

HARRY F. COLE
ANNE GOODWIN CRUMP
PAUL J. FELDMAN
JEFFREY J. GEE
CHRISTINE GOEPP*
KEVIN M. GOLDBERG
FRANK R. JAZZO
M. SCOTT JOHNSON
DANIEL A. KIRKPATRICK
MITCHELL LAZARUS
STEPHEN T. LOVELADY*
SUSAN A. MARSHALL
HARRY C. MARTIN
MICHELLE A. McCLURE
MATTHEW H. McCORMICK
FRANCISCO R. MONTERO
LEE G. PETRO*
RAYMOND J. QUIANZON
JAMES P. RILEY
DAVINA SASHKIN
PETER TANNENWALD
KATHLEEN VICTORY
HOWARD M. WEISS

FLETCHER, HEALD & HILDRETH, P.L.C.

ATTORNEYS AT LAW
11th FLOOR, 1300 NORTH 17th STREET
ARLINGTON, VIRGINIA 22209

OFFICE: (703) 812-0400
FAX: (703) 812-0486
www.fhhlaw.com

RETIRED MEMBERS
VINCENT J. CURTIS, JR.
RICHARD HILDRETH
GEORGE PETRUTSAS

OF COUNSEL
ALAN C. CAMPBELL
THOMAS J. DOUGHERTY, JR.
DONALD J. EVANS
ROBERT M. GURSS*
RICHARD F. SWIFT

WRITER'S DIRECT
(703) 812-0409
DOUGHERTY@FHHLAW.COM

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* NOT ADMITTED IN VIRGINIA

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

***Re: Request for Special Temporary Authorization (Transfer of Control
of Domestic Section 214 Authorization)
WC Docket No. 10-139***

Dear Ms. Dortch:

DukeNet Communications, LLC (“DukeNet Comm”) and DukeNet OpCo, LLC (“DukeNet OpCo”) (with DukeNet Comm and DukeNet OpCo referred to collectively as the “Applicants”), by counsel, hereby request special temporary authorization (“STA”) pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.04 of the Commission’s Rules, 47 C.F.R. § 63.04, to allow the Applicants to consummate the transaction described in their application for regular authorization in WC Docket No. 10-139 (the “Section 214 Application”). The Applicants request the issuance of the STA as soon as possible and that it last for the lesser of sixty (60) days and the date that the Wireline Competition Bureau (the “Bureau”) disposes of the Section 214 Application. In support of this request, the following is respectfully submitted:

The Section 214 Application requests authorization for a transaction in which DukeNet Comm will merge with and into DukeNet OpCo, leaving DukeNet OpCo as the surviving entity, followed by the sale of fifty percent (50%) of the membership interests in DukeNet OpCo direct parent company to Alinda Telecom Investor I, L.P. and to Alinda Telecom Investor II, L.P. (collectively, "Alinda"). At present, DukeNet Comm and DukeNet OpCo are indirect wholly-owned subsidiaries of Duke Energy Corp. Immediately after this transaction, Duke Energy Corporation's indirect ownership interest in DukeNet OpCo will be reduced to fifty percent (50%) and Alinda will indirectly own the remaining membership interests in DukeNet OpCo. This transaction is described in much greater detail in both the Section 214 Application and the Public Notice, DA 10-1426, by which the Section 214 Application was initially classified as streamlined.

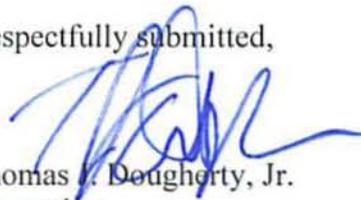
The Section 214 Application was filed on July 8, 2010, and placed within the streamlined processing system by Public Notice released July 29, 2010, with a streamlined grant contemplated by August 31, 2010. While no entity filed any petition against the Section 214 Application, the United States Department of Justice ("DOJ") requested that the Bureau cease processing the application while the DOJ, along with Team Telecom, reviewed the transaction. In response to that request, the Bureau removed the application from streamlined processing as announced in a Public Notice released August 20, 2010 (DA 10-1563). That process of review by Team Telecom continues and there is no indication when it will conclude.

The STA is in the public interest. STA is requested because of the exigent and unusual circumstances of this case. The Applicants did not envision a regulatory approval process lasting as long as this process has lasted, and accordingly took action in preparation for a complex closing to occur starting today and concluding on November 1, 2010. In the event that

Applicants must postpone the closing, the postponement will result in significant and otherwise unnecessary additional closing expenses that could otherwise be used to build the communications business. Worse, a significant postponement would impair the Applicant's ability to secure the further debt funding which the Applicants are in the process of finalizing. As a result, the benefits of funding that this transaction provides would be lost, with the consequence that the Applicants would not be able to expand the competitive footprint and provide potential subscribers with more choices at competitive prices. Absent the Alinda investment and the bank financing, the practicality of Duke Energy's continued, unilateral support of this communications business would be called into question, and cut backs in the business may result. Ultimately, service to subscribers would be impaired and the benefits of the funding in business expansion would not be realized in this very challenging financing environment.

In addition, the STA will not undermine any of the Commission's rules or policies as the Applicants acknowledge that grant of this request will not prejudice action by the Commission on the Section 214 Application and that any authority granted pursuant to this request is subject to cancellation or modification upon notice but without a hearing.

Respectfully submitted,



Thomas J. Dougherty, Jr.
Counsel to
DukeNet Communications, LLC and
DukeNet OpCo, LLC