

W/C 06-158

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING

FCC/MELLON AUG 01 2008  
FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE

DATE STAMP & RETURN  
3060-0589

FCC/MELLON AUG 01 2008

(1) LOCK BOX #  
**358145**

FCC/MELLON AUG 01 2008

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card)  
**Kelley Drye & Warren LLP**

(3) TOTAL AMOUNT PAID (U.S. Dollars and cents)  
**\$895.00**

(4) STREET ADDRESS LINE NO. 1  
**3050 K Street, N.W., Suite 400**

(5) STREET ADDRESS LINE NO. 2

(6) CITY  
**Washington**

(7) STATE (8) ZIP CODE  
**DC 20007**

(9) DAYTIME TELEPHONE NUMBER (include area code)  
**202-342-8552**

(10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(11) PAYER (FRN)  
**0013351895**

IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)  
COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(13) APPLICANT NAME  
**Xspedius Communications, LLC**

(14) STREET ADDRESS LINE NO. 1  
**5555 Winghaven Boulevard**

(15) STREET ADDRESS LINE NO. 2

(16) CITY  
**O'Fallon**

(17) STATE (18) ZIP CODE  
**MO 63368-3626**

(19) DAYTIME TELEPHONE NUMBER (include area code)  
**301-361-4298**

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)  
**0009-0660-02**

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE  
**CUT**

(25A) QUANTITY

(26A) FEE DUE FOR (PTC)  
**\$895.00**

(27A) TOTAL FEE  
**\$895.00**

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

(28B) FCC CODE 1

(29B) FCC CODE 2

SECTION D - CERTIFICATION

CERTIFICATION STATEMENT

I, Melissa Conway certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.

SIGNATURE: Melissa Conway

DATE: 8/1/06

SECTION E - CREDIT CARD PAYMENT INFORMATION

MASTERCARD  VISA  AMEX  DISCOVER

ACCOUNT NUMBER \_\_\_\_\_ EXPIRATION DATE \_\_\_\_\_

I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.

SIGNATURE \_\_\_\_\_ DATE \_\_\_\_\_

**KELLEY DRYE & WARREN LLP**

A LIMITED LIABILITY PARTNERSHIP

**WASHINGTON HARBOUR, SUITE 400**

**3050 K STREET, NW**

**WASHINGTON, D.C. 20007-5108**

(202) 342-8400

FACSIMILE

(202) 342-8451

www.kelleydrye.com

DIRECT LINE: (202) 342-8552

EMAIL: mconway@kelleydrye.com

**DATE STAMP & RETURN**

August 1, 2006

**FCC/MELLON AUG 01 2006**

**FCC/MELLON AUG 01 2006**

**VIA COURIER**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
Wireline Competition Bureau – CPD – 214 Appls.  
P.O. Box 358145  
Pittsburgh, PA 15251-5145

Re: Application of Xspedius Communications, LLC for a Transfer of Control  
Involving Authorized International and Domestic Carriers

Dear Ms. Dortch:

Xspedius Communications, LLC, on behalf of itself and its subsidiaries, and Time Warner Telecom Inc. (collectively, "Applicants") hereby file the above-referenced application. Enclosed please find an original and six (6) copies of the application.

Also enclosed is a completed Fee Remittance Form 159 and a check in the amount of \$895.00 to cover the requisite filing fee required for this application.

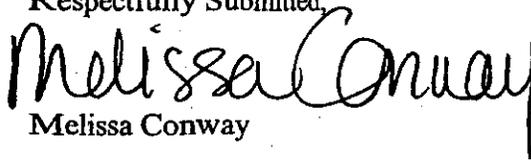
Pursuant to Section 63.04(b) of the Commission's Rules, Applicants submit this filing as a combined international Section 214 transfer of control application and domestic Section 214 transfer of control application ("Combined Application"). Applicants have filed the Combined Application with the International Bureau through the IBFS filing system.

KELLEY DRYE & WARREN LLP

Marlene H. Dortch, Secretary  
August 1, 2006  
Page Two

Please date-stamp the stamp-and-return copy upon receipt and return it to the courier. Should you have any questions with respect to this filing, please contact Melissa Conway at (202) 342-8552.

Respectfully Submitted,

  
Melissa Conway

Enclosures



Pursuant to the terms of an Agreement and Plan of Merger ("Agreement") dated July 27, 2006 among Time Warner Telecom, Xspedius Parent and various affiliated entities,<sup>2</sup> as described in more detail below, Time Warner Telecom will acquire the membership interests of Xspedius Parent. As a result, Xspedius Parent and the Xspedius Certificated Subsidiaries (collectively, "Xspedius") will become wholly-owned subsidiaries of Time Warner Telecom. Accordingly, the Applicants request that the Commission approve the transfer of control of Xspedius to Time Warner Telecom. The proposed Transaction is not expected to result in any loss or impairment of service to any of the customers of Xspedius. Customers will continue to receive their existing services at the same rates, terms and conditions as at present from their existing service providers. Any future changes will be made consistent with applicable Commission requirements.

The Parties respectfully request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 and 63.12. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2), because: (1) after the proposed transaction, Time Warner Telecom and affiliates will have market share in the interstate, interexchange market of less than 10 percent, and will provide competitive services exclusively in areas served by a dominant local carrier not a party to the Transaction, and (2) neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service. This Application also qualifies for streamlined treatment under Section 63.12 because, in accordance with Section 63.12(c): (1) Xspedius is not affiliated with a dominant foreign carrier, (2) Xspedius will not become

<sup>2</sup> The affiliated entities are XPD Acquisition, LLC, Xspedius Management Co., LLC and Xspedius Holding Corp.

affiliated with any foreign carrier as a result of the proposed transaction, and (3) none of the other provisions contained in Section 63.12(c) of the Commission's Rules, 47 C.F.R. §63.12, apply.

## I. APPLICANTS

### A. Time Warner Telecom, Inc.

Through its operating subsidiaries, Time Warner Telecom Inc. ("Time Warner Telecom") (NASDAQ:TWTC), a publicly held Delaware corporation headquartered in Littleton, Colorado, is a leading provider of voice and/or data networking solutions to business customers in 25 states and 44 U.S. metropolitan areas. Time Warner Telecom also supplies dedicated Internet access, and local and long distance voice services for long distance carriers, wireless communications companies, incumbent local exchange carriers and enterprise organizations in the healthcare, finance, higher education, manufacturing and hospitality industries. As of March 31, 2006, Time Warner Telecom's fiber networks covered 13,913 local route miles and 7,015 regional route miles. Time Warner Telecom continues to expand its IP backbone data networking capability between markets supporting end-to-end Ethernet connections for customers, and have selectively interconnected existing service areas within regional clusters with fiber optic facilities that it owns or leases from other carriers. More information about Time Warner Telecom can be found at [www.twtelecom.com](http://www.twtelecom.com).

Time Warner Telecom's operating subsidiaries offer local and long distance telecommunications services in 25 states.<sup>3</sup> As noted above, immediately after closing of

<sup>3</sup> Operating subsidiaries of Time Warner Telecom are authorized to provide telecommunications services in the following states: Arizona, California, Colorado, Florida, Georgia, Hawaii, Idaho, Illinois,

the Transaction, Time Warner Telecom and its subsidiaries will continue to operate under their same names, tariffs, rates, contract terms and conditions as at present. Time Warner Telecom holds international global or limited global facilities-based and resold Section 214 authority from the Commission (ITC-214-20000927-00570, granted on October 27, 2000), as well as domestic interstate blanket Section 214 authority.

A diagram showing the current corporate structure of Time Warner Telecom and its operating subsidiaries is appended hereto as Exhibit A.

As described in more detail below, there is one (1) entity that will continue to directly own 10% or more of the equity of Time Warner Telecom upon consummation of the Transaction: Time Warner Inc. ("TWX"). TWX is a leading media and entertainment company, whose businesses include interactive services, cable systems, filmed entertainment, television networks and publishing. TWX's cable segment and operating subsidiaries provide local and long distance IP voice services over cable systems and associated facilities. The TWX subsidiaries are certified competitive local exchange carriers in 26 states and have pending applications in 3 states.<sup>4</sup> Through its operating subsidiaries, TWX provides IP voice services in 13 states.<sup>5</sup>

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Indiana, Kentucky, Minnesota, Mississippi, New Jersey, New York, Nevada, New Mexico, North Carolina, Ohio, Oregon, South Carolina, Tennessee, Texas, Utah, Washington and Wisconsin.

<sup>4</sup> Alabama (pending), Arizona, Arkansas, California, Florida, Georgia (pending), Hawaii, Indiana, Kansas, Kentucky, Louisiana, Maine, Massachusetts, Minnesota, Mississippi, Missouri, Nebraska, New Hampshire, New Jersey (pending), New York, North Carolina, Ohio, Oklahoma, Pennsylvania, South Carolina, Tennessee, Texas, West Virginia and Wisconsin.

<sup>5</sup> California, Georgia, Hawaii, Maine, Nebraska, New Hampshire, New Jersey, New York, North Carolina, Ohio, South Carolina, Texas and Wisconsin.

**B. Xspedius Communications, LLC**

Xspedius Communications, LLC ("Xspedius Parent") is a Delaware limited liability company that is privately-held and located at 5555 Winghaven Boulevard, O'Fallon, Missouri 63368-3626. Xspedius provides advanced, integrated telecommunications services targeted to small and medium-sized business customers, including local and long distance telephone services in combination with enhanced communication features. Xspedius Certificated Subsidiaries currently offer competitive local and long distance telecommunications services in 20 states, and the District of Columbia, operating 2,800 fiber route miles (as of March 31, 2006) in 43 markets.<sup>6</sup> Aside from the Xspedius Certificated Subsidiaries listed in footnote 5, Xspedius Parent does not have any other affiliates that offer domestic telecommunications services.

Xspedius Parent holds an international Section 214 license, ITC-2 14-20010326-00153, granted April 18, 2001, to provide global and limited facilities-based and resold services. A subsidiary of Xspedius Parent, Xspedius Management Co. International,

<sup>6</sup> The following wholly-owned subsidiaries of Xspedius Parent provide intrastate telecommunications services in Alabama, Arizona, Arkansas, Colorado, DC, Florida, Georgia, Kansas, Kentucky, Louisiana, Maryland, Mississippi, Missouri, North Carolina, Nevada, New Mexico, Oklahoma, South Carolina, Tennessee, Texas and Virginia: Xspedius Management Co. Switched Services, LLC, Xspedius Management Co. International, LLC, Xspedius Management Co. of Birmingham, LLC, Xspedius Management Co. of Mobile, LLC, Xspedius Management Co. of Montgomery, LLC, Xspedius Management Co. of Atlanta, LLC, Xspedius Management Co. of Lexington, LLC, Xspedius Management Co. of Louisville, LLC, Xspedius Management Co. of Chattanooga, LLC, Xspedius Management Co. of Albuquerque, LLC, Xspedius Management Co. of Austin, LLC, Xspedius Management Co. of Baton Rouge, LLC, Xspedius Management Co. of Charleston, LLC, Xspedius Management Co. of Colorado Springs, LLC, Xspedius Management Co. of Columbia, LLC, Xspedius Management Co. of D.C., LLC, Xspedius Management Co. of Dallas/Fort Worth, LLC, Xspedius Management Co. of El Paso, LLC, Xspedius Management Co. of Fort Worth, LLC, Xspedius Management Co. of Greenville, LLC, Xspedius Management Co. of Irving, LLC, Xspedius Management Co. of Jackson, LLC, Xspedius Management Co. of Jacksonville, LLC, Xspedius Management Co. of Kansas City, LLC, Xspedius Management Co. of Las Vegas, LLC, Xspedius Management Co. of Little Rock, LLC, Xspedius Management Co. of Louisiana, LLC, Xspedius Management Co. of Maryland, LLC, Xspedius Management Co. of Pima County, LLC, Xspedius Management Co. of San Antonio, LLC, Xspedius Management Co. of Shreveport, LLC, Xspedius Management Co. of South Florida, LLC, Xspedius Management Co. of Spartanburg, LLC, Xspedius Management Co. of Tampa, LLC, Xspedius Management Co. of Tulsa, LLC, Xspedius Management Co. of Virginia, LLC.

LLC, also holds an international Section 214 license, ITC-ASG-2002071 1, granted August 16, 2002. Xspedius Management Co. International, LLC hereby voluntarily surrenders its international Section 214 license and notifies the Commission that it will operate pursuant to the Section 214 license of its immediate parent, Xspedius Parent.<sup>7</sup>

A diagram showing the current corporate structure of Xspedius is provided in Exhibit B.

## II. DESCRIPTION OF THE TRANSACTION

The Agreement provides that Xspedius Parent will become a wholly owned subsidiary of Time Warner Telecom. To facilitate this transaction, Time Warner Telecom has created a wholly owned subsidiary called XPD Acquisition, LLC ("XPD"), a Delaware limited liability company that was established for the purpose of completing the transfer of control transaction and other transactions contemplated by the Agreement. Pursuant to the Agreement, XPD will merge with and into Xspedius Parent, with Xspedius Parent continuing as the surviving corporation and as a wholly owned subsidiary of Time Warner Telecom (the "Transaction").

At the time of the Transaction, all of the ownership interests of Xspedius Parent immediately prior to the Transaction shall cease to exist in exchange for consideration consisting of Time Warner Telecom stock and cash received by the owners of Xspedius Parent. As a result of XPD merging into Xspedius Parent, Time Warner Telecom will own 100% of the membership interests of Xspedius Parent. The surviving parent company of the Xspedius Certificated Subsidiaries is Xspedius Parent. Consummation of

<sup>7</sup> As a result of prior transactions, Xspedius held a duplicative international 214 license and is taking this opportunity to surrender that redundant license.

the Transaction is contingent on the receipt of the required regulatory approvals, among other things.

The proposed Transaction does not involve the transfer of any operating authority, assets, or customers. Immediately following the closing, the Xpedius Certificated Subsidiaries and the Time Warner Telecom operating subsidiaries will continue to offer to their customers the same services at the same rates, terms and conditions as at present pursuant to existing authorizations, tariffs, contracts, and published rates and charges. Accordingly, the contemplated Transaction will be generally transparent to consumers. The only change will be that Xpedius will be under the common control of Time Warner Telecom. The combined company will continue to assess the benefits of post-close consolidations, market coverage and/or mergers of the operating entities. When and if the combined company determines that it will pursue such plans, it will seek all appropriate regulatory approvals.

A diagram showing the corporate structure of Time Warner Telecom and its subsidiaries post-close is provided in Exhibit C.

### III. PUBLIC INTEREST STATEMENT

The proposed Transaction will serve the public interest. Xpedius Parent and Time Warner Telecom, and their respective subsidiaries, as a combined company, will be better equipped to devote resources to introducing new products and services, and expanding service offerings in their service territories. Time Warner Telecom's acquisition of Xpedius will invigorate Xpedius and allow it the financial resources necessary for it to continue to provide high quality services and aggressively compete for customers. The combined organization will benefit from increased economies of scale

that will permit them to operate more efficiently and thus realize substantial financial synergies that should enable the combined organization to increase their operating income and free cash flow. The Transaction should achieve significant annualized cost synergies of approximately \$40 to \$50 million, within 12 to 18 months of closing, by leveraging existing local and regional operating structures and optimizing network capabilities and costs. The combination of Time Warner Telecom and Xspedius thus will promote competition in the provision of telecommunications services.

The Applicants believe that the integration of the Time Warner Telecom and Xspedius networks will allow the combined company to improve delivery of services to customers, reduce network costs, improve operating results and better compete head to head with other telecommunications companies in the nationwide local telecommunications services markets. The post-close Time Warner Telecom will solidify Time Warner Telecom's position as one of the nation's largest independent competitive providers of national local telecommunications and broadband services, serving 75 markets. As such, the Transaction will strengthen an independent national competitor which will inure to the benefit of both existing and prospective Time Warner Telecom and Xspedius customers. In light of the recent Regional Bell Operating Company megamergers – Verizon/MCI and AT&T/SBC/BellSouth – CLIECs such as Time Warner Telecom and Xspedius need to expand to a size that will allow them to compete with the vast resources of these new megacompanies. For example, even after the Transaction, Time Warner Telecom will be less than 1% of the size by revenues of the projected AT&T/SBC/BellSouth combination.

Further, immediately after consummation of the Transaction, the Xspedius Certificated Subsidiaries will continue to provide service to current customers without material change in rates, terms or conditions of service. Therefore, the Transaction will be virtually transparent to Xspedius customers. Any future changes in the entities providing service, their tariffs or names would be effected in accordance with all applicable Commission requirements.

At the same time, the proposed Transaction does not present any anti-competitive issues. Customers of Xspedius will continue to receive high-quality telecommunications and information services without interruption and without change in rates, terms or conditions. The Xspedius Subsidiaries are non-dominant carriers that will continue to compete with at&t and Verizon as well as other CLECs in the local and long distance markets. In the geographic markets in which the operations of the combined organization overlap, there are a number of other CLECs -- including, but not limited to, BridgeCom/Broadview, Eschelon, PAETEC, Telcove, Cbeyond, USLEC and XO -- operating in these markets, as well as the incumbent carriers, at&t, BellSouth, Qwest and Verizon.

**IV. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE COMMISSION'S RULES**

In support of this Application, the Applicants submit the following information pursuant to Section 63.24(e) of the Commission's Rules, including the information requested in Section 63.18:

- (a) Name, address and telephone number of Applicants:

Time Warner Telecom Inc. ("Time Warner Telecom") (transferee)  
10475 Park Meadows Drive  
Littleton, CO 80124  
Tel: (303) 566-1000

Xspedius Communications, LLC ("Xspedius Parent") (transferor)  
5555 Winghaven Boulevard  
O'Fallon, MO 63368-3626  
Tel: (301) 361-4298

- (b) Time Warner Telecom is a Delaware corporation. Xspedius Parent is a Delaware limited liability company.
- (c) Correspondence concerning this Application should be sent to:

Brad E. Mutschelknaus  
Melissa S. Conway  
Kelley Drye & Warren LLP  
3050 K Street, Suite 400  
Washington, D.C. 20007-5108  
Tel: (202) 342-8552  
Fax: (202) 342-8451  
[mconway@kelleydrye.com](mailto:mconway@kelleydrye.com)

Counsel for Applicants

Time Warner Telecom	Xspedius Parent
<p>Paul Jones SVP, General Counsel and Regulatory Policy Time Warner Telecom Inc. 10475 Park Meadows Drive, Suite 400 Littleton, CO 80124 <a href="mailto:Paul.Jones@twtelecom.com">Paul.Jones@twtelecom.com</a></p>	<p>Lawrence P. Beilenson SVP &amp; General Counsel Xspedius Communications, LLC 5555 Winghaven Blvd., Ste 300 O'Fallon, MO 63368-3626 <a href="mailto:Larry.Beilenson@xspedius.com">Larry.Beilenson@xspedius.com</a></p>
<p>Rochelle Jones Vice President, Regulatory Time Warner Telecom Inc. 14 Wall Street, 9<sup>th</sup> Floor New York, New York 10005 <a href="mailto:Rochelle.Jones@twtelecom.com">Rochelle.Jones@twtelecom.com</a></p>	<p>James C. Falvey SVP, Regulatory Affairs Xspedius Communications, LLC 14405 Laurel Place Suite 200 Laurel, MD 20707-6102 <a href="mailto:Jim.Falvey@xspedius.com">Jim.Falvey@xspedius.com</a></p>

- (d) Xspedius Parent holds an international Section 214 license, ITC-214-20010326-00153, granted April 18, 2001, to provide global and limited facilities-based and resold services. A subsidiary of Xspedius Parent, Xspedius Management Co. International, LLC, also holds an international Section 214 license, ITC-ASG-20020711, granted August 16, 2002. Xspedius Management Co. International, LLC hereby voluntarily surrenders its international Section 214 license and notifies the Commission that it will operate pursuant to the Section 214 license of its immediate parent, Xspedius Parent. Time Warner Telecom holds international global or limited global facilities-based and resold Section 214 authority from the Commission (ITC-214-20000927-00570, granted on October 27, 2000).
- (h) Following consummation of the Transaction, Xspedius Parent will remain the 100% parent company owner of the Xspedius Certificated Subsidiaries. As described above, Time Warner Telecom will own 100% of the membership interests of Xspedius Parent upon consummation of the Transaction.

The following entity will directly own 10% or greater of the equity of Time Warner Telecom:

Name: Time Warner Inc. ("TWX")  
Address: One Time Warner Center  
New York, New York 10019  
Citizenship: Delaware  
Principal Business: Media and entertainment  
Percent Ownership: 23.5%

TWX is a publicly held company. No investor in TWX owns a 10% or greater indirect interest in Xspedius Parent under the Commission's attribution rules.

No other person or entity will hold a 10% or greater direct or indirect interest in Xspedius Parent under the Commission's attribution rules.

Following consummation of the proposed Transaction, there will be no interlocking directorates with any foreign carrier.

- (i) As evidenced by the signatures to this Application, Time Warner Telecom certifies that following consummation of the proposed Transaction, Time Warner Telecom will not be a foreign carrier and will not be affiliated with a foreign carrier.
- (j) As evidenced by the signatures to this Application, Time Warner Telecom certifies that through its acquisition of Xspedius Parent, it does not seek to provide international telecommunications services to any destination country where, once the Transaction closes, (i) Time Warner Telecom is a foreign carrier; (ii) Time Warner Telecom controls a foreign carrier; (iii) any entity that owns more than 25% of Time Warner Telecom, or that controls Time Warner Telecom, controls a foreign carrier in that country; or (iv) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of Time Warner Telecom and are parties to, or the beneficiaries of, a contractual relationship affecting the provisioning or marketing of international basic telecommunications services in the United States.
- (k) Not applicable.
- (l) Not applicable.
- (m) Time Warner Telecom qualifies for a presumption of non-dominance under Section 63.10(a)(1) as it is not a foreign carrier, nor is it affiliated with a foreign carrier.
- (n) As evidenced by the signatures to this Application, Time Warner Telecom certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route, and that it will not enter into such agreements in the future.
- (o) As evidenced by the signatures to this Application, the Applicants certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, that they are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) Applicants request streamlined processing of this Application pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12. This Application

qualifies for streamlined treatment under Section 63.12 because, in accordance with Section 63.12(c): (i) Time Warner Telecom is not affiliated with a dominant foreign carrier; (ii) Time Warner Telecom will not become affiliated with a dominant foreign carrier; and (iii) none of the other scenarios outlined in Section 63.12(c) of the Commission's Rules apply.

**V. INFORMATION REQUIRED BY SECTION 63.04(b) OF THE COMMISSION'S RULES**

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, the additional information required for the domestic Section 214 transfer of control application is provided in Exhibit D.

**VI. CONCLUSION**

Based on the foregoing, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

**Xspedius Communications,  
LLC**

**Time Warner Telecom Inc.**



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Lawrence P. Beilenson  
SVP & General Counsel  
Xspedius Communications, LLC  
5555 Winghaven Boulevard  
Suite 300  
O'Fallon, MO 63368-3626

---

Paul Jones  
SVP, General Counsel and  
Regulatory Policy  
Time Warner Telecom Inc.  
10475 Park Meadows Drive  
Suite 400  
Littleton, CO 80124

Brad E. Mutschelknaus  
Melissa Conway  
Kelley Drye & Warren LLP  
3050 K Street NW  
Suite 400  
Washington, DC 20007  
mconway@kelleydrye.com

Counsel to Xspedius  
Communications, Inc. and Time  
Warner Telecom Inc.

Date: August 1, 2006

**VI. CONCLUSION**

Based on the foregoing, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

**Xspedius Communications,  
LLC**

\_\_\_\_\_  
Lawrence P. Beilenson  
SVP & General Counsel  
Xspedius Communications, LLC  
5555 Winghaven Boulevard  
Suite 300  
O'Fallon, MO 63368-3626

**Time Warner Telecom Inc.**

  
\_\_\_\_\_  
Paul Jones  
SVP, General Counsel and  
Regulatory Policy  
Time Warner Telecom Inc.  
10475 Park Meadows Drive  
Suite 400  
Littleton, CO 80124

Brad E. Mutschelknaus  
Melissa Conway  
Kelley Drye & Warren LLP  
3050 K Street NW  
Suite 400  
Washington, DC 20007  
mconway@kelleydrye.com

Counsel to Xspedius  
Communications, Inc. and Time  
Warner Telecom Inc.

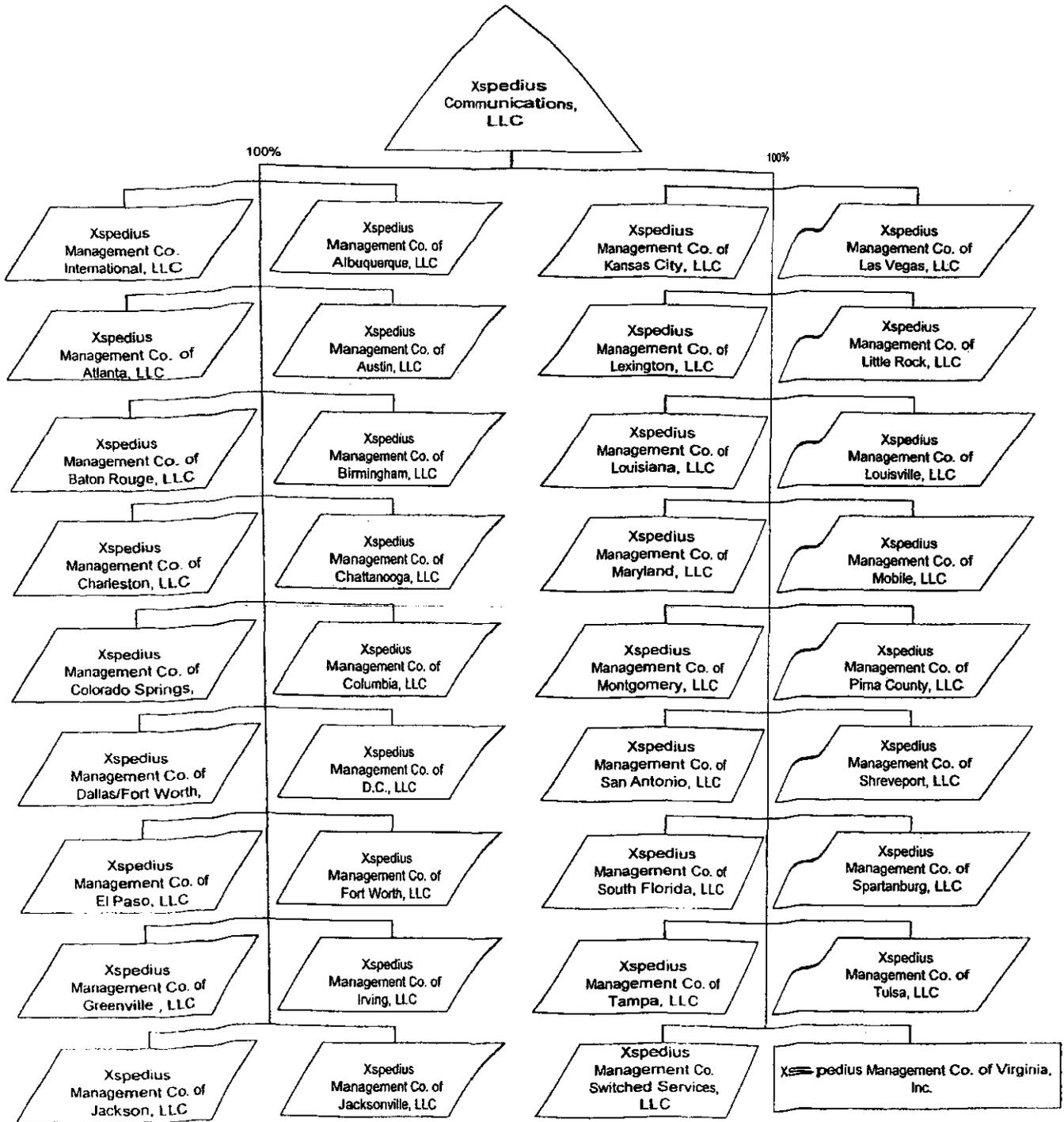
Date: August 1, 2006

**LIST OF EXHIBITS**

<b>EXHIBIT A</b>	Pre Merger Structure of Xpedius
<b>EXHIBIT B</b>	Pre Merger Structure of Time Warner Telecom and Subsidiaries
<b>EXHIBIT C</b>	Proposed Post Merger Structure of Time Warner Telecom and Subsidiaries
<b>EXHIBIT D</b>	Domestic Section 214 Transfer of Control Information

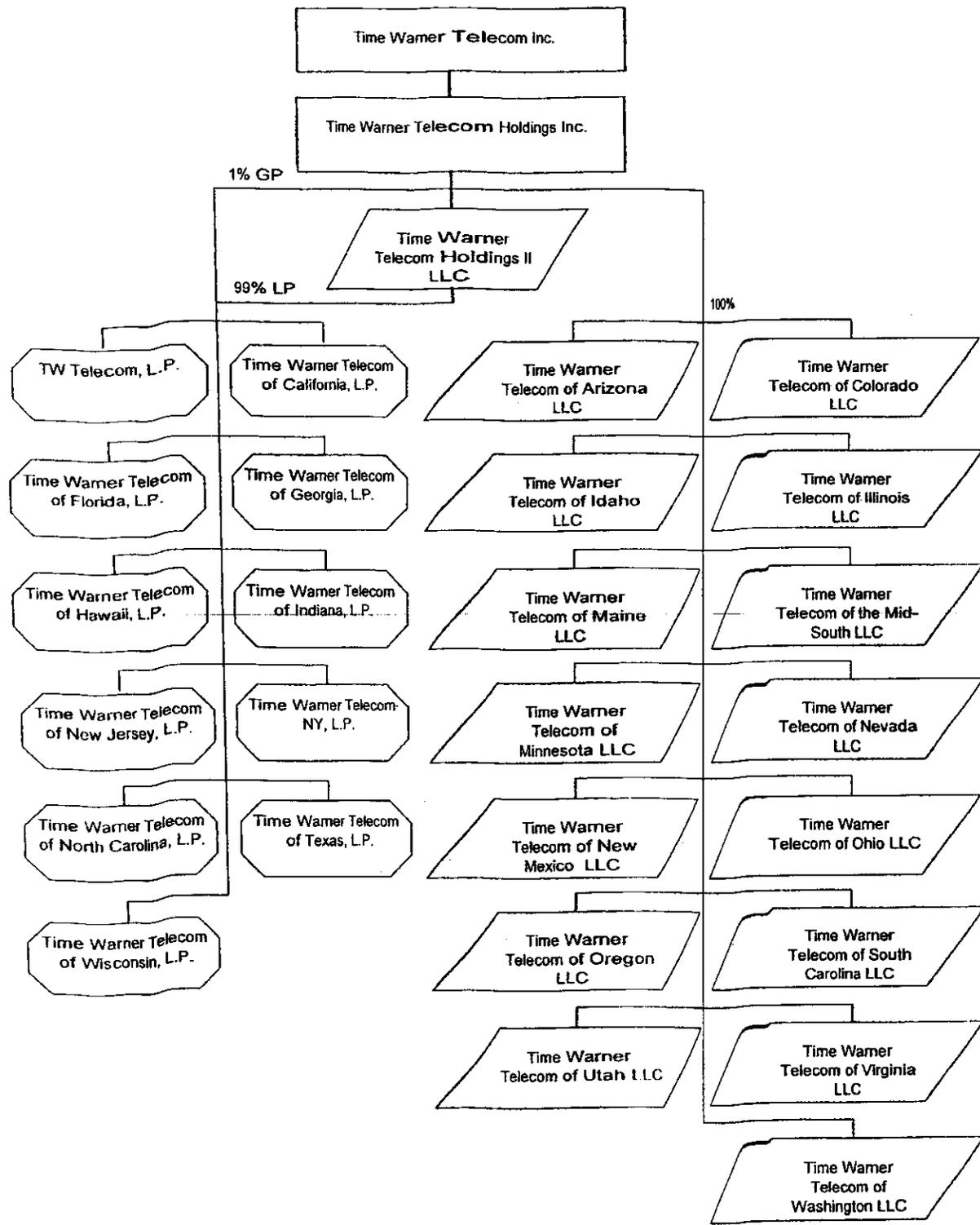
# Exhibit A

**Xspedius Communications Structure  
Pre Merger Structure**



# Exhibit B

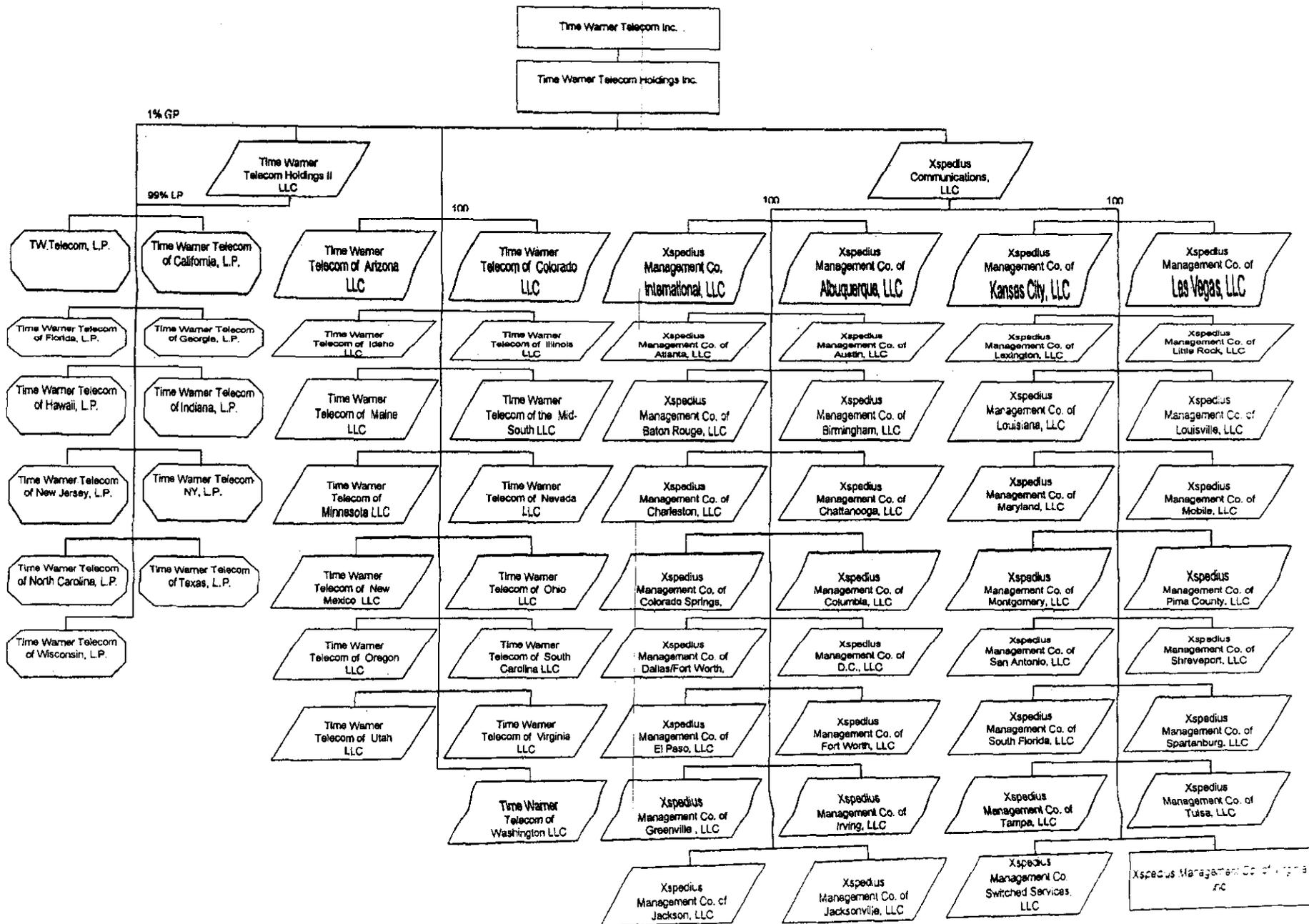
**Time Warner Telecom Inc. & Subsidiaries  
Pre Merger Structure**



**Legend**  
 Corporation:   
 LLC Disregarded for Tax:   
 LP Disregarded for Tax: 

# Exhibit C

Time Warner Telecom Inc. & Subsidiaries  
Proposed Post-Merger Structure



LEGEND  
 Corporation: [Rectangle]  
 LLC Disregarded for Tax: [Parallelogram]  
 LP Disregarded for Tax: [Oval]

## EXHIBIT D

### DOMESTIC SECTION 214 TRANSFER OF CONTROL INFORMATION

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04, the Applicants provide the following information in support of their request.

**63.04(b)(6): Description of the Transaction**

The proposed Transaction is described in Section II of the Application.

**63.04(b)(7): Description of Geographic Service Area and Services in Each Area**

A description of the geographic service areas and services provided in each area is described in Section I of the Application.

**63.04(b)(8): Presumption of Non-Dominance and Qualification for Streamlining**

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2), because following consummation of the proposed Transaction, Time Warner Telecom and its affiliates will have market share in the interstate, interexchange market of less than 10 percent, and will provide competitive services exclusively in areas served by a dominant local exchange carrier that is not party to the Transaction. Finally, neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service.

**63.04(b)(9): Other Pending Commission Applications Concerning the Proposed Transaction**

None.

**63.04(b)(10): Special Considerations**

None.

**63.04(b)(11): Waiver Requests (If Any)**

None.

**63.04(b)(12): Public Interest Statement**

The proposed transaction is in the public interest for the reasons detailed in Section III of the Application.