

READ INSTRUCTIONS CAREFULLY  
 BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
**REMITTANCE ADVICE**

FORM 159

DOCKET FILE COPY ORIGINAL

(1) LOCKBOX # <b>979091</b>	SPECIAL USE ONLY
	FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>Everest FTTH Acquisition LLC</b>	(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$1,015.00</b>
(4) STREET ADDRESS LINE NO. 1 <b>c/o Bingham McCutchen LLP</b>	
(5) STREET ADDRESS LINE NO. 2 <b>2020 K Street, NW</b>	
(6) CITY <b>Washington</b>	(7) STATE <b>DC</b>
	(8) ZIP CODE <b>20006</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>202-373-6000</b>	(10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(11) PAYER (FRN) <b>0019530419</b>	(12) FCC USE ONLY
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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 <b>FTTH Communications, LLC</b>		
(14) STREET ADDRESS LINE NO. 1 <b>3890 Commers Drive, Suite 300</b>		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY <b>St. Paul</b>	(17) STATE <b>MN</b>	(18) ZIP CODE <b>55121-2369</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>(651) 925-4222</b>	(20) COUNTRY CODE (if not in U.S.A.)	

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN) <b>0007719230</b>	(22) FCC USE ONLY
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COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE <b>CUT</b>	(25A) QUANTITY <b>1</b>
(26A) FEE DUE FOR (PTC) <b>\$1,015.00</b>	(27A) TOTAL FEE <b>\$1,015.00</b>	FCC USE ONLY
(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	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	

SECTION D - CERTIFICATION

CERTIFICATION STATEMENT  
 I hereby certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge and belief.

**PAID BY CREDIT CARD**

SIGNATURE *[Handwritten Signature]*

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE (CONTINUATION SHEET)  
FORM 159-C

Page No **2** of **2**

SPECIAL USE

FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT  
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME

**Everest FTTH Acquisition LLC**

(14) STREET ADDRESS LINE NO 1

**One Executive Drive, Suite L-10**

(15) STREET ADDRESS LINE NO 2

(16) CITY

**Fort Lee**

(17) STATE

**NJ**

(18) ZIP CODE

**07024**

(19) DAYTIME TELEPHONE NUMBER (include area code)

**(201) 905-8309**

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

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)

**0019530419**

(22) FCC USE ONLY

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

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

(25A) QUANTITY

(26A) FEE DUE FOR (PTC)

(27A) TOTAL FEE

FCC USE ONLY

(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

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

(23C) CALL SIGN/OTHER ID

(24C) PAYMENT TYPE CODE

(25C) QUANTITY

(26C) FEE DUE FOR (PTC)

(27C) TOTAL FEE

FCC USE ONLY

(28C) FCC CODE 1

(29C) FCC CODE 2

(23D) CALL SIGN/OTHER ID

(24D) PAYMENT TYPE CODE

(25D) QUANTITY

(26D) FEE DUE FOR (PTC)

(27D) TOTAL FEE

FCC USE ONLY

(28D) FCC CODE 1

(29D) FCC CODE 2

(23E) CALL SIGN/OTHER ID

(24E) PAYMENT TYPE CODE

(25E) QUANTITY

(26E) FEE DUE FOR (PTC)

(27E) TOTAL FEE

FCC USE ONLY

(28E) FCC CODE 1

(29E) FCC CODE 2

(23F) CALL SIGN/OTHER ID

(24F) PAYMENT TYPE CODE

(25F) QUANTITY

(26F) FEE DUE FOR (PTC)

(27F) TOTAL FEE

FCC USE ONLY

(28F) FCC CODE 1

(29F) FCC CODE 2

# BINGHAM

Phone: 202.373.6000  
Fax: 202.373.6001

January 29, 2010

## BY HAND

Ms. Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Washington, DC 20554

Re: Request for Special Temporary Authority (Transfer of Control of Domestic Section 214 Authorization)

Dear Ms. Dortch:

Everest FTTH Acquisition LLC ("Everest" or "Transferee"), Rudder Capital Corporation ("Rudder" or "Transferor"), and FTTH Communications, LLC ("FTTH" or "Licensee" and collectively with Transferee and Transferor, the "Applicants"), pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Section 63.04 of the Commission's Rules, 47 C.F.R. § 63.04, respectfully request expedited Special Temporary Authority ("STA") for the transfer of control of FTTH, a non-dominant carrier holding authority from the Commission to provide telecommunications services, to Everest a U.S. company that is not a foreign carrier or affiliated with a foreign carrier and does not have any direct or indirect foreign owners holding an ownership interest of more than 10 percent. Applicants respectfully request that the Commission grant this STA request as soon as possible, and not later than February 1, 2010, so that FTTH can assure that telecommunications services to its customers will continue uninterrupted. Concurrently herewith, FTTH is filing an application for international section 214 authorization and a request for special temporary authority to provide such services pending the grant of such authority.

As detailed in the underlying transfer of control application filed concurrently herewith and attached hereto (the "Application"), FTTH provides domestic interexchange services pursuant to blanket domestic Section 214 authority under Section 63.01(a) of the Commission's Rules, 47 C.F.R. § 63.01(a).

As of January 27, 2010, FTTH has been advised by Rudder that Rudder intends to liquidate the company's assets, absent full payment by the company of its outstanding debt by February 1, 2010. Everest had previously entered into an agreement to acquire all of the membership interests of FTTH from Rudder. Everest is prepared to continue offering services to the FTTH customers and must proceed immediately to close the transaction in order to avoid disruption of services to FTTH's customers.

Accordingly, Applicants respectfully request grant of this STA request as soon as possible so that Everest can fund the business and continue providing services to FTTH's

Boston  
Hartford  
Hong Kong  
London  
Los Angeles  
New York  
Orange County  
San Francisco  
Santa Monica  
Silicon Valley  
Tokyo  
Washington

Bingham McCutchen LLP  
2020 K Street NW  
Washington, DC  
20006-1806

T 202.373.6000  
F 202.373.6001  
bingham.com

A/73280099.2

Ms. Marlene H. Dortch  
January 29, 2010  
Page 2

customers. Applicants acknowledge that grant of this request will not prejudice action by the Commission on the underlying Application and that any authority granted pursuant to this request is subject to cancellation or modification upon notice but without a hearing.

Should you have any questions or require further information, please do not hesitate to contact us.

Respectfully submitted,

A handwritten signature in black ink that reads "Danielle Burt". The signature is written in a cursive, flowing style.

Jean L. Kiddoo  
Danielle Burt

Counsel for Everest FTTH Acquisition LLC

cc: Jeffrey Feldman, Everest FTTH Acquisition LLC  
Patrick Engels, Rudder Capital Corporation  
Clyde C. Ahlquist, Esq.

**DECLARATION OF JEFFREY FEDLMAN**

I, Jeffrey Feldman, hereby declare that:

1. I am the founder of Everest FTTH Acquisition LLC.
2. I am authorized to make this Declaration on behalf of Everest FTTH Acquisition LLC.
3. The contents of the foregoing request for Special Temporary Authority are true and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 29 day of January, 2010.

  
Jeffrey Feldman  
Founder  
Everest FTTH Acquisition LLC

## DECLARATION OF FTTH COMMUNICATIONS, LLC

I, Patrick J. Engels, hereby declare that the following is true and correct to the best of my knowledge, information and belief:

1. I am President of FTTH Communications, LLC. My business address is 2980 Commer Drive, Suite 300, Eagan, MN 55121.
2. I am authorized to make this Declaration on behalf of FTTH Communications, LLC.
3. FTTH Communications, LLC currently provides facilities-based and resold local exchange and interexchange services in Minnesota and primarily in the Twin Cities metropolitan area. It offers these services on both an interstate and intrastate basis.
4. FTTH Communications, LLC has approximately several hundred customers.
5. Everest FTTH Acquisition LLC entered into an agreement to acquire all of the membership interests of FTTH Communications, LLC from Rudder Capital Corporation. Everest FTTH Acquisition LLC is prepared to continue offering services to the customers of FTTH Communications, LLC.
6. As of January 27, 2010, FTTH Communications, LLC has been advised by Rudder Capital Corporation that Rudder Capital Corporation intends to liquidate the company's assets, absent full payment for the company by February 1, 2010 for outstanding debt.
7. The contents of the foregoing filing are true and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 20<sup>th</sup>  
day of January, 2010.



---

Patrick J. Engels  
FTTH Communications, LLC

# BINGHAM

Jean L. Kiddoo  
Danielle C. Burt  
Direct Phone: 202-373-6000  
Direct Fax: 202-373-6001

January 29, 2010

**Via Overnight Delivery**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
Wireline Competition Bureau Applications  
P.O. Box 979091  
St. Louis, MO 63197-9000

**Re: Joint Application of Rudder Capital Corporation ("Transferor") and Everest FTTH Acquisition LLC ("Transferee") For Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, to Transfer Control of FTTH Communications, LLC ("Licensee")**

Dear Ms. Dortch:

On behalf of Rudder Capital Corporation ("Rudder"), Everest FTTH Acquisition LLC ("Everest") and FTTH Communications, LLC ("FTTH"), collectively ("Applicants") enclosed please find an original and six (6) copies of an application for approval to transfer control of FTTH from Rudder to Everest. Concurrent with this filing, Applicants are also filing a Request for Special Temporary Authority.

Also enclosed is a completed Fee Remittance Form 159 containing a valid credit card number and expiration date for payment, in the amount of \$1,015, to the Federal Communications Commission, which satisfies the filing fee required for this Combined Application under line 2.b of Section 1.1105 of the Commission's Rules.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,



Jean L. Kiddoo  
Danielle C. Burt

Counsel for Everest FTTH Acquisition LLC

Boston  
Hartford  
Hong Kong  
London  
Los Angeles  
New York  
Orange County  
San Francisco  
Santa Monica  
Silicon Valley  
Tokyo  
Washington

Bingham McCutchen LLP  
2020 K Street NW  
Washington, DC  
20006-1806

T 202.373.6000  
F 202.373.6001  
bingham.com

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FEDERAL COMMUNICATIONS COMMISSION  
**REMITTANCE ADVICE**  
FORM 159

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(9) DAYTIME TELEPHONE NUMBER (include area code) <b>202-373-6000</b>	(10) COUNTRY CODE (if not in U.S.A.)	

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(15) STREET ADDRESS LINE NO. 2		
(16) CITY <b>St. Paul</b>	(17) STATE <b>MN</b>	(18) ZIP CODE <b>55121-2369</b>
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(28B) FCC CODE 1	(29B) FCC CODE 2	

**SECTION D - CERTIFICATION**

**CERTIFICATION STATEMENT**

I, M. Renee Britt, 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 M. Renee Britt DATE 01/29/2010

**SECTION E - CREDIT CARD PAYMENT INFORMATION**

MASTERCARD  VISA  AMEX  DISCOVER   
ACCOUNT NUMBER 4802 1322 4686 0053 EXPIRATION DATE 02/2012

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

SIGNATURE Jeffrey Feldman MR/8 DATE 01/29/2010

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE (CONTINUATION SHEET)  
FORM 159-C

Page No 2 of 2

SPECIAL USE

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USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT  
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME

**Everest FTTH Acquisition LLC**

(14) STREET ADDRESS LINE NO 1

**One Executive Drive, Suite L-10**

(15) STREET ADDRESS LINE NO 2

(16) CITY

**Fort Lee**

(17) STATE

**NJ**

(18) ZIP CODE

**07024**

(19) DAYTIME TELEPHONE NUMBER (include area code)

**(201) 905-8309**

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

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)

**0019530419**

(22) FCC USE ONLY

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(27C) TOTAL FEE

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(25D) QUANTITY

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(24F) PAYMENT TYPE CODE

(25F) QUANTITY

(26F) FEE DUE FOR (PTC)

(27F) TOTAL FEE

FCC USE ONLY

(28F) FCC CODE 1

(29F) FCC CODE 2

**BEFORE THE  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

\_\_\_\_\_) )  
In the Matter of the Application of ) )  
) )  
**Rudder Capital Corporation**, Transferor ) )  
**FTTH Communications, LLC**, Licensee ) )  
) )  
and ) ) WC Docket No. 10-\_\_\_\_\_  
) )  
**Everest FTTH Acquisition LLC**, Transferee ) )  
) )  
For Grant of Authority Pursuant to ) )  
Section 214 of the Communications Act of 1934, ) )  
as amended, and Section 63.04 of the ) )  
Commission’s Rules to Complete a ) )  
Transfer of Control of Authorized ) )  
Domestic Section 214 Carriers ) )  
\_\_\_\_\_)

**APPLICATION**

**I. INTRODUCTION**

**A. Summary of Transaction**

Everest FTTH Acquisition LLC (“Everest” or “Transferee”), Rudder Capital Corporation (“Rudder” or “Transferor”), and FTTH Communications, LLC (“FTTH” or “Licensee” and collectively with Transferee and Transferor, the “Applicants”), pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Section 63.04 of the Commission’s Rules, 47 C.F.R. § 63.04, hereby respectfully request Federal Communications Commission (“Commission”) approval to consummate a transaction whereby Everest will acquire control of FTTH, a competitive carrier that holds authority from the Commission to provide interstate telecommunications services.<sup>1</sup> Concurrently herewith, Applicants are filing a request for special

<sup>1</sup> FTTH provides domestic interstate telecommunications service pursuant to the blanket authorization granted under Section 63.01 of the Commission’s rules. 47 C.F.R. § 63.01. There is no file number associated with FTTH’s domestic authorization because it has not

temporary. Although the proposed transaction will result in a change in the ultimate ownership of FTTH, no transfer of certificates, assets or customers will occur as a consequence of the proposed transaction. FTTH will continue to provide service to its existing customers under the same rates, terms and conditions. Accordingly, this transaction will be virtually transparent to the customers of FTTH.

**B. Request for Streamlined Processing**

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 of the Commission’s Rules, 47 C.F.R. § 63.03. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions, (1) Applicants and their affiliates, as defined in Section 3(1) of the Communications Act (“Affiliates”) combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transactions) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service.

In support of this Application, Applicants provide the following information:

**II. DESCRIPTION OF THE APPLICANTS**

**A. Everest FTTH Acquisition LLC (“Transferee”)**

Everest is a Delaware limited liability company with its principal offices located at Suite L-10, 1 Executive Drive, Fort Lee, NJ 07024. Everest was formed for the purposes of this transaction. Its parent company is EveresTV, Inc., a Delaware corporation, that specializes in

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previously submitted any transfer of control application to the Commission. FTTH does not hold any international Section 214 authorization. Concurrently herewith, FTTH is filing an application for international section 214 authorization and a request for special temporary authority to provide such services pending the grant of such authority.

the research, design, development and implementation of digital satellite television services, fiber optic communications services and Internet related businesses for next generation applications and services for commercial clients.

**B. Rudder Capital Corporation (“Transferor”)**

Rudder is a Minnesota corporation with its principal offices located at 2980 Commers Drive, Suite 200, St. Paul, MN 55121-2369. Rudder provides retail and wholesale cable services and internet services to residents of multi-dwelling units, apartment complexes, townhome and condominium communications and master planned communities in Minnesota through its operating subsidiaries.

**C. FTTH Communications, LLC (“Licensee”)**

FTTH is a Minnesota limited liability company with its principal offices located at 2980 Commers Drive, Suite 300, St. Paul, MN 55121. FTTH provides intrastate and interstate telecommunications services to approximately several hundred customers in Minnesota. FTTH holds blanket domestic Section 214 authority. FTTH also holds authority from the Minnesota Public Utilities Commission to provide facilities-based and resold local exchange telecommunications services in the Twin Cities metropolitan area and interexchange telecommunications services throughout Minnesota.

**III. DESCRIPTION OF THE TRANSACTION**

By this Application, the Applicants request approval for the transfer of control of FTTH from Rudder to Everest. Everest and Rudder entered into a securities purchase agreement (“Agreement”) for Everest to acquire all of the membership interests of FTTH. Immediately following the consummation of the proposed transaction, Everest will become the new corporate parent of FTTH. For the Commission’s convenience, pre- and post-transaction illustrative charts are provided as Exhibit A.

#### **IV. PUBLIC INTEREST STATEMENT**

Everest's acquisition of FTTH will serve the public interest. FTTH is in jeopardy of liquidation by its creditor, absent full payment by the company of its outstanding debt by February 1, 2010. With the acquisition of FTTH by Everest, FTTH will be able to continue to provide high-quality, uninterrupted services to its customers.

In addition, the transaction will be conducted in a manner that will be virtually transparent to customers of FTTH. The transfer of ultimate control of FTTH will not result in a change of carrier for customers or any transfer of authorizations. Following consummation of the proposed transaction, FTTH will continue to provide high-quality communications services to its customers without interruption and without change in rates, terms or conditions. Furthermore, the proposed transaction will not have a negative impact on competition. No existing or potential competitors will be eliminated as a result of the proposed transaction. Instead, FTTH will be able to continue to provide service to its customers, thereby preventing one competitor from existing the U.S. market and furthering the Commission's policies favoring increased competition and greater diversity and quality of services.

#### **V. INFORMATION REQUIRED BY SECTION 63.04**

Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a), 47 C.F.R. § 63.04(a):

**(a)(1) Name, address and telephone number of each Applicant:**

Transferor:

Rudder Capital Corporation  
2980 Commers Drive, Suite 200  
St. Paul, MN 55121-2369  
Tel: (651) 925-4222

Licensee:

FTTH Communications LLC      FRN: 0007719230  
2980 Commers Drive, Suite 300  
St. Paul, MN 55121

Transferee:

Everest FTTH Acquisition LLC      FRN: 0019530419  
Suite L-10  
1 Executive Drive  
Fort Lee, NJ 07024  
Tel: (201) 905-8309

**(a)(2) Jurisdiction of Organizations:**

Transferor:      Rudder is a corporation formed under the laws of Minnesota.

Licensee:      FTTH is a limited liability company formed under the laws of Minnesota.

Transferee:      Everest is a corporation formed under the laws of Delaware.

**(a)(3) Correspondence concerning this Application should be sent to:**

For Everest:

Jean L. Kiddoo  
Danielle C. Burt  
Bingham McCutchen LLP  
2020 K Street, NW  
Washington, DC 20006  
Tel: (202) 373-6000  
Fax: (202) 373-6001  
Email: jean.kiddoo@bingham.com  
danielle.burt@bingham.com

With copies to:

Jeffrey Feldman  
Everest FTTH Acquisition LLC  
Suite L-10  
1 Executive Drive  
Fort Lee, NJ 07024  
Tel: (201) 905-8309  
Fax: (201) 944-7467

For FTTH and Rudder:

Patrick J. Engels  
Rudder Capital Corporation  
2980 Commers Drive, Suite 200  
St. Paul, MN 55121-2369  
Tel: (651) 925-4222  
Fax: (651) 925-4223

With copies to:

Clyde C. Ahlquist, Esq.  
Ahlquist Law Office  
2334 Wilson Street NE  
Minneapolis, MN 55418  
Tel: (612) 789-2393  
Fax: (612) 789-2714

(a)(4) **Ownership Information:** The following entities hold, directly or indirectly, a ten percent (10%) or greater interest in Applicants:

Information concerning the ten percent (10%) or greater shareholders of Transferor:

(1) The following entity owns or controls ten percent (10%) or more of **FTTH Communications, LLC:**

Name: Rudder Capital Corporation  
Address: 2980 Commers Drive, Suite 200  
St. Paul, MN 55121-2369  
Citizenship: U.S.  
Percentage Owned: 100%  
Principal Business: Investment Company

(2) The following entities own or control ten percent (10%) or more of the equity of **Rudder Capital Corporation:**

Name: Valens Offshore SPV II, Corp.  
Address: 335 Madison Avenue, 10th Floor  
New York NY 10017  
Citizenship: U.S.  
Principal Business: Investment Company

Name: Valens U.S. SPV I, LLC  
Address: 335 Madison Avenue, 10th Floor  
New York NY 10017  
Citizenship: U.S.  
Principal Business: Investment Company

Information concerning the ten percent (10%) or greater shareholders of Transferee:

(1) The following entity owns or controls ten percent (10%) or more of **Everest FTTH Acquisition LLC:**

Name: EveresTV, Inc.  
Address: 1 Executive Drive, Suite L-10  
Fort Lee, NJ 07024  
Citizenship: U.S. (Delaware corporation)  
Percentage Owned: 81%  
Principal Business: Holding Company

(2) The following entity owns or controls ten percent (10%) or more of **EverestTV, Inc.:**

Name: Primary Succession Capital, LLC  
Address: 1 Executive Drive, Suite L-10  
Fort Lee, NJ 07024  
Citizenship: U.S. (New York limited liability company)  
Percentage Owned: 80%  
Principal Business: Investment Company

- (3) The following individual owns or controls ten percent (10%) or more of **Primary Succession Capital, LLC**:

Name: Jeffrey Feldman  
Address: 1 Executive Drive, Suite L-10  
Fort Lee, NJ 07024  
Citizenship: U.S.  
Percentage Owned: 100%  
Principal Business: Individual

Other than the foregoing, following the transition, no other person or entity will directly or indirectly own ten percent (10%) or more of the equity of FTTH.

- (a)(5) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.
- (a)(6) A description of the proposed Transaction is set forth in **Section III** above.
- (a)(7) FTTH is authorized to provide intrastate local exchange and interexchange telecommunications services in Minnesota. All of the services provided by FTTH are competitive in nature and neither FTTH nor any affiliated company holds a dominant position in any market.

Rudder does not provide telecommunications services, and Rudder is not affiliated with any other telecommunications carrier.

Everest does not provide telecommunications services, and Everest is not affiliated with any other telecommunications carrier.

- (a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, (1) Applicants and their affiliates (as defined in Section 3(1) of the Communications Act – ("Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transaction) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service.

- (a)(9) No other applications are being filed with the Commission with respect to this transaction.
- (a)(10) Prompt completion of the proposed transaction is critical to ensure that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transaction as soon as possible. FTTH is in jeopardy of liquidation by its creditor, absent full payment for the company by February 1, 2010 for outstanding debt.
- (a)(11) Not applicable.
- (a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV** above.

**VI. CONCLUSION**

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the above-described transaction. Applicants respectfully request expedited treatment to permit Applicants to complete the transaction as soon as possible.

Jeffrey Feldman  
Everest FTTH Acquisition LLC  
Suite L-10  
1 Executive Drive  
Fort Lee, NJ 07024  
Tel: (201) 905-8309  
Fax: (201) 944-7467

Respectfully submitted,



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Jean L. Kiddoo  
Danielle Burt  
Bingham McCutchen LLP  
2020 K Street, N.W.  
Washington, DC 20006  
Tel: (202) 373-6000  
Fax: (202) 373-6001  
Email: jean.kiddoo@bingham.com  
danielle.burt@bingham.com

Counsel for Everest FTTH Acquisition LLC

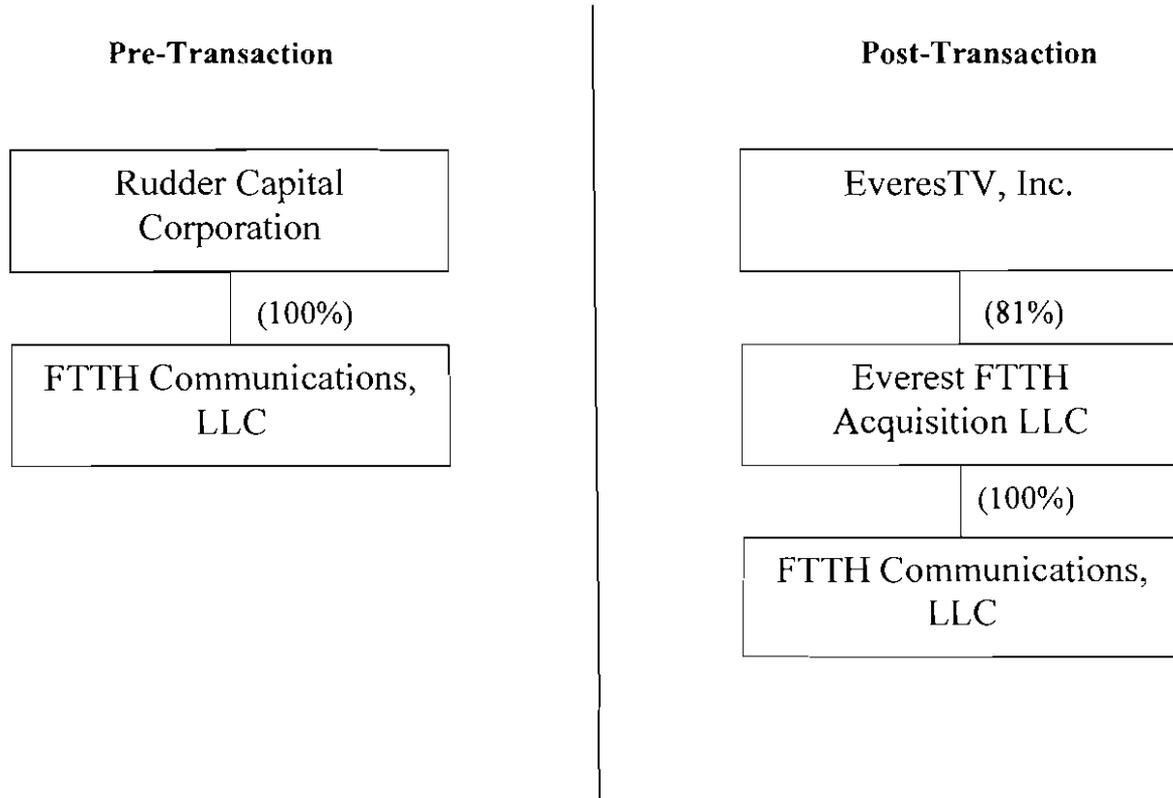
Patrick J. Engels  
Rudder Capital Corporation  
2980 Commers Drive, Suite 200  
St. Paul, MN 55121-2369  
Tel: (651) 925-4222  
Fax: (651) 925-4223

Clyde C. Ahlquist, Esq.  
Ahlquist Law Office  
2334 Wilson Street NE  
Minneapolis, MN 55418  
Tel: (612) 789-2393  
Fax: (612) 789-2714

Dated: January 29, 2010

**Exhibit A**

**Pre- and Post-Transaction Illustrative Charts**



## DECLARATION OF FTTH COMMUNICATIONS, LLC

I, Patrick J. Engels, hereby declare that the following is true and correct to the best of my knowledge, information and belief:

1. I am President of FTTH Communications, LLC. My business address is 2980 Commer Drive, Suite 300, Eagan, MN 55121.

2. I am authorized to make this Declaration on behalf of FTTH Communications, LLC.

3. FTTH Communications, LLC currently provides facilities-based and resold local exchange and interexchange services in Minnesota and primarily in the Twin Cities metropolitan area. It offers these services on both an interstate and intrastate basis.

4. FTTH Communications, LLC has approximately several hundred customers.

5. Everest FTTH Acquisition LLC entered into an agreement to acquire all of the membership interests of FTTH Communications, LLC from Rudder Capital Corporation. Everest FTTH Acquisition LLC is prepared to continue offering services to the customers of FTTH Communications, LLC.

6. As of January 27, 2010, FTTH Communications, LLC has been advised by Rudder Capital Corporation that Rudder Capital Corporation intends to liquidate the company's assets, absent full payment for the company by February 1, 2010 for outstanding debt.

7. The contents of the foregoing filing are true and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 20<sup>th</sup>  
day of January, 2010.



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Patrick J. Engels  
FTTH Communications, LLC

## VERIFICATION

I, Jeffrey Feldman, state that I am the founder of Everest FTTH Acquisition LLC; that I am authorized to make this Verification on behalf of Everest FTTH Acquisition LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 29 day of January, 2010.

  
\_\_\_\_\_  
Jeffrey Feldman  
Everest FTTH Acquisition LLC