US BANK/PBG JAN 08 2013

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

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

(1) LOCKBOX #	SPECIAL USE ONLY
979091	FCC USE ONLY

SECTION A – PAYER INFORMATION

(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card)	(3) TOTAL AMOUNT PAID (U.S. Dollars and cents)
Covington & Burling LLP	$1,050.00

(4) STREET ADDRESS LINE NO. 1: 1201 Pennsylvania Avenue, NW

(5) STREET ADDRESS LINE NO. 2:

(6) CITY	(7) STATE	(8) ZIP CODE
Washington	DC	20004

(9) DAYTIME TELEPHONE NUMBER (include area code)	(10) COUNTRY CODE (if not in U.S.A.)
2026625023	

FCC REGISTRATION NUMBER (FRN) REQUIRED

(11) PAYER (FRN)	(12) FCC USE ONLY
0003738457	

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	(17) STATE	(18) ZIP CODE
Boston	MA	02116

(19) DAYTIME TELEPHONE NUMBER (include area code)	(20) COUNTRY CODE (if not in U.S.A.)
6172270050	

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)	(22) FCC USE ONLY
0022321970	

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
	CDT	1
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
$1,050.00	$1,050.00	
(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, Joy Barksdale, 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 [signature] DATE 1/7/2013

SECTION E - CREDIT CARD PAYMENT INFORMATION

MASTERCARD____ VISA_X____ AMEX____ DISCOVER____

ACCOUNT NUMBER [redacted] EXPIRATION DATE [redacted]

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

SIGNATURE [signature] DATE 1/7/2013

Sidera

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

In the Matter of	)	
	)	
Yankee Metro Partners, LLC, Transferor	)	
	)	File Nos. ITC-T/C-2013_____
and	)	ITC-T/C-2013_____
	)	
LTS Buyer LLC, Transferee	)	WC Docket No. _____
	)	
Consolidated Application for Consent to Transfer Control of Subsidiaries of Yankee Metro Partners, LLC, Possessing Blanket Domestic and International Section 214 Authority	)	

To: International Bureau
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 Section 63.03, 63.04 and 63.24(e) of the Commission's Rules, 47 C.F.R. § 63.03, 63.04 and 63.24(e), Yankee Metro Partners, LLC ("Yankee" or "Transferor"), and LTS Buyer LLC ("LTS Buyer" or "Transferee" and, together with Yankee, the "Applicants"), hereby respectfully request the authority necessary to consummate a transaction (the "Sidera Transaction") whereby LTS Buyer will acquire indirect control of the subsidiaries of Yankee that hold domestic and/or international Section 214 authorization (the "Licensees").[1] Yankee, under the trade name Sidera Networks and through the Licensees and other subsidiaries (collectively, the "Company"), provides dark fiber, colocation and advanced network services

[1] The Licensees are Sidera Networks, LLC ("Sidera"); NEON Optica, Inc. ("NEON"); Sidera Networks of Long Island, Inc. ("Sidera-LI"); and LIFE Voice, Inc. ("LIFE").

including Ethernet, Wavelength, SONET, Internet Access, and private managed optical networks to enterprise, carrier, and data center customers.[2]

The Applicants respectfully request streamlined treatment of the Application pursuant to Section 63.03 and 63.12 of the Rules. 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 Sidera 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 Transactions, and (2) none of the Applicants or any of their Affiliates are regulated as dominant with respect to any service.

This Application is eligible for streamlined processing of international section 214 transfer of control applications pursuant to Section 63.12(c) of the Rules because Transferee is not a foreign carrier itself and, although Transferee will become affiliated with two non-dominant foreign carriers (Sidera and Sidera Networks UK Limited ("Sidera-UK")) upon

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[2] In conjunction with the Sidera Transaction, LTS Buyer has entered into an Agreement and Plan of Merger, also dated as of December 22, 2012, to acquire control of Light Tower Holdings LLC ("Light Tower") (the "Light Tower Transaction" and, together with the Sidera Transaction, the "LTS Buyer Transactions"), which, through subsidiaries is a provider of Ethernet, SONET, wavelengths, private network services, Internet access, dark fiber and collocation services to large enterprise and government customers under the trade name Lightower Fiber Networks. LTS Buyer today is filing an application (the "Light Tower 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 Light Tower Application concurrently.

consummation of the Sidera Transaction, Sidera and Sidera-UK (and thus, Transferee) qualify for a presumption of non-dominance under Section 63.10(a)(3) for the reasons detailed in response to paragraphs (k), (l) and (m) below.

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 direct ownership and control of Yankee and thereby indirect ownership and control of the Licensees. The proposed Sidera Transaction will be accomplished by (1) the merger of SD1 Merger Sub LLC ("Merger Sub"), a Delaware limited liability company and direct, wholly-owned subsidiary of LTS Buyer created solely for purposes of the Sidera Transaction, with and into Yankee, with Yankee surviving the merger as a direct, wholly-owned subsidiary of LTS Buyer, (2) the merger of SD2 Merger Sub, LLC ("Merger Sub 2"), a Delaware limited liability company and direct wholly-owned subsidiary of Merger Sub created solely for purposes of the Sidera Transaction, with and into Yankee Metro Parent, Inc., with Yankee Metro Parent, Inc. surviving the merger and remaining a direct wholly-owned subsidiary of Yankee, and (3) the merger of SD3 Merger Sub, LLC, a Delaware limited liability company and direct wholly-owned subsidiary of Merger Sub 2 created solely for purposes of the Sidera Transaction, with and into Sidera Networks, Inc., with Sidera Networks, Inc. surviving the merger and remaining a direct wholly-owned subsidiary of Yankee Metro Parent, Inc.

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, 10.1 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.

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 Yankee and Light Tower. Meanwhile, the LTS Buyer Transactions will provide Yankee and Light Tower 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 Yankee and Light Tower and their subsidiaries to become stronger competitors in their markets.

III. INFORMATION PROVIDED PURSUANT TO SECTION 63.24(e) OF THE COMMISSION'S RULES AND THE IBFS ELECTRONIC FORM

The Applicants submit the following information pursuant to Section 63.24(e) of the Rules, including the information requested in Section 63.18:

(a)-(b) Description of the Applicants and Licensees

Transferor and Licensees:

Yankee Metro Partners, LLC	**FRN: 0019668789**
Sidera Networks, LLC	**FRN: 0011432986**
NEON Optica, Inc.	**FRN: 0005052741**
Sidera Networks of Long Island, Inc.	**FRN: 0006254403**
LIFE Voice, Inc.	**FRN: 0017482357**

Presidents Plaza Building 1
196 Van Buren Street, Suite 250
Herndon, VA 20170
Tel: (703) 434-8533

Sidera is a New York limited liability company. NEON is a Delaware corporation. Sidera-LI and LIFE are both New York corporations. Yankee is a Delaware limited liability company. Yankee, through its subsidiaries and under the trade name Sidera Networks, provisions high-performance, low-latency networks to serve large enterprise, carrier, and data center customers. The Company offers dark fiber, colocation and advanced network services including Ethernet, Wavelength, SONET, Internet Access, and private managed optical networks throughout the Northeast, in the mid-Atlantic region and to Chicago. It also provides data and voice services for Long Island businesses.

ABRY Partners VI, L.P. and ABRY Senior Equity III, L.P., both Delaware limited partnerships, together have a majority ownership of Yankee. ABRY Partners VI, L.P. has sole voting rights in Yankee.

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 principal place of business for ABRY Partners VI, L.P., ABRY Senior Equity III, L.P., ABRY VI Capital Partners, L.P., ABRY VI Capital Investors, LLC, and Royce Yudkoff is c/o ABRY Partners, LLC, 111 Huntington Avenue, 30th Floor, Boston, Massachusetts 02199.

No other person or entity currently owns or controls a direct or indirect 10 percent or greater ownership interest in Yankee.

Transferee:

LTS Buyer LLC **FRN: 0022321970**
c/o Berkshire Partners LLC
200 Clarendon Street, 35th Floor
Boston, MA 02116
Tel: (617) 227-0050

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. Currently, certain investment funds managed by ABRY are the majority owners of Yankee.

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.

Answer to Question 10 -- Section 63.18(c)-(d)

(c) Contacts

For Yankee and Licensees:

Jean L. Kiddoo
Brett P. Ferenchak
Bingham McCutchen LLP
2020 K Street, N.W.
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:

Yankee Metro Partners, LLC
c/o Sidera Networks, Inc.
Presidents Plaza Building 1
196 Van Buren Street, Suite 250
Herndon, VA 20170
Attn: Paul M. Eskildsen, Senior Vice President and General Counsel
Clifford Williams, Director-Regulatory & Compliance
Tel: (703) 232-4567
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For LTS Buyer:

Mace Rosenstein
Yaron Dori
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1201 Pennsylvania Avenue N.W.
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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

(d) Section 214 Authorizations

The Licensees hold authorizations under Section 214 of the Act as specified below.

Sidera holds international Section 214 authority to provide (1) global or limited global facilities-based service granted in IB File No. ITC 214-20101019-00408 and (2) global or limited global facilities-based and resale service granted in IB File No. ITC-214-20001128-00698. Sidera is authorized to provide interstate telecommunications service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

NEON is authorized to provide interstate telecommunications service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

Sidera-LI is authorized to provide interstate telecommunications service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

LIFE holds international Section 214 authority to provide global or limited global resale service granted in IB File No. ITC-214-20080303-00093. LIFE is authorized to provide interstate telecommunications service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

Neither Transferor nor Transferee previously received – or currently holds – authority under Section 214 of the Communications Act.

(h) Answer to Question 11 -- 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 Yankee, as follows:

> **Sidera** is a direct, wholly-owned subsidiary of Sidera Networks, Inc., a Delaware corporation. Sidera Networks, Inc., in turn, is a direct, wholly-owned subsidiary of Yankee Metro Parent, Inc., a Delaware corporation. Yankee Metro Parent, Inc., is a direct, wholly-owned subsidiary of Yankee.
>
> **NEON** is a direct, wholly-owned subsidiary of NEON Communications, Inc., a Delaware corporation, which in turn is a direct, wholly-owned subsidiary of NEON Communications Group, Inc., a Delaware corporation. NEON Communications Group, Inc., is a direct, wholly-owned subsidiary of Sidera Networks, Inc., the ownership and citizenship of which is identified above.
>
> **Sidera-LI** is a direct, wholly-owned direct subsidiary of Sidera Networks, Inc., the ownership and citizenship of which is identified above.
>
> **LIFE** is a direct, wholly-owned subsidiary of Sidera-LI, the ownership and citizenship of which is identified above.

The ownership structure described above with respect to each of the Licensees will not change as a result of the LTS Buyer Transactions. The current ownership structure of Yankee is described in (a)-(b), above. The address of Yankee and all its subsidiaries listed above is Presidents Plaza Building 1, 196 Van Buren Street, Suite 250, Herndon, Virginia 20170.

Transferee:

Upon consummation of the Sidera Transaction, Yankee 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 Yankee)

(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 or indirectly 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.

Except for Sidera, which is a non-dominant foreign carrier in Canada, and its affiliate Sidera-UK, which is a non-dominant foreign carrier in the United Kingdom, Transferee will not have any interlocking directorates with a foreign carrier.

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

(i) Foreign Carrier Affiliation

Transferee certifies that it is not a foreign carrier and is not currently affiliated within the meaning of Section 63.09(e) of the Commission's rules, 47 C.F.R. § 63.09(e), with any foreign carriers. Upon consummation of the Sidera Transaction, Transferee will be affiliated with Sidera, which is a non-dominant foreign carrier in Canada holding a reseller registration and a license to provide basic international telecommunications services ("BITS"), and Sidera-UK,

which is a non-dominant foreign carrier in the United Kingdom providing telecommunications services pursuant to blanket authority.

(j) Foreign Carrier and Destination Countries

Transferee certifies that, through the LTS Buyer Transactions, Transferee does not seek to provide international telecommunications services to any destination country where two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of Transferee and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing or international basic telecommunications services in the United States. However, Transferee certifies that upon completion of the LTS Buyer Transactions, it will become affiliated with two non-dominant foreign carriers, Sidera, which is authorized to provide telecommunications services in Canada, and Sidera-UK, which is authorized to provide telecommunications services in the United Kingdom.

(k) Showing of WTO Membership for Destination Countries

Transferee certifies that Canada and the United Kingdom are members of the World Trade Organization ("WTO"). Sidera and Sidera-UK are not on the Commission's List of Foreign Telecommunications Carriers that are presumed to Possess Market Power in Foreign Telecommunications Markets, released on January 26, 2007. In addition, Sidera and Sidera-UK offer services in competition with dominant foreign carriers and others.

(l) Transferee (through its authorized subsidiaries) may resell international switched services of unaffiliated U.S. carriers in order to provide telecommunications services to countries where it is a foreign carrier or is affiliate with a foreign carrier. As demonstrated above and because Sidera and Sidera-UK each has less than 50 percent market share in the international transport and the local access markets on the foreign end of the route, Sidera and Sidera-UK (and

hence Transferee) should be presumptively found to be non-dominant pursuant to Section 63.10(a)(3) of the Commission's rules, 47 C.F.R. § 63.10(a)(3).

(m) Transferee qualifies for a presumption of non-dominance under Section 63.10(a)(1) and (3) of the Commission's rules, 47 C.F.R. § 63.10(a)(1,3), because it is not a foreign carrier and will be affiliated with non-dominant foreign carriers in countries that are Members of the WTO.

(n) Concessions

Applicants certify that they have not agreed to accept any direct or indirect special concessions from a foreign carrier or administration with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) 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.

(p) Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's rules, 47 C.F.R. §63.12(a)-(b). Transferee is not a foreign carrier but upon completion of the LTS Buyer Transactions, will be affiliated with two non-dominant foreign carriers, Sidera and Sidera-UK, that provide telecommunications services in Canada and the United Kingdom, respectively. Nevertheless, Applicants qualify for streamlined treatment under Section 63.12(c) because Sidera and Sidera-

UK (and thus Applicants) qualify for a presumption of non-dominance under Section 63.10(a)(1) and (3) for the reasons detailed in response to paragraphs (k), (*l*) and (m) above.

IV. INFORMATION REQUESTED BY SECTION 63.04(b) OF THE COMMISSION'S RULES

In accordance with the requirements of Section 63.04(b) of the Rules, the additional information required for the domestic Section 214 transfer of control application is provided in **Exhibit B**.

V. 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,

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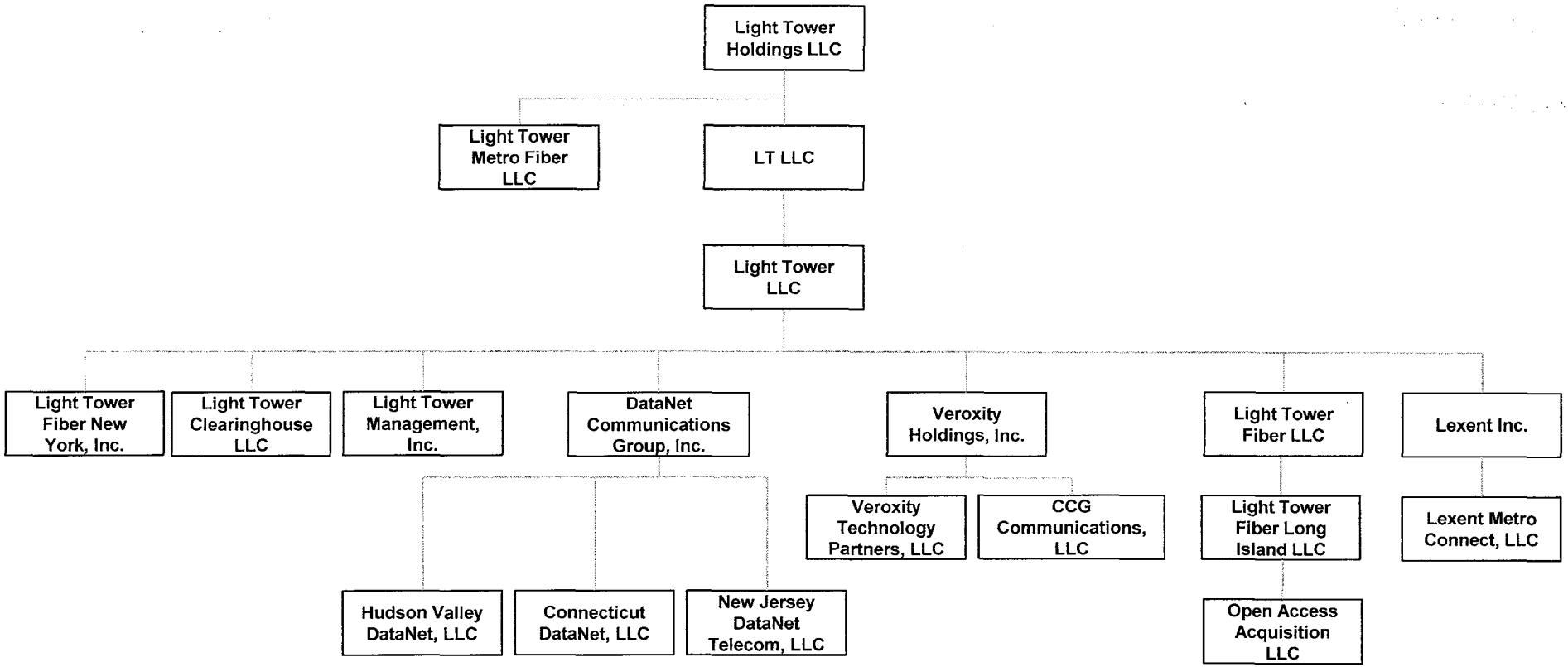
January 7, 2013

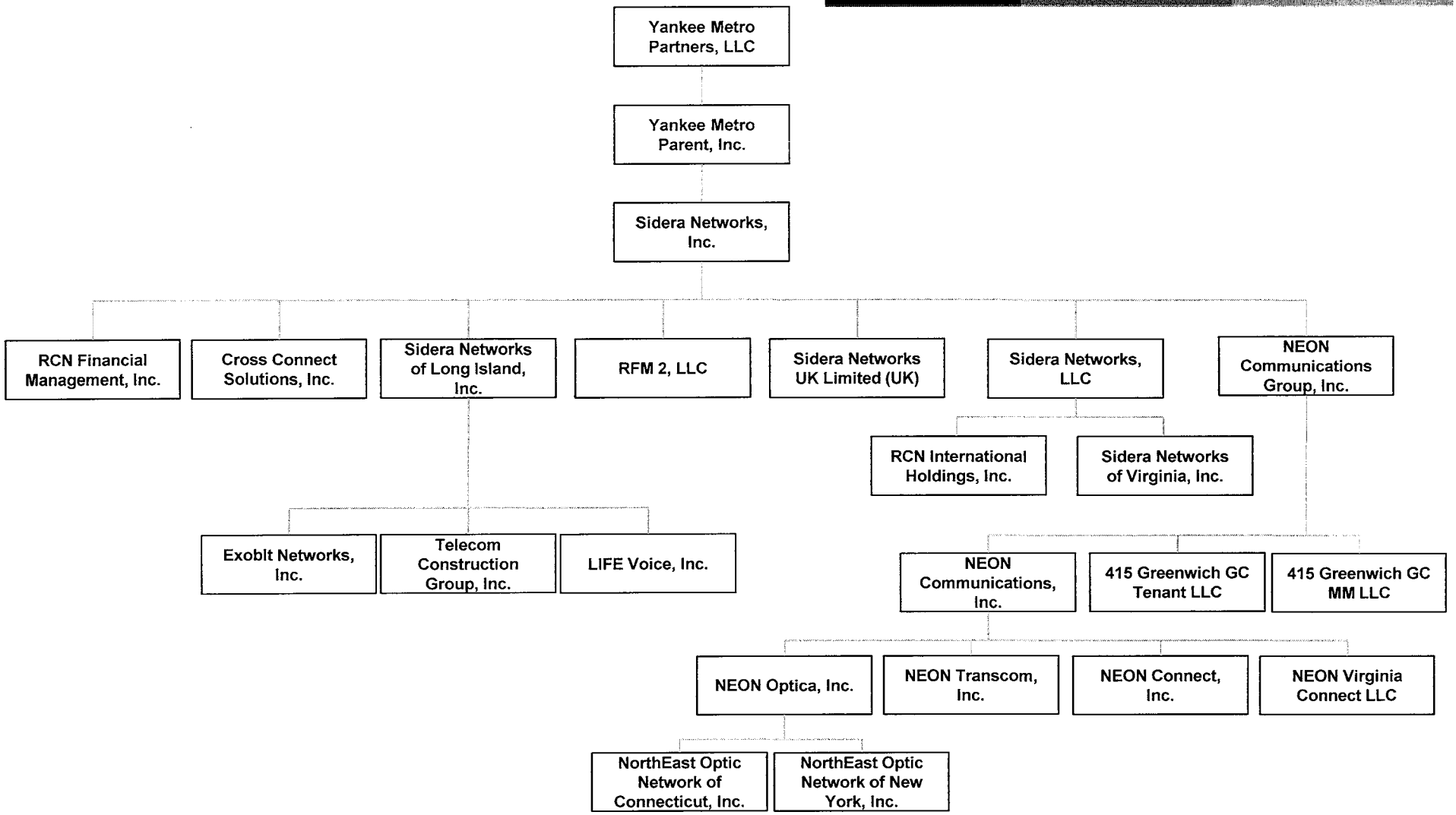
EXHIBIT A

[Pre- and Post-closing Organization Charts]

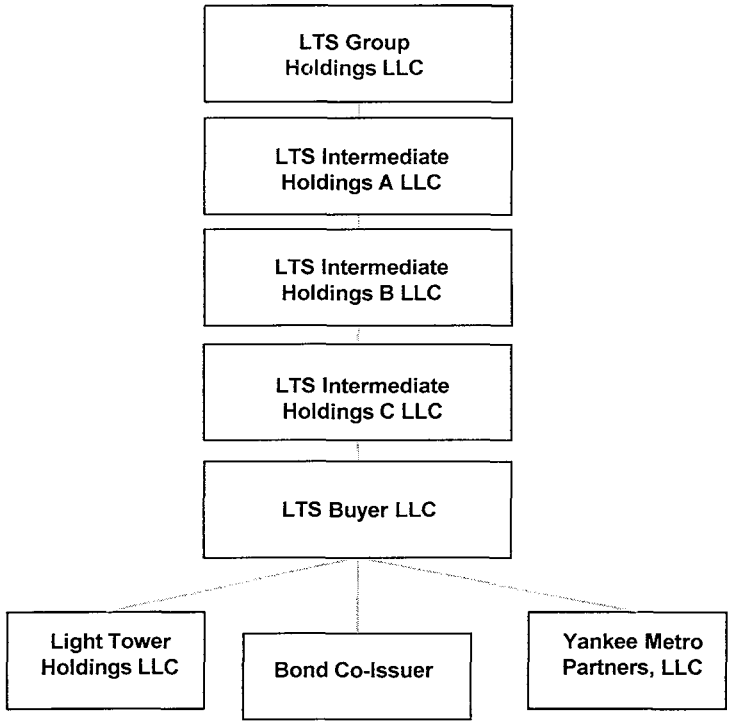
Pre-Closing Light Tower Structure



Pre-Closing Yankee Structure



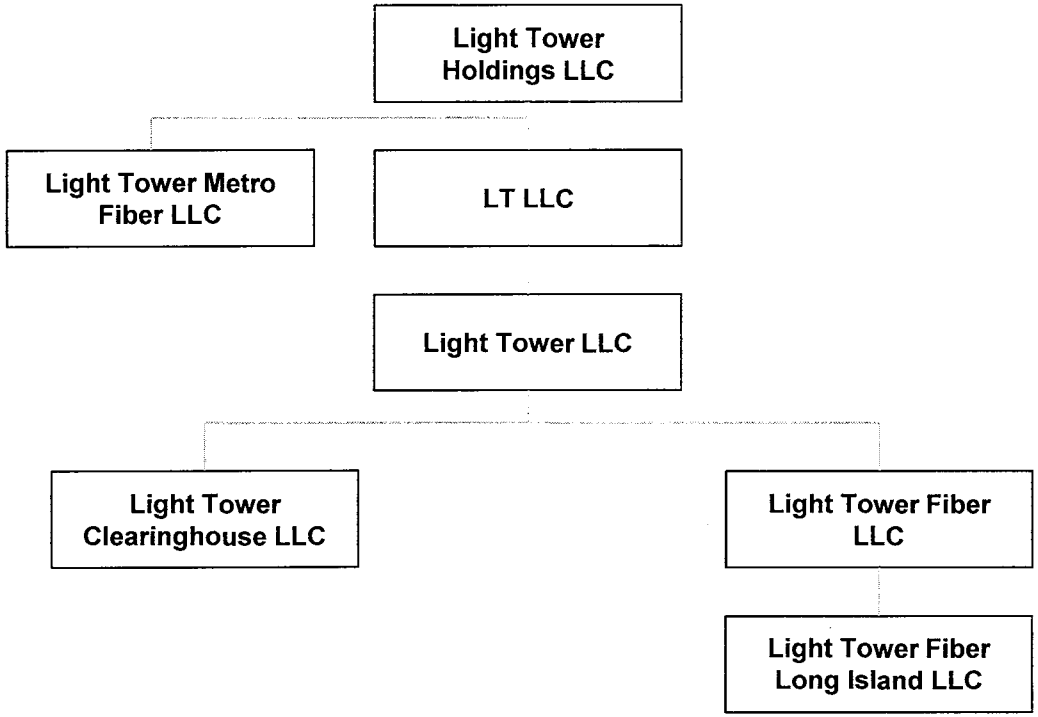
Post-Closing Structure



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

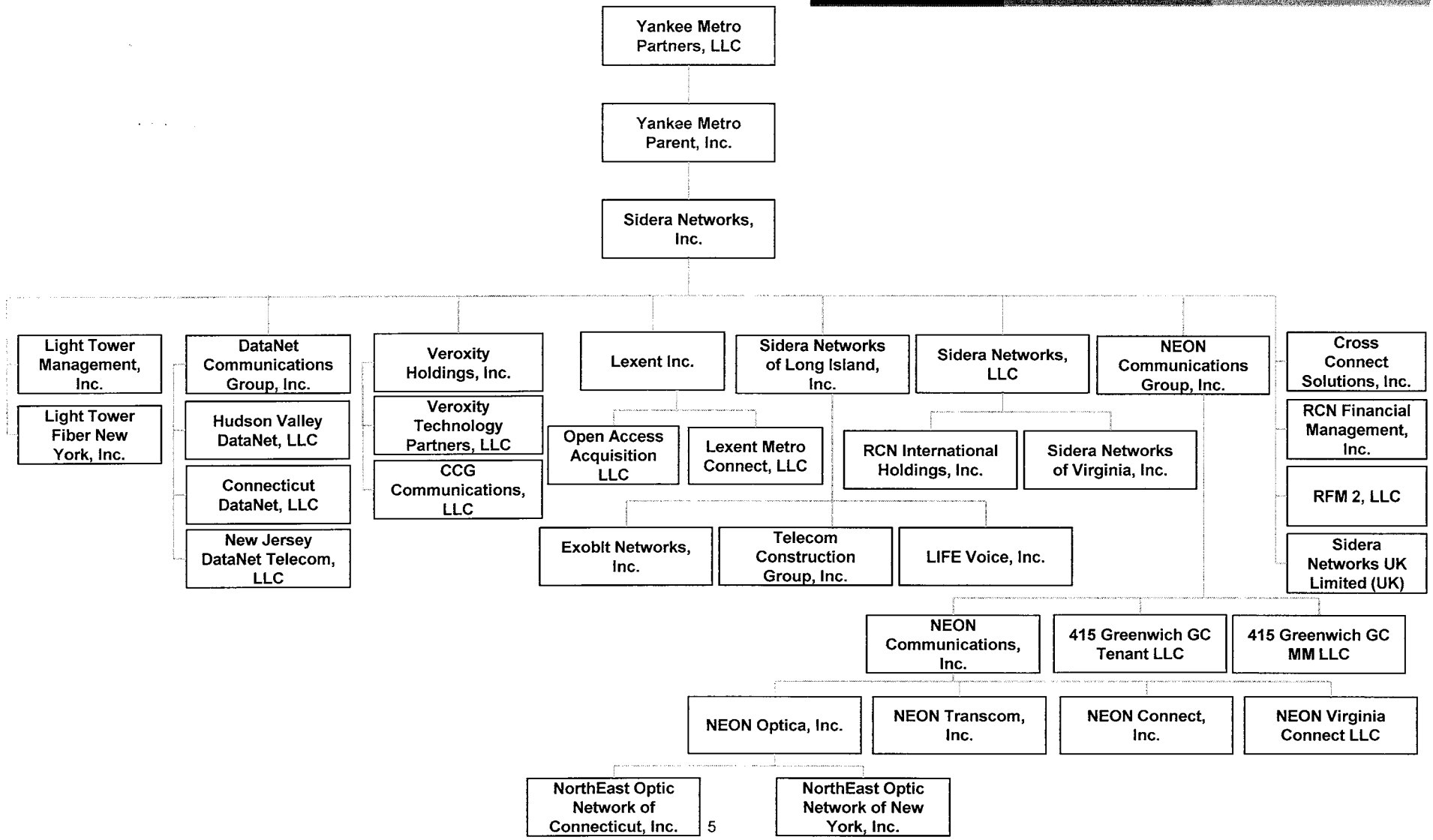


EXHIBIT B

Domestic Supplement to Consolidated Application for Consent to Transfer of Control

Pursuant to Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04(b), the Applicants submit the following additional information in support of their application for consent to transfer of control under Section 214 of the Act:

63.04(a)(6): Description of the Transaction

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

63.04(a)(7): Description of Geographic Service Areas

Certain subsidiaries of Yankee are authorized by the FCC and state public utility commissions to provide 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 controls Yankee, is the affiliate of Grande Communications Networks, Inc., 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. Grande Communications Networks, Inc., provides residential and business customers in Texas with local and long-distance telephone service.

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

As a result of the Light Tower Transaction, Yankee will be affiliated with Light Tower and its subsidiaries through common ownership by Transferee. 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.

63.04(a)(8): Eligibility for Streamlined Processing

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(1) because Transferee is not a telecommunications provider. This Application also is eligible for streamlined treatment pursuant to Section 63.03(b)(2)(i) because (1) following the Sidera 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 exclusively in areas served by a dominant local carrier not a party to the transaction, and (2) none of the Applicants or any of their Affiliates is regulated as dominant with respect to any telecommunications service.

63.04(a)(9): Other Related Applications

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

63.04(a)(10): Special Considerations

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

63.04(a)(11): Separately Filed Waiver Requests

None.

63.04(a)(12): Public Interest Statement

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

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, Paul M. Eskildsen, am Senior Vice President and General Counsel of Yankee Metro Partners, 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 4th day of January 2013.

Paul M. Eskildsen
Senior Vice President and General Counsel
Yankee Metro Partners, LLC