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14-0056-TP-ACD

PUCO

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January 7, 2014

Barcy F. McNeal, Secretary of the Commission
Attn: Docketing Division
Ohio Public Utilities Commission
180 East Broad Street
Columbus, Ohio 43215-3793

RE: Application of ALEC, LLC for Approval of Transfer of Control to MBS Holdings, Inc.

Dear Ms. McNeal,

Please find attached a Telecommunications Application Form for Routine Proceedings ("Application") and the Commission's filing requirements under OAC 4901:1-6-29(E) for change in control filings filed on behalf of ALEC, LLC. ("ALEC") in connection with the transfer of control of ALEC's parent company Integrated Broadband Services, LLC ("IBBS") to MBS Holdings, Inc. ("MBS").

Please date-stamp the enclosed extra copy of this filing and return it in the self-addressed, stamped envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact me or my colleague, Michael Sloan, at (202) 973-4227 or via email at michaelsloan@dwt.com.

Sincerely,

Richard A. Gibbs
Counsel for ALEC, LLC

Enclosures

This is to certify that the images appearing are a accurate and complete reproduction of a case file document delivered in the regular course of business
Technician SM Date Processed JAN 10 2014

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 ALEC, LLC)
 for Approval of Transfer of Control to MBS Holdings, Inc.)

TRF Docket No. 90-____

Case No. 14 - 056 - TP - ACO

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

Name of Registrant(s) ALEC, LLC

DBA(s) of Registrant(s) _____

Address of Registrant(s) 250 W. Main St., Suite 1920, Lexington, KY 40507

Company Web Address www.alec.net

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 _____

Address (if different from above) _____

Consumer Contact Information Mark Hayes

Phone _____

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.]

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

Section I – Part I - Common Filings

Carrier Type <input type="checkbox"/> Other (explain below)	<input type="checkbox"/> For Profit ILEC	<input type="checkbox"/> Not For Profit ILEC	<input type="checkbox"/> CLEC
Change terms & conditions of existing BLES	<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)	<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)
Other* (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"/>
Date Notice Sent:				

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	Telecommunications Service Provider Not Offering Local	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	Telecommunications Service Provider Not Offering Local
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 4901:1-6-24	<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, Richard A. Gibbs 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) /s/ Richard A. Gibbs, Counsel to ALEC, LLC (Date) January 7, 2014

*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

LIST OF EXHIBITS AND ATTACHMENTS

Exhibit A	Existing Tariff Pages - NOT APPLICABLE
Exhibit B	Revised Tariff Pages - NOT APPLICABLE
Exhibit C	Description of, Rationale for, and Public Interest Considerations of the Proposed Transaction
Attachment C-1	Pre-Transaction Organizational Chart
Attachment C-2	Post-Transaction Organizational Chart
Attachment C-3	Certificate of Good Standing for ALEC, LLC
Attachment C-4	IBBS/ALEC Names, Addresses, and Phone Numbers of Officers and Board of Managers
Attachment C-5	MBS Holdings, Inc. Names, Addresses, and Phone Numbers of Officers and Board of Managers
Exhibit D	Customer Notice and Customer Notice Affidavit - NOT APPLICABLE

Exhibit C

Description of, Rationale for, and Public Interest Considerations of the Proposed Transaction

The following information is provided in support of the Telecommunications Application Form for Routine Proceedings filed on behalf of ALEC, LLC. ("ALEC") in connection with the transfer of control of ALEC's parent company Integrated Broadband Services, LLC ("IBBS") to MBS Holdings, Inc. ("MBS") pursuant to the Commission's filing requirements under OAC 4901:1-6-29(E) for change in control (ACO) filings.

DESCRIPTION OF APPLICANTS

A. ALEC, LLC and Integrated Broadband Services, LLC

ALEC is a Kentucky limited liability company with its principal place of business at 250 W. Main St., Suite 1920, Lexington, KY 40507. 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 Certificate Number 90-9324, Case No. 06-332-TP-ACE.

ALEC is an indirect, wholly-owned subsidiary (through several intermediaries) of IBBS Holdings, LLC ("Holdings"). One of Holdings' wholly owned subsidiaries is IBBS. IBBS is a Georgia limited liability company with its principal place of business at 200 Chastain Center Blvd, Suite 200, Kennesaw, GA 30144. Through its affiliates, including ALEC, IBBS is a provider of operational support software, back office services, and wholesale voice over Internet protocol ("VoIP") solutions deployed by cable and broadband operators nationally. IBBS utilizes the telecommunications services and connectivity provided by ALEC to serve its customers. IBBS is not a regulated telecommunications entity in this or any other state. ALEC is its only regulated telecommunications carrier affiliate. A pre-transaction organizational chart describing the current corporate relationship between Holdings, IBBS, and ALEC is attached as Attachment C-1 to this Exhibit.

B. MBS Holdings, Inc.

MBS is a Delaware corporation with its principal place of business at 880 Montclair Rd, Suite 400, Birmingham, Alabama 35242. Through its operating affiliates, MBS provides wholesale VoIP solutions for residential and business customers of cable operators and municipalities and is a leading competitive provider of residential, small business, and enterprise VoIP services, broadband monitoring, provisioning, and managed support services.

DESCRIPTION OF TRANSACTION

Pursuant to a Membership Interest Purchase Agreement executed on December 30, 2013, MBS and Holdings are planning a transaction that, among other things, will result in MBS Intermediate Holdings, LLC, a Delaware limited liability company wholly owned by MBS,

acquiring 100% of the outstanding equity of IBBS, the indirect parent of ALEC, and IBBS GP, LLC, a Delaware limited liability company and an affiliate of IBBS. As a result of the transaction, ALEC will become an indirect, wholly-owned subsidiary of MBS. A post-transaction organization chart showing the relationship between the applicants is attached as Attachment C-2 to this Exhibit.

ALEC will continue to operate as ALEC in Ohio, offering the same services at the same rates, terms and conditions as it does currently. Accordingly, the transaction will be seamless and transparent to ALEC's customers, who will continue to receive uninterrupted service from ALEC. Because the transaction will be transparent to ALEC's customers and will not impact services offered by ALEC, customer notification is not required.¹

PUBLIC INTEREST CONSIDERATIONS

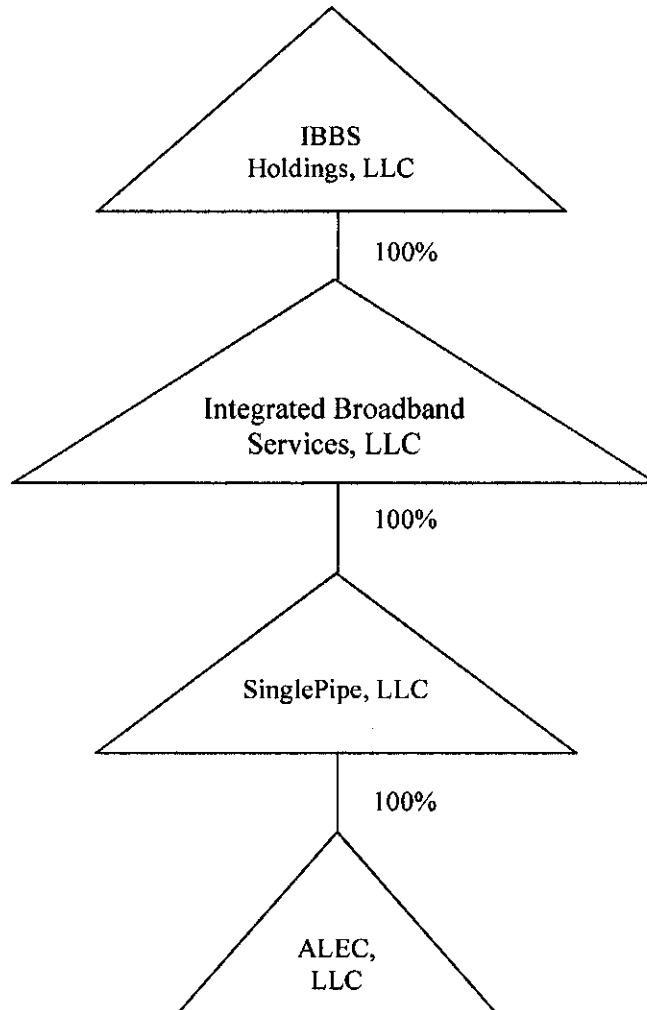
The proposed transaction is in the public interest. MBS is an excellent partner for IBBS. The synergy between the two companies stems from (i) the similarities in customer bases served, focused on wholesale broadband services providers and consumers (ii) complementary product and technology offerings, and (iii) the service-focused cultures shared by both companies. MBS's strategic acquisition of IBBS and its ALEC affiliate will enhance both companies' business strategy and position in a highly competitive market and will strengthen their ability to compete against other well-established and well-financed competitors.

The transaction and the financing associated with it will serve the public interest in promoting competition by resulting in a combined enterprise that can achieve greater economies of scale and scope than would otherwise have been the case. By combining the operations of IBBS with those of MBS, the transaction will enable the Applicants to respond more rapidly to the needs of consumers and provide consumers with a full portfolio of competitive communications service.

The proposed transaction will not involve a change in the entity, ALEC, actually providing regulated telecommunications services in Ohio, nor will it change any of the rates, terms or conditions of such service. All existing tariffs, if any, will remain in place. Accordingly, this transaction will be transparent to ALEC's customers in Ohio, as well as the general public. The transaction also is not expected to involve any changes to ALEC's management or operations.

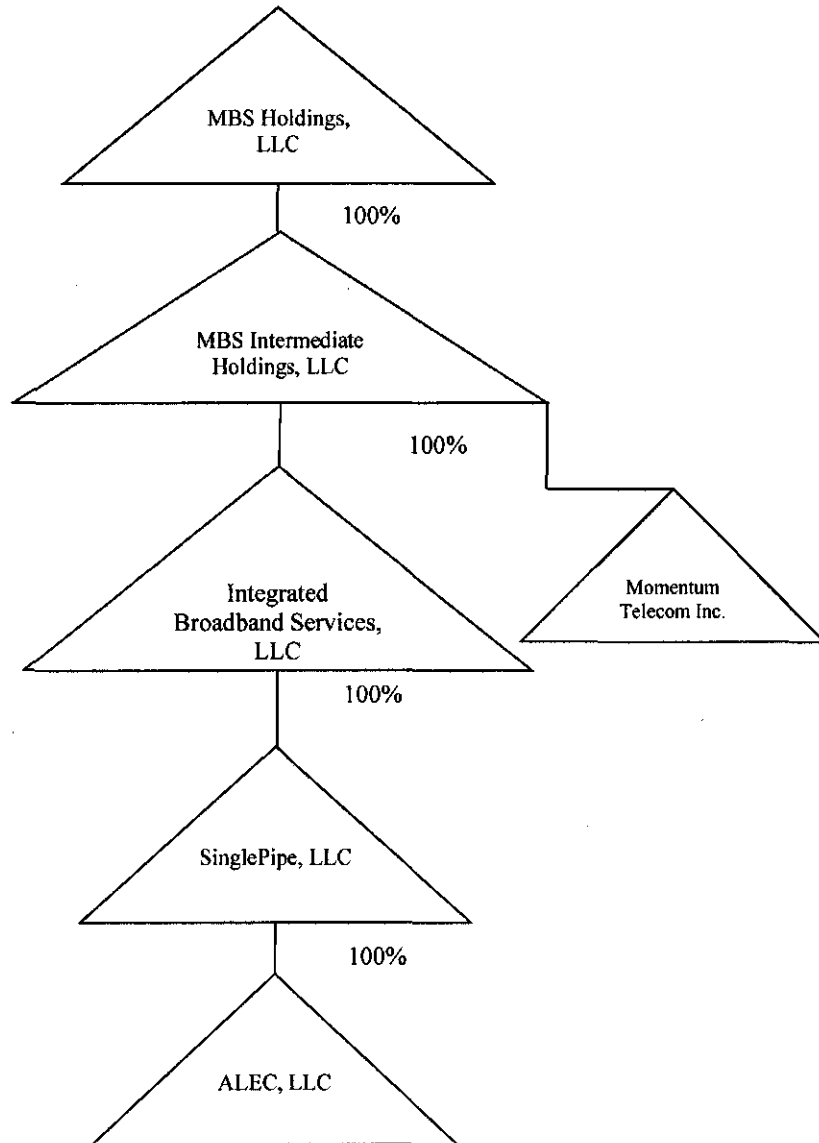
¹ See OAC 4901:1-6-07 ("a telephone company shall provide at least fifteen days advance notice to its affected customers, of any material change in the rates, terms, and conditions of a service and any change in the company's operations that are not transparent to customers and may impact service.").

ATTACHMENT C-1
PRE-TRANSACTION ORGANIZATIONAL CHART



Affiliates and subsidiaries not relevant to the Commission's review of the transaction are omitted from this chart.

ATTACHMENT C-2
POST-TRANSACTION ORGANIZATIONAL CHART



Affiliates and subsidiaries not relevant to the Commission's review of the transaction are omitted from this chart.

ATTACHMENT C-3
CERTIFICATE OF GOOD STANDING FOR ALEC, LLC

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 ALEC, LLC, a Kentucky For Profit Limited Liability Company, Registration Number 1540214, filed on May 4, 2005, 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 20th day of December, A.D.
2013.*

A handwritten signature in black ink that reads "Jon Husted".

Ohio Secretary of State

Validation Number: 201335400913

ATTACHMENT C-4

IBBS/ALEC NAMES, ADDRESSES, AND PHONE NUMBERS OF BOARD OF MANAGERS AND OFFICERS

Board of Managers:

The address and phone number for all members of the Board of Managers is 200 Chastain Center Blvd. Suite 200, Kennesaw, Georgia 30144, (770) 387-2053.

L. Watts Hamrick III
Arthur C. Roselle
Eric J. Wilkins
Robert F. Buckfelder
David Gould

Officers:

The address and phone number for all officers is 200 Chastain Center Blvd. Suite 200, Kennesaw, Georgia 30144, (770) 387-2053.

NAME	TITLE
Michael P. Gallagher	Chief Executive Officer
Todd Zittrouer	President and Chief Operating Officer
Holly Misirly	Vice President of Finance & Accounting
Robert Hobbs	Vice President of Business Engineering
Suzanne Dunham	Senior Vice President of Customer Service
Mark Hayes	Vice President of CLEC Operations
Tara Kelley	Vice President, Customer Experience
Phillip Roland	Vice President of Development

ATTACHMENT C-5

**MBS HOLDINGS, INC. NAMES, ADDRESSES, AND PHONE NUMBERS OF
DIRECTORS AND OFFICERS**

Directors:

NAME	POSITION	ADDRESS	PHONE
Elizabeth Pharo	Chair	880 Montclair Road, Ste 400 Birmingham, AL 35242	205-978-6035
William P. Acker III		35 Sunset Drive Anniston, AL 36207	256-237-0637
Charles S. Caldwell		2150 15th Avenue South Birmingham, AL 35205	205-933-8235
James D. Davis		2001 Park Place, Ste 320 Birmingham, AL 35203	205-324-7681
Harold B. Dunn		1950 Stonegate Drive, Ste 150 Birmingham, AL 35242	205-951-1800
William J. Fox III	President/Chief Executive Officer	880 Montclair Road, Ste 400 Birmingham, AL 35242	205-978-6035
W. Sanders Pitman		One Metroplex Drive, Ste 500 Birmingham, AL 35209	205-871-1031

Officers:

The address for all officers is 880 Montclair Road, Suite 400, Birmingham, Alabama 35242.

NAME	TITLE	PHONE
William J. Fox III	President/Chief Executive Officer	205-978-6035
Matthew G. Conroy	Vice President-Finance/Chief Financial Officer	205-978-6035
Charles E. Richardson III	Vice President, Legal and Regulatory /Secretary	205-978-6035