

BINGHAM

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August 27, 2010

Via DIS

Reneé J. Jenkins, Secretary
Public Utilities Commission of Ohio
Attention: Docketing Division
180 East Broad Street
Columbus, OH 43215-3793

Re: Case No. 10-1251-TP-ACO; In the Matter of the Application of Fiber Technologies Networks, L.L.C. for a Transfer of Control to Firefox Acquisition Corp.

Dear Ms. Jenkins:

On behalf of Fiber Technologies Networks, L.L.C., enclosed for filing is an electronic copy of the above-referenced Application in PDF format.

Please acknowledge receipt and acceptance of this filing. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,



Jean L. Kiddoo
Charles A. Rohe
Danielle Burt

Counsel for Fiber Technologies Networks, L.L.C.

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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 Fiber Technologies Networks, L.L.C. for a Transfer of Control to Firefox Acquisition Corp.)

TRF Docket No. 90-_____

Case No. 10-1251-TP-ACO

NOTE: Unless you have reserved a Case # or are filing a Contract, leave the "Case No" fields BLANK.

Name of Registrant(s) Fiber Technologies Networks, L.L.C.

DBA(s) of Registrant(s) N/A

Address of Registrant(s) 300 Meridian Centre, Rochester, New York 14618

Company Web Address www.fibertech.com

Regulatory Contact Person(s) Charles B. Stockdale

Phone (585) 697-5113

Fax (585) 442-8845

Regulatory Contact Person's Email Address cstockdale@fibertech.com

Contact Person for Annual Report Charles B. Stockdale

Phone (585) 697-5113

Address (if different from above) Same as above

Consumer Contact Information Charles B. Stockdale

Phone (585) 697-5113

Address (if different from above) Same as 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 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
Tier 1 Regulatory Treatment				
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)		
Tier 2 Regulatory Treatment				
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 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 checked="" 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 1-7-05 (Non-Auto)	<input type="checkbox"/> UNC 1-7-04 or 1-7-05 (Non-Auto)		
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) N/A No tariff changes are anticipated.
B	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin. N/A No tariff changes are anticipated.
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected. See Attachment A for a description of the transaction.
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 Applicant will continue to provide service under the same name without immediate change in rates, terms or conditions.

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 behalf.
(Name)

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) _____ 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, PLEASE SEE ATTACHED VERIFICATIONS

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) _____ (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
180 East Broad Street, Columbus, OH 43215-3793**

Or

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

STATE OF NEW YORK

§

CITY OF ROCHESTER

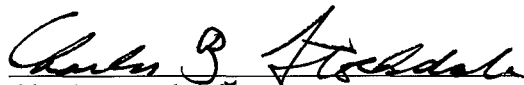
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VERIFICATION

I, Charles Stockdale, hereby declare that I am Vice President and General Counsel of Fibertech Networks, LLC, the parent of Fiber Technologies Networks, L.L.C. ("Fibertech"); that I am authorized to make this Verification on behalf of Fibertech; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 27 day of August, 2010.

A handwritten signature in cursive script, appearing to read "Charles Stockdale", written over a horizontal line.

Charles Stockdale
Vice President and General Counsel

STATE OF

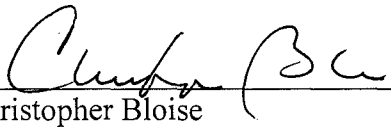
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CITY OF

VERIFICATION

I, Christopher Bloise, hereby declare that I am Vice President and Secretary of Firefox Acquisition Corp. ("Firefox"); that I am authorized to make this Verification on behalf of Firefox; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 27 day of August, 2010.



Christopher Bloise
Vice President and Secretary

LIST OF ATTACHMENTS

Attachment A	Description of Transaction
Attachment B	Pre- and Post-Transaction Organization Charts
Attachment C	List of Officers and Directors

Attachment A

DESCRIPTION OF TRANSACTION

Fiber Technologies Networks, L.L.C. (“Fibertech”) and Firefox Acquisition Corp. (“Firefox”) (together, “Applicants”) hereby respectfully request Commission approval for a transaction that will result in the transfer of control of Fibertech to Firefox.

Fibertech is a competitive carrier that holds authority to provide intrastate telecommunications services in Ohio. The proposed transaction will result only in a change in the ultimate ownership of Fibertech, and no assignment of certificates, assets or customers will occur as a consequence of the proposed transaction. Fibertech’s existing management team will stay intact following this transaction, retaining the same roles they currently occupy, and Fibertech will continue to serve its existing customers in Ohio pursuant to its authorizations under the same rates, terms and conditions. Accordingly, this transaction will be, for all practical purposes, transparent to the customers of Fibertech.

Description of the Applicants

A. Fiber Technologies Networks, L.L.C.

Fibertech, a New York limited liability company, is a subsidiary of Fibertech Networks, LLC (“Fibertech Networks”). Fibertech Networks, through its various operating subsidiaries, has constructed and operates high-capacity metro area networks, including fiber rings, to meet the communications and broadband needs of telecommunications carriers, other business entities, and educational, governmental, and health-care institutions. Fibertech Networks and its operating subsidiaries, including Fibertech, have their principal offices located at 300 Meridian Centre, Rochester, NY 14618.

In Ohio, Fibertech is authorized to provide facilities-based and resold telecommunications services pursuant to Case No. 02-807-TP-ACE issued on 29, 2002.

Information regarding Fibertech and the services it provides was previously submitted in connection with the grant of its certificate and in subsequent filings at the Commission and is therefore a matter of public record, and Applicants request that it be incorporated by reference herein.

B. Firefox Acquisition Corp.

Firefox is a Delaware corporation formed on August 23, 2010, for the purpose of consummating this transaction and ultimately acquiring control of Fibertech and Firbertech Networks' other operating subsidiaries. Firefox is currently owned 100 percent by funds ("Funds") controlled by Court Square Capital Partners, a leading New York private equity firm ("Court Square"). Each fund is a limited partnership, controlled and managed by its general partner, Court Square Capital GP, LLC, a Delaware limited liability company (the "GP").

In order to effect the transaction, Firefox has formed, and holds 100 percent of the membership interests in, a Delaware limited liability company, Firefox Merger Sub, LLC ("Firefox Merger Sub"). Firefox will effect the transaction as more fully described in Section III below.

In addition to Court Square, as of closing of the transaction, certain members of the management of Fibertech Networks are expected to invest in Firefox. Collectively, management may own up to 20 percent of the outstanding equity of Firefox, though no individual member of management will own 10 percent or more of the outstanding equity of Firefox. Depending on the level of management investment, at the closing, the Funds' collective interest in Firefox will be between 80 percent and 100 percent, with a corresponding indirect interest in Fibertech. Regardless of management's investment, the largest investor in Firefox will be Court Square Capital Partners II, L.P., a Delaware limited partnership ("CSC II"), the largest of the Funds.

CSC II will hold an interest in Firefox that is between 60 percent and 80 percent. No other investor will individually or in the aggregate hold a 10 percent or greater direct or indirect ownership in Fibertech.

Neither Firefox nor its affiliates currently offer any regulated telecommunications services and therefore do not hold any telecommunications authorizations from the Federal Communications Commission or any state regulatory authority. Firefox is well-qualified to obtain control of Fibertech, and its management team is comprised of experienced investors in communications service providers. Court Square is one of the most experienced private equity firms in the industry and its management team has experience in investing in the telecommunications industry, including previous co-ownership of a controlling interest in NTELOS (a diversified, regional communications provider offering wireless and wireline services in Virginia and West Virginia) and a former minority interest in Valor Telecommunications (an incumbent local exchange carrier that provided telecommunications services in rural communities throughout the southwestern United States which was combined in 2006 with Alltel's land line business to become Windstream Corporation).

Firefox has sufficient financial qualifications to consummate the proposed transaction and to provide adequate working capital to meet the operational needs of Fibertech for the foreseeable future. Firefox has obtained financing commitments that will enable it to consummate the transaction, including paying out Fibertech's existing debt.

Designated Contacts

Questions and correspondence regarding this Application should be directed to the following:

For Fibertech:

Jean L. Kiddoo
Charles A. Rohe
Danielle C. Burt
Bingham McCutchen LLP
2020 K Street, NW
Washington, DC 20006-1806
Tel: (202) 373-6000
Fax: (202) 373-6001
Email: jean.kiddoo@bingham.com
charles.rohe@bingham.com
danielle.burt@bingham.com

For Firefox:

Paige K. Fronabarger
Wilkinson Barker Knauer, LLP
2300 N. Street, NW, Suite 700
Washington, DC 20037
Tel: (202) 783-4141
Fax: (202) 783-5851
Email: pfronabarger@wbklaw.com

Description of the Transaction

Fibertech Networks and Firefox entered into a Purchase Agreement dated August 23, 2010, pursuant to which Firefox will acquire ultimate control over Fibertech. Firefox will indirectly acquire 100 percent of the membership interests in Fibertech either by the merger of Firefox Merger Sub with and into Fibertech Networks (with Fibertech Networks surviving) or by causing Firefox Merger Sub to directly acquire 100 percent of the membership interests in Fibertech. As a result, immediately following the consummation of the proposed transaction, Firefox will become the ultimate owner of Fibertech. Applicants therefore request authority for

the transfer of control of Fibertech to Firefox. For the Commission's reference pre- and post-transaction organization charts are provided as Attachment B.

As described above, Firefox is well-qualified to become the new owner of Fibertech. Following the proposed transaction, Fibertech will continue to have the managerial, technical and financial qualifications to provide high quality telecommunications services in Ohio. Indeed, as noted above, certain of Fibertech's current management is expected to hold a combined interest in Firefox of up to 20 percent, and indirectly in Fibertech, following the consummation of the transaction. Fibertech's management will continue to be actively involved in its management and operations, and no changes in management or operational personnel are expected as a result of the transaction. Accordingly, resources of Firefox will serve to augment the already well-qualified Fibertech management team.

Moreover, Fibertech's rates or terms and conditions of service will not change as a result of the transaction and they will continue to operate under the same names. As a result, the transfer of control of Fibertech will be seamless and virtually transparent to its customers.

Public Interest Statement

Applicants submit that the proposed transaction will serve the public interest. Fibertech will continue to offer competitive and innovative products following the transaction. As noted above, certain of Fibertech's current management is expected to hold a combined interest in Firefox of up to 20 percent, and indirectly in Fibertech, following the consummation of the transaction. Fibertech's management will continue to be actively involved in its management and operations, and no changes in management or operational personnel are expected as a result of the transaction. In addition, Fibertech will also have access to the operational and managerial resources of Firefox, including those of Court Square. Such support will strengthen the competitive position of Fibertech in Ohio to the benefit of the Ohio telecommunications

marketplace. The transaction will not have any adverse impact on competition. No existing or potential competitors will be eliminated as a result of the proposed transaction. Instead, Fibertech will continue to provide service to its customers, including its wholesale, carrier customers, thereby furthering the Commission's policies favoring competition and diversity of services.

Furthermore, the transaction will be conducted in a manner that will be virtually transparent to customers of Fibertech. The transfer of control of Fibertech will not result in a change of carrier for customers or any assignment of authorizations. Following consummation of the proposed transaction, Fibertech will continue to provide high-quality communications services to its customers without interruption and without change in rates, terms or conditions. Applicants emphasize that the transaction will not result in the discontinuance, reduction, loss, or impairment of service to any customers.

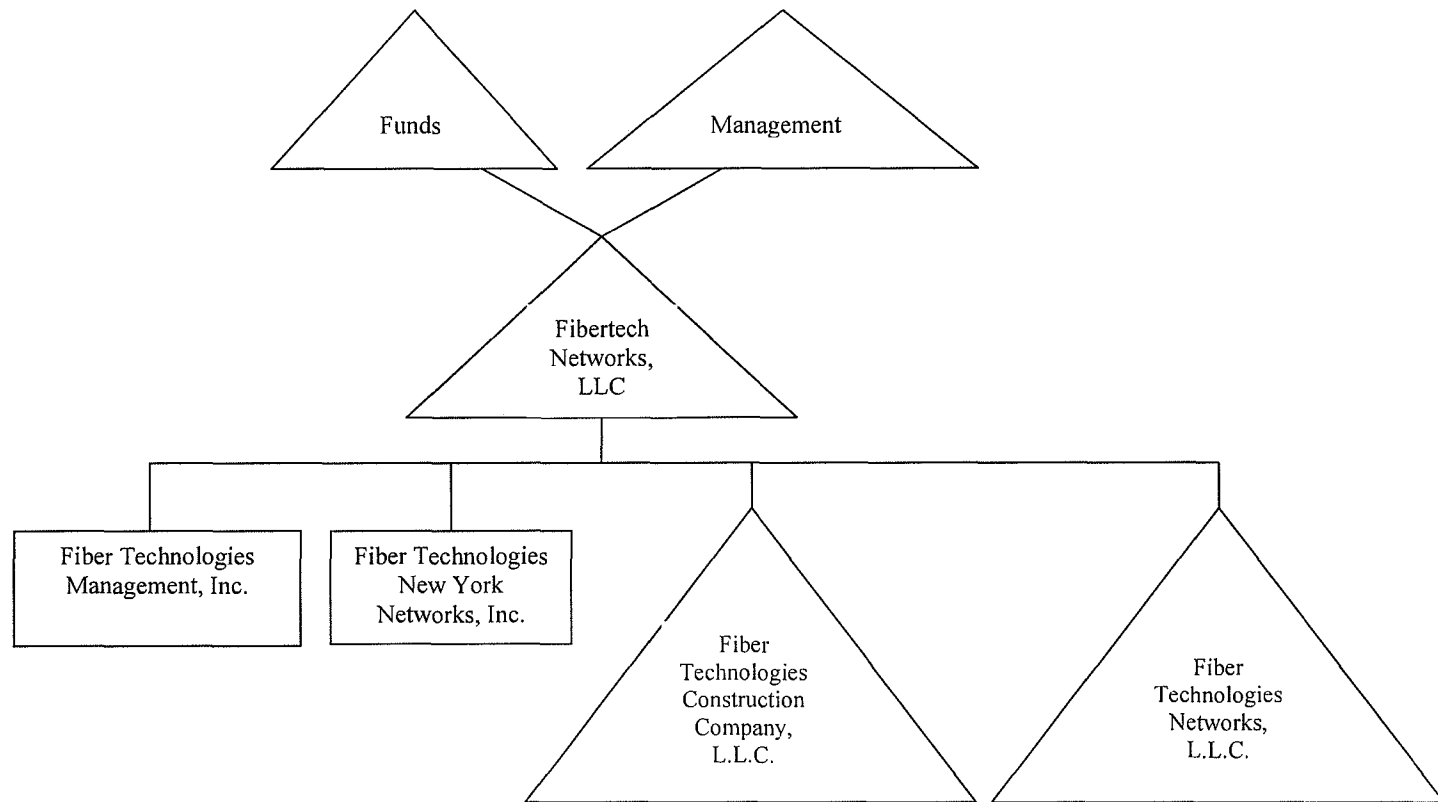
Conclusion

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for approval of the transfer of control of Fiber Technologies Networks, L.L.C.

ATTACHMENT B

Pre- and Post-Transaction Organization Charts

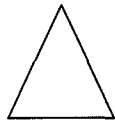
Pre-Closing Structure



KEY:

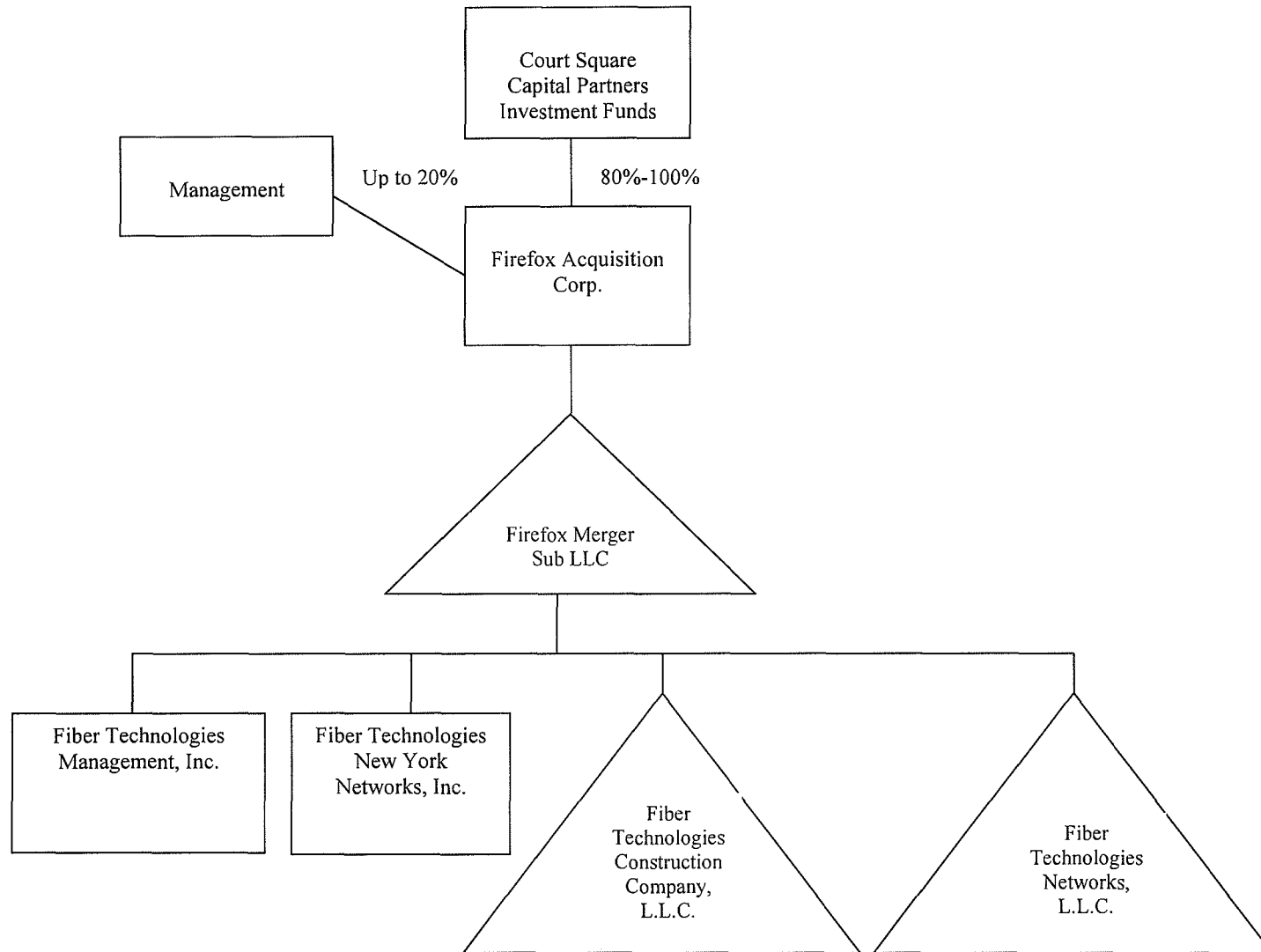


Entity that is a corporation for tax purposes

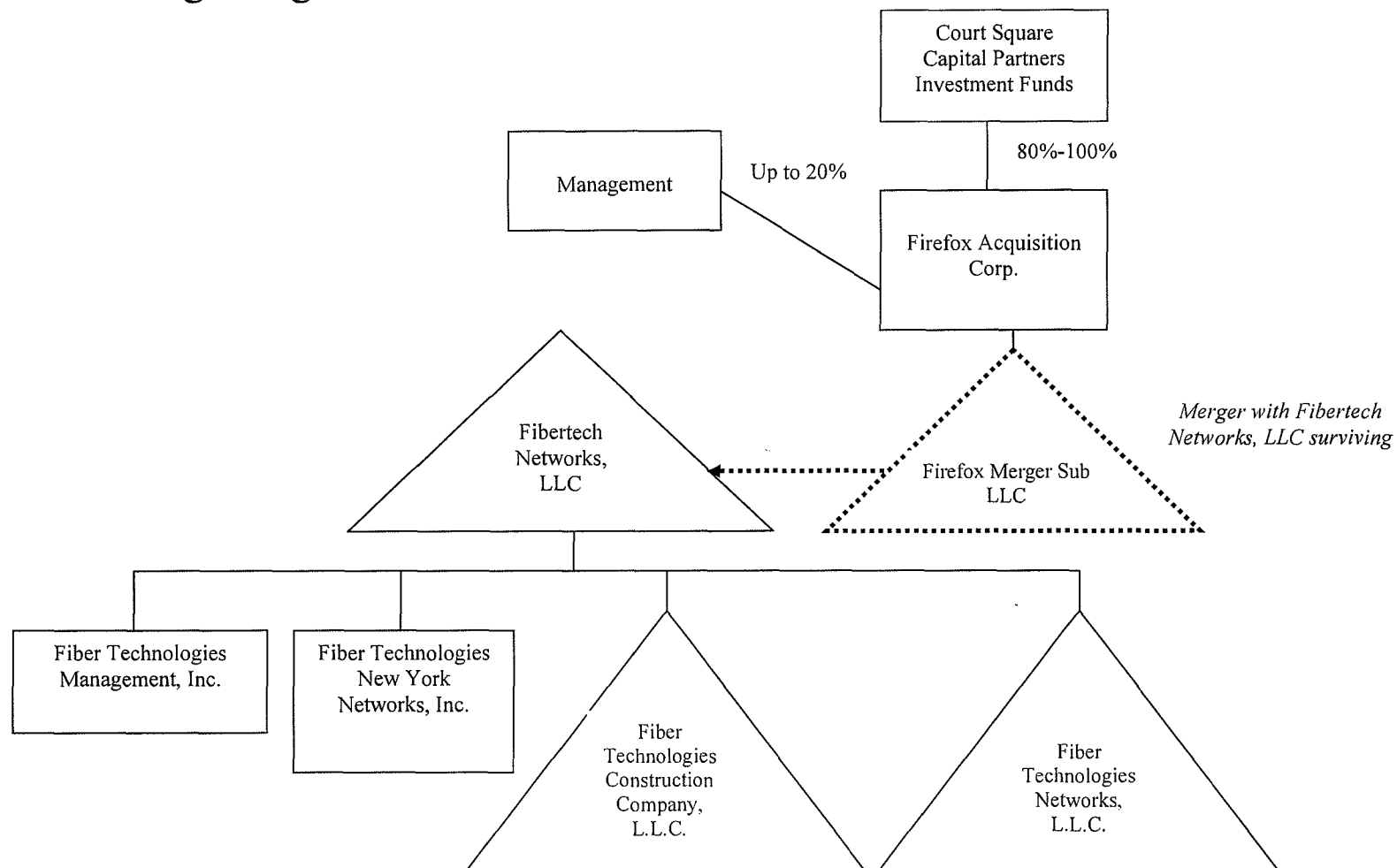


Entity that is a flow-through for tax purposes

Post-Closing Purchase Structure



Post-Closing Merger Structure



ATTACHMENT C

The following individuals are the officers and managers of Fiber Technologies Networks, L.L.C. ("Fibertech"):

John K. Purcell, Chief Executive Officer
Frank Chiaino, Chief Operating Officer
William Woodard, Chief Financial Officer
Gary Muisus, Vice President, Network Operations
Michael M. Brown, Vice President, Network Operations
Charles B. Stockdale, Vice President and General Counsel
Michael C. Hurley, Vice President, Sales and Marketing
Earl Ipsaro, Vice President, Engineering

All the officers and managers can be reached through Fibertech's principal place of business:

Fiber Technologies Networks, L.L.C.
300 Meridian Centre
Rochester, New York 14618

The following individuals are the officers and directors of Firefox Acquisition Corp. ("Firefox"):

David Thomas	Director/President
Chris Bloise	Director/Vice President and Secretary
Andrew Gessell	Director/Vice President and Treasurer

All the officers and directors can be reached through Firefox's principal place of business:

Firefox Acquisition Corp.
c/o Court Square
Park Avenue Plaza
55 East 52nd Street, 34th Floor
New York, NY 10055

This foregoing document was electronically filed with the Public Utilities

Commission of Ohio Docketing Information System on

8/27/2010 12:20:08 PM

in

Case No(s). 10-1251-TP-ACO

Summary: Application In the Matter of the Application of Fiber Technologies Networks, L.L.C. for a Transfer of Control to Firefox Acquisition Corp. electronically filed by Ms. Danielle Burt on behalf of Fiber Technologies Networks, L.L.C.