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March 30, 2017

VIA ELECTRONIC FILING

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

Re: Registration of the Joint Securities Certificate of FiberNet Telecommunications of Pennsylvania, LLC and Lumos Networks of West Virginia Inc.

Docket Nos. S- _____
S- _____

Dear Ms. Chiavetta:

On behalf of FiberNet Telecommunications of Pennsylvania, LLC ("FiberNet") and Lumos Networks of West Virginia Inc. ("Lumos WV") (together "Registrants"), attached for electronic filing is the above-referenced Joint Securities Certificate. The \$350 filing fee will be paid by credit card using the eFiling system. Copies of the Securities Certificate are being served in accordance with the attached Certificate of Service.

With this filing, Registrants request that the Commission register the Securities Certificate setting forth Registrants' participation in certain Financing Arrangements upon completion of a proposed Transaction between Lumos Networks Corp. ("Lumos Parent") and MTN Infrastructure TopCo, Inc. ("MTN Infrastructure") that will result in the transfer of indirect control of Registrants to MTN Infrastructure.

I would appreciate acknowledgement of receipt and acceptance of this electronic filing. If you have any questions, please do not hesitate to contact me or my colleague, Joshua Bobeck (joshua.bobeck@morganlewis.com; 202-373-3000).

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Rosemary Chiavetta, Secretary
March 30, 2017
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Respectfully submitted,

/s/ Anthony C. DeCusatis

Anthony C. DeCusatis
Catherine G. Vasudevan

Counsel for Registrant

Enclosure

cc: Certificate of Service
Erin Laudenslager, Bureau of Fixed Utility Services (via email)

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

In the Matter of Registration of the)
)
Joint Securities Certificate of) Docket Nos. S-_____
) S-_____
FiberNet Telecommunications of)
Pennsylvania, LLC, and)
)
Lumos Networks of West Virginia Inc.)

SECURITIES CERTIFICATE

FiberNet Telecommunications of Pennsylvania, LLC (“FiberNet”) and Lumos Networks of West Virginia Inc. (“Lumos WV”) (together “Registrants”), by undersigned counsel and pursuant to Section 1901 of the Public Utility Code, 66 Pa. C.S. § 1901, and Section 3.601 of the Public Utility Commission’s (“Commission”) regulations, 52 Pa. Code § 3.601, hereby jointly request the Commission to register this Securities Certificate setting forth Registrants’ participation in certain Financing Arrangements (as defined below) upon completion of the proposed Transaction (as described below) between Lumos Networks Corp. (“Lumos Parent”) and MTN Infrastructure TopCo, Inc. (“MTN Infrastructure”) that will result in the transfer of indirect control of Registrants to MTN Infrastructure.¹

Registrants’ participation in the Financing Arrangements is conditioned upon the closing of the Transaction and receipt of applicable regulatory approvals. The parties are targeting completion of the corporate steps resulting in the Transaction in the third quarter of 2017. Registrants therefore request that the Commission act expeditiously to register this securities

¹ See *Joint Application of MTN Infrastructure TopCo, Inc., FiberNet Telecommunications of Pennsylvania, LLC, Lumos Networks of West Virginia Inc., and Lumos Networks Corp. for Approval to Transfer Indirect Control of FiberNet Telecommunications of Pennsylvania, LLC and Lumos Networks of West Virginia Inc. to MTN Infrastructure TopCo, Inc.* (dated March 30, 2017) (eFiling Confirmation #1671665) (the “Transfer Application”).

certificate no later than at its Public Meeting on May 4, 2017, so that Registrants' participation in the Financing Arrangements can occur immediately after the closing of the Transaction.

In support of this Securities Certificate, Registrants state as follows:

I. DESCRIPTION OF THE REGISTRANTS

Registrant Lumos WV is a Virginia limited liability company. In Pennsylvania, Lumos WV is authorized to operate as (1) a Competitive Local Exchange Carrier pursuant to Certificates issued in Docket Nos. A-2009-2148183, A-2009-2148184, A-2009-2148185, A-2011-2242109, A-2014-2400418, A-2014-2400419, A-2014-2400422, A-2014-2400424, A-2014-2400425, A-2014-2400426 and A-2014-2400427; (2) an Interexchange Carrier pursuant to a Certificate issued in Docket No. A-2009-2141817; (3) a Toll Reseller pursuant to a Certificate issued in Docket No. A-2009-2148186; and (4) a Competitive Access Provider pursuant to a Certificate issued in Docket No. A-2009-2148188.² Lumos WV is also authorized by the Federal Communications Commission to provide domestic and international telecommunications service.

Registrant FiberNet is a Pennsylvania limited liability company. In Pennsylvania, FiberNet is authorized to operate as (1) a Toll Reseller pursuant to a Certificate granted in Docket No. A-310828; (2) a Competitive Local Exchange Carrier pursuant to a Certificate granted in Docket No. A-310828F0002; and (3) a Competitive Access Provider pursuant to a Certificate granted in Docket No. A-310828F0003.

Both of the Registrants are indirect wholly-owned subsidiaries of Lumos Parent, a publicly-traded Delaware corporation (NASDAQ: LMOS), with its principal offices located at One Lumos Plaza, Waynesboro, VA 22980. Through its subsidiaries (collectively with Lumos

² Certain of these Certificates were originally issued under the name NTELOS of West Virginia, LLC. The change in the company's name to Lumos Networks of West Virginia Inc. was confirmed and approved by the Commission by Secretarial Letter issued on December 26, 2012 in Docket No. R-2012-2322852.

Parent, “Lumos”), Lumos provides fiber-based services in the mid-Atlantic region to carrier, enterprise and data center customers.

Founded in 1897 as the Clifton Forge-Waynesboro Telephone Company, Lumos has a long history of providing exceptional telecommunications services. In its CLEC business, Lumos offers local voice lines (including VOIP), primary rate interface (“PRI”), long distance, DSL, and integrated access (SIP trunking). Lumos is now focused on providing fiber bandwidth infrastructure, serving carrier and enterprise customers. It offers end-to-end connectivity in 25 markets in Virginia, West Virginia, North Carolina, Pennsylvania, Maryland, Ohio and Kentucky. The company’s enterprise customers including healthcare providers, local government agencies, financial institutions, and educational institutions. These customers purchase multiprotocol label switching (“MPLS”)-based Ether-net, metro Ethernet (“Metro E”), data transport services, wavelength transport services and IP services. Lumos’ carrier customers utilize these same services but also purchase fiber-to-the-cell site (“FTTC”) and wireless backhaul. In 2016 Lumos generated over \$123 million in data revenue from its fiber network, representing approximately 60% of the company’s total revenue. Additional information regarding Lumos, including its most recent SEC Forms 10-K and 10-Q, as filed with the Securities and Exchange Commission, is available at www.Lumosnetworks.com.

II. SECURITIES CERTIFICATE

Pursuant to Section 3.601 of the Commission’s regulations, 52 Pa. Code § 3.601, Registrants submit the following information in support of this filing:

(1) Name and Address of Utilities

FiberNet Telecommunications of Pennsylvania, LLC
Lumos Networks of West Virginia Inc.
One Lumos Plaza, P.O. Box 1068
Waynesboro, VA 22980
(540) 946-2000

(2) Name and Address of Utilities' Attorney

Inquiries or copies of any correspondence, orders, or other materials pertaining to this Securities Certificate should be directed to the Parties' counsel of record:

For MTN Infrastructure:

Anthony C. DeCusatis
PA I.D. No. 25700
Catherine G. Vasudevan
PA I.D. No. 210254
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For Registrants:

Michael Gruin
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Fax: 202-777-7763
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With a copy to:

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andrew.lipman@morganlewis.com
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With a copy to:

Mary McDermott
Senior Vice President and
General Counsel
Lumos Networks Corp.
One Lumos Plaza, P.O. Box 1068
Waynesboro, VA 22980
Tel: 540-946-8677
mcdermottm@lumosnet.com

(3) History and Description of Registrants' Pennsylvania Services

Registrants' Pennsylvania authorizations are described in detail in Section I.

(4) Corporate Structure

A chart depicting the Registrants' pre- and post-Transaction corporate organization structures is appended hereto as Exhibit A. Pursuant to the Agreement and Plan of Merger, dated

February 18, 2017, by and among MTN Infrastructure; MTN Infrastructure BidCo, Inc. (“Merger Sub”);³ and Lumos Parent, MTN Infrastructure will acquire all of the outstanding common stock of Lumos Parent (the “Transaction”) for \$18.00 per share in cash, resulting in an expected enterprise value of Lumos Parent of approximately \$950 million. Specifically, Merger Sub will merge with and into Lumos Parent, whereupon the separate existence of Merger Sub will cease and Lumos Parent will be the surviving corporation.⁴

(5) Description of the Financing Arrangements

The terms of the Transaction call for the establishment of senior secured first lien term loans in an aggregate principal amount of \$485 million and a senior secured revolving debt facility of between \$50 million and \$75 million (“Financing Arrangements”). This financing will be used, in part, to repay the existing indebtedness of Lumos Parent which will be approximately \$480.6 million at the time of closing. Registrants will finalize the amount of the senior secured revolving debt facility well prior to closing. Although the Financing Arrangements proposed in the Transaction total \$535 to \$560 million, Registrants wish to incorporate flexibility in the Commission’s approval to cover the addition of incremental facilities to respond to market conditions, as well as acquisition and other business opportunities. Therefore, Registrants seek authority for new, amended and restated Financing Arrangements up to an aggregate amount of \$750 million. Registrants seek authority for Financing Arrangements that are consistent with the terms outlined herein but also allows modifications to the specific structure and amount of the Financing Arrangements (up to the \$750 million cap) so that Registrants may structure Financing Arrangements that are most favorable to Lumos Parent and its subsidiaries.

³ Merger Sub is a Delaware corporation formed for the purposes of the Transaction. Merger Sub is a direct, wholly owned subsidiary of MTN Infrastructure.

⁴ Additional information regarding the Transaction and MTN Infrastructure is provided in the Transfer Application and is incorporated by reference herein.

Aggregate Amount: Up to \$750 million (the “Aggregate Amount”).

Borrower: Lumos Parent will enter into the financing simultaneously with the closing of the Transaction. In order to maintain flexibility, authorization is sought for Registrants to be borrowers or co-borrowers under the Financing Arrangements.

Debt Instrument: The Financing Arrangements may include one or more of the following debt instruments: notes or debentures (including notes convertible into equity and private notes that may be exchanged for public notes); conventional credit facilities, such as revolving credit facilities and term loans; letters of credit; and bridge loans; or a combination thereof.

Maturity: Up to ten (10) years after issuance, amendment or restatement depending on the type of facility.

Interest: Interest rates will be the market rate for similar financings and will not be determined until the financing arrangement(s) is (are) finalized. Depending on the type of debt securities, facility(ies) or other arrangements, indebtedness will accrue interest at a rate(s) that may be fixed (typically set at signing or closing based on then-current market conditions) or floating (consisting of a base rate, which will float with a rate index such as LIBOR or Federal Funds Rate, plus an applicable margin), or a combination of fixed rates and floating rates.

Security: Some or all of the Financing Arrangements may be secured facilities, which may include a grant of a security interest in the assets of Lumos Parent and its current and future subsidiaries, including the Registrants. A portion of the Financing Arrangements may be unsecured facilities. For the secured facilities, the equity of Lumos Parent and its current and future subsidiaries, including Registrants, may be pledged as security. Additionally, Lumos Parent and its current and future subsidiaries, including Registrants, may provide a guaranty as security for the full Aggregate Amount of the Financing Arrangements.

The Registrants request Commission approval, upon completion of the Transaction, to incur debt, as borrowers, co-borrowers or guarantors and to pledge their assets as security for Financing Arrangements up to the Aggregate Amount consistent with the parameters outlined above.

(6) Purpose of Financing Arrangements

The Financing Arrangements will initially be used for to repay or refinance the existing debt of Lumos Parent and for future acquisitions, for working capital requirements and for general corporate purposes of Lumos Parent. In order to maintain flexibility, the Registrants

seeks approval to participate in the Financing Arrangements, which may be used for any purpose permitted by law, including but not limited to: refinancing or repaying the debt of Lumos Parent and its current and future subsidiaries; funding capital expenditures or future acquisitions, including paying for the capital stock (or other equity interests) or assets of any acquired business and/or to refinance the debt of the acquired business in connection with the acquisition, as well as pay for transaction costs; financing working capital; and other general corporate purposes.

(7) Filings with the Securities and Exchange Commission

No registration statement is expected to be filed with the SEC since MTN Infrastructure is a private company and the debt instruments are not expected to require registration. Lumos Parent, however, will be filing a proxy with the SEC in connection with the shareholder vote on the Transaction.

(8) Financial Information

The income statements and balance sheets of both Registrants are set forth in their 2015 Annual Reports on file with the Commission. Additional Information regarding Lumos' financial statements is available at www.lumosnetworks.com.

(9) Authorization

Registrants anticipate that their respective Boards of Directors will likely issue resolutions authorizing a financing transaction substantially consistent with the Financing Arrangements described herein after the Lumos shareholder vote on the Transaction and shortly before closing.

(10) Public Interest Considerations

Registration of this Securities Certificate will serve the public interest of the Commonwealth of Pennsylvania in promoting competition among telecommunications carriers by providing access to greater financial resources that will allow Lumos to become a more effective competitor to larger telecommunications providers. Among other things, the Financing Arrangements may be used to fund some or all of the purchase price for the Transaction and future acquisitions, to support strategic growth initiatives, to provide for ongoing working capital and for other corporate purposes. The Financing Arrangements are necessary and appropriate, are consistent with the performance by Registrants of their services to the public, will not impair their ability to perform such services and will promote their corporate purposes. The Financing Arrangements will be transparent to the customers of Lumos, including its FiberNet and Lumos WV subsidiaries, and will not disrupt service or cause customer confusion or inconvenience.

IV. CONCLUSION

For the foregoing reasons, Registrants submit that the public interest, convenience, and necessity would be furthered by registration of this Securities Certificate, authorizing Registrants to participate in the Financing Arrangements as described herein.

Respectfully submitted,

s/ Anthony C. DeCusatis

/s/ Michael Gruin

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*Counsel for MTN Infrastructure TopCo,
Inc.*

Dated: March 30, 2017

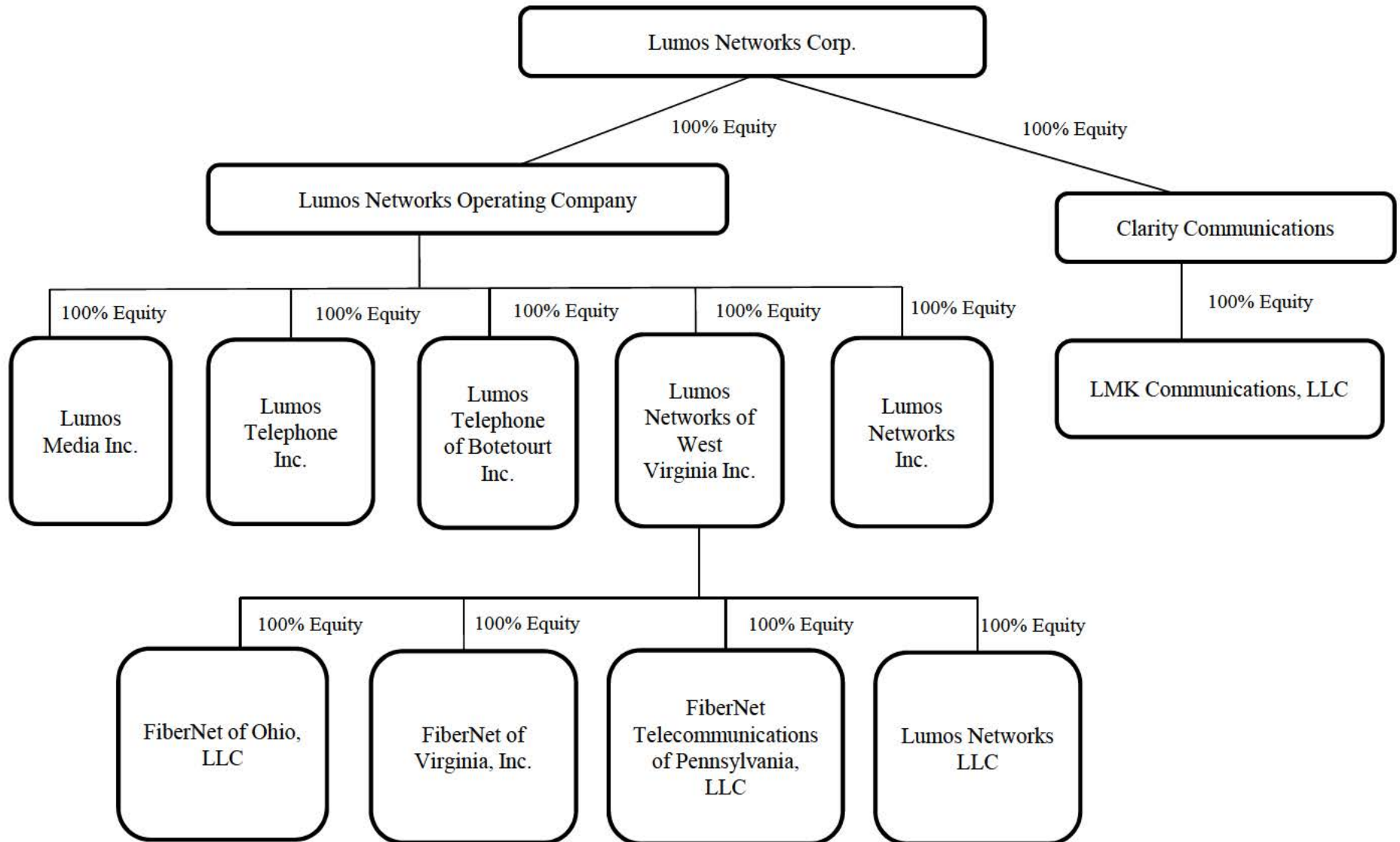
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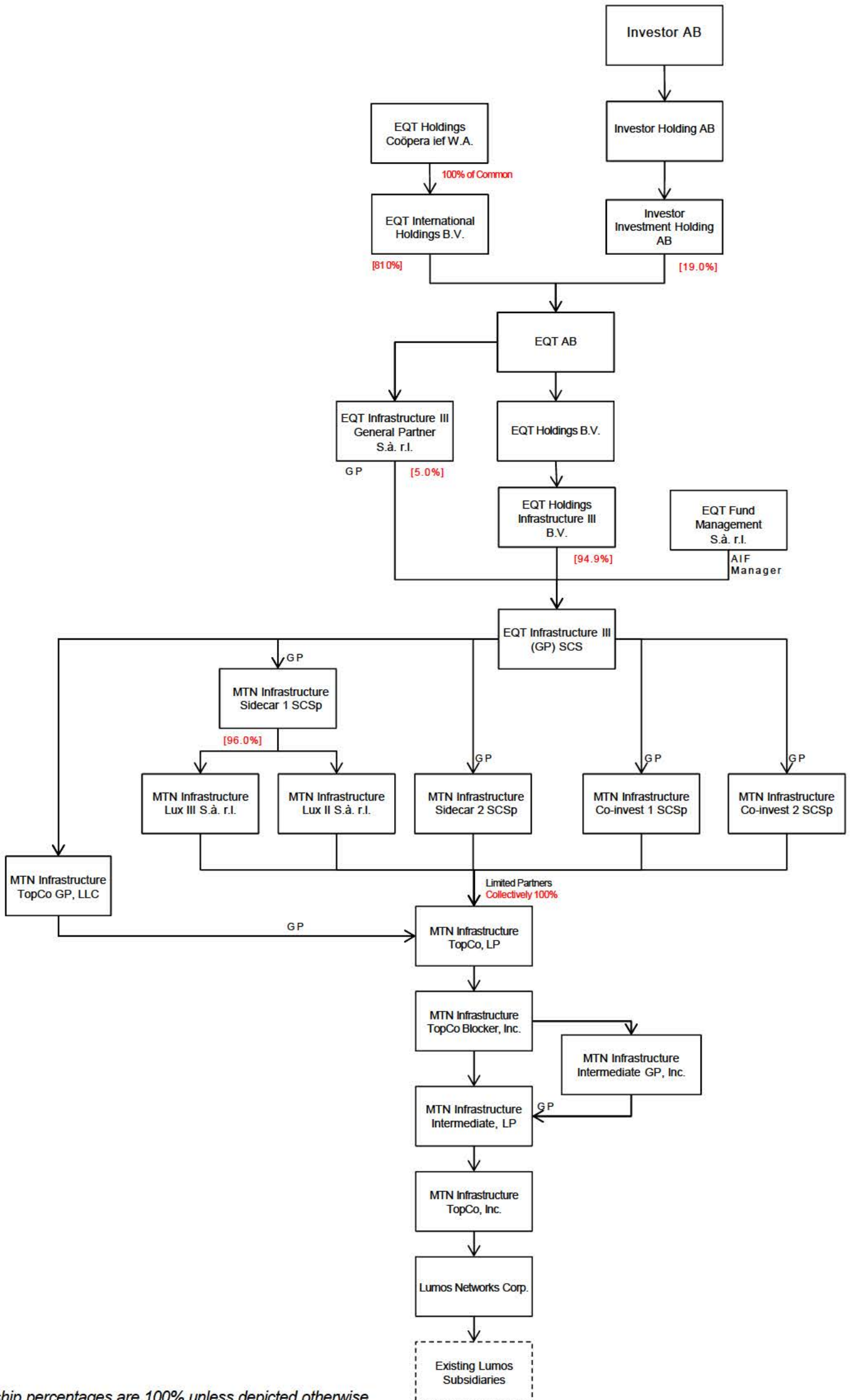
EXHIBIT A

Diagrams of the Pre- and Post-Transaction Corporate Ownership Structures

LUMOS PARENT PRE-TRANSACTION CORPORATE OWNERSHIP STRUCTURE



LUMOS PARENT POST-TRANSACTION CORPORATE OWNERSHIP STRUCTURE



All ownership percentages are 100% unless depicted otherwise

CERTIFICATE OF SERVICE

I, Catherine G. Vasudevan, Esq. certify that on March 30, 2017, I served a true and correct copy of the foregoing Securities Certificate upon the persons listed below at their respective address, via first-class mail, postage prepaid:

Office of the Consumer Advocate
555 Walnut Street
5th Floor, Forum Place
Harrisburg, PA 17101-1923

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

Bureau of Investigation and Enforcement
PO Box 3265
Commonwealth Keystone Building
400 North Street, 2nd Floor West
Harrisburg, PA 17105-3265

/s/ Catherine G. Vasudevan

Catherine G. Vasudevan, Esq.
Morgan, Lewis & Bockius LLP