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READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page No. 1 of 2

DOCKET FILE COPY ORIGINAL

(1) LOCKBOX # 979091	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) Douglas G. Bonner	(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,015.00
(4) STREET ADDRESS LINE NO. 1 1301 K St. NW. East Tower Suite 600	
(5) STREET ADDRESS LINE NO. 2	
(6) CITY Washington	(7) STATE DC
	(8) ZIP CODE 20005
(9) DAYTIME TELEPHONE NUMBER (include area code) (202) 408-3957	(10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(11) PAYER (FRN) 0020912275	(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 Arialink Telecom LLC, Arialink Fiber Communications LLC
(14) STREET ADDRESS LINE NO. 1 Arialink Fiber Communications LLC c/o Spire Capital Management LLC, 1500 Broadway Ave, Suite 1811
(15) STREET ADDRESS LINE NO. 2

(16) CITY New York	(17) STATE NY	(18) ZIP CODE 10036
(19) DAYTIME TELEPHONE NUMBER (include area code)	(20) COUNTRY CODE (if not in U.S.A.)	

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN) 0020912275	(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 CUT	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE 1,015.00	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 B

CERTIFICATION STATEMENT
Doug

PAID BY CREDIT CARD

PAID BY CREDIT CARD

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)
)
Arialink Telecom LLC.) **WC Docket No. _____**
)
)
Application for Consent to Transfer Control)
of a Company Holding Blanket Domestic)
Section 214 Authority Pursuant to Section)
214 of the Communications Act of 1934)

**APPLICATION FOR TRANSFER OF CONTROL
OF DOMESTIC AUTHORIZATION**

Arialink Telecom LLC (“Arialink” or “Seller”) and Arialink Fiber Communications LLC (“Arialink Fiber LLC” or “Buyer”) hereby respectfully request authority pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214 and Section 63.04 of the Commission’s Rules, 47 C.F.R. § 63.04, to transfer control of Arialink to a new group of shareholders through the issuance of stock. Arialink provides telecommunications and information services to business and residential customers in Michigan.

Pursuant to Section 63.04(a) of the Commission’s Rules, 47 C.F.R. § 63.04, Arialink is filing an application for the proposed transfer of control of Arialink. **Exhibit A** provides the additional information requested by Section 63.04(a) of the Commission’s Rules.

Arialink requests streamlined treatment of this Application 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) of the Commission’s Rules

because: (i) the proposed transaction will result in Arialink (including its affiliates, as that term is defined in Section 3(1) of the Act) having a market share in the interstate, interexchange market of less than 10 percent; (ii) Arialink (including its affiliates) will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (iii) neither Arialink nor any of its affiliates is regulated as dominant with respect to any service.

I. DESCRIPTION OF ARIALINK NEW LIMITED LIABILITY COMPANY INTEREST HOLDERS AND PROPOSED TRANSACTION

Arialink is a limited liability company organized under the laws of Michigan. Its principal place of business is 230 N. Washington Square, Lansing, MI 48933.

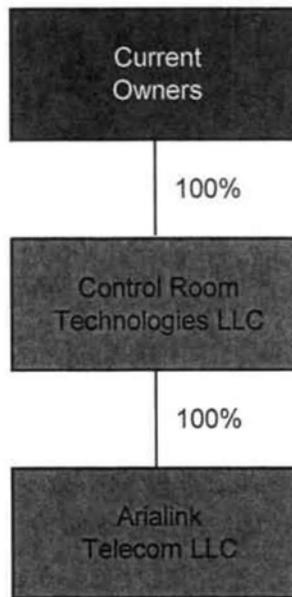
Arialink provides communications services to customers in Michigan. Among its services, Arialink offers lit and dark fiber services to educational institutions, local governments, public municipalities and enterprises, and leases dark fiber on a wholesale basis to other communications providers. Arialink also provides integrated voice and data services to small and medium size businesses (“SMBs”) within its fiber footprint. Additionally, Arialink provides communications services (voice, high speed data and video services) to residential customers in multiple dwelling units principally in Lansing and Muskegon, Michigan (“Arialink Consumer Business”). Arialink holds blanket domestic Section 214 authority. Arialink is not a foreign carrier and is not affiliated with any foreign carrier in any market.

At present, Arialink is 100% owned by Control Room Technologies LLC (“CRT”). In January 2011, Spire Capital Partners II, L.P. (“Spire Capital”), a Delaware limited partnership, executed a letter of intent to acquire substantially all of the LLC

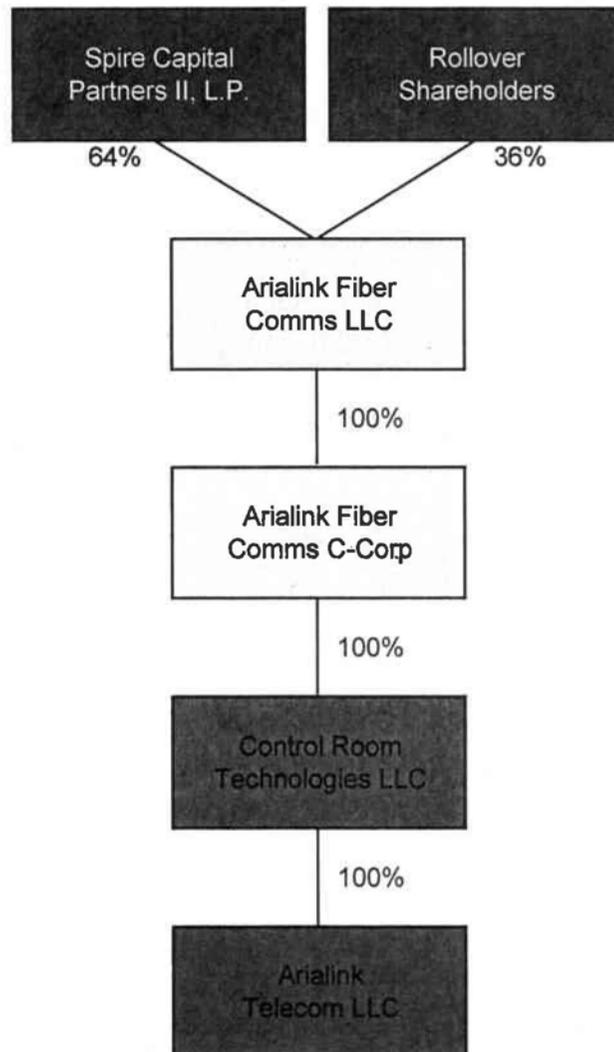
interests of CRT, none of which, other than Arialink, are telecommunications carriers subject to Commission regulation (the "Transaction"). The Transaction will be structured as a stock transaction involving the indirect acquisition of 100% of Arialink, with the exception of Arialink's residential customers, who are being assigned by Arialink to its affiliate, Spectrum Broadband, LLC, in a separate transaction.¹ Following the proposed Transaction, CRT will be 100% owned by Arialink Fiber Communications Inc. ("Arialink Fiber Corp."), a Delaware corporation; Arialink Fiber Corp. will in turn be 100% owned by Arialink LLC, a Delaware limited liability company. A diagram illustrating the proposed Transaction is provided below, showing both the current corporate structure and the structure following the proposed Transaction.

¹ The assignment of Arialink's residential customers to its affiliate Spectrum Broadband, LLC will be a *pro forma* assignment that shall occur separately prior to the closing of this transaction. All affected residential customers are being notified of the assignment by written letter attached as Exhibit C, in accordance with the customer notification requirements of 47 C.F.R. § 64.1120.

(A) CURRENT STRUCTURE:



(B) POST-TRANSACTION STRUCTURE:



Following the proposed Transaction, Arialink will be indirectly owned as follows: 64% of the equity in these entities will be owned by Spire Capital and 36% of the equity will be owned by pre-existing Arialink LLC interest holders (“Rollover Shareholders”). Spire Capital will not be merging its interest in Arialink Fiber LLC into another existing operating entity and intends to retain Arialink’s existing management team.

The largest Rollover Shareholder is Mr. Jason Schreiber, the Chief Executive Officer of Arialink, who will own approximately 34% of Arialink Fiber LLC following

the Transaction. Mr. Schreiber is a United States citizen whose address is 230 N. Washington Square, Lansing, MI 48933. No other Rollover Shareholder will own at least 10% percent of Arialink Fiber LLC following the Transaction. Spire Capital will hold a 64% ownership interest in Arialink Fiber LLC following the Transaction. Spire Capital is a Delaware limited partnership whose address is Spire Capital, c/o Spire Capital Management, LLC, 1500 Broadway, Suite 1811, New York, NY 10036. Spire Capital's largest limited partner represents 12.5% of Spire Capital's total fund commitments. Following the proposed Transaction, this investor would hold approximately 8% of Arialink Fiber LLC's LLC interests. Thus, none of Spire Capital's limited partners will be own at least 10% of Arialink Fiber LLC.

The Transaction will be transparent to Arialink's customers. All customers of Arialink will continue to be served by Arialink Fiber LLC (other than the residential customers who will continue to be served by Spectrum Broadband, LLC, as discussed above), pursuant to its existing Section 214 authorization, and under the same rates, terms and conditions to which they are presently subject, after the sale to the new shareholders is completed.

II. PUBLIC INTEREST STATEMENT

The sale of LLC interests in Arialink and its related entities as described herein will serve the public interest. The additional financial resources that Arialink and its new shareholders will have access to as a consequence of this transaction will enhance Arialink's ability to compete in the telecommunications services marketplace. Most importantly, these additional financial resources will strengthen Arialink's ability to provide high-quality competitive telecommunications services to customers in Michigan.

The proposed Transaction will have no adverse impact on Arialink's existing customers. These customers will continue to receive their existing services at the same rates, terms and conditions as they do at the present time. Any future changes to the rates, terms and conditions of service will be made consistent with Commission and state regulatory requirements. Furthermore, the proposed Transaction does not present any anti-competitive concerns as Arialink is a non-dominant carrier.

Finally, the proposed Transaction does not raise any national security or law enforcement concerns. All of Arialink's new shareholders are U.S. citizens or are organized under U.S. law.

III. ADDITIONAL INFORMATION REQUIRED BY SECTION 63.04(A) OF THE COMMISSION'S RULES

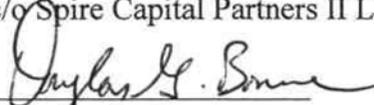
In accordance with the requirements of Section 63.04(a) of the Commission's Rules, the additional information required for the domestic Section 214 transfer of control application is provided in **Exhibit A**.

IV. CONCLUSION

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

Respectfully submitted,

Arialink Fiber Communications LLC
c/o Spire Capital Partners II LP


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Its Attorneys

Arialink Telecom, LLC

/s/ Jason Schreiber
Jason Schreiber
Chief Executive Officer
Arialink Telecom LLC
230 N. Washington Square
Lansing, MI 48933
(517) 492-1300

Kenneth Patrich, Esq.
Wilkinson Barker Knauer LLP
2300 N Street, N.W.
Suite 700
Washington, D.C. 20037-1128
Tel. (202) 383-3342

Its Attorneys

Date: June 3, 2011

LIST OF EXHIBITS

EXHIBIT A – Information Required by 47 C.F.R. §63.04

EXHIBIT B – Anti-Drug Abuse Act Certification

EXHIBIT C - Section 64.1120 letter

EXHIBIT A

INFORMATION REQUIRED BY 47 C.F.R. §63.04

In accordance with the requirements of Section 63.04(a) of the Commission's Rules, 47 C.F.R. § 63.04, Arialink provides the following information in support of its request.

63.04(a)(1)-(2): Applicant Address

Applicant & License Holder:

Arialink Telecom LLC (a Michigan LLC)
230 N. Washington Square
Lansing, MI 48933
(517) 492-1300

Buyer:

Arialink Fiber Communications LLC (a Delaware LLC)
c/o Spire Capital Partners II LP
1500 Broadway, Suite 1811
New York, NY 10036
(212) 218-5454

63.04(a)(3): Contact Information

Applicant & License Holder:

Jason Schreiber
Chief Executive Officer
Arialink Telecom LLC
230 N. Washington Square
Lansing, MI 48933
(517) 492-1300

With a copy to:

Kenneth Patrich, Esq.
Wilkinson Barker Knauer, LLC
2300 N Street, NW, Suite 700
Washington, DC 20037-1128
(202) 383-3342
kpatrich@wbklaw.com

Buyer Counsel:

Douglas G. Bonner
SNR Denton US, LLP
1301 K Street, N.W., East Tower
Washington, D.C. 20005
(202) 408-3957
doug.bonner@snrdenton.com

63.04(a)(4): Ownership Information

The post-closing ownership of the Applicant is described in Section I of the Application.

63.04(a)(5): Anti-Drug Abuse Certification

No party to the applications is subject to denial of federal benefits pursuant to the Anti-Drug Act of 1988, 21 U.S.C. § 862. The applicant's Anti-Drug Abuse Act certification is provided in Exhibit B.

63.04(a)(6): Description of Transaction

A description of the Transaction is provided in Section I of the Application.

63.04(a)(7): Geographic Area Served

A description of the geographic area served by the Applicant is provided in Section I of the Application.

63.04(a)(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 because: (1) the proposed Transaction will result in Arialink (including its affiliates, as that term is defined in Section 3(1) of the Act) having a market share in the interstate, interexchange market of less than ten percent; (2) Arialink (including its affiliates) will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local

exchange carrier that is not a party to the Transaction; and (3) neither Arialink nor any of its affiliates are regulated as dominant with respect to any service.

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

None.²

63.04(a)(10): Special Considerations

None.

63.04(a)(11): Waiver Requests (If Any)

None.

63.04(a)(12): Public Interest Statement

Consummation of the proposed Transaction will serve the public interest for the reasons detailed in Section II of the Application.

² In an unrelated transaction, CRT is assigning its EBS spectrum lessee rights (L000000470) to a third party.

EXHIBIT B

ANTI-DRUG ABUSE ACT CERTIFICATION

The applicant certifies that, in the case of an individual applicant, he or she is not subject to a denial of federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, or, in the case of a non-individual applicant (e.g., corporation, partnership or other unincorporated association), no party to the application is subject to a denial of federal benefits that includes FCC benefits pursuant to that section.

I certify that the statements made in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith.

/s/ Jason Schreiber
Jason Schreiber
Chief Executive Officer
Arialink Telecom LLC
230 N. Washington Square
Lansing, MI 48933

EXHIBIT C

[SPECTRUM BROADBAND LETTERHEAD]

[DATE]

Dear Customer:

We are writing you regarding an important matter concerning your account and the services you currently receive from Control Room Technologies, LLC d/b/a Arialink ("Arialink"). As part of a corporate reorganization, Arialink is transferring its assets and customer contracts, including yours, to its corporate affiliate, Spectrum Broadband, LLC ("Spectrum Broadband"). This letter provides information regarding this transfer, your rights with respect to this transfer, and the commitments of Spectrum Broadband regarding the continuing provision of service to you. Spectrum Broadband will be responsible for any carrier change charge(s) associated with the transfer of your account.

No action on your part is required.

Spectrum Broadband intends to continue the fine level of customer service you expect and have received from Arialink.

Your services will not be affected by this transfer. As a Spectrum Broadband customer, you will continue to receive the same services, at the same rates, terms and conditions, you currently receive from Arialink. Notice of any future changes in rates, terms and conditions of service will be provided to you as required by law.

Spectrum Broadband anticipates that the date for the transfer may be on or about [DATE]. At that time, Spectrum Broadband will become your service provider. You may choose another carrier. Again, no action is required on your part and your service will continue at the same rates. If you have a term contract with Arialink, you will still be responsible for any applicable early contract termination charges should you choose a service provider other than Spectrum Broadband.

If you have placed a "freeze" on your Arialink services to prevent their unauthorized transfer to another carrier, it will be automatically lifted to implement the transfer to Spectrum Broadband. You must contact your new local service provider (Spectrum Broadband or other service provider that you choose) to reestablish freeze protection on your account after the transfer.

If you have any questions or concerns with respect to service needs, complaints or billing issues, you can call us at [1-800-XXX-XXXX].

Sincerely yours,

Jason Schreiber
Chief Executive Officer