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**STEPTOE &  
JOHNSON**  
P L L C  
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41 South High Street  
Columbus, OH 43215  
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Writer's Contact Information  
(614) 458-9792  
kathy.milenkovski@stepto-johnson.com

April 6, 2011

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

11-2324-TP-ACO

PUCO

2011 APR -6 PM 4:15

RECEIVED-DOCKETING DIV

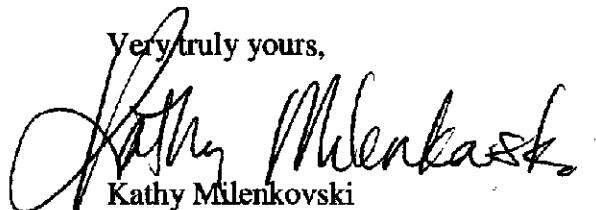
Re: Application of FiberNet of Ohio, LLC to Transfer Ownership and Control

Dear Sir or Madam:

Enclosed please find an original and twenty (20) 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

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 A Date Processed APR 06 2011

5724331

**The Public Utilities Commission of Ohio**  
**TELECOMMUNICATIONS FILING FORM**

(Effective: 01/20/2011)

This form is intended to be used with most types of required filings. It provides check boxes with rule references for the most common types of filings. It does not replace or supersede Commission rules in any way.

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

TRF Docket No. 90-9201

Case No. 11-2324-TP-ACD

NOTE: Unless you have reserved a Case #, 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.wvfiber.net

Regulatory Contact Person(s) Steven Hamula

Phone 304-720-2159

Fax 304-720-2121

Regulatory Contact Person's Email Address hamulas@ntelos.com

Contact Person for Annual Report Steven Hamula

Phone \_\_\_\_\_

Address (if different from above) \_\_\_\_\_

Consumer Contact Information Anna Sarbin

Phone 540-946-3547

Address (if different from above) 401 Spring Lane, Waynesboro, VA 22980

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.]

**Notes:**

Section I and II are Pursuant to Chapter 4901:1-6 OAC

Section III – Carrier to Carrier is Pursuant to 4901:1-7 OAC, and Wireless is Pursuant to 4901:1-6-24 OAC.

Section IV – Attestation

(1) Indicate the Carrier Type and the reason for submitting this form by checking the boxes below.

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

(3) 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.

(4) An Incumbent Local Exchange Carrier (ILEC) offering basic local exchange service (BLES) outside its traditional service area should choose CLEC designation when proposing to offer BLES outside its traditional service area or when proposing to make changes to that service.

**All Filings that result in a change to one or more tariff pages require, at a minimum, the following exhibits.**

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

## Section I – Part I - Common Filings

<b>Carrier Type</b> <input type="checkbox"/> <b>Other</b> (explain below)	<input type="checkbox"/> <b>For Profit ILEC</b>	<input type="checkbox"/> <b>Not For Profit ILEC</b>	<input type="checkbox"/> <b>CLEC</b>
Change terms & conditions of existing BLES	<input type="checkbox"/> <u>ATA 1-6-14(I)</u> (Auto 30 days)	<input type="checkbox"/> <u>ATA 1-6-14(H)</u> (Auto 30 days)	<input type="checkbox"/> <u>ATA 1-6-14(H)</u> (Auto 30 days)
Introduce non-recurring charge, surcharge, or fee to BLES			<input type="checkbox"/> <u>ATA 1-6-14(H)</u> (Auto 30 days)
Introduce or Increase Late Payment	<input type="checkbox"/> <u>ATA 1-6-14(I)</u> (Auto 30 days)	<input type="checkbox"/> <u>ATA 1-6-14(I)</u> (Auto 30 days)	<input type="checkbox"/> <u>ATA 1-6-14(I)</u> (Auto 30 days)
Revisions to BLES Cap.	<input type="checkbox"/> <u>ZTA 1-6-14(F)</u> (0 day Notice)		
Introduce BLES or expand local service area (calling area)	<input type="checkbox"/> <u>ZTA 1-6-14(H)</u> (0 day Notice)	<input type="checkbox"/> <u>ZTA 1-6-14(H)</u> (0 day Notice)	<input type="checkbox"/> <u>ZTA 1-6-14(H)</u> (0 day Notice)
Notice of no obligation to construct facilities and provide BLES	<input type="checkbox"/> <u>ZTA 1-6-27(C)</u> (0 day Notice)	<input type="checkbox"/> <u>ZTA 1-6-27(C)</u> (0 day Notice)	
Change BLES Rates	<input type="checkbox"/> <u>TRF 1-6-14(F)</u> (0 day Notice)	<input type="checkbox"/> <u>TRF 1-6-14(F)(4)</u> (0 day Notice)	<input type="checkbox"/> <u>TRF 1-6-14(G)</u> (0 day Notice)
To obtain BLES pricing flexibility	<input type="checkbox"/> <u>BLS 1-6-14</u> <u>(C)(1)(c)</u> (Auto 30 days)		
Change in boundary	<input type="checkbox"/> <u>ACB 1-6-32</u> (Auto 14 days)	<input type="checkbox"/> <u>ACB 1-6-32</u> (Auto 14 days)	
Expand service operation area			<input type="checkbox"/> <u>TRF 1-6-08(G)(0 day)</u>
BLES withdrawal			<input type="checkbox"/> <u>ZTA 1-6-25(B)</u> (0 day Notice)
<b>Other*</b> (explain) _____			

## Section I – Part II – Customer Notification Offerings Pursuant to Chapter 4901:1-6-7 OAC

Type of Notice	Direct Mail	Bill Insert	Bill Notation	Electronic Mail
<input type="checkbox"/> 15-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> 30-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Date Notice Sent:</b> _____				

## Section I – Part III –IOS Offerings Pursuant to Chapter 4901:1-6-22 OAC

IOS	Introduce New	Tariff Change	Price Change	Withdraw
<input type="checkbox"/> IOS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Section II – Part I – Carrier Certification - Pursuant to Chapter 4901:1-6-08, 09 & 10 OAC**

Certification	ILEC (Out of Territory)	CLEC	Carrier's Not Offering BLES	CESTC	CETC
* See Supplemental form	<input type="checkbox"/> ACE <u>1-6-08</u> * (Auto 30- day)	<input type="checkbox"/> ACE <u>1-6-08</u> * (Auto 30 day)	<input type="checkbox"/> ACE <u>1-6-08</u> * (Auto 30 day)	<input type="checkbox"/> ACE <u>1-6-10</u> (Auto 30 day)	<input type="checkbox"/> UNC <u>1-6-09</u> * (Non-Auto)

\*Supplemental Certification forms can be found on the Commission Web Page.

**Section II – Part II – Certificate Status & Procedural**

Certificate Status	ILEC	CLEC	Carrier's Not Offering BLES
Abandon all Services		<input type="checkbox"/> ABN <u>1-6-26</u> (Auto 30 days)	<input type="checkbox"/> ABN <u>1-6-26</u> (Auto 30 days)
Change of Official Name *	<input type="checkbox"/> ACN <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> ACN <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Change in Ownership *	<input type="checkbox"/> ACO <u>1-6-29(E)</u> (Auto 30 days)	<input checked="" type="checkbox"/> ACO <u>1-6-29(E)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Merger *	<input type="checkbox"/> AMT <u>1-6-29(E)</u> (Auto 30 days)	<input type="checkbox"/> AMT <u>1-6-29(E)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Transfer a Certificate *	<input type="checkbox"/> ATC <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> ATC <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Transaction for transfer or lease of property, plant or business *	<input type="checkbox"/> ATR <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> ATR <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)

\* Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see the 4901:1-6-29 Filing Requirements on the Commission's Web Page for a complete list of exhibits.

**Section III – Carrier to Carrier (Pursuant to 4901:1-7), and Wireless (Pursuant to 4901:1-6-24)**

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)
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC <u>1-7-04 or 05</u> (Non-Auto)	
Changes in rates, terms & conditions to Pole Attachment, Conduit Occupancy and Rights- of-Way.	<input type="checkbox"/> UNC <u>1-7-23(B)</u> (Non-Auto)	
Wireless Providers See <u>4901:1-6-24</u>	<input type="checkbox"/> RCC [Registration & Change in Operations]	<input type="checkbox"/> NAG [Interconnection Agreement or

**Section IV. – Attestation**

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

**AFFIDAVIT**  
***Compliance with Commission Rules***

I am an officer/agent of the applicant corporation, \_\_\_\_\_, and am authorized to make this statement on its behalf.

\_\_\_\_\_  
(Name)

Please Check ALL that apply:

☐ I attest that these tariffs comply with all applicable rules for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules 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 attest that customer notices accompanying this filing form were sent to affected customers, as specified in Section II, in accordance with Rule 4901:1-6-7, Ohio Administrative Code.

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, Kathy Milenkovski \_\_\_\_\_, verify that I have utilized the Telecommunications Filing Form for most 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) Kathy Milenkovski, Attorney (Date) 4-6-2011  
\*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***

### **Required Attachments to Application Form**

- I. Corporate Certificate from Ohio Secretary of State**
- II. Certificate of Good Standing from Ohio Secretary of State**
- III. List of Names, Addresses and Phone Numbers of officers and directors**
- IV. Description and Rationale for Transaction, including Public Interest Considerations**
- V. *Identification of Notice Procedure to be Used (if applicable) – N/A***
- VI. *Copy of Real Time Notice Provided to Customers (if applicable) – N/A***
- VII. *Customer Notice Affidavit (if applicable) – N/A***

**I. Corporate Certificate from Ohio 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) 456-3910 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

(city, village, or township)

WV

(state)

25301

(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.

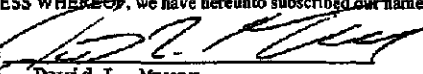


**J. Kenneth Blackwell**  
Secretary of State

**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 to be the agent upon whom any process, notice or

(name of agent)

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.

[Signature]  
 (Agent's signature)

LAUREN H. KREATZ,  
 SPECIAL ASSISTANT SECRETARY

**Fibernet of Ohio, LLC**

222 Richmond Street, Suite 206

Providence, RI 02903

Telephone: (401) 490-6353

Fax: (401) 272-9751

April 24, 2000

**VIA OVERNIGHT MAIL**

Secretary of State  
Business Services Division  
30 E. Broad Street, 14<sup>th</sup> Floor  
Columbus, OH 43266

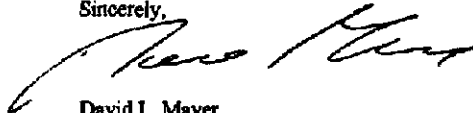
Re: **Articles of Organization**

Dear Sir:

Enclosed please find two original executed Articles of Organization for Fibernet of Ohio, LLC, including a check in the amount of \$95 (\$85 filing fee, plus \$10 expedited fee).

Thank you for your assistance in this matter.

Sincerely,



David L. Mayer

Enclosures

	DATE	DOCUMENT NO	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
1.	4/25/2000	200011700493	LCA ARTICLES OF ORGANIZATION/DOOM. 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)  
 ARTICLES OF ORGANIZATION/DOOM. LIMITED LIABILITY CO

Document No(s):  
 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

**II. Certificate of Good Standing from Ohio Secretary of State**

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

***I, Jon Husted, 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 March, A.D. 2011***

***Jon Husted***

**Ohio Secretary of State**

**Validation Number: V201189M91592**

### **III. List of Names, Addresses and Phone Numbers of Officers and Directors**

#### **Current Officers and Directors of NTELOS FiberNet Inc.**

All offices located at the following address:

NTELOS  
401 Spring Lane  
Waynesboro, VA 22980  
(540) 946-3500

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

#### **Current Officers of FiberNet of Ohio, LLC**

All offices located at the following address:

NTELOS  
401 Spring Lane  
Waynesboro, VA 22980  
(540) 946-3500

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

#### **Officers and Directors of NTELOS Wireline One Inc.**

To Be Determined

#### **IV. Description and Rationale for Transaction, including Public Interest Considerations**

##### **A. Introduction**

On December 8, 2010, NTELOS Holdings Corp. ("NTELOS Holdings"), a Delaware Corporation, announced that it would split its wireline and wireless businesses into two separate and independent, publicly-traded companies. The current NTELOS publicly-traded company, NTELOS Holdings Corp., will become the wireless company. In preparation for the separation, NTELOS Holdings has formed two new companies, NTELOS Wireline One Inc. ("Wireline One") and NTELOS Wireline Two Inc. ("Wireline Two"). Following the completion of certain intermediate reorganization steps, Wireline Two will be a direct, wholly-owned subsidiary of Wireline One. Wireline Two will directly or indirectly own NTELOS' certificated competitive local exchange carriers and its incumbent local exchange carriers, including FiberNet of Ohio, LLC. The stock of Wireline One (and thus the ownership of the wireline business) will be distributed on a tax-free basis to NTELOS Holdings' shareholders. This petition is being filed with the Commission to seek its authority to transfer control of the NTELOS subsidiary regulated by and operating in the State of Ohio – FiberNet of Ohio, LLC – from NTELOS Holdings to the new Wireline One.

##### **B. Description of the Parties**

FiberNet of Ohio, LLC, is headquartered in Charleston, West Virginia, and is a PUCO regulated Competitive Local Exchange Carrier (CLEC) operating in Ohio pursuant to PUCO Certificate No. 90-9201. FiberNet of Ohio, LLC is a wholly-owned subsidiary of NTELOS FiberNet Inc., which in turn is a wholly-owned subsidiary of NTELOS Inc., which in turn is a wholly-owned subsidiary of NTELOS Holdings Corp., a Delaware corporation. NTELOS



Holdings and NTELOS Inc. are also the owners of various other wireless and wireline businesses located in Virginia, West Virginia, Maryland, Pennsylvania and Kentucky. See existing organization chart attached hereto in Section E.

FiberNet of Ohio, LLC hereby respectfully seeks all requisite authority and necessary Commission approvals under Ohio Adm. Code § 4901:1-6-29 for the transfer of control of its operations to the new publicly traded company Wireline One Inc. pursuant to the separation of NTELOS Holdings' wireline and wireless operations, as explained in greater detail herein.

The current contact information for the designated representatives for the Petitioners is as follows:

Mary McDermott, Esq.  
NTELOS Inc.  
401 Spring Lane  
Waynesboro, VA 22980  
(540) 946-8677  
mcdermottm@ntelos.com

Kathy Milenkovski, Esq.  
Steptoe & Johnson PLLC  
41 S. High Street, Suite 2200  
Columbus, OH 43215  
(614) 458-9792  
kathy.milenkovski@steptoe-johnson.com

### **C. Rationale for the Transaction**

The present structure of the NTELOS family of corporations is shown on Exhibit A in Section E. NTELOS Holdings is a Delaware corporation that owns 100% of the equity of NTELOS Inc. NTELOS Inc. is a Virginia business corporation headquartered in Waynesboro, Virginia. NTELOS Inc., directly or indirectly, owns 100% of numerous wireless and wireline subsidiaries as shown on Exhibit A, Section E, including NTELOS FiberNet Inc., which is the 100% owner of FiberNet of Ohio, LLC.

FiberNet of Ohio, LLC is a wireline business duly authorized by the PUCO to provide CLEC services in Ohio pursuant to PUCO Certificate No. 90-9201. The Commission approved a

change in control of FiberNet of Ohio, LLC from One Communications Corp. to NTELOS Inc. by Order in PUCO Case No. 10-1063-TP-ACO.

As indicated above, on December 7, 2010, NTELOS Holdings' board of directors approved a proposed plan to create separate publicly traded wireless and wireline businesses by spinning off the wireline businesses owned by NTELOS Holdings and its various subsidiaries. To that end, a new family of wireline corporations has been created under the parent Wireline One. The structures of the Wireline One and NTELOS Holdings families of corporations are parallel, as shown in Section E, Exhibit B. Wireline One (a wireline company) is set up to parallel NTELOS Holdings (a wireless company). A second new company, Wireline Two, was incorporated to parallel NTELOS Inc. As with NTELOS Holdings, which owns 100% of NTELOS Inc., Wireline One will own 100% of the shares in Wireline Two following the completion of the internal restructuring.

With the launch of CLEC services in 1998, the wireline companies expanded into regional providers of transport, internet protocol-based ("IP") services, video, voice and data services. Certain of the wireline companies hold certificates as a CLEC in Virginia, West Virginia, Kentucky, Ohio, Pennsylvania and Maryland. As of December 31, 2010, the wireline companies had approximately 134,000 CLEC access lines, in more than 30 markets. The heart of the wireline companies' business is an extensive 5,700 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. The wireline companies offer customers leading edge technology services, including Metro Ethernet and IP services.

NTELOS Inc. subsidiaries also hold PCS (wireless) licenses to operate in twenty-nine basic trading areas with a total licensed population of approximately 9.0 million. The wireless subsidiaries have built out network facilities in 22 of those basic trading areas. This network provides coverage to approximately 5.8 million people (also referred to as "POPS"). NTELOS Inc. wireless subsidiaries now serve over 432,000 retail wireless subscribers representing approximately 8% penetration of NTELOS Inc.'s total covered POPS. All of these wireless operations and licenses will remain within NTELOS Holdings following the separation.

The primary rationale for the separation is that separating wireless and wireline businesses will allow both the NTELOS Holdings and the Wireline One families of corporations to focus on their respective strengths – wireless and wireline operations – which will be to the ultimate benefit of consumers and stockholders alike.

#### **D. Public Interest Considerations**

##### **1. The Transaction is in the Public Interest**

The transaction described herein will serve the public interest. The telecommunications industry has been and continues to be subject to rapid technological advances, evolving consumer preferences and dynamic changes. Separating wireless and wireline operations into separate companies will allow each company to better serve its customers and to respond to the unique issues of their respective business models. FiberNet of Ohio, LLC expects that the transaction will enable it to strengthen its competitive position to the benefit of customers and the telecommunications marketplace.

2. **The Transaction Will be Transparent to Customers**

The transaction will be transparent to customers as they will not experience any change in their service, rates, or terms and conditions of such service. FiberNet of Ohio, LLC 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 or conditions, or other regulated pursuits will be made in accordance with PUCO requirements.

Because this transaction will be completely transparent to FiberNet of Ohio, LLC's customers, no notice to customers is required pursuant to Ohio Admin. Code § 4901:1-6-07.

3. **The 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. The transaction should enhance competition by allowing Wireline One and its subsidiary, FiberNet of Ohio, LLC, to better compete with other wireline operators, to the ultimate benefit of its customers.

**E. Pre- and Post-Closing Organization Charts**

See Exhibits A and B, attached hereto.

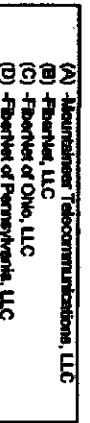
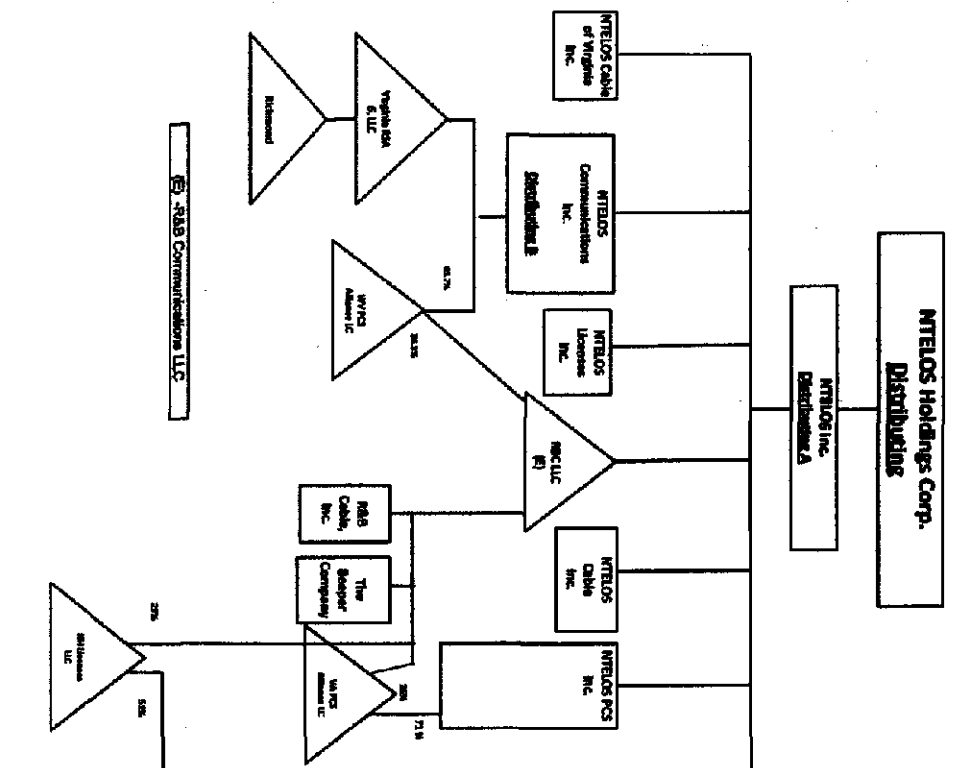


EXHIBIT  
A



# EXHIBIT

**Education\***

2