

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

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

(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) Covington & Burling LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,050.00	
(4) STREET ADDRESS LINE NO 1 1201 Pennsylvania Avenue, NW			
(5) STREET ADDRESS LINE NO 2			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20004
(9) DAYTIME TELEPHONE NUMBER (include area code) 2026625023		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0003738457		(12) FCC USE ONLY	
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 LTS Buyer LLC			
(14) STREET ADDRESS LINE NO 1 c/o Berkshire Partners LLC			
(15) STREET ADDRESS LINE NO 2 200 Clarendon Street, 35th Floor			
(16) CITY Boston		(17) STATE MA	(18) ZIP CODE 02116
(19) DAYTIME TELEPHONE NUMBER (include area code) 6172270050		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 002321970		(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 CDT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$1,050.00	(27A) TOTAL FEE \$1,050.00	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 D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>Joy Barksdale</u> , 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 <u>Joy Barksdale</u>		DATE <u>1/7/2013</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA <u>X</u> _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described.			
SIGNATURE <u>Joy Barksdale</u>		DATE <u>1/7/2013</u>	

Light Tower

**Before the
Federal Communications Commission
Washington, D.C. 20554**

In the Matter of)
)
Light Tower Holdings LLC, Transferor)
)
and)
) WC Docket No. _____
LTS Buyer LLC, Transferee)
)
Consolidated Application for Consent)
to Transfer Control of Subsidiaries of Light Tower)
Holdings LLC Possessing Blanket Domestic)
Section 214 Authority)

To: Wireline Competition Bureau

**CONSOLIDATED APPLICATION
FOR CONSENT TO TRANSFER OF CONTROL**

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the “Act”), and Sections 63.03 and 63.04 of the Commission’s Rules, 47 C.F.R. §§ 63.03 and 63.04, Light Tower Holdings LLC (“Light Tower” or “Transferor”), and LTS Buyer LLC (“LTS Buyer” or “Transferee” and, together with Light Tower, the “Applicants”), hereby respectfully request the authority necessary to consummate a transaction (the “Light Tower Transaction”) whereby LTS Buyer will acquire indirect control of the subsidiaries of Light Tower that hold domestic Section 214 authorization (the “Licensees”).¹ Light Tower, under the trade name Lighttower Fiber Networks and through the Licensees and other subsidiaries (collectively with Light Tower, the “Company”), provides dark fiber, colocation and

¹ The Licensees are Light Tower Fiber LLC (“LTF”); Light Tower Fiber Long Island LLC (“LTF-LI”); Hudson Valley DataNet, LLC (“H-V DataNet”); Connecticut DataNet, LLC (“CT-DataNet”); New Jersey DataNet Telecom, LLC (“NJ-DataNet”); Verosity Technology Partners, LLC (“Verosity”); and Open Access Acquisition LLC (“Open Access”).

advanced network services including Ethernet, SONET, Wavelength, Internet Access, and private managed optical networks to carrier, government and enterprise customers.²

The Applicants respectfully request streamlined treatment of the captioned application (the “Application”) pursuant to Section 63.03 of the Rules. The Application is eligible for streamlined processing of domestic transfer of control applications pursuant to Section 63.03(b)(1) of the Rules because Transferee is not a telecommunications provider. The Application also is eligible for streamlined treatment pursuant to Section 63.03(b)(2)(i) of the Rules because (1) following consummation of the proposed Light Tower Transaction Transferee and its affiliates (as defined in Section 3(l) of the Act) (“Affiliates”) will have less than a 10 percent share of the interstate, interexchange market and will provide competitive telephone exchange services (if at all) exclusively in areas served by a dominant local carrier not a party to the LTS Buyer Transactions, and (2) none of the Applicants or any of their Affiliates are regulated as dominant with respect to any service.³

I. DESCRIPTION OF THE TRANSACTION

Applicants have entered into an Agreement and Plan of Merger (“Agreement”) dated as of December 22, 2012, pursuant to which LTS Buyer will acquire ownership and

² In conjunction with the Light Tower Transaction, LTS Buyer has entered into an Agreement and Plan of Merger, also dated as of December 22, 2012, to acquire Yankee Metro Partners, LLC (“Yankee”) (the “Sidera Transaction” and together with the Light Tower Transaction, the “LTS Buyer Transactions”), which, through its operating subsidiaries, is a provider of dark fiber, colocation and advanced network services including Ethernet, Wavelength, SONET, Internet Access, and private managed optical networks to enterprise, carrier, and data center customers. LTS Buyer today is filing an application (the “Yankee Application”) seeking Commission consent to that transaction. Because it is the parties’ intent to complete the LTS Buyer Transactions simultaneously, the Applicants respectfully request that the Commission process and approve the instant Application and the Yankee Application concurrently.

³ The Yankee Application qualifies for streamlined treatment pursuant to Section 63.03(b)(1) and 63.03(b)(2)(i) of the Rules for the same reasons.

control of Light Tower and thereby indirect ownership and control of the Licensees. The proposed Transaction will be accomplished by the merger of LT Merger Sub LLC, a Delaware limited liability company and wholly-owned subsidiary of LTS Buyer created solely for purposes of the Transaction, with and into Light Tower, with Light Tower surviving the merger as a wholly-owned subsidiary of LTS Buyer.⁴

LTS Buyer is an indirect, wholly owned subsidiary of LTS Group Holdings LLC (“LTS Holdings”). Both LTS Buyer and LTS Holdings are Delaware limited liability companies created for purposes of the LTS Buyer Transactions. Upon consummation of the LTS Buyer Transactions, certain investment funds and entities controlled and/or managed by Berkshire Partners LLC (collectively, “Berkshire”), will hold 44.2 percent of the direct or indirect ownership interests in, and will exercise voting control of, LTS Holdings. In addition, certain investment funds affiliated with ABRY Partners, LLC (collectively, “ABRY”), Pamlico Capital (collectively, “Pamlico”) and HarbourVest Partners, LLC (collectively, “HarbourVest”), will hold, in the aggregate, 11.0 percent, 10.1 percent and 11.9 percent, respectively, of the direct or indirect ownership interests of LTS Holdings. The business and affairs of LTS Holdings will be managed by a seven-member board of managers consisting of four members designated by Berkshire, one member designated by ABRY, one member designated by Pamlico, and Robert J. Shanahan, the current Chief Executive Officer of Light Tower. Mr. Shanahan will serve as Chief Executive Officer of LTS Holdings.

⁴ Pursuant to the mechanics described at Section III(4), below, in connection with the LTS Buyer Transactions certain indirect wholly owned subsidiaries of Light Tower (together with their respective subsidiaries, as applicable) will become indirect subsidiaries of Yankee. Pursuant to the instant Application and the Yankee Application, upon consummation of the LTS Buyer Transactions Light Tower and Yankee both will be direct wholly owned subsidiaries of LTS Buyer.

II. PUBLIC INTEREST STATEMENT

The LTS Buyer Transactions will enhance the ability of the Licensees to compete effectively in the medium and large enterprise, carrier and data center markets, which are subject to significant competitive forces, including participation by incumbent carriers. Following the LTS Buyer Transactions, the Licensees will continue to provide high-quality telecommunications services to customers without interruption on the same contractual terms and conditions as currently provided. In addition, the Licensees will continue to be operated by highly experienced, well-qualified management, operating and technical personnel from Light Tower and Yankee. Meanwhile, the LTS Buyer Transactions will provide Light Tower and Yankee with access to additional financial and other resources that will enhance their ability to compete effectively with larger incumbent telecommunications providers. Indeed, the improved financial environment resulting from the proposed LTS Buyer Transactions will help to ensure a continued high level of service to existing and new customers. Ultimately, the LTS Buyer Transactions will benefit consumers by enabling Light Tower and Yankee and their subsidiaries to become stronger competitors in their markets.

III. INFORMATION REQUESTED BY SECTION 63.04(a) OF THE COMMISSION'S RULES

The Applicants submit the following information pursuant to Section 63.04(a) of the Rules in support of their application for consent to transfer of control under Section 214 of the Act:

(1)-(2) Description of the Parties

Transferor and Licensees:

Light Tower Holdings LLC	FRN: 0017238411
Light Tower Fiber LLC	FRN: 0017625567
Light Tower Fiber Long Island, LLC	FRN: 0020165080
Hudson Valley DataNet, LLC	FRN: 0008399032
Connecticut DataNet, LLC	FRN: 0011417037
New Jersey DataNet Telecom, LLC	FRN: 0014849343
Verosity Technology Partners, LLC	FRN: 0016415762
Open Access Acquisition LLC	FRN: 0021932637

80 Central Street
Boxborough, MA 01719
978-264-6000

Light Tower, LTF, LTF-LI, HV-DataNet, CT-DataNet, NJ-DataNet and Open Access all are Delaware limited liability companies. Verosity is a Massachusetts limited liability company. Through its subsidiaries including Licensees and under the trade name Lighttower Fiber Networks, Light Tower provides reliable, fiber-based networks to serve enterprise, carrier and government customers. The Company offers dark fiber, colocation and advanced network services including Ethernet, SONET, Wavelength, Internet Access, and private managed optical networks primarily in the Northeast region of the United States.

Light Tower does not currently have a majority owner, but the following entities currently own or control 10 percent or more of the ownership interests in Light Tower:

Pamlico Capital: Pamlico Capital is a private equity firm that focuses on investments in the business and technology services, communications and healthcare industries. Currently the following funds, entities and persons affiliated with Pamlico Capital collectively hold approximately 38.1 percent of the ownership interests of Light Tower:

Pamlico Capital II, L.P. ("Pamlico Cap II"), a Delaware limited partnership, directly holds an approximately 38.1 percent ownership interest in Light Tower. The general partner of Pamlico Capital II, L.P. is Pamlico Capital GP II, LLC, a Delaware limited liability company. Pamlico Capital GP II, LLC is controlled by a Board of Managers

consisting of three Managing Partners of Pamlico Capital, all of whom are U.S. citizens. Pamlico Capital II, L.P. and Pamlico Capital GP II, LLC and its three Managers all are located at 150 N. College Street, Suite 2400, Charlotte, NC 28202.

M/C Venture Partners: M/C Venture Partners is a private equity firm that focuses on investments in the communications, IT and media sectors. Currently the following funds, entities and persons affiliated with M/C Venture Partners collectively hold approximately 33.3 percent of the ownership interests in Light Tower:

M/C Venture Partners VI, L.P. (“MCVP VI”) directly holds an approximately 32.3 percent ownership interest in Light Tower. The general partner of MCVP VI is M/C VP VI, L.P. The general partner of M/C VP VI, L.P. is M/C Venture Partners, LLC. MCVP VI and M/C VP VI, L.P. are Delaware limited partnerships. M/C Venture Partners, LLC is a Delaware limited liability company. All of these entities have a principal business of investments and are located at 75 State Street, Suite 2500, Boston, Massachusetts 02109. The following individuals are the managing members of M/C Venture Partners, LLC, are all U.S. citizens, and can be reached through M/C Venture Partners, LLC: James F. Wade, David D. Croll, Matthew J. Rubins, John W. Watkins and John Van Hooser. Mr. Wade and Mr. Croll are also two of the five managers of M/C Venture Investors, L.L.C., which has a direct 1 percent ownership interest in Light Tower. To Light Tower’s knowledge, no other person or entity, directly or indirectly, owns or controls a 10 percent or greater interest in Light Tower through MVCP VI.

Banc of America Capital SBIC, L.P.

Banc of America Capital SBIC, L.P. (“BACAP”) directly holds an approximate 13 percent interest in Light Tower. BACAP is a Delaware limited partnership. The general partner of BACAP is Ridgmont Capital Management SBIC, LLC, a Delaware limited liability company. The general partner of Ridgmont Capital Management SBIC, LLC is Ridgmont Capital Management, L.P., a Delaware limited partnership. The general partner of Ridgmont Capital Management, L.P. is REP I GP, LLC, a Delaware limited liability company. These entities have a principal place of business at 150 N. College St., Suite 2500, Charlotte, NC 28202. The following individuals, all of whom are U.S. citizens, are the management committee of REP I GP, LLC and can be reached through Ridgmont Capital Management, L.P.: J. Travis Hain, George E. Morgan III, Walker L. Poole, and Robert H. Sheridan III.

To Light Tower’s knowledge, no other person or entity currently owns or controls a direct or indirect 10 percent or greater ownership interest in Light Tower.

Transferee -- LTS Buyer LLC

LTS Buyer LLC

c/o Berkshire Partners LLC
200 Clarendon Street, 35th Floor
Boston, MA 02116
Tel: (617) 227-0050

FRN: 0022321970

LTS Buyer is an indirect, wholly-owned subsidiary of LTS Holdings. LTS Buyer and LTS Holdings both are Delaware limited liability companies created for purposes of the LTS Buyer Transactions. Upon consummation of the proposed LTS Buyer Transactions, Berkshire will hold 44.2 percent of the direct or indirect ownership interests in, and will exercise voting control of, LTS Holdings. ABRY, Pamlico and HarbourVest will hold 11.0 percent, 10.1 percent and 11.9 percent, respectively, of the direct or indirect ownership interests in LTS Holdings. To Applicants' knowledge, no other person or entity will have a direct or indirect 10 percent or greater ownership interest in LTS Holdings.

Berkshire, a Boston-based investment firm, has invested in over 100 middle market companies since 1986 through eight investment funds with aggregate capital commitments of \$11 billion. Berkshire has developed specific industry experience in several areas including communications, consumer products and retail, business services, industrial manufacturing and transportation. Berkshire has a strong history of partnering with management teams to grow the companies in which it invests.

ABRY is a private equity firm that primarily makes privately negotiated equity investments in the media, telecommunications, and information sectors.

Pamlico, a Charlotte, North Carolina-based private equity firm, invests in growing middle market companies in the U.S. Pamlico Capital works with proven management teams in

its target industries, which include communications, business and technology services and healthcare. The firm currently manages over \$2 billion in assets.

HarbourVest Partners is an independent investment firm that provides private equity solutions to institutional investors worldwide.

(3) Contacts

For Light Tower:

Jean L. Kiddoo
Brett P. Ferenchak
Bingham McCutchen LLP
2020 K Street NW
Washington, DC 20006-1806
Tel: (202) 373 6000
Fax: (202) 373 6001
E-mail: jean.kiddoo@bingham.com
brett.ferenchak@bingham.com

With a copy to

Light Tower Fiber Networks
80 Central Street
Boxborough, MA 01719
Attn: Leslie Brown, Vice President & Deputy General Counsel
Tel: (978) 264-6076
Fax: (978) 264-6176
E-mail: lbrown@lighttower.com

For LTS Buyer:

Mace Rosenstein
Yaron Dori
Covington & Burling LLP
1201 Pennsylvania Avenue N.W.
Washington, DC 20004-2401
Tel: (202) 662-6000
Fax: (202) 662-6291
E-mail: mrosenstein@cov.com
ydori@cov.com

With a copy to:

c/o Berkshire Partners LLC
200 Clarendon Street, 35th Floor
Boston, MA 02116
Attention: Lawrence S. Hamelsky and Sharlyn C. Heslam
Tel: (617) 227-0050
Fax: (617) 227-6105
E-mail: lhamelsky@berkshirepartners.com
sheslam@berkshirepartners.com

(4) Name, address, citizenship, and principal business of entities that will own at least 10 percent of the applicants

Licensees:

Each of the Licensees currently is, and following consummation of the LTS

Buyer Transactions will continue to be, an indirect, wholly-owned subsidiary of Light Tower, as follows:

LTF is a direct, wholly-owned subsidiary of Light Tower LLC, Delaware limited liability company. Light Tower LLC is a direct, wholly-owned subsidiary of LT LLC, a Delaware limited liability company. LT LLC is a direct, wholly-owned subsidiary of Light Tower.

LTF-LI is a direct, wholly-owned subsidiary of LTF, the ownership and citizenship of which are described above.

H-V DataNet, CT-DataNet and NJ-DataNet, are each a direct, wholly-owned subsidiary of DataNet Communications Group, Inc. (“DataNet Communications Group”), a Delaware corporation, and direct, wholly-owned subsidiary of Light Tower.

Verosity is a direct, wholly-owned subsidiary of Verosity Holdings, Inc. (“Verosity Holdings”), a Delaware corporation. Verosity Holdings is a direct, wholly-owned subsidiary of Light Tower LLC, the ownership and citizenship of which are described above.

Open Access is a direct, wholly-owned subsidiary of Light Tower Fiber Long Island LLC, the ownership and citizenship of which are described above.

Light Tower and all of its subsidiaries identified above are located at 80 Central Street, Boxborough, MA 01719. The current ownership of Light Tower is provided in (2), above.

In connection with the LTS Buyer Transactions, Light Tower LLC will contribute to LTS Buyer, and LTS Buyer will then contribute to Sidera Networks, Inc., an indirect wholly-owned subsidiary of Yankee, all of the capital stock of DataNet Communications Group, Verosity Holdings and Lexent, Inc. (“Lexent”). Consequently, upon consummation of the LTS Buyer Transactions, DataNet Communications Group, Verosity Holdings and Lexent, together with their respective subsidiaries, will become direct or indirect wholly owned subsidiaries of Sidera Networks, Inc.⁵ Also as part of the LTS Buyer Transactions, LTF will contribute to LTS Buyer, and LTS Buyer will contribute to Lexent, all of the membership interests in Open Access. Consequently, upon consummation of the LTS Buyer Transactions, Open Access also will become an indirect wholly owned subsidiary of Sidera Networks, Inc.

Name:	Sidera Networks, Inc. (“Sidera”)
Principal Business:	Telecommunications
Address:	Presidents Plaza Building 1 196 Van Buren Street., Suite 250 Herndon, VA 20170
Citizenship:	Delaware Corporation
Ownership Interest:	100% (directly in DataNet Communications Group, Verosity Holdings and Lexent; and indirectly in H-V DataNet, CT-DataNet, NJ-DataNet, Verosity, CCG, Lexent Metro Connect and Open Access)

⁵ The affected subsidiaries of DataNet Communications Group are H-V DataNet, CT-DataNet and NJ-DataNet; the affected subsidiaries of Verosity Holdings are Verosity and CCG Communications, LLC (“CCG”); and the affected subsidiary of Lexent is Lexent Metro Connect, LLC (“Lexent Metro Connect”).

Name: Yankee Metro Parent, Inc. (“YMP”)
Principal Business: Holding Company
Address: Presidents Plaza Building 1
196 Van Buren Street., Suite 250
Herndon, VA 20170
Citizenship: Delaware Corporation
Ownership Interest: 100% (indirectly in H-V DataNet, CT-DataNet, NJ-DataNet,
Verosity, CCG, Lexent Metro Connect and Open Access as
100% owner of Sidera)

Name: Yankee Metro Partners, LLC
Principal Business: Holding Company
Address: Presidents Plaza Building 1
196 Van Buren Street., Suite 250
Herndon, VA 20170
Citizenship: Delaware Limited Liability Company
Ownership Interest: 100% (indirectly in H-V DataNet, CT-DataNet, NJ-DataNet,
Verosity, CCG, Lexent Metro Connect and Open Access as
100% owner of YMP)

Upon consummation of the LTS Buyer Transactions, Yankee will be a direct,
wholly-owned subsidiary of LTS Buyer.

Transferee

Upon consummation of the Light Tower Transaction, Light Tower will be a
direct, wholly-owned subsidiary of LTS Buyer.

Name: LTS Buyer LLC
Principal Business: Holding Company
Address: c/o Berkshire Partners LLC
200 Clarendon Street, 35th Floor
Boston, MA 02116
Citizenship: Delaware Limited Liability Company
Ownership Interest: 100% (directly in Light Tower)

(a) Ownership of LTS Buyer: Upon consummation of the LTS Buyer
Transactions the following entities will hold a direct or indirect ten percent or greater ownership
interest in LTS Buyer:

Name: LTS Intermediate Holdings C LLC (“Holdings C”)
Principal Business: Holding Company
Citizenship: Delaware Limited Liability Company
Ownership Interest: 100% (directly in LTS Buyer)

Name: LTS Intermediate Holdings B LLC (“Holdings B”)
Principal Business: Holding Company
Citizenship: Delaware Limited Liability Company
Ownership Interest: 100% (indirectly in LTS Buyer as 100% direct owner of Holdings C)

Name: LTS Intermediate Holdings A LLC (“Holdings A”)
Principal Business: Holding Company
Citizenship: Delaware Limited Liability Company
Ownership Interest: 100% (indirectly in LTS Buyer as 100% direct owner of Holdings B)

Name: LTS Group Holdings LLC
Principal Business: Holding Company
Citizenship: Delaware Limited Liability Company
Ownership Interest: 100% (indirectly in LTS Buyer as 100% direct owner of Holdings A)

All of Holdings A, Holdings B, Holdings C and LTS Holdings are located at c/o Berkshire Partners LLC, 200 Clarendon Street, 35th Floor, Boston, MA 02116.

(b) Ownership of LTS Holding: Upon consummation of the LTS Buyer Transactions, the following entities will hold a direct or indirect ten percent or greater ownership interest in LTS Holdings:

Certain investment funds and entities controlled and/or managed by Berkshire will hold 44.2 percent of the direct or indirect ownership interests of LTS Holdings, as follows:

Name	Citizenship	General Partner	LTS Holdings Ownership Interest
Berkshire Fund VII, L.P.	Delaware Limited Partnership	Seventh Berkshire Associates LLC	12.2%
Berkshire Fund VII-A, L.P.	Delaware Limited Partnership	Seventh Berkshire Associates LLC	2.3%
Berkshire Fund VIII, L.P.	Delaware Limited Partnership	Eighth Berkshire Associates LLC	19.6%
Berkshire Fund VIII-A, L.P.	Delaware Limited Partnership	Eighth Berkshire Associates LLC	8.1%
Berkshire Investors III LLC	Massachusetts Limited Liability Company	N/A	0.4%
Berkshire Investors IV LLC	Delaware Limited Liability Company	N/A	1.5%

Seventh Berkshire Associates LLC, Eighth Berkshire Associates LLC, Berkshire Investors III LLC and Berkshire Investors IV LLC all are directly controlled by the 17 Managing Directors of Berkshire, acting by a majority in voting interest. All the Managing Directors of Berkshire are U.S. citizens. The principal business of all the Berkshire entities described above is private equity, and all are located at 200 Clarendon Street, 35th Floor, Boston, MA 02116.

Certain investment funds and entities affiliated with ABRY Partners, LLC, will hold 11.0 percent of the direct or indirect ownership interests of LTS Holdings, as follows:

Name: ABRY Partners VI, L.P.
Principal Business: Private Equity
Address: 111 Huntington Avenue, 29th Floor, Boston, MA 02199
Citizenship: Delaware Limited Partnership
Ownership Interest: 10.1%

The sole general partner of ABRY Partners VI, L.P. is ABRY VI Capital Partners, L.P., a Delaware limited partnership. The sole general partner of ABRY VI Capital Partners, L.P. is ABRY VI Capital Investors, LLC, a Delaware limited liability company. The sole owner of ABRY VI Capital Investors, LLC is Royce Yudkoff, a citizen of the United States.

The following investment funds (the “Other ABRY Funds”) will hold, in the aggregate, approximately 0.9 percent of the direct or indirect ownership interests in LTS Holdings: ABRY Senior Equity III, L.P. (0.5 percent); ABRY Senior Equity Co-investment Fund III, L.P. (< 0.1 percent); ABRY Senior Equity II, L.P. (0.4 percent); ABRY Senior Equity II-A, L.P. (or an affiliate) (< 0.1 percent); ABRY Senior Equity Co-investment Fund, L.P. (< 0.1 percent); ABRY Advanced Securities Fund, L.P. (or an affiliate) (< 0.1 percent); ABRY Investment Partnership, L.P. (< 0.1 percent). Each of the Other ABRY Funds is a Delaware limited partnership except for ABRY Advanced Securities Fund, L.P., which is a Cayman Islands exempted limited partnership. The direct and indirect general partners of each of the Other ABRY Funds all are Delaware limited partnerships or Delaware limited liability companies, except for the sole general partner of ABRY Advanced Securities Fund, L.P., ABRY ASF Investors, L.P., which is a Cayman Islands exempted limited partnership. The sole owner of the ultimate general partner of each of the Other ABRY Funds is Royce Yudkoff.

The principal place of business for the Other ABRY Funds and for Mr. Yudkoff is c/o ABRY Partners, LLC, 111 Huntington Avenue, 29th Floor, Boston, Massachusetts 02199.

Name: Pamlico Capital II, L.P.
Principal Business: Private Equity
Citizenship: Delaware Limited Partnership
Ownership Interest: 10.1 directly in LTS Holdings

The general partner of Pamlico Capital II, L.P. is Pamlico Capital GP II, LLC, a Delaware limited liability company. Pamlico Capital GP II, LLC is controlled by a Board of Managers consisting of three Managing Partners of Pamlico Capital, all of whom are U.S. citizens. Pamlico Capital II, L.P. and Pamlico Capital GP II, LLC and its three Managers all are located at 150 N. College Street, Suite 2400, Charlotte, NC 28202.

Certain investment funds and entities affiliated with HarbourVest Partners, LLC, will hold 11.9 percent of the direct or indirect ownership interests of LTS Holdings, as follows:

Name: HarbourVest Partners 2012 Direct Fund L.P.
Principal Business: Private Equity
Address: One Financial Center, 44th Floor, Boston MA 02111
Citizenship: Delaware Limited Partnership
Ownership Interest: 5.0%

The sole general partner of HarbourVest Partners 2012 Direct Fund L.P. is HarbourVest 2012 Direct Associates L.P., a Delaware limited partnership. The sole general partner of HarbourVest 2012 Direct Associates L.P. is HarbourVest

2012 Direct Associates LLC, a Delaware limited liability company. The managing member of HarbourVest 2012 Direct Associates LLC is HarbourVest Partners, LLC, a Delaware limited liability company.

Name: Sunvest LLC
Principal Business: Private Equity
Address: One Financial Center, 44th Floor, Boston MA 02111
Citizenship: Delaware Limited Liability Company
Ownership Interest: 3.7%

The manager of Sunvest LLC is HarbourVest 2012 Direct Associates L.P., a Delaware limited partnership. The sole general partner of HarbourVest 2012 Direct Associates L.P. is HarbourVest 2012 Direct Associates LLC, a Delaware limited liability company. The managing member of HarbourVest 2012 Direct Associates LLC is HarbourVest Partners, LLC, a Delaware limited liability company.

Name: HarbourVest Partners IX-Buyout Fund L.P.
Principal Business: Private Equity
Address: One Financial Center, 44th Floor, Boston MA 02111
Citizenship: Delaware Limited Partnership
Ownership Interest: 1.3%

The sole general partner of HarbourVest Partners IX-Buyout Fund L.P. is HarbourVest IX-Buyout Associates L.P., a Delaware limited partnership. The sole general partner of HarbourVest IX-Buyout Associates L.P. is HarbourVest IX-Buyout Associates LLC, a Delaware limited liability company. The managing member of HarbourVest IX-Buyout Associates LLC is HarbourVest Partners, LLC, a Delaware limited liability company.

The following investment funds (the "Other HarbourVest Funds") will hold, in the aggregate, approximately 2.0 percent of the direct or indirect ownership interests in LTS Holdings: HarbourVest Partners VIII-Buyout Fund L.P. (0.8 percent); VRS HV 2013 Separate Account LLC (0.6 percent); HarbourVest Partners 2007 Direct Fund L.P. (0.5 percent); and HarbourVest Partners VIII-Mezzanine and Distressed Debt Fund L.P. (< 0.1 percent). Each of the Other HarbourVest Funds is a Delaware limited partnership except VRS HV 2013 Separate Account LLC which is a Virginia limited liability company. The direct and indirect general partners of each of the Other HarbourVest Funds all are Delaware limited partnerships or Delaware limited liability companies. The majority of the ownership of the ultimate controlling entity of HarbourVest is held by 19 individuals (15 managing directors and four senior advisors).

The principal place of business for the Other HarbourVest Funds and their respective general partners and managers is c/o HarbourVest Partners, LLC, One Financial Center, 44th Floor, Boston MA 02111.

HarbourVest and certain other beneficial holders of ownership interests in LTS Holdings (each of whose interest individually will constitute less than 10 percent of the total equity ownership of Holdings) will either (i) grant irrevocable proxies to Berkshire or Pamlico or (ii) hold their interests through a co-investment vehicle controlled by Berkshire or Pamlico. Consequently, Berkshire will control 62.1 percent of the voting interests of LTS Holdings and Pamlico will control 18.4 percent of the voting interests of LTS Holdings.

To Applicants' knowledge, no other person or entity will hold a direct or indirect 10 percent or greater ownership interest in LTS Holdings upon consummation of the LTS Buyer Transactions.

Charts depicting the pre- and post-closing ownership structure of the Applicants and Licensees are attached at Exhibit A.

(5) Federal Benefits

Applicants certify pursuant to Sections 1.2001 through 1.2003 of the Rules that they are not subject to a denial of Federal Benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

(6) Description of Transaction

The proposed transaction is described in Section I of the Application.

(7) Description of Geographic Service Areas

Certain subsidiaries of Light Tower are authorized by the FCC and state public utilities commissions to provide interstate and/or intrastate telecommunications services in

Arizona, Connecticut, Illinois, Massachusetts, New Hampshire, New Jersey, New York, and Rhode Island.

Neither Transferee nor its current affiliates provide, or are authorized to provide, telecommunications services.

As a result of the Yankee Transaction, Light Tower will be affiliated with Yankee and its subsidiaries through common ownership by Transferee. Certain subsidiaries of Yankee are authorized by the FCC and state public utility commissions to provide interstate and/or intrastate telecommunications services in Connecticut, Delaware, the District of Columbia, Illinois, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, Rhode Island, Vermont, Virginia and Washington.

ABRY, which currently controls Yankee and will have a 10 percent or greater direct or indirect interest in LTS Holdings upon completion of the LTS Buyer Transactions, is an affiliate of Grande Communications Networks, Inc. ("Grande"), which provides telecommunications services in Arkansas, California (on an interstate wholesale basis only), Florida, Georgia, Oklahoma and Texas, primarily for ISPs and other carriers on a wholesale basis.

(8) Eligibility for Streamlined Processing

This Application is eligible for streamlined processing of domestic transfer of control applications pursuant to Section 63.03(b)(1) of the Rules because Transferee is not a telecommunications provider. This Application also is eligible for streamlined treatment pursuant to Section 63.03(b)(2)(i) of the Rules because (1) following consummation of the proposed Light Tower Transaction, Transferee and its Affiliates will have less than a 10 percent share of the interstate, interexchange market and will provide competitive telephone exchange

services (if at all) exclusively in areas served by a dominant local carrier not a party to the LTS Buyer Transactions, and (2) none of the Applicants or any of their Affiliates are regulated as dominant with respect to any telecommunications service.

(9) Other Related Applications

This Application is related to the Yankee Transaction. *See* note 2. LTS Buyer anticipates that the Light Tower Transaction and the Sidera Transaction will be consummated simultaneously.

(10) Special Considerations

No party requests any special consideration as no party to the transaction is facing imminent business failure.

(11) Separately Filed Waiver Requests

None.

(12) Public Interest Statement

The public interest statement is provided in Section II of the Application.

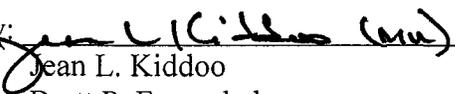
IV. CONCLUSION

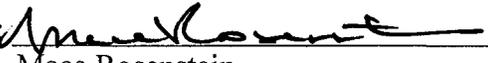
For the reasons stated above, Applicants respectfully request that the Commission grant all authority necessary for consummation of the Transaction described herein.

Respectfully submitted,

Light Tower Holdings LLC

LTS Buyer LLC

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Brett P. Ferenchak

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Its attorneys

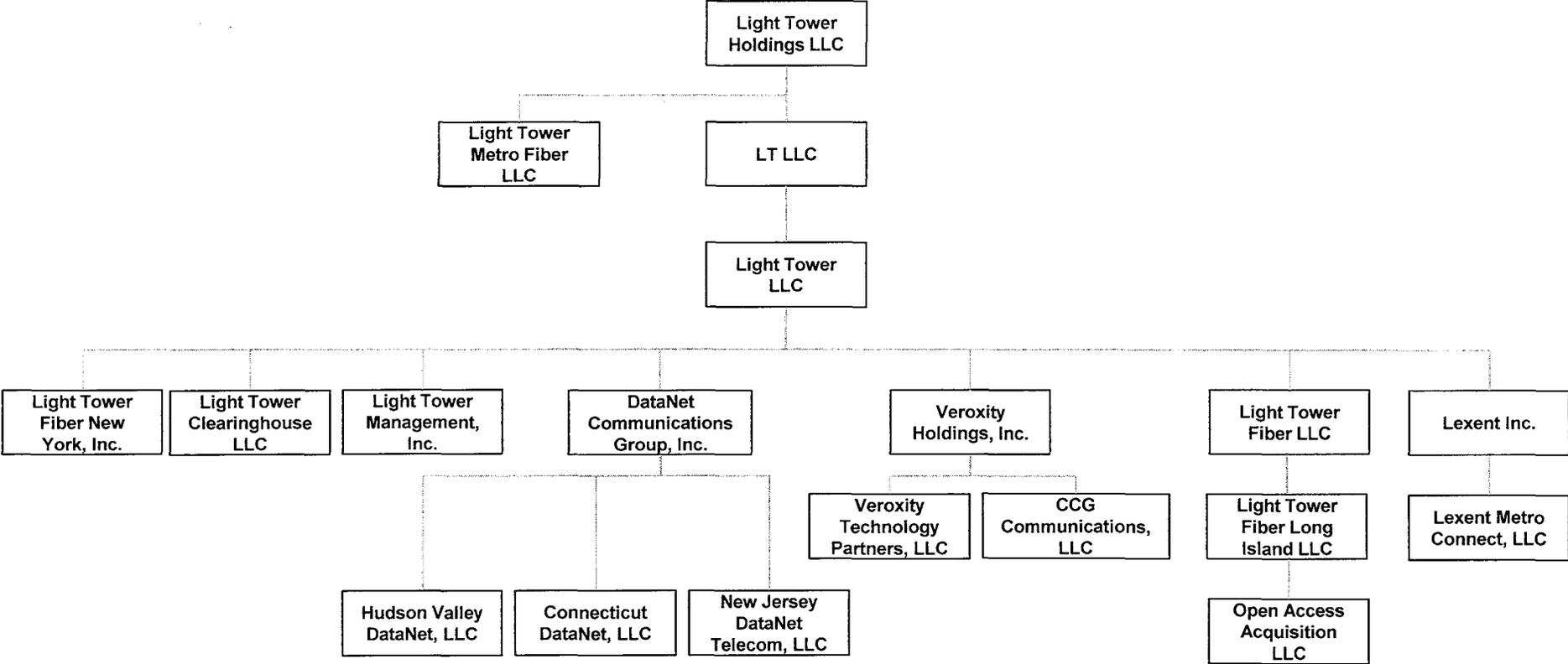
Its attorneys

Date: January 7, 2013

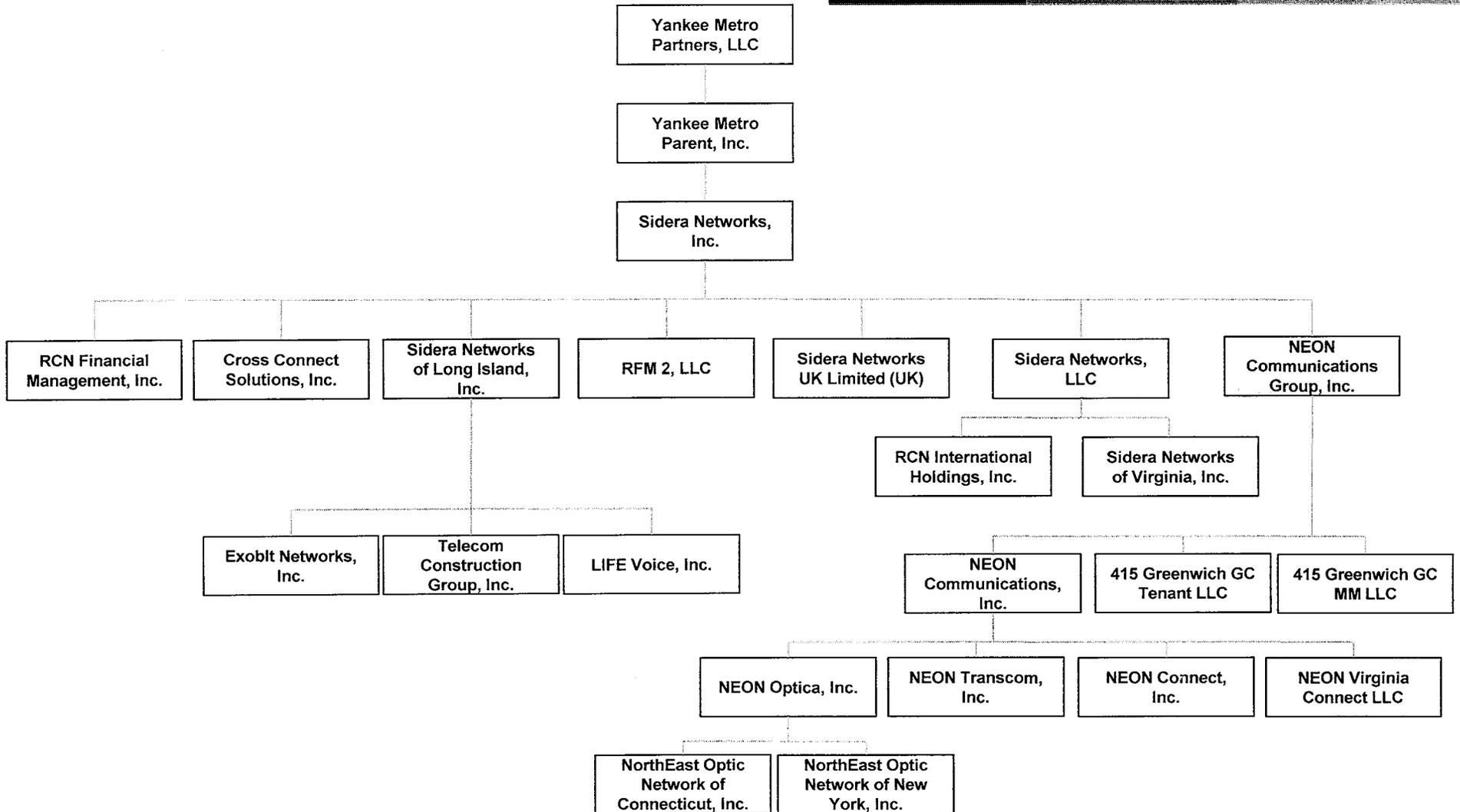
EXHIBIT A

[Pre- and Post-closing Organization Charts]

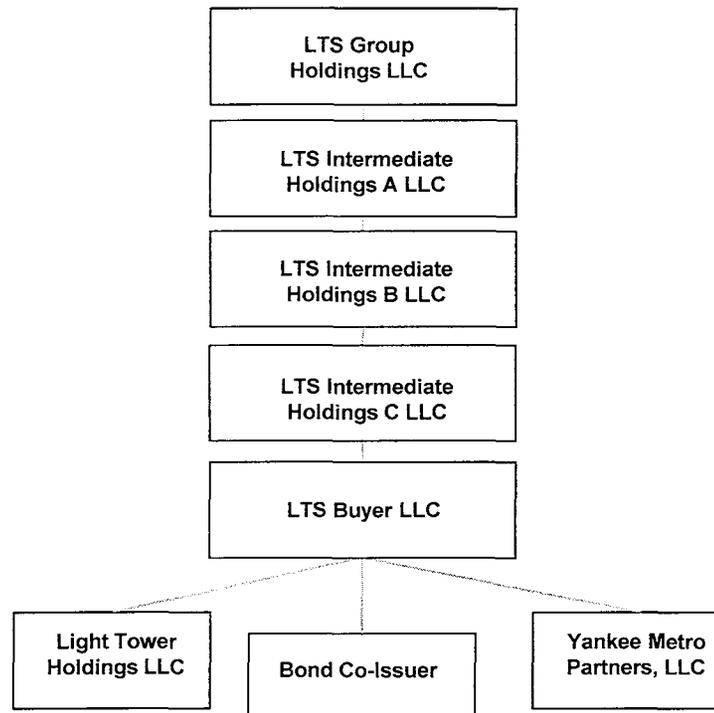
Pre-Closing Light Tower Structure



Pre-Closing Yankee Structure



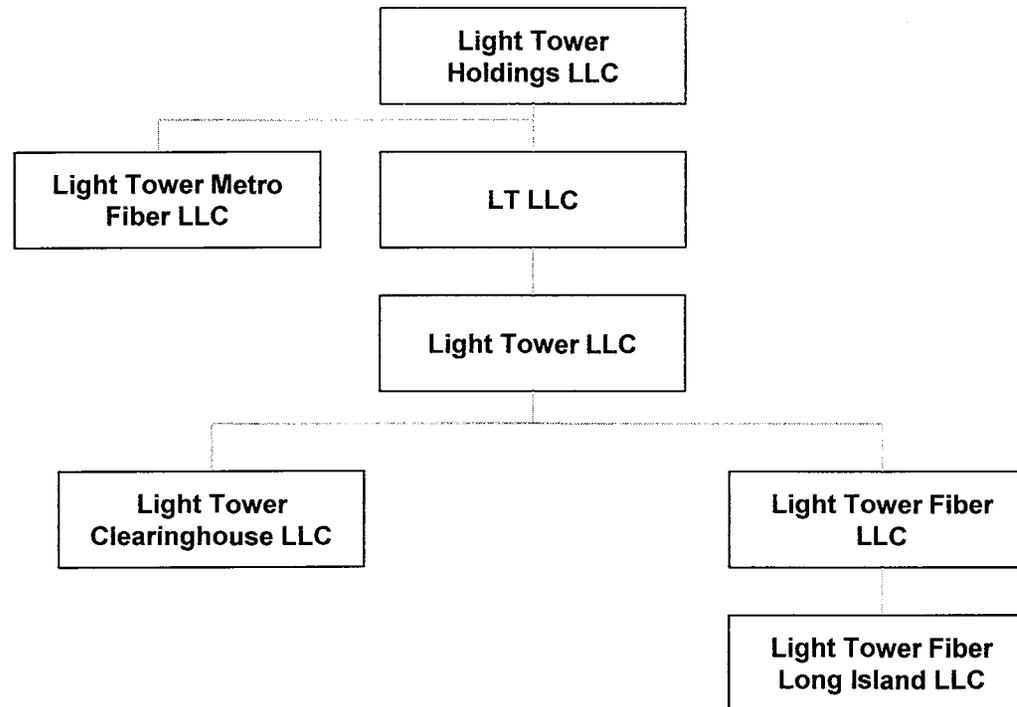
Post-Closing Structure



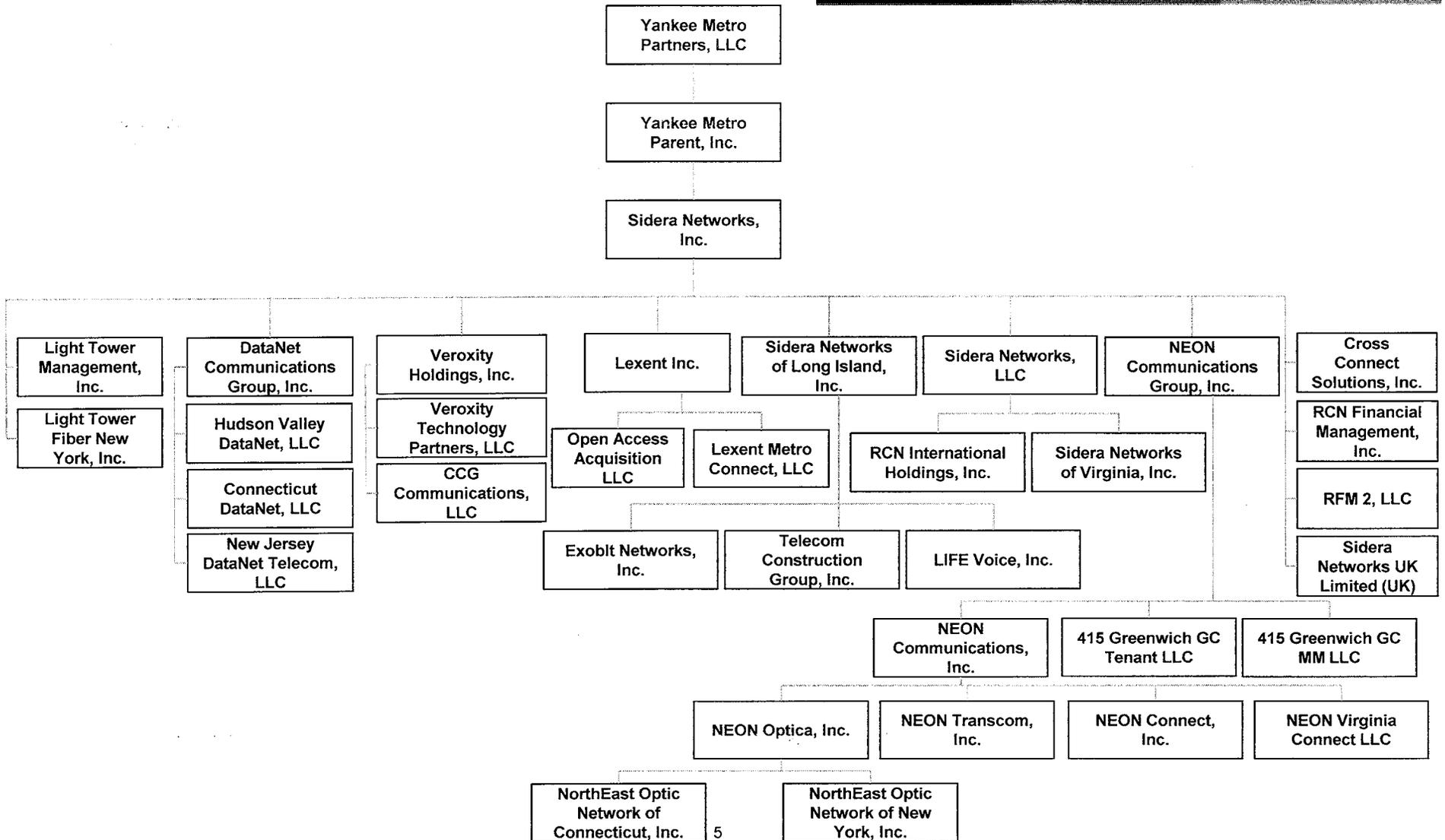
See Slide 4 for a detailed diagram of the post-Closing subsidiaries of Light Tower Holdings LLC

See Slide 5 for a detailed diagram of the post-Closing subsidiaries of Yankee Metro Partners, LLC

Post-Closing Light Tower Subsidiaries



Post-Closing Yankee Subsidiaries



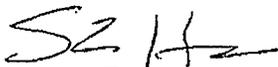
DECLARATION

The undersigned hereby declares as follows:

1. I am Managing Director of Berkshire Partners LLC (“Berkshire Partners”);
2. Berkshire Partners serves as manager of LTS Group Holdings LLC (“LTS Holdings”);
3. I am authorized by Berkshire Partners to make this declaration on behalf of LTS Holdings; and
4. The statements in the foregoing, as they pertain to LTS Holdings and/or its indirect wholly owned subsidiary, LTS Buyer LLC, and any of their affiliates, 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 on January 4, 2013.



Name: Sharlyn C. Heslam
Title: Managing Director

VERIFICATION

I, David L. Mayer, am General Counsel and Executive Vice President of Light Tower Holdings LLC and its subsidiaries (collectively, the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company 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 7th day of January 2013.



David L. Mayer
General Counsel and Executive Vice President
Light Tower Holdings LLC