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April 4, 2011

**VIA HAND DELIVERY**

Secretary Rosemary Chiavetta  
Pennsylvania Public Utility Commission  
Commonwealth Keystone Building  
P.O. Box 3265  
Harrisburg, PA 17105-3265

RECEIVED  
2011 APR -4 PM 2: 17  
PA PUC  
SECRETARY'S BUREAU

**Re:** Joint Application of NTELOS of West Virginia, Inc., and FiberNet Telecommunications of Pennsylvania, LLC for Approval of a General Rule Corporate Restructuring  
**Docket No. A-** \_\_\_\_\_

Dear Secretary Chiavetta:

Enclosed for filing please find an original plus three (3) copies of the Joint Application of NTELOS of West Virginia, Inc., and FiberNet Telecommunications of Pennsylvania, LLC for Approval of a General Rule Change of Control.

This Joint Application seeks all necessary approvals from the Pennsylvania Public Utility Commission ("Commission") for a proposed corporate restructuring that will result in the Joint Applicants' ultimate corporate parent changing from NTELOS Holdings Corp. to a newly formed publicly traded company to be known as "Wireline One".

A check in the amount of \$350.00 is enclosed for payment of the filing fee. Upon filing, please return a time-stamped copy of the Application to our courier. Copies of the Application have been served in accordance with the attached Certificate of Service.

Philadelphia • Reading • Valley Forge • Lehigh Valley • Harrisburg • Lancaster • Scranton  
Williamsport • Wilkes-Barre • Princeton • Cherry Hill • New York • Wilmington

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Secretary Rosemary Chiavetta  
April 4, 2011  
Page 2

If you have questions, please do not hesitate to contact me.

Best Regards,

STEVENS & LEE



Michael A. Guin

MAG/kdd  
Encl.

cc: Certificate of Service  
Janet Tuzinski, Bureau of Fixed Utility Services  
Erin Laudenslager, Bureau of Fixed Utility Services  
Dale Kirkwood, Bureau of Fixed Utility Services

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PA PUBLIC UTILITY COMMISSION  
REGULATORY BUREAU

BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION

Joint Application of NTELOS of West Virginia Inc. and FiberNet Telecommunications of Pennsylvania, LLC for Approval of a General Rule Change in Control : Docket No. A-

**JOINT APPLICATION OF NTELOS OF WEST VIRGINIA, INC. AND FIBERNET TELECOMMUNICATIONS OF PENNSYLVANIA, LLC FOR APPROVAL OF A GENERAL RULE CHANGE IN CONTROL**

Pursuant to 66 Pa.C.S.A. § 1102(a)(3) and 52 Pa. Code § 63.324, NTELOS of West Virginia Inc. (“NTWV”) and FiberNet Telecommunications of Pennsylvania, LLC (FiberNet PA) (collectively, the “Joint Applicants”), hereby request all necessary approvals from the Pennsylvania Public Utility Commission (“Commission”) for a proposed corporate restructuring that will result in the Joint Applicants’ ultimate corporate parent changing from NTELOS Holdings Corp. to a newly formed publicly traded company to be known as “Wireline One”. The restructuring will have no impact on the rates or services of either of the Joint Applicants in Pennsylvania, and the transaction will be completely seamless and transparent to the Joint Applicant’s customers. No Pennsylvania customers, assets, or certificates of public convenience will be transferred in connection with the proposed restructuring. The transaction is being undertaken in order to separate NTELOS Holdings Corp.’s wireline business unit into an independent standalone operation. With this Application, the Joint Applicants respectfully request the issuance of a Certificate of Public Convenience pursuant to 66 Pa.C.S.A. §§

1102(a)(3) for the proposed restructuring and for such other approvals, certificates, registrations and other relief, if any, as may be necessary under the Public Utility Code and the Commission's regulations for the transaction described herein.

In further support thereof, the Joint Applicants respectfully aver as follows:

## **I. DESCRIPTION OF THE APPLICANTS**

1. Joint Applicant NTELOS of West Virginia Inc. ("NTWV") is a Virginia Corporation. By Order dated March 12, 2010, the Commission granted NTWV Certificates of Public Convenience to operate as a Competitive Local Exchange Carriers ("CLEC"), Competitive Access Provider ("CAP"), and InterExchange Carrier ("IXC") in Pennsylvania.<sup>1</sup> NTWV is also certificated as a CLEC in the states of West Virginia and Maryland.

2. Joint Applicant FiberNet Telecommunications of Pennsylvania, LLC ("FiberNet PA"), is a Pennsylvania LLC. FiberNet PA was certificated as a CLEC, IXC Reseller and a CAP pursuant to the Commission's Order entered September 20, 1999, at Docket Numbers A-310828, and A-310828F0002, A-310828F0003.

3. Both of the Joint Applicants are wholly owned by NTELOS Inc. ("NTI"). NTI is a Virginia Business Corporation and is the direct or indirect parent company of numerous operating subsidiaries which provide telecommunications services. Through its certificated operating entities, NTI is a communications provider serving customers with Wireless, Incumbent Local Exchange Carrier, Competitive Local Exchange Carriers, Data and Carrier services across Virginia, West Virginia, Pennsylvania, and Maryland. NTI controls 100% of NTWV through NTI's wholly owned subsidiary NTELOS Communications Inc. NTI controls

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<sup>1</sup> See, Opinion and Order, *Application of NTELOS of West Virginia, Inc.*, Docket Nos. A-2009-2148183, A-2009-2148184, A-2009-2148185, A-2009-2148186, A-2009-2148187, A-2009-2148188 (March 12, 2010).

100% of FiberNet PA through NTI's wholly owned subsidiary NTELOS FiberNet Inc.<sup>2</sup> Attached hereto as **Appendix A** is the existing NTELOS organizational structure reflecting the ownership of the Joint Applicants.

4. NTI, in turn, is 100% owned by the ultimate parent company in the NTELOS corporate structure, the publicly traded holding company NTELOS Holdings Corp. (NASDAQ: NTLS). NTELOS Holding Corp. is a publicly traded Delaware corporation and, as stated above, NTELOS Holdings Corp. owns 100% of the equity of NTI.

## **II. OWNERSHIP INFORMATION**

5. Pursuant to 52 Pa. Code 63.324(d)(4), the Joint Applicants hereby provide the following information regarding their ownership:

- a. NTI (a Virginia business corporation) owns 100% of the equity of both Joint Applicants NTWV and FiberNet PA via its operating subsidiaries NTELOS Communications Inc. and NTELOS FiberNet Inc., respectively. NTI's principle business address is 401 Spring Lane, Waynesboro, VA 22980. NTI is a United States corporation.
- b. NTELOS Holdings Corp. (a Delaware Corporation), in turn, owns 100% of the equity of NTI. NTELOS Holdings' principal place of business is 401 Spring Lane, Waynesboro, VA 22980. NTELOS Holdings Corp. is a United States Corporation.

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<sup>2</sup> By Order entered October 21, 2010, the Commission approved the transfer of control of FiberNet PA from One Communications Corp. to NTL. *See Joint Application of NTELOS, Inc., NTELOS of West Virginia, Inc., One Communications Corp., Conversent Communications, Inc., Mountaineer Telecommunications, LLC, and FiberNet Telecommunications of Pennsylvania, LLC for Approval of the Acquisition by NTELOS, Inc. of all of the Equity Interests of Mountaineer Telecommunications, LLC Resulting in a Change of Control of FiberNet Telecommunications of Pennsylvania, LLC*, Docket No. A-2010-2195283, Order Entered October 21, 2010.

- c. Quadrangle Capital Partners, LLC, through its subsidiary funds, owns approximately 27% of the equity of NTELOS Holdings.<sup>3</sup> Quadrangle Capital Partners, LLC's principle business address is 375 Park Avenue, New York, NY, 10152. Quadrangle Capital Partners is a United States Limited Partnership.

### **III. CONTACT INFORMATION**

6. For the purposes of this Application, questions or any correspondence, orders, or other materials should be directed to the following contacts for the Joint Applicants:

Michael A. Gruin, Esq.  
Stevens & Lee  
17 N. 2<sup>nd</sup> St., 16<sup>th</sup> Floor  
Harrisburg, PA 17101  
Tel: (717) 255-7365  
Fax: (610) 988-0852  
Email: mag@stevenslee.com

With copies to:

Mary McDermott  
Senior Vice President-Legal and Regulatory Affairs  
NTELOS  
401 Spring Lane, Waynesboro, VA 22980  
Tel: (540) 946-8677  
Fax: (540) 946-3595  
Email: mcdermottm@ntelos.com

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<sup>3</sup> Includes 4,023,696 shares of Common Stock owned by Quadrangle Capital Partners LP, 219,857 shares of Common Stock owned by Quadrangle Select Partners LP, 1,534,327 shares of Common Stock owned by Quadrangle Capital Partners-A LP, 5,528,222 shares of Common Stock owned by Quadrangle NTELOS Holdings II LP and 55,575 shares of Common Stock owned by QCP GP Investors II LLC. Quadrangle NTELOS Holdings II LP has pledged its interest in 5,528,222 shares of Common Stock to secure repayment of a loan made to it by the Bank of Montreal. The address for the Quadrangle Entities is 375 Park Avenue, New York, NY 10152

#### **IV. DESCRIPTION OF THE PROPOSED TRANSACTION**

7. The transaction at issue (“Transaction”) will involve NTELOS Holding Corp. separating its wireline business unit into an independent stand-alone operation, separate and apart from its wireless business unit.

8. Currently, NTI, through its various operating subsidiaries, provides both wireline service and wireless service. NTELOS was originally founded in 1897 as the Clifton Forge-Waynesboro Telephone Company, and 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.<sup>4</sup> The NTELOS wireline companies have expanded from traditional, rural ILECs into regional providers of transport, internet protocol-based (“IP”) services, video, voice and data services. To that end, certain of the NTELOS 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, virtually all business lines, in more than 30 markets. The heart of the NTELOS 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 NTELOS wireline companies offer customers leading edge technology services, including Metro Ethernet and IP services.

9. NTELOS also provides wireless service through its wireless subsidiaries. These subsidiaries 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.

10. On December 7, 2010, NTELOS Holdings Corp.’s board of directors unanimously approved a proposed plan to create separate wireless and wireline businesses by spinning off the wireline business into a new publicly traded company. Following the spin-off, NTELOS Holdings Corp. will be composed of wireless operations only, including a retail business providing 3G wireless voice and data services, including national plans, to customers primarily in Virginia and West Virginia, and a wholesale business which generates revenues under an exclusive contract with Sprint Nextel Corporation. The New Wireline Company will have two traditional ILEC businesses and a competitive business unit offering CLEC, high-speed data and wholesale services over an approximately 5,700 route-mile fiber network.

11. As a result of the transaction, the wireline operations will become an entity independent from NTELOS Holdings, and NTELOS Holdings will essentially become a wireless company. In order to complete the separation, NTELOS Holdings has formed two new companies, Wireline One and Wireline Two. Following the completion of certain intermediate reorganization steps, Wireline Two will be a direct, wholly-owned subsidiary of Wireline One. The stock of the NTELOS ILECs and NTELOS CLEC – including the stock of the Joint Applicants - will be contributed into Wireline Two.

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<sup>4</sup> As of December 31, 2009, NTELOS’ two ILEC subsidiaries operated approximately 38,200 rural ILEC lines

12. The NTELOS ILECs and CLECs will remain certificated and subject to the oversight of the relevant state Commissions where they do business, but they will have a new ultimate corporate parent. Instead of the current ultimate parent, NTELOS Holdings, the ultimate new corporate parent of these entities will be Wireline One. **Appendix B** hereto shows the corporate structure that will result from the creation of the independent Wireline One.

13. As described above, the NTELOS ILECs and CLECs ultimately will be indirect subsidiaries of a new parent holding company, Wireline One.<sup>5</sup> From an operational perspective, however, little will change. They will continue to have the same technical, financial and managerial ability to provide reliable service as they do today. They will continue to employ the same personnel experienced and dedicated to the provision of wireline service in Pennsylvania and the other states in which they operate. The customer service, network and operation functions that are critical to the companies' success today will continue unchanged by the separation.

14. The restructuring will have no impact on the rates or services of either of the Joint Applicants in Pennsylvania, and the transaction will be completely seamless and transparent to the Joint Applicant's customers. No Pennsylvania customers, assets, or certificates of public convenience will be transferred in connection with the proposed restructuring.

15. After the separation, the NTELOS ILECs and CLECs will be staffed and managed by capable and experienced personnel.

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<sup>5</sup> The names of the NTELOS ILECs and CLECs, or the names under which they do business, may change as Wireline One separates from NTELOS Holdings and chooses its new corporate name and brand. Once chosen, any state-required registrations, filings or notifications will be provided.

16. In the new wireline structure, a number of services will continue to be provided on a centralized basis by Wireline One or a subsidiary of Wireline One. Those centralized services will allow the individual operating companies to benefit from the efficiencies that will be realized by the arrangement. The centralized services will be provided pursuant to an affiliates agreement. These centralized functions are expected to include human resource services, finance services, tax services, internal audit services, legal services, planning services, general support services, and information technology services.

17. Currently, the NTELOS Holdings wireless and wireline business units each operate largely autonomously in the marketplace.<sup>6</sup> The wireline and wireless telecommunications networks are separate today, as are the engineering, operations (including ordering, provisioning, maintenance and repair), customer care, marketing and sales functions. The NTELOS ILECs and NTELOS CLEC will continue to have the same technical capabilities after the separation that they currently possess. All equipment, buildings, systems, software licenses and other assets owned by the NTELOS ILECs and NTELOS CLECs will continue to be owned by them after the separation. There are no assets jointly-owned between the wireless and wireline businesses.

**V. OTHER INFORMATION REQUIRED BY 52 Pa. Code 63.325(d)(4)**

18. Impact on Services in Pennsylvania: Currently, NTWV and FiberNet PA provide CLEC, CAP and IXC services in Pennsylvania. The transaction will have no impact on the services, rates or conditions of either NTWV or FiberNet PA. Upon completion of the

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<sup>6</sup> After the separation, the wireless and wireline companies may purchase, or continue to purchase, telecommunications services from one another in the same manner that each provides such services in the marketplace to other customers. In addition, the companies will continue to have interconnections agreements as

separation, NTWV and FiberNet PA will continue providing the same quality service at the same rates in Pennsylvania. In addition, these companies will be financially capable of fulfilling all of the requirements of a telephone company in Pennsylvania. These capabilities will be unaffected by the change in the companies' ultimate corporate parent.

19. General Rule Categorization: The Transaction qualifies as a General Rule Transaction because it will result in a greater than 20% change in the indirect ownership of NTWV and FiberNet PA. The Transaction will result in the Joint Applicants' ultimate corporate parent changing from NTELOS Holdings Corp. to a newly formed publicly traded company to be known as "Wireline One".

20. Identification of Other Transactions: There are no other transactions related to the Transaction.

21. No Special Consideration Warranted: No party to the Transaction is facing imminent business failure, therefore, no special consideration is warranted.

22. Waiver Requests: No separately filed waiver request is being sought in conjunction with the Transaction.

23. Facts Supporting the Public Interest and Competition: For the reasons set forth below, the Transaction will affirmatively promote the service, accommodation and convenience of the public in a substantial way, and approval of the Transaction is necessary and proper for the service, accommodation, convenience or safety of the public under 66 Pa.C.S.A. 1103(a). The establishment of the NTELOS Wireline Companies as an independent, stand-alone

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mandated by federal telecommunications law so that customers of the respective companies can complete calls to

corporation will serve the public interest by creating a company whose primary strategic focus will be building upon its wireline capabilities by providing a full portfolio of quality services to residential and business customers in the markets it serves. This separation establishes a heightened level of clarity in terms of the Wireline Companies' vision and purpose; a level of clarity that has the beneficial effect of better aligning the interests of the Wireline Companies with the interests of its customers. The Wireline Companies standing alone will be able to further expand its service offerings, take advantage of new growth opportunities, increase its control of capital investment decisions, and offer investors a "pure play" investment opportunity. The Wireline Companies operate in an industry that has been and continues to be subject to technological advances, evolving consumer preferences, and dynamic change. These factors result in a market environment in which it is likely that the interest of NTELOS Holdings' wireline operations may begin to diverge from the interests of NTELOS Holdings' wireless operations. Upon completion of the separation, Wireline One will be a financially secure company. It will have the ability to raise capital and invest in network, employees and systems to continue providing high quality service. The Transaction will in no way negatively impact telecommunications competition in Pennsylvania, and the Joint Applicants will continue to compete for telecommunications customers after the Transaction just as vigorously as they currently compete.

24. Compliance: The Joint Applicants are in compliance with all Commission obligations under the Public Utility Code and the Commission's regulations. In the three-year period prior to filing the Joint Application, the Joint Applicants has not been found to have violated any State or Federal requirements. In the three-year period prior to filing the Joint

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one another.

Application, allegations have been made against FiberNet PA regarding violations of State or Federal requirements in one case. In a Formal Complaint filed in 2007 at Docket No. C-20077676, Verizon Pennsylvania Inc. (“Verizon”) alleged that FiberNet PA was in violation of 66 Pa.C.S.A. §3017 for having intrastate switched access rates higher than those of Verizon without cost justification. That matter is still pending before the Commission but is expected to be resolved shortly.

25. Customer Notice: Not applicable. Since the Transaction will not affect the rates, terms or conditions of service to the Joint Applicants’ customers, no customer notice is required under 52 Pa.Code 63.324(g).

26. Utility Certificates: Copies of the Pennsylvania Certificates of Public Convenience held by NTWV and FiberNet PA are attached hereto as **Appendix C** and incorporated herein.

27. Effect on Tariffs: The Joint Applicants verify that the Transaction will have no effect on the tariffs of NTWV or FiberNet PA. Tariffed rates will remain unchanged unless and until a revised tariff is submitted to and approved by the Commission. Service Agreements and other contracts for regulated telecommunications services will continue to be honored in accordance with their terms consistent with the normal course of business

28. Effect on Affiliate Interest Agreements: The Joint Applicants verify that the Transaction will have no impact on NTWV’s or FiberNet PA’s existing affiliate interest agreements.

29. Federal and State Investigations: Approval for the proposed transaction is also being sought from the Federal Communications Commission (“FCC”), and the Commissions of

West Virginia, Kentucky, Maryland, Virginia, and Ohio with respect to the certificated NTI entities in those states. It is anticipated that the above-referenced Commissions will initiate normal proceedings or investigations in connection with the requests for approval for the transfer of the relevant certificated entities.

30. Organizational Charts: Appendix A shows the current corporate structure of NTELOS Holdings, and Appendix B shows the corporate structure that will result from the creation of the independent Wireline One.

31. FCC Application: The FCC application in connection with the proposed transaction will soon be filed and the Applicants will file a copy in this docket after the FCC filing.

32. Effect on Capital Structure: The Joint Applicants verify that the expected public effect of the transaction on their capital structure will be positive. Upon completion of the separation, the Joint Applicants' new corporate parent Wireline One will be a financially secure company. It will have the ability to raise capital and invest in network, employees and systems to continue providing high quality service. Based upon its financial attributes, Wireline One anticipates having financial characteristics consistent with similarly-situated companies. The capital structure for Wireline One will be reasonable relative to its characteristics, including its size, markets served, industry position, operating income and cash flow. The Wireline Companies' business model relies on a capital investment strategy in facilities and Wireline One plans to continue this investment strategy. Sufficient leverage will serve to lower the company's overall cost of capital and provide tax benefits that have a positive impact on the company's cash

flow. Insufficient leverage precludes a company from enjoying these benefits, just as excessive amounts of equity capital can burden a company in terms of its dividend policy.

33. Broadband Deployment Commitment: Not Applicable. Neither of the Joint Applicants is subject to a broadband deployment commitment under Federal or State law.

34. Eligible Telecommunications Carrier Status: Not Applicable. Neither of the Joint Applicants have eligible telecommunications status under Federal or State law.

35. Cross-Subsidization Prohibition: The Joint Applicants verify that the Transaction complies with the prohibition against cross-subsidization imposed under Federal and State Law.

36. In addition to the Certificates of Public Convenience requested above, Joint Applicants, by this Application, also respectfully request all such other approvals, certificates, registrations, and other relief, if any, as may be necessary under the Pennsylvania Public Utility Code for transfer of control and the transaction described herein.

37. All of the annual reports, tariffs, certificates, notifications, and approvals filed with the Commission by the Joint Applicants are incorporated herein by reference.

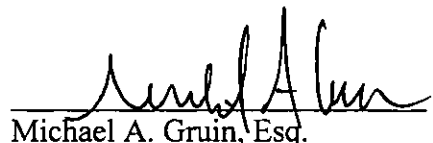
38. A certified copy of resolutions adopted by the Board of Directors of NTELOS Holdings Corp. authorizing the Transaction is attached hereto as **Appendix D**.

39. Attached hereto is the Verification of Mary McDermott, Senior Vice-President, Legal and Regulatory Affairs of NTI confirming the accuracy of the statements made in this Application.

WHEREFORE, because the public interest, convenience, and necessity would be furthered by a grant of this Application for the above-described transaction, Joint Applicants NTWV and FiberNet PA respectfully request the Commission to issue a Certificate of Public Convenience pursuant to Chapter 11 of the Pennsylvania Public Utility Code approving the corporate restructuring that will result in the Joint Applicants' ultimate corporate parent changing from NTELOS Holdings Corp. to a newly formed publicly traded company to be known as "Wireline One", and other approvals, certificates, registrations and other relief, if any, as may be necessary under the Public Utility Code and the Commission's regulations for the transaction described herein. Moreover, the Joint Applicants respectfully request that the Commission consider this Application in an expedited manner and issue the necessary approvals no later than June 15, 2011 to allow the parties to consummate the Transaction and meet critical business objectives.

Respectfully submitted,

April 4, 2011



Michael A. Gruin, Esq.  
Stevens & Lee  
17 N. 2<sup>nd</sup> St., 16<sup>th</sup> Floor  
Harrisburg, PA 17101  
Tel. (717) 255-7365  
Fax (610) 988-0852  
Email: mag@stevenslee.com

**Attorney for Joint Applicants**  
**NTELOS of West Virginia Inc. and FiberNet**  
**Telecommunications of Pennsylvania, LLC**

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SECRETARY'S BUREAU

## VERIFICATION

I, Mary McDermott, being the holder of the office of Senior Vice-President, Legal and Regulatory Affairs of NTELOS Inc., hereby state that I am authorized to make this Verification on behalf of Joint Applicants NTELOS of West Virginia Inc. and FiberNet Telecommunications of Pennsylvania, LLC and that the facts above set forth are true and correct to the best of my knowledge, information and belief and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa.C.S. § 4904 (relating to unsworn falsification to authorities).

DATE: *March 31, 2011*

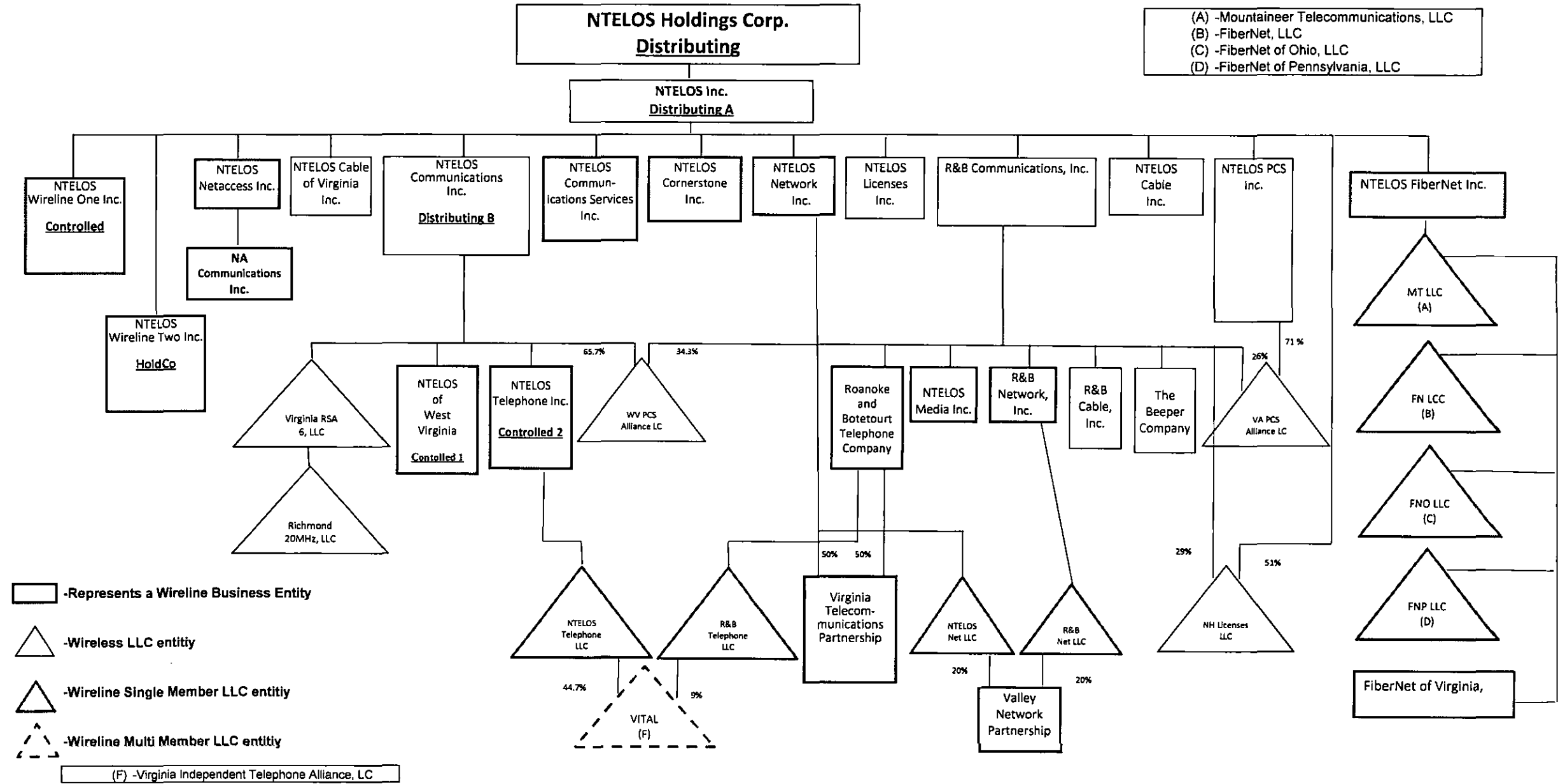
  
Mary McDermott

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**APPENDIX A**  
**NTELOS CURRENT ORGANIZATIONAL STRUCTURE**



**Existing NTELOS Organizational Structure  
Prior to Proposed Transactions**

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**APPENDIX B**  
**ORGANIZATIONAL STRUCTURE AFTER THE PROPOSED**  
**TRANSACTIONS**

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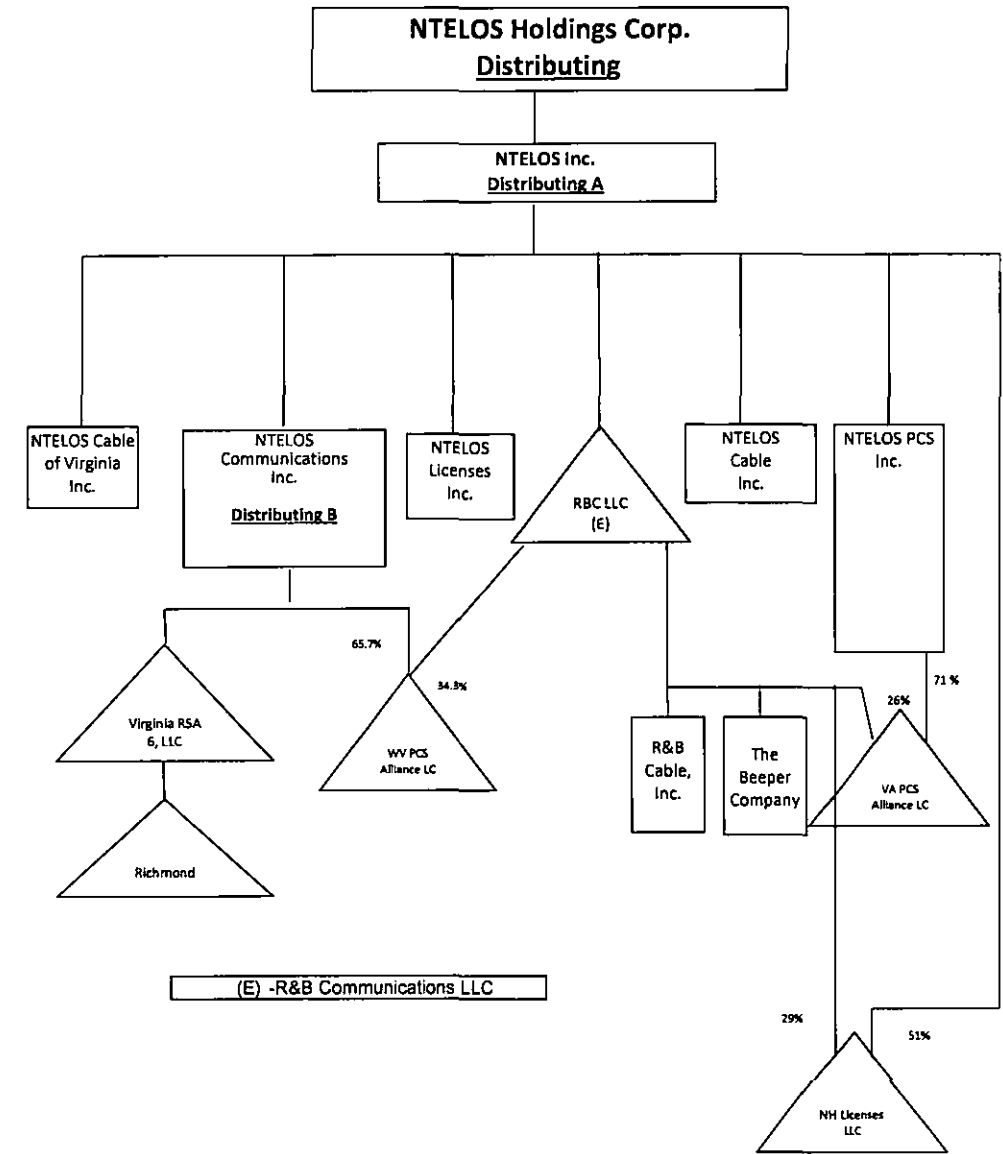
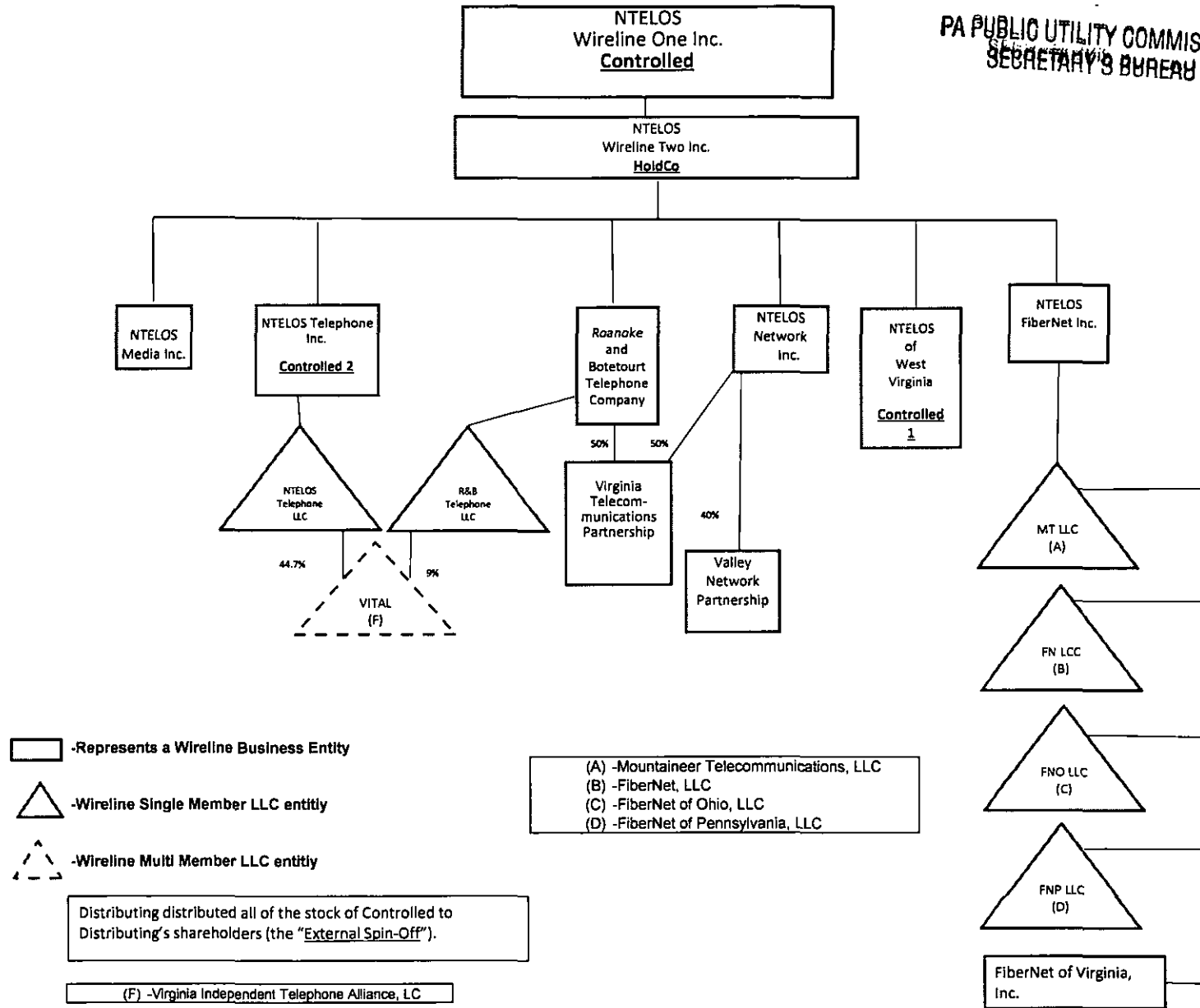
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Organizational Structure after Proposed Transactions

**APPENDIX C**  
**NTWV AND FIBERNET PA CERTIFICATES OF PUBLIC**  
**CONVENIENCE**

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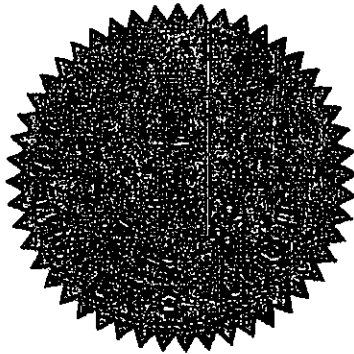
# PENNSYLVANIA PUBLIC UTILITY COMMISSION

IN THE MATTER OF THE APPLICATION OF: A-2009-2148183

Application of NTELOS of West Virginia Inc. d/b/a NTELOS for approval to offer, render, furnish or supply telecommunication services as a Competitive Local Exchange Carrier to the public in the Commonwealth of Pennsylvania in the service territory of Verizon Pennsylvania Inc.

The Pennsylvania Public Utility Commission hereby certifies that after an investigation and/or hearing, it has, by its report and order made and entered, found and determined that the granting of the application is necessary or proper for the service, accommodation, convenience and safety of the public and hereby issues to the applicant this **CERTIFICATE OF PUBLIC CONVENIENCE** evidencing the Commission's approval.

In Witness Whereof, The PENNSYLVANIA PUBLIC UTILITY COMMISSION has caused these presents to be signed and sealed, and duly attested by its secretary at its office in the city of Harrisburg this 11<sup>th</sup> day of March 2010.



A handwritten signature in black ink, reading "James F. McKeelty". The signature is written in a cursive style with a prominent initial "J".

Secretary

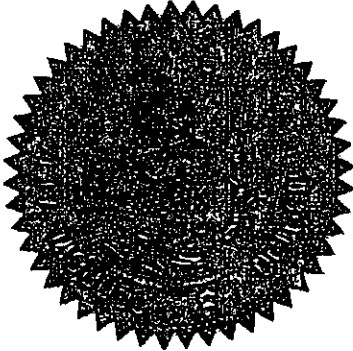
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# PENNSYLVANIA PUBLIC UTILITY COMMISSION

IN THE MATTER OF THE APPLICATION OF: A-2009-2148184

Application of NTELOS of West Virginia Inc. d/b/a NTELOS for approval to offer, render, furnish or supply telecommunication services as a Competitive Local Exchange Carrier to the public in the Commonwealth of Pennsylvania in the service territory of Verizon North Inc.

The Pennsylvania Public Utility Commission hereby certifies that after an investigation and/or hearing, it has, by its report and order made and entered, found and determined that the granting of the application is necessary or proper for the service, accommodation, convenience and safety of the public and hereby issues to the applicant this **CERTIFICATE OF PUBLIC CONVENIENCE** evidencing the Commission's approval.



In Witness Whereof, The PENNSYLVANIA PUBLIC UTILITY COMMISSION has caused these presents to be signed and sealed, and duly attested by its secretary at its office in the city of Harrisburg this 11<sup>th</sup> day of March 2010.

A handwritten signature in black ink, reading "James J. McKeelty". The signature is written in a cursive style with a prominent initial "J".

Secretary

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PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

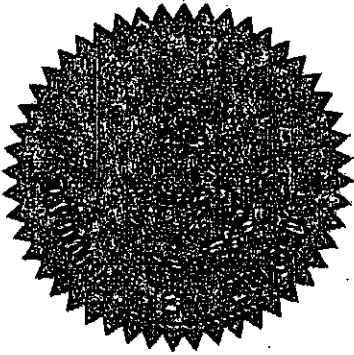
# PENNSYLVANIA PUBLIC UTILITY COMMISSION

IN THE MATTER OF THE APPLICATION OF: A-2009-2148185

Application of NTELOS of West Virginia Inc. d/b/a NTELOS for approval to offer, render, furnish or supply telecommunication services as a Competitive Local Exchange Carrier to the public in the Commonwealth of Pennsylvania in the service territory of The United Telephone Company of Pennsylvania LLC d/b/a CenturyLink.

The Pennsylvania Public Utility Commission hereby certifies that after an investigation and/or hearing, it has, by its report and order made and entered, found and determined that the granting of the application is necessary or proper for the service, accommodation, convenience and safety of the public and hereby issues to the applicant this **CERTIFICATE OF PUBLIC CONVENIENCE** evidencing the Commission's approval.

In Witness Whereof, The PENNSYLVANIA PUBLIC UTILITY COMMISSION has caused these presents to be signed and sealed, and duly attested by its secretary at its office in the city of Harrisburg this 11<sup>th</sup> day of March 2010.



A handwritten signature in black ink, reading "James J. McKeelty". The signature is written in a cursive style with a prominent initial "J".

Secretary

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PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

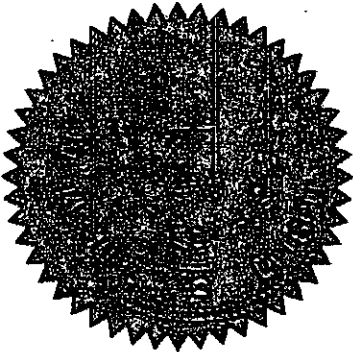
# PENNSYLVANIA PUBLIC UTILITY COMMISSION

IN THE MATTER OF THE APPLICATION OF: A-2009-2148188

Application of NTELOS of West Virginia Inc. d/b/a NTELOS for approval to offer, render, furnish or supply telecommunication services as a Competitive Access Provider to the public in the Commonwealth of Pennsylvania.

The Pennsylvania Public Utility Commission hereby certifies that after an investigation and/or hearing, it has, by its report and order made and entered, found and determined that the granting of the application is necessary or proper for the service, accommodation, convenience and safety of the public and hereby issues to the applicant this **CERTIFICATE OF PUBLIC CONVENIENCE** evidencing the Commission's approval.

In Witness Whereof, The PENNSYLVANIA PUBLIC UTILITY COMMISSION has caused these presents to be signed and sealed, and duly attested by its secretary at its office in the city of Harrisburg this 11<sup>th</sup> day of March 2010.



A handwritten signature in black ink, reading "James F. McKeelty". The signature is written in a cursive style and is located to the right of the seal.

Secretary

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SECRETARY'S BUREAU

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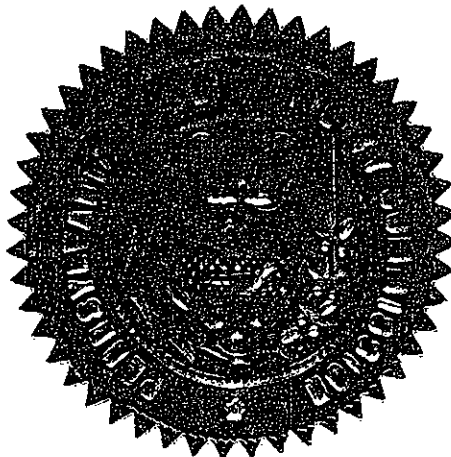
# PENNSYLVANIA PUBLIC UTILITY COMMISSION

IN THE MATTER OF THE APPLICATION OF: A-2009-2148186

Application of NTELOS of West Virginia Inc. d/b/a NTELOS for approval to offer, render, furnish or supply telecommunication services as a Reseller of Interexchange Toll Services to the public in the Commonwealth of Pennsylvania.

The Pennsylvania Public Utility Commission hereby certifies that after an investigation and/or hearing, it has, by its report and order made and entered, found and determined that the granting of the application is necessary or proper for the service, accommodation, convenience and safety of the public and hereby issues to the applicant this **CERTIFICATE OF PUBLIC CONVENIENCE** evidencing the Commission's approval.

In Witness Whereof, The PENNSYLVANIA PUBLIC UTILITY COMMISSION has caused these presents to be signed and sealed, and duly attested by its secretary at its office in the city of Harrisburg this 11<sup>th</sup> day of March 2010.



A handwritten signature in cursive script, reading "James J. McKelty".

Secretary

**PENNSYLVANIA  
PUBLIC UTILITY COMMISSION**

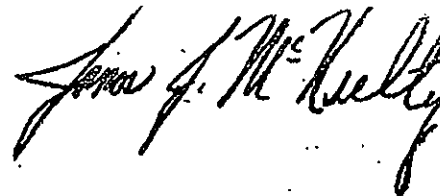
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IN THE MATTER OF THE APPLICATION OF: A-2009-2148187

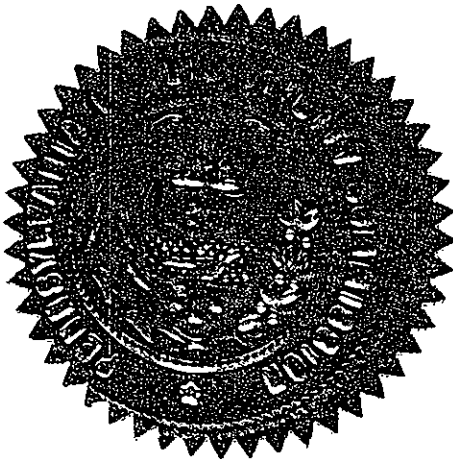
Application of NTELOS of West Virginia Inc. d/b/a NTELOS for approval to offer, render, furnish or supply telecommunication services as a Facilities-based Interexchange Carrier to the public in the Commonwealth of Pennsylvania.

The Pennsylvania Public Utility Commission hereby certifies that after an investigation and/or hearing, it has, by its report and order made and entered, found and determined that the granting of the application is necessary or proper for the service, accommodation, convenience and safety of the public and hereby issues to the applicant this **CERTIFICATE OF PUBLIC CONVENIENCE** evidencing the Commission's approval.

In Witness Whereof, The PENNSYLVANIA PUBLIC UTILITY COMMISSION has caused these presents to be signed and sealed, and duly attested by its secretary at its office in the city of Harrisburg this 11<sup>th</sup> day of March 2010.



Secretary



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SECRETARY'S BUREAU

# PENNSYLVANIA PUBLIC UTILITY COMMISSION

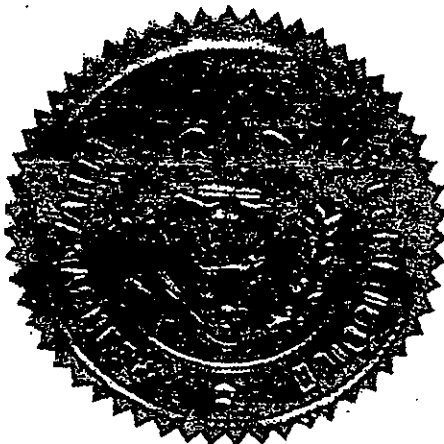
IN THE MATTER OF THE APPLICATION OF: A-310828

Application of Fibernet Telecommunications of Pennsylvania, LLC for approval to offer, render, furnish or supply telecommunications services as a Interexchange Toll Reseller to the public in the Commonwealth of Pennsylvania.

The Pennsylvania Public Utility Commission hereby certifies that after an investigation and/or hearing, it has, by its report and order made and entered, found and determined that the granting of the application is necessary or proper for the service, accommodation, convenience and safety of the public and hereby issues to the applicant this **CERTIFICATE OF PUBLIC CONVENIENCE** evidencing the Commission's approval.

In Witness Whereof, The PENNSYLVANIA PUBLIC UTILITY COMMISSION has caused these presents to be signed and sealed, and duly attested by its Secretary at its office in the city of Harrisburg this 15th day of September 1999.

*James J. McNulty*  
Secretary



Confidential  
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June 1, 2010 13:35

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SECRETARY'S BUREAU

# PENNSYLVANIA PUBLIC UTILITY COMMISSION

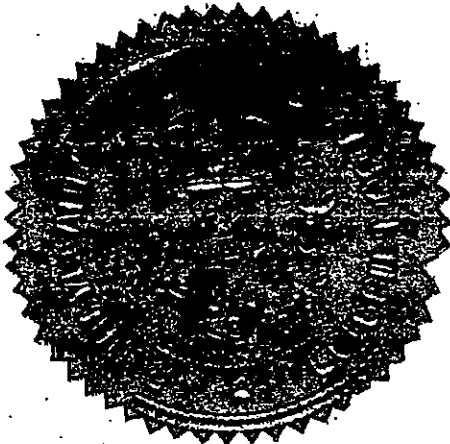
IN THE MATTER OF THE APPLICATION OF: A-310828F0002

Application of Fibernet Telecommunications of Pennsylvania, LLC for approval to offer, render, furnish or supply telecommunications services as a Resold and Facilities-Based Competitive Local Exchange Carrier within the service territories of Bell Atlantic-Pennsylvania, Inc. and GTE North, Inc., in the Commonwealth of Pennsylvania.

The Pennsylvania Public Utility Commission hereby certifies that after an investigation and/or hearing, it has, by its report and order made and entered, found and determined that the granting of the application is necessary or proper for the service, accommodation, convenience and safety of the public and hereby issues to the applicant this **CERTIFICATE OF PUBLIC CONVENIENCE** evidencing the Commission's approval.

In Witness Whereof, The PENNSYLVANIA PUBLIC UTILITY COMMISSION has caused these presents to be signed and sealed, and duly attested by its Secretary at its office in the city of Harrisburg this 15th day of September 1999.

*James J. McNulty*  
Secretary



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# PENNSYLVANIA PUBLIC UTILITY COMMISSION

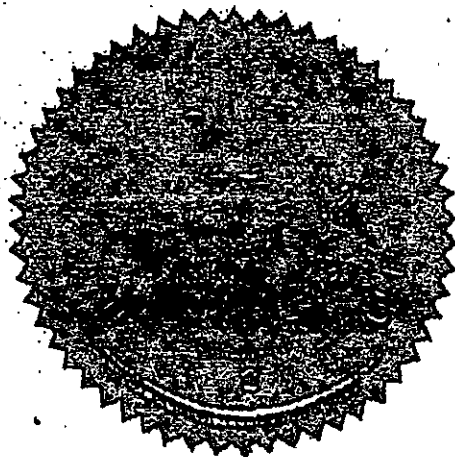
IN THE MATTER OF THE APPLICATION OF: A-310828F0003

Application of Fibernet Telecommunications of Pennsylvania, LLC for approval to offer, render, furnish or supply telecommunications services as a Competitive Access Provider to the public in the Commonwealth of Pennsylvania.

The Pennsylvania Public Utility Commission hereby certifies that after an investigation and/or hearing, it has, by its report and order made and entered, found and determined that the granting of the application is necessary or proper for the service, accommodation, convenience and safety of the public and hereby issues to the applicant this **CERTIFICATE OF PUBLIC CONVENIENCE** evidencing the Commission's approval.

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*James J. McNulty*  
Secretary



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McDermott, Mary  
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10/13/3:35

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SECRETARY  
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**APPENDIX D**  
**CERTIFIED COPY OF BOARD OF DIRECTOR RESOLUTION**  
**APPROVING THE TRANSACTION**

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NTELOS HOLDINGS CORP.

December 7, 2010

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

Excerpt from the minutes of the NTELOS Holdings Corp. meeting on December 7, 2010

Approval of Proposed Plan to Spin Off Wireline Business

**WHEREAS**, the Board of Directors (the "Board of Directors") of NTELOS Holdings Corp. (the "Corporation") has considering a proposed plan to separate the Corporation's wireless and wireline businesses pursuant to a spin-off of the wireline business into a new publicly-traded company ("SpinCo") structured as a tax-free distribution of shares of the New Wireline Company to stockholders of the Corporation (the "Spin-Off");

**WHEREAS**, the Board of Directors has reviewed the "business purpose" for the Spin-Off and believes the Spin-Off could allow the Corporation and the New Wireline Company to each be better positioned, among other items, to manage their operations and capital investments, leverage their distinct competitive strengths, effectively structure employee compensation and pursue growth strategies to enhance stockholder value; and

**WHEREAS**, the Board of Directors believes the Spin-Off is likely to be in the best interests of the Corporation and its stockholders and believes the Corporation should proceed at this time with the proposed plan to effect the Spin-Off.

**NOW, THEREFORE, BE IT RESOLVED**, after considering such factors as the Board of Directors has deemed relevant, and taking into account analysis provided by UBS Securities LLC, it is the judgment of the Board of Directors that it is in the best interests of the Corporation and its stockholders to proceed at this time with the proposed plan to effect the Spin-Off, with final approval of the Spin-Off to be subject to the further approval of the Board of Directors;

**RESOLVED**, that the proper officers of the Corporation are hereby authorized, empowered and directed to prepare and negotiate the terms of the documents and agreements to be entered into in connection with the Spin-Off, including but not limited to a separation and distribution agreement, a tax matters agreement, an employee matters agreement, commercial services agreements and a transition services agreement; and

**RESOLVED**, that the proper officers of the Corporation are hereby authorized, empowered and directed to prepare a Form 10 Registration Statement and a related Information Statement to be filed on behalf of SpinCo with the Securities and Exchange Commission ("SEC"); and

**RESOLVED**, that the proper officers are hereby authorized, empowered and directed, in the name and on behalf of the Corporation, to prepare, execute, verify and file, or cause to be prepared, executed, verified and filed, with any federal, state, local or other authority or regulatory body, including the Federal Communications Commission and the various state public utility commissions, the SEC, the NASDAQ Stock Market, such applications, notifications, undertakings and other documents as such officer shall deem necessary or advisable or as may be required by law in connection with the proposed plan to effect the Spin-Off, and seek to obtain any required consent to proceed with the Spin-Off of all necessary parties, including, without limitation, lessors, licensees, licensors, insurers and any other parties pursuant to any agreement, contract, lease, license, permit, easement or other document or instrument under which the Corporation or any of its subsidiaries or affiliates is bound and to take such actions, corporate and otherwise, as contemplated by the proposed plan to effect the Spin-Off or as such officer deem necessary or authorized to carry out the intent of this resolution.

### Appointment of Spin-Off Transition Committee

**WHEREAS**, the Board of Directors has determined to appoint a committee comprised of members of management of the Corporation and, following its formation, of SpinCo to be formed by the Corporation to effectuate the Spin-Off, in order to consider Spin-Off related transition matters required to be addressed by the Corporation and SpinCo and to make recommendations to the Board of Directors with respect thereto.

**NOW, THEREFORE, BE IT RESOLVED**, that a Spin-Off Transition Committee comprised of members of management of the Corporation and, following its formation, of SpinCo be and hereby is appointed, to consist of Frank R. Berry, COO-Wireline/SpinCo, Conrad J. Hunter, COO/the Corporation, James A. Hyde, CEO-Wireless/the Corporation and CEO-Wireline/SpinCo, Michael B. Moneymaker, CFO-Wireless/the Corporation and the to-be-named CFO-Wireline/SpinCo, with Mr. Hyde being hereby appointed to serve as the Chairman of such Spin-Off Transition Committee; and

**RESOLVED**, that Michael Huber, Chairman of the Board of Directors, and Robert E. Guth, Chairman Designee of the Board of Directors of SpinCo, shall serve as *ex officio* members of the Spin-Off Transition Committee and shall be invited to attend meetings of the Committee at the request of the Chairman of the Committee; and

**RESOLVED**, that the Spin-Off Transition Committee, through its Chairman, shall report to Messrs. Huber and Guth on material considerations, proposed material decisions, and potential material disagreements involving Spin-Off related transition issues; and

**RESOLVED**, that the Committee be and hereby is authorized to take such actions as they deem necessary or appropriate in the best interests of the Corporation and SpinCo in connection with reviewing Spin-Off related transition matters, including if so deemed necessary or appropriate by such Spin-Off Transition Committee but not limited to:

- evaluating the appropriate manner in which to organize and manage the businesses, operations and assets of the Corporation and SpinCo to prepare for the Spin-Off;
- organizing and developing a transition plan for the efficient operation of the business organizations of the Corporation and SpinCo following the Spin-Off, including related commercial and transition services to be provided to each company;
- developing corporate organizational and management plans;
- updating the Board of Directors as to the status of the Spin-Off; and
- negotiation of agreements and other instruments on behalf of the Corporation and SpinCo in respect thereof;

provided that the Boards of Directors of the Corporation and of SpinCo retain the sole power and authority to approve material decisions relating to the Spin-Off, including entering into any definitive agreements with respect to the Spin-Off.

**RESOLVED**, that in performing its duties as herein set forth, the Spin-Off Transition Committee shall act on an informed basis and with due regard to the mutual best interests of the Corporation and SpinCo; and

**RESOLVED**, that the officers, agents, attorneys and employees of the Corporation and of SpinCo are authorized and directed to assist the Spin-Off Transition Committee, in any matter the members of the Spin-Off Transition Committee (or any of them) may request, including without limitation providing the Spin-Off Transition Committee with information and documents;

**RESOLVED**, that the Spin-Off Transition Committee may adopt such procedures and methods of conducting business as it finds desirable or necessary and consistent with applicable law to carry out the mandate of these resolutions; and

**RESOLVED**, that the Spin-Off Transition Committee shall remain in effect for such period of time up to 12 months following the consummation of Spin-Off as mutually determined by the Boards of Directors of the Corporation and SpinCo.

#### **Approval of Employment Agreements**

**WHEREAS**, in connection with the proposed plan to effect the Spin-Off, the Corporation desires to approve a retention plan, which includes the Corporation entering into new employment agreements with each of the Corporation's named executive officers and officers to serve as executive officers and officers of the Corporation and an employment agreement with James A. Hyde to also serve as the Chief Executive Officer and President of SpinCo (the "Employment Agreements"); and

**WHEREAS**, the Compensation Committee of the Board of Directors (the "Compensation Committee") has approved the Employment Agreements and has submitted the Employment Agreements to the Board of Directors for its approval.

**NOW, THEREFORE, BE IT RESOLVED**, that the form and terms of the Employment Agreements, in substantially the form previously presented to the Board of Directors, are hereby approved and adopted in all respects, and the proper officers of the Corporation are hereby authorized, empowered and directed in the name and on behalf of the Corporation to execute and deliver the Employment Agreements with such changes as the Compensation Committee or such officers, upon the advice of counsel, may approve, with the execution thereof by any such officer to be conclusive evidence of such approval; and that the Corporation is authorized to perform its obligations under the Employment Agreements, as so executed and delivered.

#### **Approval of First Amendment to 2010 Equity and Cash Incentive Plan**

**WHEREAS**, in connection with the proposed plan to effect the Spin-Off, the Corporation desires to approve a First Amendment to the NTELOS Holdings Corp. 2010 Equity and Cash Incentive Plan (the "Amendment") to clarify the definition of "Change in Control" with related other clarifications;

**WHEREAS**, pursuant to Section 21.01 of the Plan, the Board of Directors has the power to approve the Amendment without the approval of the Corporation's stockholders; and

**WHEREAS**, the Compensation Committee has approved the Amendment and has submitted the Amendment to the Board of Directors for its approval.

**NOW, THEREFORE, BE IT RESOLVED**, that, upon recommendation of approval from the Compensation Committee, the form and terms of the Amendment, in substantially the form previously presented to the Board of Directors, are hereby approved and adopted in all respects, and the proper officers of the Corporation are hereby authorized, empowered and directed in the name and on behalf of the Corporation to execute and deliver the Amendment with such changes as the Compensation Committee or such officers, upon the advice of counsel, may approve, with the execution thereof by any such officer to be conclusive evidence of such approval; and that the Corporation is authorized to perform its obligations under the Amendment, as so executed and delivered;

#### **General Ratification and Authorization Matters**

**RESOLVED**, that all actions taken and all agreements, instruments, reports, applications, certifications, affidavits and documents executed, delivered or filed through the date hereof by any officer, in the name and on behalf of the Corporation in connection with the foregoing resolutions and the other matters contemplated thereby, hereby are approved, ratified and confirmed in all respects; and

**RESOLVED**, that, consistent with the foregoing resolutions, the officers of the Corporation are, and each acting alone hereby is, authorized and directed, in the name and on behalf of the Corporation, to execute, deliver and file such instruments, SEC filings, and other documents and agreements and to take such other actions as such officer or officers shall determine to be necessary or appropriate in order to effectuate the foregoing resolutions or otherwise in connection with the subject matter of these resolutions and the transactions contemplated thereby (such determination to be conclusively, but not exclusively, evidenced by the taking of such actions or the execution, delivery and filing of such documents or instruments by any such officer without any further action by this Board of Directors).

3/31/11

\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Secretary

**BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

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|  |   |               |
|--|---|---------------|
| Joint Application of NTELOS of West      | : | Docket No. A- |
| Virginia Inc. and FiberNet               | : |               |
| Telecommunications of Pennsylvania, LLC  | : |               |
| for Approval of a General Rule Corporate | : |               |
| Restructuring                            | : |               |
|  | : |               |
|  | : |               |
|  | : |               |

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**CERTIFICATE OF SERVICE**

I hereby certify that on this 4th day of April, 2011 copies of the foregoing Application have been served upon the persons listed below in accordance with the requirements of 52 Pa. Code Sections 1.54 and 1.55 of the Commission's rules.

**VIA HAND DELIVERY**

Office of Trial Staff  
Pennsylvania Public Utility Commission  
Commonwealth Keystone Building  
2nd Floor, F West  
Harrisburg, PA 17120

Office of Consumer Advocate  
555 Walnut Street  
Forum Place, 5th Floor  
Harrisburg, PA 17101-1921

Office of Small Business Advocate  
Commerce Building, Suite 1102  
300 North Second Street  
Harrisburg, PA 17101

DATE: April 4th, 2011

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Michael A. Gruin, Esq.