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July 29, 2010

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PUBLIC SERVICE
COMMISSION

Mr. Jeff Derouen, Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, Kentucky 40602

Re: Notification of Transfer of Ownership and Control of FiberNet, LLC

Dear Mr. Derouen:

NTELOS Inc., Conversent Communications, Inc., One Communications Corp., Mountaineer Telecommunications, LLC and FiberNet, LLC (collectively, the "Parties") hereby notify the Public Service Commission of the Commonwealth of Kentucky (the "Commission") of the anticipated transfer of ultimate ownership and control of FiberNet, LLC, a CLEC, from One Communications Corp. to NTELOS Inc. NTELOS Inc. will acquire 100% of the membership interests of FiberNet, LLC's parent company, Mountaineer Telecommunications, LLC, from Conversent Communications, Inc., a subsidiary of One Communications Corp.

Pursuant to the Commission's January 8, 1998 Order in Administrative Case No. 370, CLECs are not required to seek prior approval for authority to transfer ownership and control of their operations as previously required under KRS 278.020(4) and (5). The Commission held that "CLECs and wireless carriers need only supply a letter to the Commission describing the transfer and providing an adoption notice pursuant to 807 KAR 5:011, Section 11, for the tariff with one day's notice." Order, *In the Matter of: Exemptions for Providers of Local Exchange Service other than Incumbent Local Exchange Carriers*, Administrative Case No. 370, p.2.

Pursuant to the Commission's order referenced above, the Parties hereby provide the Commission with notice of the transfer of ownership and control of FiberNet, LLC to NTELOS Inc. The Parties and the structure of the transaction are more fully described below.

I. The Parties

A. NTELOS Inc.

NTELOS Inc. (“NTELOS”) is a Virginia corporation with its principal place of business at 401 Springs Lane, Suite 300, Waynesboro, Virginia 22980-1990. It is a wholly-owned subsidiary of NTELOS Holdings Corp. (NASDAQ: NTLS). NTELOS is a leading provider of wireless and wireline communications services primarily in Virginia and West Virginia. Subsidiaries of NTELOS provide products and services to customers in Virginia, West Virginia, Pennsylvania, Kentucky, Ohio, Maryland and North Carolina, including wireless phone service, local and long distance telephone services, high capacity transport, data and voice services for Internet access and wide area networking and IPTV-based video services.

B. One Communications Corp.

One Communications Corp. (“One Communications”) is a Delaware corporation with corporate headquarters in Burlington, MA and operational headquarters in Rochester, NY. One Communications is the largest privately-held, multi-regional integrated telecommunications solutions provider in the United States – serving small and mid-sized business customers through licensed subsidiaries in 18 states across the Northeast, Mid-Atlantic and Upper Midwest, plus the District of Columbia. CTC Communications Corp. d/b/a One Communications, a subsidiary of One Communications, provides resold long distance services in Kentucky.

C. Conversent Communications, Inc.

Conversent Communications, Inc. (“Conversent”) is a Delaware corporation with its principal place of business at 5 Wall Street, Burlington, MA 02451. It is a wholly-owned subsidiary of One Communications. Conversent is the holder of all of the issued and outstanding membership interests in Mountaineer Telecommunications, LLC, which interests are the subject of the transaction at issue. Conversent does not provide telecommunications services in Kentucky.

D. Mountaineer Telecommunications, LLC

Mountaineer Telecommunications, LLC (“Mountaineer”) is a West Virginia LLC and a wholly-owned subsidiary of Conversent. Mountaineer is the holder of all of the issued and outstanding equity interest of four subsidiary operating companies which provide telecommunications and information services to business and residential customers throughout West Virginia, Ohio, Maryland, Pennsylvania, Virginia, and Kentucky under the “FiberNet” name. The subsidiary certificated to provide telecommunications service in Kentucky is FiberNet, LLC.

E. FiberNet, LLC

FiberNet, LLC (“FiberNet”), is a West Virginia limited liability company located at 1200 Greenbrier Street, Charleston, West Virginia 25311. FiberNet is certificated as a CLEC in Kentucky (*see* Utility ID No. 5053200) and authorized to provide local exchange and long distance services. FiberNet is a wholly-owned subsidiary of Mountaineer.

II. Designated Contacts

In addition to the undersigned counsel, the designated contacts concerning this notice are:

NTELOS: Mary McDermott
Senior Vice President-Legal and Regulatory Affairs
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401 Spring Lane, Waynesboro, VA 22980
Email: mcdermottm@ntelos.com
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Fax: 540-946-3595

**One Communications
and FiberNet:** Steven Hamula
Director of Regulatory Affairs
FiberNet, LLC
1200 Greenbrier Street
Charleston, WV 25311
Tel: 304-720-2159
Fax: 304-720-2121

III. Description of the Anticipated Transaction

On July 19, 2010, NTELOS, Conversent and One Communications executed a Purchase Agreement pursuant to which NTELOS will purchase and acquire all of Conversent’s membership interest in its wholly-owned subsidiary, Mountaineer. FiberNet is a wholly-owned subsidiary of Mountaineer, thus as a result of the transaction, FiberNet will be an indirect, wholly-owned subsidiary of NTELOS.

More specifically, as part of the transaction, NTELOS will form a new subsidiary, NTELOS FiberNet, Inc. (“NFI”). NFI will be a Virginia corporation and it will own 100% of the membership interests in Mountaineer. Following closing, FiberNet will remain a wholly-owned subsidiary of Mountaineer, which will be a wholly-owned subsidiary of NFI, which will be a wholly-owned subsidiary of NTELOS. An illustrative chart depicting NTELOS’s corporate structure upon closing of the transaction is attached hereto. Pursuant to the terms of the Purchase Agreement, the transaction is required to close by December 31, 2010.

IV. Public Interest Analysis

The proposed transaction will not result in any change or transfer of assets or facilities of FiberNet nor cause any change in the regulatory status of FiberNet. Following closing, FiberNet will continue to offer service under the same name and operating authority as it presently does in Kentucky. The proposed transaction will not adversely affect the rates, terms, service or operation of FiberNet in the Commonwealth. As a result, the transaction will be virtually transparent to FiberNet's Kentucky customers.

Moreover, the proposed transaction will create a combined company with double the scope and size of the existing companies. Brought together, NTELOS and FiberNet as a combined company 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 increase investment in its network, operate more efficiently and provide high quality service to more customers in the Commonwealth. In sum, the creation of a larger and financially stronger telecommunications competitor will benefit Kentucky consumers.

If you have any questions regarding this notice, please contact me.

Respectfully submitted,



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NTELOS Holdings Corp.

NTELOS INC.

