

WC 10-176

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US BANK/FCC AUG 26 2010

August 25, 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: In the Matter of the Application of Fibertech Networks, LLC
("Transferor"), Fiber Technologies Networks, L.L.C. ("Licensee") and
Firefox Acquisition Corp. ("Transferee") for Grant of Authority Pursuant
to Section 214 of the Communications Act of 1934, as Amended, and
Sections 63.04 of the Commission's Rules to Transfer Control of an
Authorized Domestic 214 Licensee

Dear Ms. Dortch:

On behalf of Fibertech Networks, LLC ("Fibertech Networks"), Fiber Technologies Networks, L.L.C. ("Fibertech") and Firefox Acquisition Corp. ("Firefox"), collectively, (the "Applicants"), enclosed please find an original and six (6) copies of an application for approval of a transfer of control, whereby Firefox will acquire ultimate control of Fibertech.

Also enclosed is a completed Fee Remittance Form 159 containing a valid credit card number and expiration date for payment, in the amount of \$1,015.00, 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,
Danielle C. Burt

Jean L. Kiddoo
Danielle C. Burt

Counsel for Fibertech Networks, LLC and
Fiber Technologies Networks, L.L.C.

- Boston
- Hartford
- Hong Kong
- London
- Los Angeles
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**BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of the Application of)
)
)
Fibertech Networks, LLC, Transferor)
Fiber Technologies Networks, L.L.C.)
Licensee)
)
and)
)
Firefox Acquisition Corp., 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 an Authorized)
Domestic Section 214 Carrier)
)

WC Docket No. 10-_____

APPLICATION

I. INTRODUCTION

A. Summary of Transaction

Fibertech Networks, LLC ("Fibertech Networks" or "Transferor"), Fiber Technologies Networks, L.L.C. ("Fibertech" or "Licensee"), and Firefox Acquisition Corp. ("Firefox" or "Transferee" and collectively with Transferor and Licensee, the "Applicants"), pursuant to Section 214 of the Communications Act, as amended (the "Communications Act"), 47 U.S.C. § 214, and Section 63.04 of the Commission's Rules, 47 C.F.R. § 63.04, hereby respectfully request Commission approval to consummate a transaction whereby Firefox will acquire ultimate control of Licensee. Consummation of the transaction proposed herein will serve the public interest.

Fibertech is a competitive carrier that holds Domestic 214 authority from the Commission to provide interstate telecommunications services.¹ The proposed transaction will result only in a change in the ultimate equity ownership of Fibertech – no assignment of licenses, assets or customers will occur as a consequence of the proposed transaction. Fibertech's existing management team will stay intact following this transaction, retaining the same roles they currently occupy, and Fibertech will continue to provide service to its existing customers under the same rates, terms and conditions. Accordingly, this transaction will be, for all practical purposes, transparent to the customers of Fibertech.

B. Request for Streamlined Processing

Applicants respectfully request that this Application be 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 transaction: (1) Transferee and its 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) although they do not currently provide local exchange telephone services, to the extent that they may do so Transferee and its 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.

¹ Fibertech provides solely 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 the domestic authorization for Fibertech because it has not previously submitted any transfer of control application to the Commission. Fibertech does not hold any international Section 214 authorization or any radio licenses.

II. DESCRIPTION OF THE APPLICANTS

A. Fibertech Networks, LLC and Fiber Technologies Networks, L.L.C.

Fibertech, a New York limited liability company, is a wholly-owned, direct subsidiary of Fibertech Networks. Fibertech Networks, through its various operating subsidiaries, has constructed and operates high-capacity metro area networks, including fiber rings, to meet the communications and broadband needs of telecommunications carriers, other business entities, and educational, governmental, and health-care institutions. Fibertech Networks and its operating subsidiaries, including Fibertech, have their principal offices located at 300 Meridian Centre, Rochester, New York 14618.

B. Firefox Acquisition Corp.

Firefox is a Delaware corporation formed on August 23, 2010, for the purpose of consummating this transaction and ultimately acquiring control of Fibertech and Fibertech Networks' other operating subsidiaries. Firefox is currently owned 100% by funds ("Funds") controlled by Court Square Capital Partners, a leading New York private equity firm ("Court Square"). Each fund is a limited partnership, controlled and managed by its general partner, Court Square Capital GP, LLC, a Delaware limited liability company (the "GP").

In order to effect the transaction, Firefox has formed, and holds 100 percent of the membership interests in, a Delaware limited liability company, Firefox Merger Sub. LLC ("Firefox Merger Sub"). Firefox will effect the transaction as more fully described in Section III below.

In addition to Court Square, as of the closing of the transaction, certain members of the management of Fibertech Networks are expected to invest in Firefox. Collectively, management may own up to 20 percent of the outstanding equity of Firefox, though no individual member of management will own 10% or more of the outstanding equity of Firefox. Depending on the level

of management investment, at the closing, the Funds' collective interest in Firefox will be between 80 percent and 100 percent, with a corresponding indirect interest in the Licensee. Regardless of management's investment, the largest investor in Firefox will be Court Square Capital Partners II, L.P., a Delaware limited partnership ("CSC II"), the largest of the Funds. CSC II will hold an interest in Firefox that is between 60 percent and 80 percent. No other investor will individually or in the aggregate hold a 10 percent or greater direct or indirect ownership in Fibertech.

Neither Firefox nor its affiliates currently offer any regulated telecommunications services and therefore do not hold any telecommunications authorizations from the Commission or any state regulatory authority. Firefox is well-qualified to obtain control of Fibertech, and its management team is comprised of experienced investors in communications service providers. Court Square is one of the most experienced private equity firms in the industry and its management team has experience in investing in the telecommunications industry, including previous co-ownership of a controlling interest in NTELOS (a diversified, regional communications provider offering wireless and wireline services in Virginia and West Virginia) and a former minority interest in Valor Telecommunications (an incumbent local exchange carrier that provided telecommunications services in rural communities throughout the southwestern United States which was combined in 2006 with Alltel's land line business to become Windstream Corporation).

III. DESCRIPTION OF THE TRANSACTION

Fibertech Networks and Firefox entered into a Purchase Agreement dated August 23, 2010, pursuant to which Firefox will acquire ultimate control over Fibertech. Firefox will indirectly acquire 100 percent of the membership interests in Licensee either by the merger of Firefox Merger Sub with and into Fibertech Networks (with Fibertech Networks surviving) or by

causing Firefox Merger Sub to directly acquire 100 percent of the membership interests in Licensee. As a result, immediately following the consummation of the proposed transaction, Firefox will become the ultimate owner of Fibertech. Applicants therefore request authority for the transfer of control of Fibertech to Firefox. For the Commission's reference pre- and post-transaction organization charts are provided as Exhibit A.

IV. PUBLIC INTEREST STATEMENT

Applicants submit that the proposed transaction will serve the public interest. Fibertech will continue to offer competitive and innovative products following the transaction. As noted above, certain of Fibertech's current management are expected to hold a combined interest in Firefox of up to 20 percent, and indirectly Licensee, following consummation of the transaction. Fibertech's management will continue to be actively involved in Licensee's management and operations, and no changes in management or operational personnel are expected as a result of the transaction. In addition, Fibertech will also have access to the operational and managerial resources of Firefox, including those of Court Square. Such support will strengthen the competitive position of Fibertech to the benefit of the telecommunications marketplace. The transaction will not have any adverse impact on competition. No existing or potential competitors will be eliminated as a result of the proposed transaction. Instead, Fibertech will continue to provide service to its customers, furthering the Commission's policies favoring competition and diversity of services.

Furthermore, the transaction will be conducted in a manner that will be virtually transparent to customers of Fibertech. The transfer of control of Fibertech will not result in a change of carrier for customers or the assignment of Fibertech's license. Following consummation of the proposed transaction, Fibertech will continue to provide high-quality communications services to its customers without interruption and without change in rates, terms

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

For Fibertech:

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Danielle C. Burt
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Washington, DC 20006-1806
Tel: (202) 373-6000
Fax: (202) 373-6001
Email: jean.kiddoo@bingham.com
danielle.burt@bingham.com

For Firefox:

Paige K. Fronabarger
Wilkinson Barker Knauer, LLP
2300 N. Street, N.W., Suite 700
Washington, DC 20037
Tel: (202) 783-4141
Fax: (202) 783-5851
Email: pfronabarger@wbklaw.com

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

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

(1) The following entity owns or controls ten percent (10%) or more of Fiber Technologies Networks, L.L.C.:

Name:	Fibertech Networks, LLC
Address:	300 Meridian Centre Rochester, NY 14618
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 **Fibertech Networks, LLC**:

Name: Nautic Partners²
Address: 50 Kennedy Plaza, 12th Floor
Providence, Rhode Island 02903
Citizenship: U.S.
Percentage Owned: 51.9%
Principal Business: Investment Company

Name: BancAmerica Capital Investors SBIC I, L.P.
Address: 100 North Tryon Street, 25th Floor
Charlotte, NC 28255
Citizenship: U.S.
Percentage Owned: 27.7%
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 **Firefox Acquisition Corp**:

Name: Court Square Capital Partners II, L.P.
Address: c/o Court Square Capital Partners
Park Avenue Plaza, 34th Floor
55 East 52nd Street
New York, New York 10055
Citizenship: U.S.
Percentage Owned: 60% - 80%
Principal Business: Finance/ Investment Fund

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 Fibertech.

- (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) Fibertech is authorized to provide intrastate telecommunications services in Connecticut, Delaware, District of Columbia, Indiana, Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Ohio, Pennsylvania, Rhode Island, and Wisconsin. All of the services provided by Fibertech are

² Nautic Partners' interest is held through various entities. Of these entities, only Chisholm Partners IV, L.P. (27.7%) and Fleet Growth Resources III, Inc. (16.3%) individually own more than 10% of Fibertech Networks.

competitive in nature and neither Fibertech nor any affiliated company holds a dominant position in any market.

Fibertech Networks does not provide telecommunications services and is not affiliated with any other telecommunications carrier other than Fibertech and Fiber Technologies New York Networks, Inc., which holds a certificate to provide intrastate telecommunications services in New York but does not provide any such services at the current time.

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

- (a)(8) A statement showing how the Application qualifies for streamlined processing is provided in Section I.B. above.
- (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.
- (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.

Respectfully submitted,



Jean L. Kiddoo

Danielle Burt

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Counsel for Firefox Acquisition Corp.

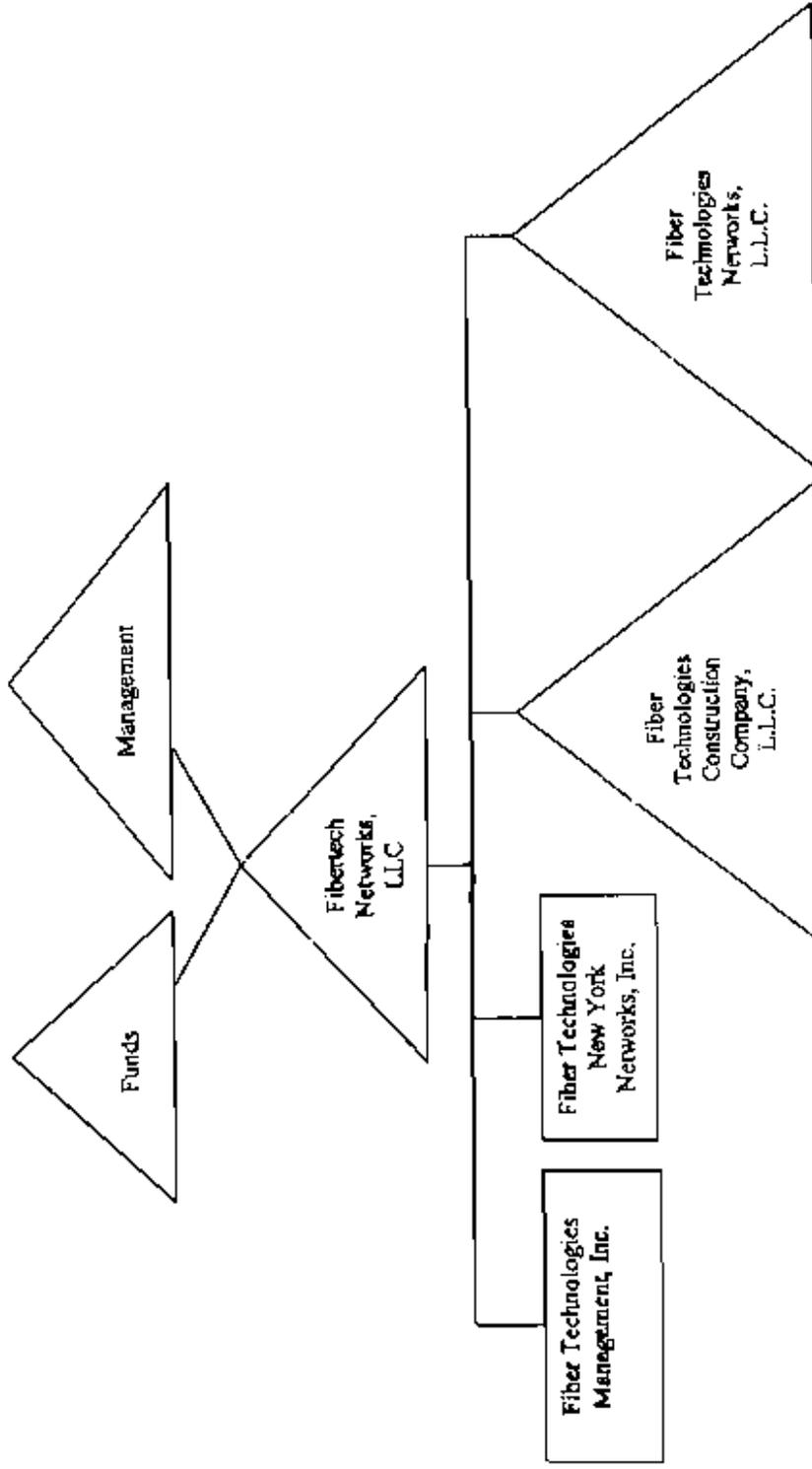
Counsel for Fibertech Networks, LLC, and
Fiber Technologies Networks, L.L.C.

Dated: August 25, 2010

Exhibit A

Pre- and Post-Transaction Organization Charts

Pre-Closing Structure



KEY:

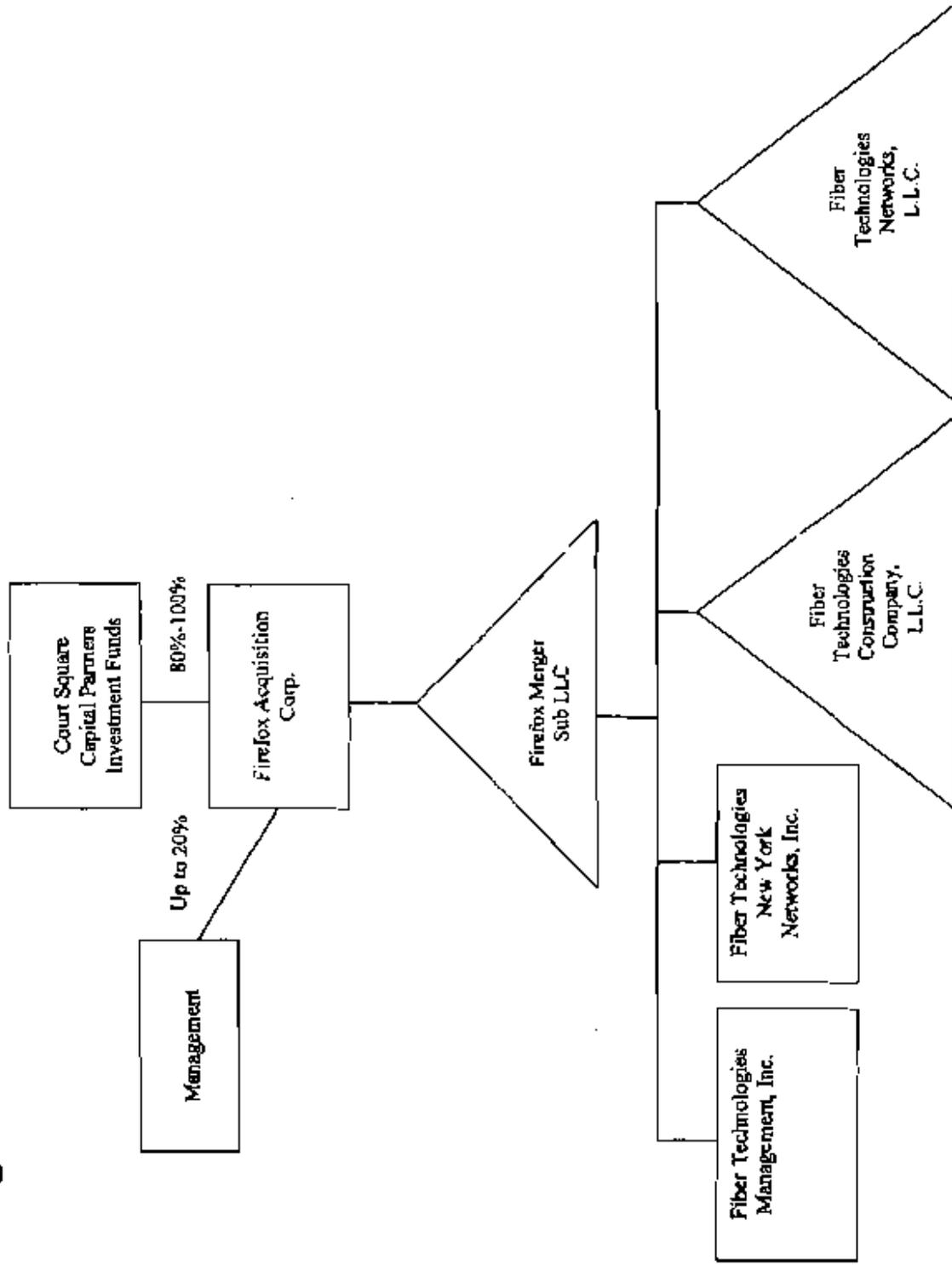


Entity that is a corporation for tax purposes

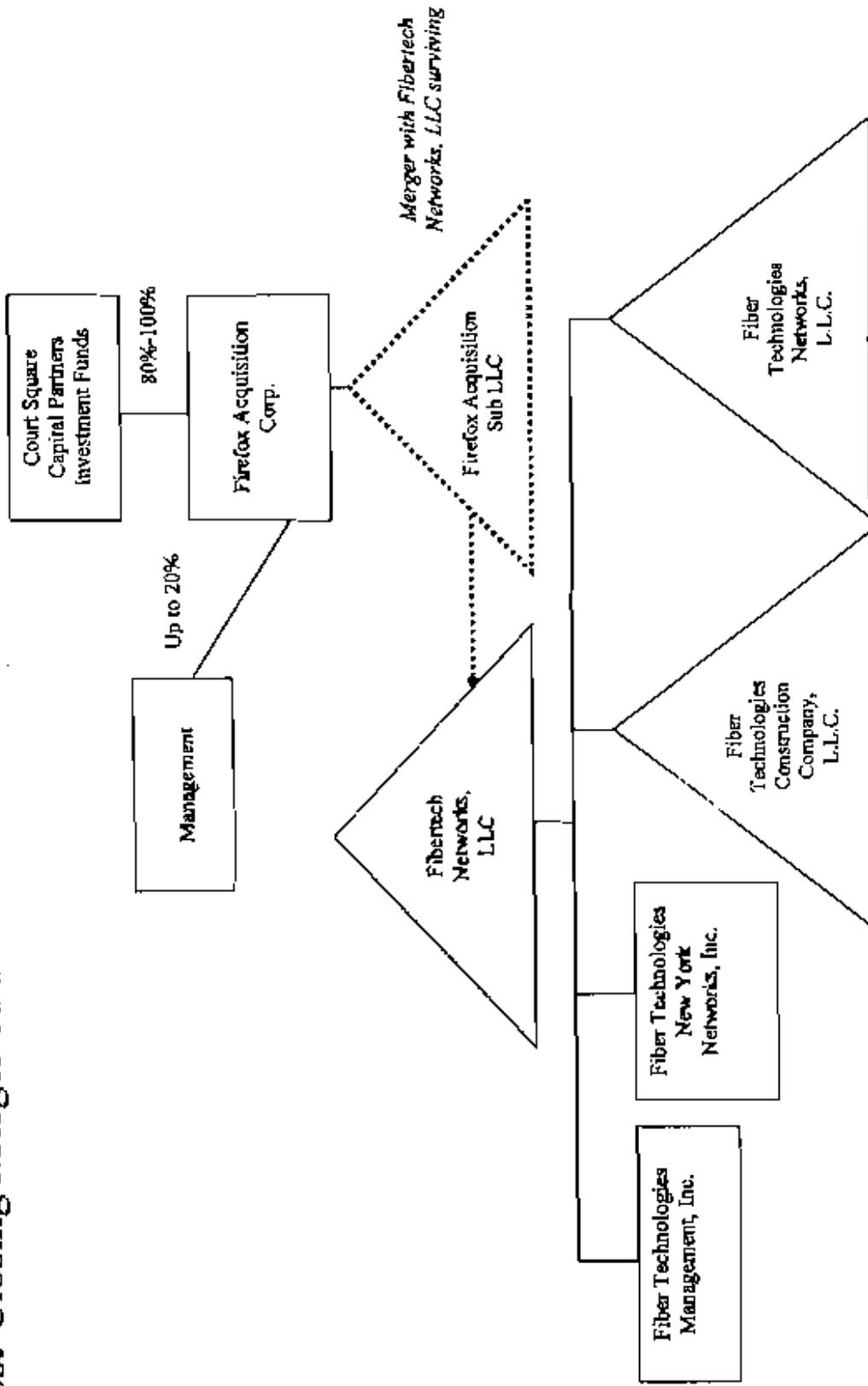


Entity that is a flow-through for tax purposes

Post-Closing Purchase Structure



Post-Closing Merger Structure

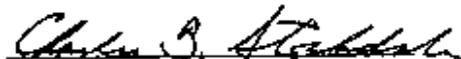


DECLARATION

I, Charles Stockdale, hereby declare that:

- (1) I am Vice President and General Counsel of Fibertech Networks, LLC, the parent of Fiber Technologies Networks, L.L.C. ("Fibertech");
- (2) I am authorized to make this declaration on behalf of Fibertech; and
- (3) The statements in the foregoing application relating to Fibertech are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 25 day of August, 2010.


Charles Stockdale
Vice President and General Counsel

DECLARATION

I, Christopher Bloise, hereby declare that:

- (1) I am Vice President and Secretary of Firefox Acquisition Corp. ("Firefox");
- (2) I am authorized to make this declaration on behalf of Firefox; and
- (3) The statements in the foregoing application relating to Firefox are true and correct

to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this

25 day of August, 2010.



Christopher Bloise
Vice President and Secretary