. FiberNet is a wholly-owned subsidiary of Mountaineer Telecommunications, LLC ("Mountaineer"), a West Virginia LLC, non-certificated holding company, and wholly owned subsidiary of Conversent Communications, Inc. ("Conversent"), a Delaware corporation, non-

certificated holding company and wholly-owned subsidiary of One Communications Corp. ("One"), also a Delaware corporation and non-certificated holding company.

Formed in 1997 as a small, customer-focused and solutions-based company, FiberNet and its affiliated FiberNet operating subsidiaries (the "Company") have evolved into a strong regional company. Facing a broad competitive landscape, the Company pursued a strategy focused on building and owning fiber rather than leasing it from incumbent carriers. Through a series of fiber installations and the acquisition of fiber assets, the Company has developed an extensive fiber network that today spans over 3,500 route miles. The network covers all of West Virginia and extends into surrounding areas in Ohio, Maryland, Pennsylvania, Virginia and Kentucky. The Company is a leader in its regional markets, offering retail voice and data services with over 90% of its lines serving business customers. In addition, the Company offers transport and IP-based services for regional business and wholesale customers.

Operations for FiberNet are hubbed in Charleston, West Virginia. The company operates a 24x7 NOC with two Class 5 voice switches (Alcatel-Lucent 5ESS and a Metaswitch Softswitch). FiberNet offers seamless transmission of data and voice over a 100% fiber optic, self-healing Synchronous Optical Network (SONET) and Dense Wave Division Multiplexing (DWDM) network extending from the customers' premises to carrier interconnection points. By delivering carrier-class backbone reliability directly to its customers' premises, the Company is able to deliver superior levels of connectivity and service with limited reliance on an incumbent carrier. Utilizing the fiber optic infrastructure, FiberNet operates multiple SONET ring networks based primarily on Cisco's Optical Network Solutions multi-service equipment for transport. These networks range in speed from OC-3 through OC-192 and are engineered for high availability. FiberNet has also recently deployed Dense Wave Division Multiplexing across several transport spans throughout the network allowing up to forty 10Gbps wavelengths to be transported over a single pair of fiber. The network is connected to major carrier networks and includes approximately 100 collocations.

Description of the Transaction, Including Public Interest Concerns

I. The Transaction

On July 19, 2010, NTELOS Inc. entered into a purchase agreement to acquire 100% of the outstanding equity interests of Mountaineer, including its subsidiary, FiberNet of Ohio, LLC, from Conversent. Pursuant to the purchase agreement, NTELOS will pay cash consideration of approximately $170 million for the Mountaineer equity interests. NTELOS intends to fund the purchase through a combination of a permitted incremental term loan under its existing senior credit facility, availability under the undrawn revolver, and cash on hand. Mountaineer is the parent company of FiberNet; FiberNet, L.L.C.; FiberNet of Virginia, Inc.; FiberNet Telecommunications of Pennsylvania, LLC and FiberNet of Ohio, LLC. NTELOS intends to create a new wholly-owned subsidiary to purchase and hold Mountaineer and, thus, FiberNet. It will be a Virginia corporation and will be called NTELOS FiberNet Inc. NTELOS FiberNet Inc. will be 100% owned by NTELOS.

NTELOS' acquisition of FiberNet is subject to receiving approval from the FCC and the relevant state regulatory commissions (in addition to Ohio; West Virginia, Virginia, Pennsylvania and Maryland) as well as anti-trust review under the Hart-Scott-Rodino Act. Pending all approvals, the acquisition is expected to close in the fourth quarter of 2010. The purchase agreement is subject to termination if the acquisition is not completed before December 31, 2010.

As a result of the transaction, FiberNet will be ultimately owned by NTELOS rather than One. Diagrams showing the corporate structure of FiberNet before the transaction and the structure of NTELOS after the transaction are attached hereto.

II. The Public Interest

A. Transaction is in the Public Interest

The proposed transaction will create a combined company with double the scope and size of the existing companies. Brought together, NTELOS and FiberNet combined will be able to compete more effectively in the highly competitive market for telecommunications services. The

combined company will benefit from increased economies of scale that will permit it to operate more efficiently and provide high quality service to an increased number of customers. The creation of a larger, financially stronger telecommunications competitor would benefit consumers. After the acquisition, NTELOS and FiberNet will both continue to provide high-quality communications services to their customers without interruption and without change in rates, terms or conditions.

B. Transaction Will be Seamless to Customers

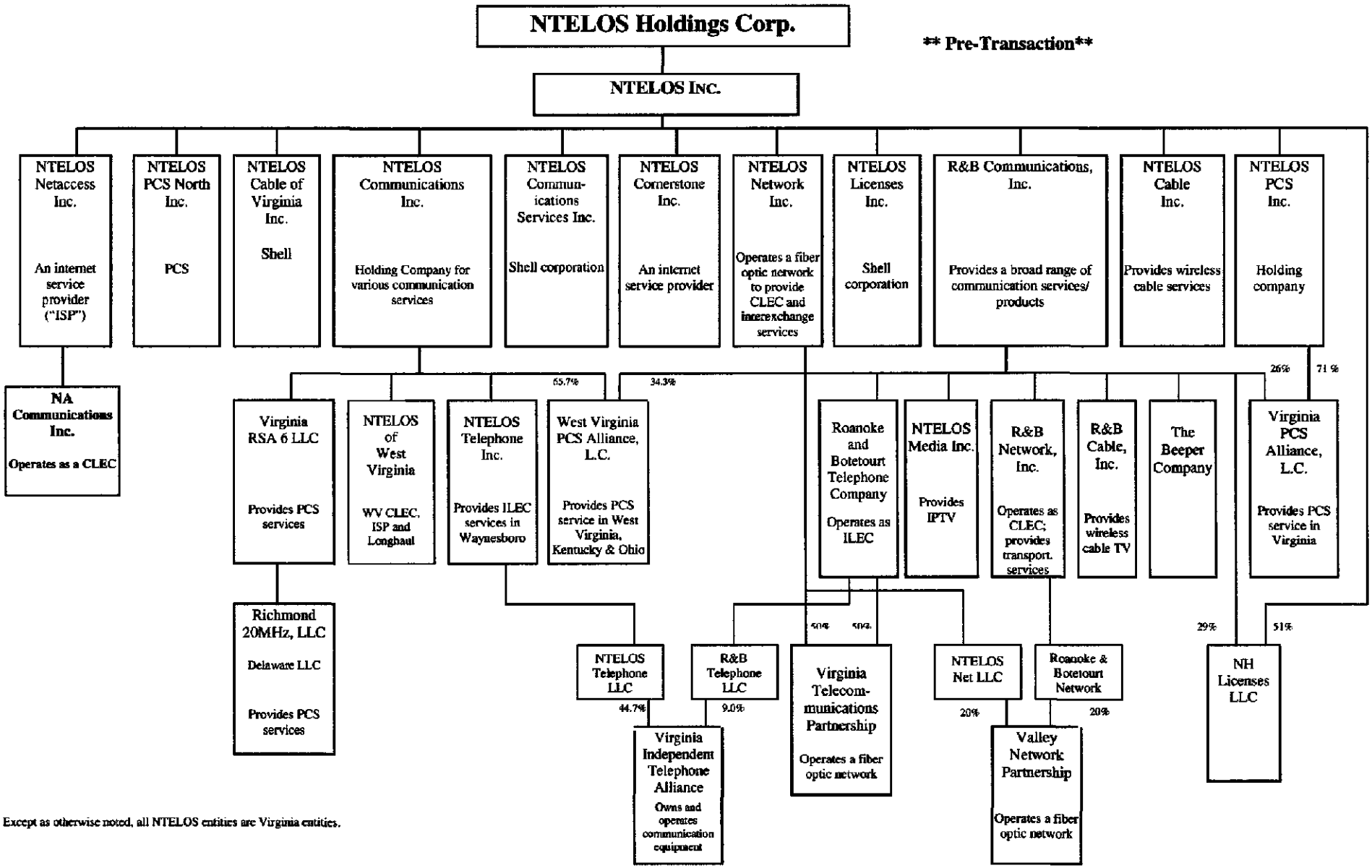
The transaction will be transparent to customers, as they will not experience any change in service, rates, terms or conditions. FiberNet will continue to operate under its PUCO approved tariffs and the name of the operating company will be unchanged at this time. Any future changes to rates, terms, conditions, or other regulated pursuits will be made in accordance with PUCO requirements.

Because this transaction will be completely transparent to the customers of FiberNet, no notice to customers is required pursuant to Ohio Administrative Code Section 4901:1-6-14(B)(3).

C. Transaction Poses no Competitive Risk

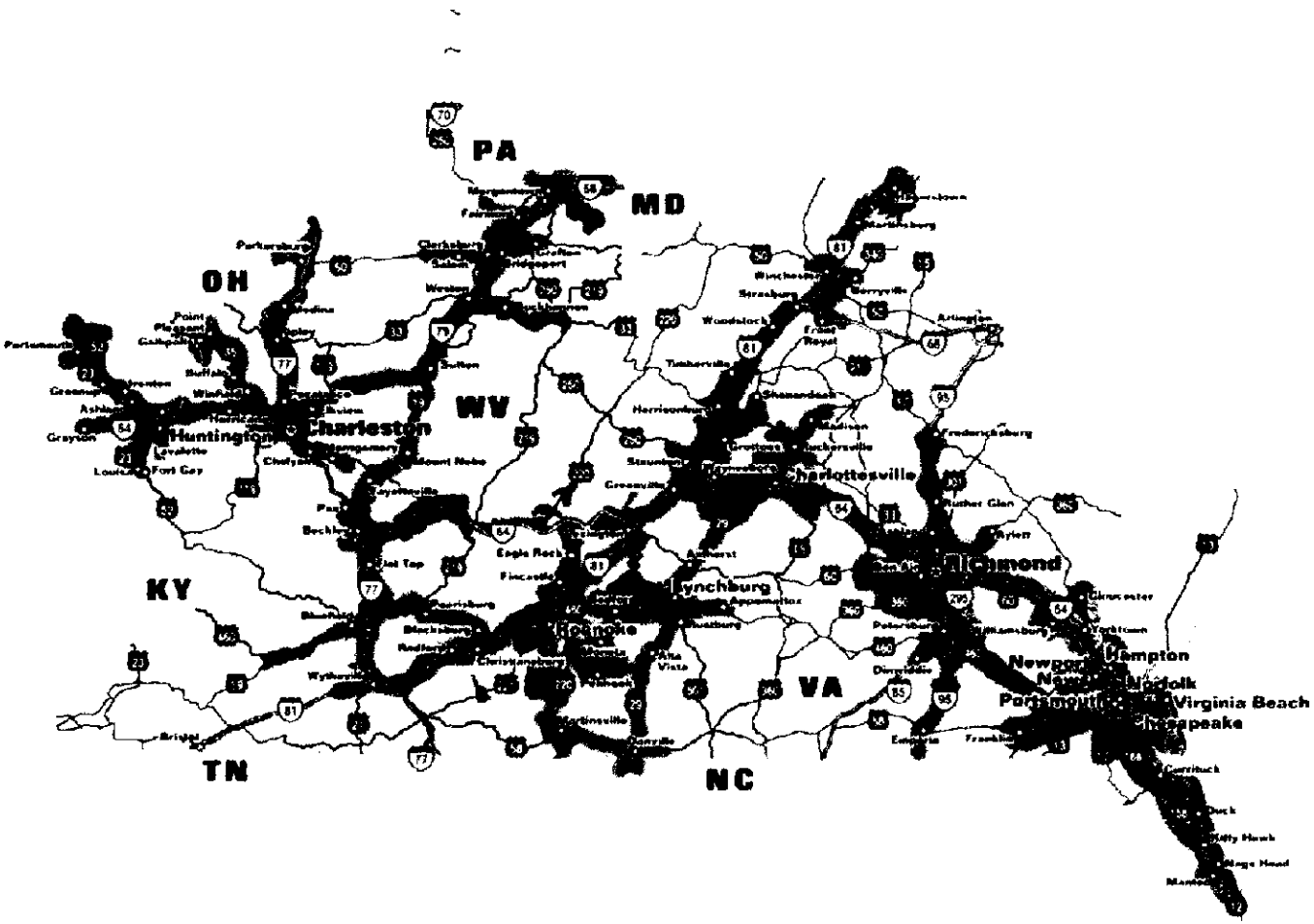
The transaction will not result in harm to competition in any relevant market, but rather, will yield tangible public interest benefits. This transaction will enhance competition by allowing NTELOS to expand beyond its current service territories and compete with other providers, to the ultimate benefit of consumers.

Pre-and Post-Transaction Corporate Organization

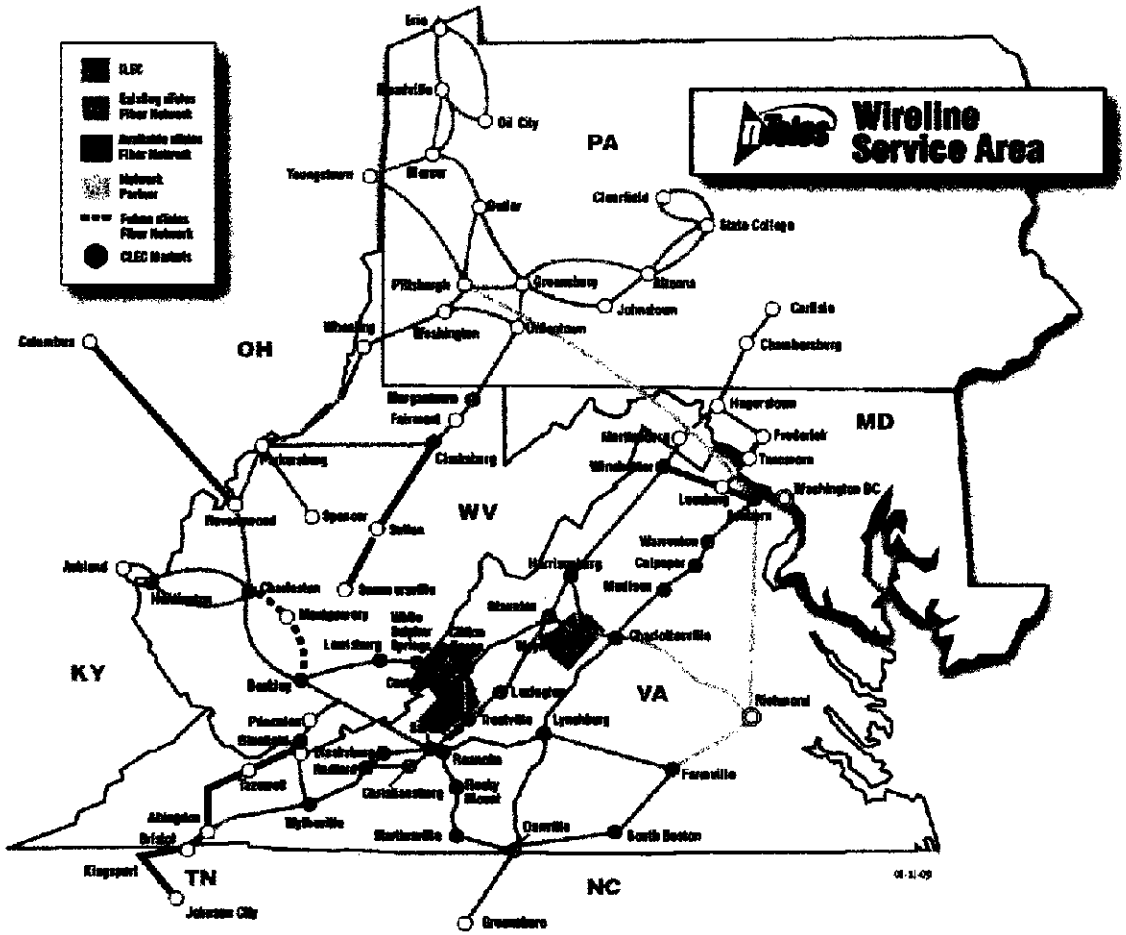


Except as otherwise noted, all NTELOS entities are Virginia entities.

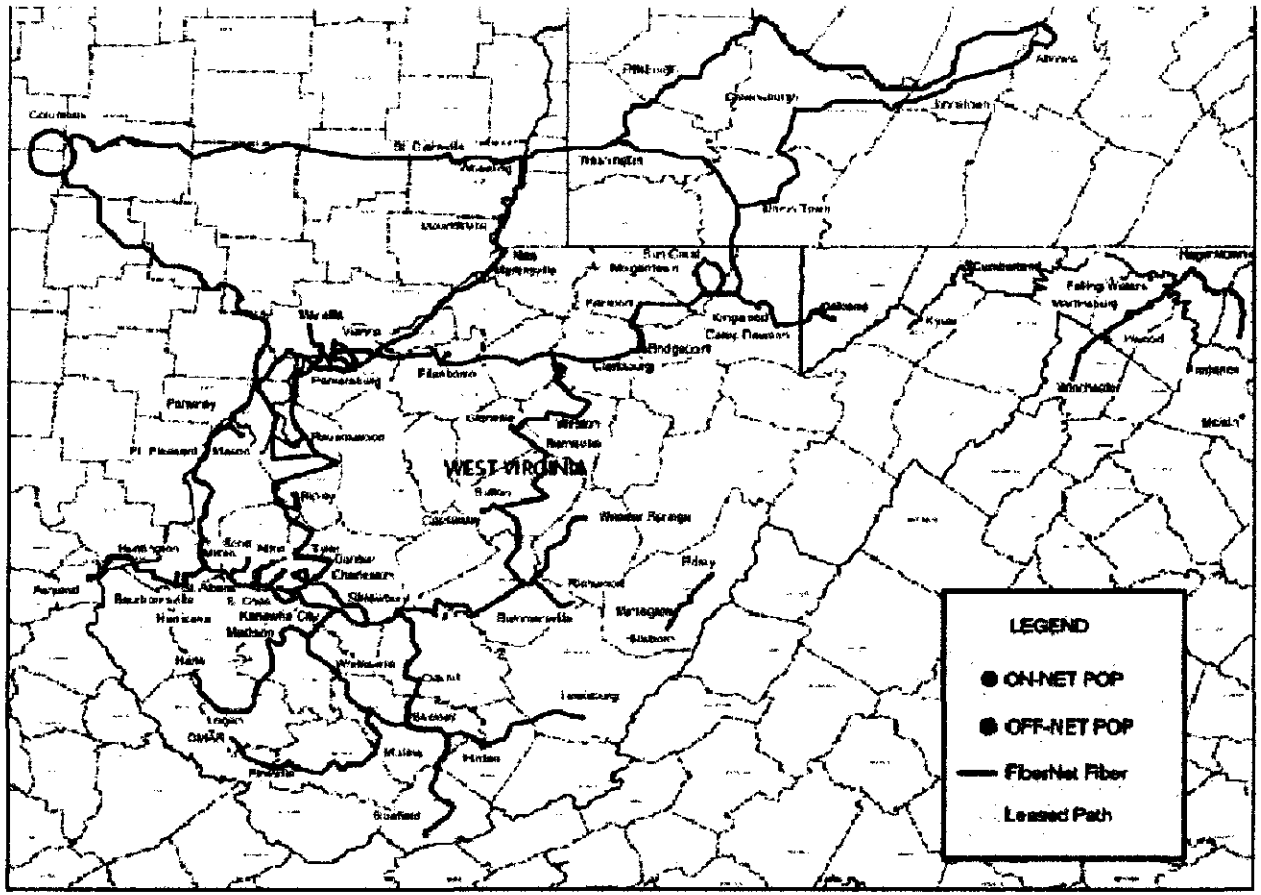
NTELOS Wireless Coverage

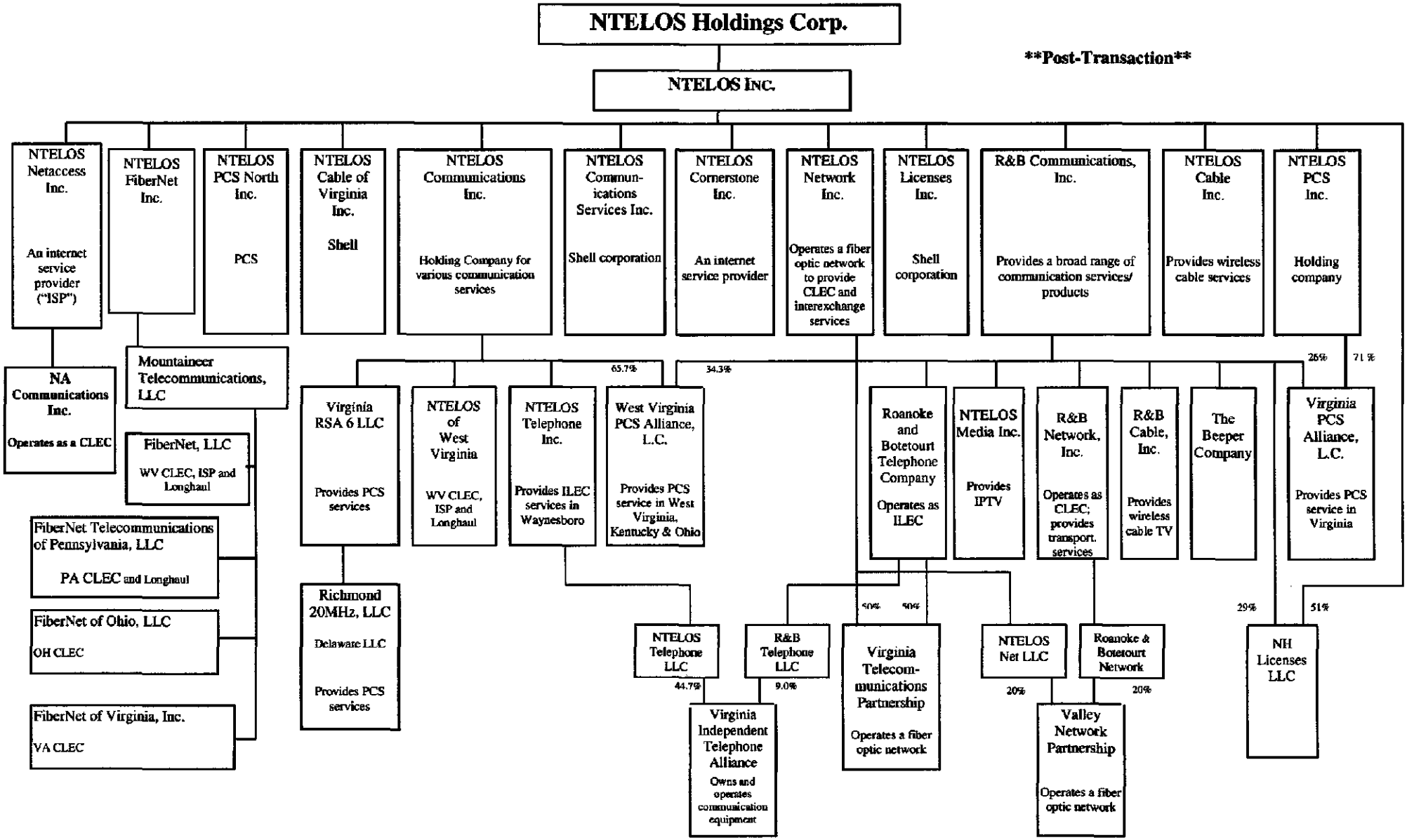


NTELOS Existing Wireline

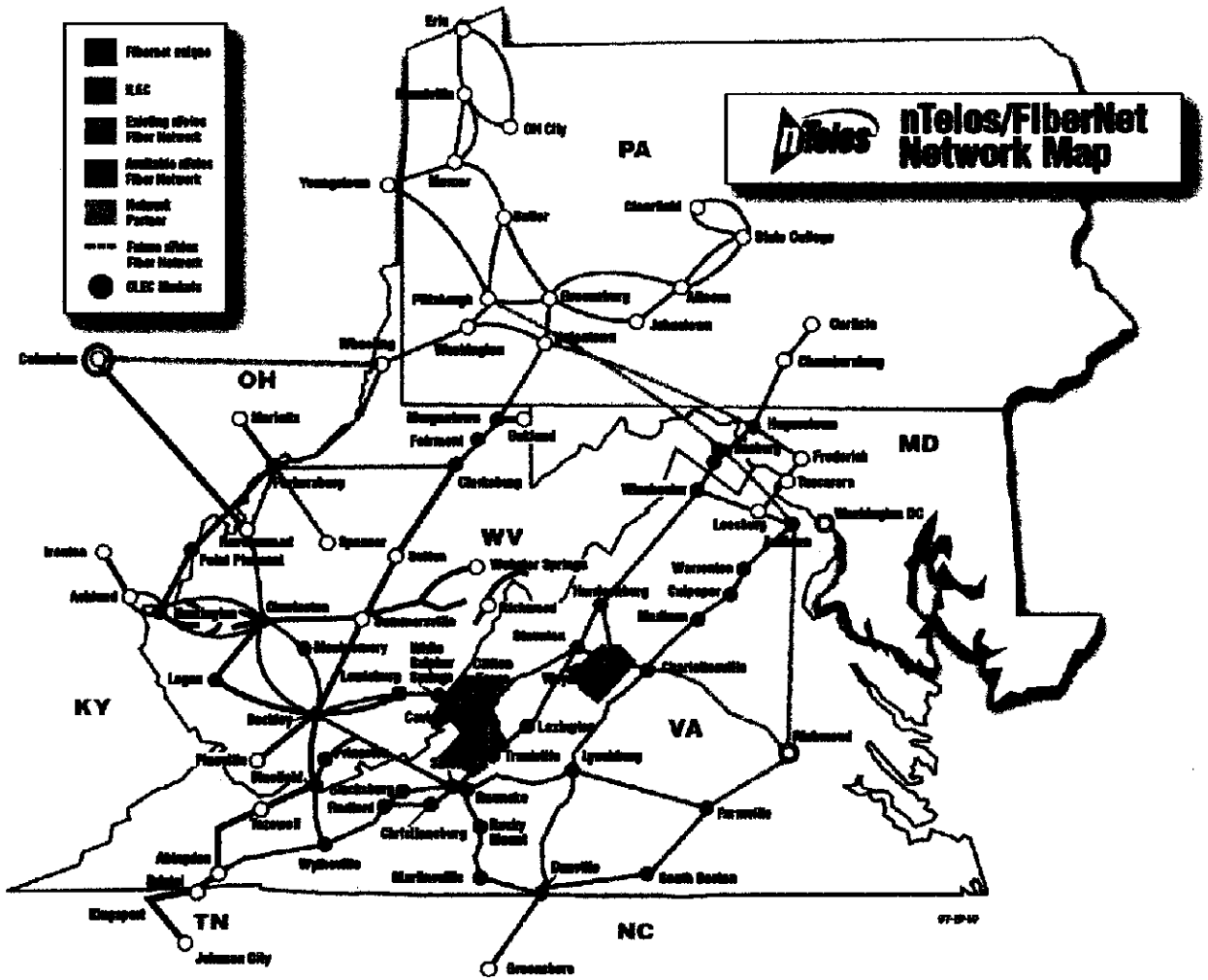


Existing FiberNet




NTELOS Holdings Corp.
Post-Transaction
NTELOS Inc.
NTELOS Netaccess Inc.
An internet service provider ("ISP")
NTELOS FiberNet Inc.
NTELOS PCS North Inc.
PCS
NTELOS Cable of Virginia Inc.
Shell
NTELOS Communications Inc.
Holding Company for various communication services
NTELOS Commun-ications Services Inc.
Shell corporation
NTELOS Cornerstone Inc.
An internet service provider
NTELOS Network Inc.
Operates a fiber optic network to provide CLEC and interexchange services
NTELOS Licenses Inc.
Shell corporation
R&B Communications, Inc.
Provides a broad range of communication services/ products
NTELOS Cable Inc.
Provides wireless cable services
NTELOS PCS Inc.
Holding company
26%
71%
NA Communications Inc.
Operates as a CLEC
Mountaineer Telecommunications, LLC
FiberNet, LLC
WV CLEC, ISP and Longhaul
FiberNet Telecommunications of Pennsylvania, LLC
PA CLEC and Longhaul
FiberNet of Ohio, LLC
OH CLEC
FiberNet of Virginia, Inc.
VA CLEC
Virginia RSA 6 LLC
Provides PCS services
Richmond 20MHz, LLC
Delaware LLC
Provides PCS services
NTELOS of West Virginia
WV CLEC, ISP and Longhaul
NTELOS Telephone Inc.
Provides ILEC services in Waynesboro
65.7%
34.3%
West Virginia PCS Alliance, L.C.
Provides PCS service in West Virginia, Kentucky & Ohio
Roanoke and Botetourt Telephone Company
Operates as ILEC
NTELOS Media Inc.
Provides IPTV
R&B Network, Inc.
Operates as CLEC; provides transport. services
R&B Cable, Inc.
Provides wireless cable TV
The Beeper Company
Virginia PCS Alliance, L.C.
Provides PCS service in Virginia
50%
50%
29%
51%
NTELOS Telephone LLC
44.7%
R&B Telephone LLC
9.0%
Virginia Independent Telephone Alliance
Owns and operates communication equipment
Virginia Telecom-munications Partnership
Operates a fiber optic network
NTELOS Net LLC
20%
Roanoke & Botetourt Network
20%
Valley Network Partnership
Operates a fiber optic network
NH Licenses LLC

Combined Wireline – Ntelos and FiberNet



Post-Closing List of Officers and Directors of NTELOS FiberNet Inc.

James A. Hyde	Chairman and Chief Executive Officer
Frank L. Berry	President
Conrad J. Hunter	Executive Vice President
Michael B. Moneymaker	Executive Vice President, Chief Financial Officer, Treasurer and Secretary
Mary McDermott	Senior Vice President
Shirley Madison	Assistant Secretary

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