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April 7, 2014

**Via DMM**

Hon. Kathleen H. Burgess  
New York Public Service Commission  
Three Empire State Plaza  
Albany, New York 12223-1350

**Re: Joint Petition of Light Tower Fiber Long Island LLC, Sidera Networks, LLC, Hudson Valley DataNet, LLC, Lexent, Inc., Light Tower Fiber LLC, NorthEast Optic Network of New York, Inc., Open Access Acquisition LLC and Sidera Networks of Long Island, Inc. for Approval of Certain *Pro Forma* Intra-Company Changes**

Dear Ms. Burgess:

On behalf of Light Tower Fiber Long Island LLC, Sidera Networks, LLC, Light Tower Fiber LLC (f/k/a NEES Communications, Inc.), Lexent, Inc., Open Access Acquisition LLC, Hudson Valley DataNet, LLC, NorthEast Optic Network of New York, Inc. and Sidera Networks of Long Island, Inc. (collectively, the "Petitioners"), attached please find the above-referenced Petition.

Please acknowledge receipt and acceptance of this filing. Should you have any questions, please do not hesitate to contact the undersigned at 202-373-6697.

Respectfully submitted,



Jean L. Kiddoo  
Brett P. Ferenchak

Counsel for the Petitioners

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**BEFORE THE STATE OF NEW YORK  
PUBLIC SERVICE COMMISSION**

Joint Petition of )  
)  
**Light Tower Fiber Long Island LLC,** )  
**Sidera Networks, LLC,** )  
**Hudson Valley DataNet, LLC,** )  
**Lexent, Inc.,** ) Case No. \_\_\_\_\_  
**Light Tower Fiber LLC,** )  
**NorthEast Optic Network of New York, Inc.,** )  
**Open Access Acquisition LLC** )  
and )  
**Sidera Networks of Long Island, Inc.** )  
)  
for Approval of Certain *Pro Forma* Intra-Company )  
Changes )

**JOINT PETITION**

Light Tower Fiber Long Island LLC (f/k/a KeySpan Communications Corp.) (“LTF-LI”), Sidera Networks, LLC (“Sidera”), Light Tower Fiber LLC (f/k/a NEES Communications, Inc.) (“LTF”), Lexent, Inc. (“Lexent”), Open Access Acquisition LLC (“Open Access”), Hudson Valley DataNet, LLC (“HV-DataNet”), NorthEast Optic Network of New York, Inc. (“NEON-NY”) and Sidera Networks of Long Island, Inc. (“Sidera-LI”) (collectively, the “Petitioners”), by their undersigned counsel and pursuant to N.Y. Pub. Serv. L. §§ 92-e, 99 and 100, and the Commission’s rules, respectfully request Commission approval, to the extent required, for the *pro forma* intra-company changes described below.

Petitioners are all indirect subsidiaries of LTS Group Holdings, LLC (“Holdings” and together with its subsidiaries “Lighttower”), and the planned *pro forma* intra-company changes are being undertaken to eliminate unnecessary and cumbersome intermediate companies and duplicative operating entities in the Lighttower corporate structure, which will also alleviate confusion among customers arising from multiple Lighttower operating entities serving the same service areas.

In support of this filing, Petitioners provide the following information:

**I. INTRODUCTION**

Over the past several years, Lightower has completed a number of acquisitions of telecommunications entities that hold federal and state authorizations and certificates to provide interstate and intrastate telecommunications services, and some of those entities were themselves combinations of multiple existing communications businesses and therefore had more than one licensed operating entity. As a result of these various transactions, Lightower's corporate structure currently consists of over 30 separate entities, many of whose services and service areas overlap. By consolidating certain of those entities, Lightower will greatly simplify its corporate structure and reduce its reporting and accounting burdens (and the concomitant burdens on the regulatory agencies who receive such reports) and will reduce confusion among customers, many of whom receive services and separate bills from several of these entities for essentially identical types of services.

**II. DESCRIPTION OF THE PETITIONERS**

Holdings is a Delaware limited liability company with principal offices located at 80 Central Street, Boxborough, Massachusetts 01719. Holdings, through its operating subsidiaries including the Petitioners, provides Ethernet, SONET, wavelengths, private network services, Internet access, dark fiber and collocation services to carrier, government and enterprise customers under the trade name Lightower Fiber Networks.

Petitioners are indirect wholly-owned subsidiaries of Holdings that provide telecommunications and other services to carrier, government and enterprise customers. LTF-LI, LTF, HV-DataNet and Open Access are Delaware limited liability companies; Lexent and NEON-NY are Delaware corporations; Sidera is a New York limited liability company; and

Sidera-LI is a New York corporation. Petitioners hold the following authorizations to provide intrastate telecommunications services in New York:

LTF-LI is authorized to provide facilities-based common carrier and resold telephone service pursuant to a Certificate granted in Case No. 03-C-1757 on Jan. 12, 2004;<sup>1</sup>

Sidera is authorized to provide facilities-based common carrier and resold telephone services pursuant to a Certificate granted in Case No. 99-C-0554 on June 14, 1999;<sup>2</sup>

HV-DataNet is authorized to provide facilities-based common carrier and resold telephone service pursuant to a Certificate granted in Case No. 98-C-0332 on May 20, 1998;<sup>3</sup>

LTF is authorized to provide facilities-based common carrier and resold telephone service, with authority to provide local exchange service, pursuant to a certificate granted in Case No. 00-C-1295 on Aug. 29, 2000;<sup>4</sup>

Lexent is authorized to provide facilities-based common carrier and resold telephone service, with authority to provide local exchange service, pursuant to a Certificate granted in Case No. 08-C-0094;<sup>5</sup>

NEON-NY is authorized to provide facilities-based common carrier and resold telephone services, with authority to provide local exchange service, pursuant to a Certificate granted in Case No. 98-C-908 on September 11, 1998;<sup>6</sup>

Open Access is authorized to provide is facilities-based common carrier and resold telephone service pursuant to a Certificate granted in Case No. 04-C-1452 on Dec. 1, 2004; and

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<sup>1</sup> The Certificate was originally granted to KeySpan Communications Corp., which merged with and into LTF-LI, with LTF-LI as the surviving entity. *See* Case No. 08-C-0363.

<sup>2</sup> The Certificate was originally granted to Consolidated Edison Communication, Inc., which merged into Con Edison Communications, LLC, which changed its name to RCN New York Communications, LLC, which subsequently changed its name to Sidera Networks, LLC.

<sup>3</sup> The Certificate was originally granted to Applied Computer Technology of Orange County, Inc. and transferred to HV-DataNet in Case No. 99-C-1527.

<sup>4</sup> The Certificate was originally granted to NEES Communications, Inc., which subsequently converted to Light Tower Fiber LLC. *See* Case No. 07-C-0569

<sup>5</sup> The Certificate was originally granted to CCG Communications, LLC, which merged with and into Lexent and Lexent was the surviving entity. *See* Matter No. 12-01763.

<sup>6</sup> The Certificate was originally granted to AlexisCom, Inc., which changed its name to NorthEast Optic Network of New York, Inc.

Sidera-LI is authorized to provide facilities-based common carrier and resold telephone services, with authority to provide local exchange service, pursuant to a Certificate granted in Case No. 99-C-0450 on July 22, 1999.<sup>7</sup>

Further information regarding financial, managerial and technical capabilities of Petitioners and the services they provide has previously been submitted to the Commission as part of prior certification and transaction filings and therefore is a matter of public record, and Petitioners request that it be incorporated herein by reference.

### **III. CONTACTS**

Questions or any correspondence, orders, or other materials pertaining to this filing should be directed to the following.

For Petitioners:

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With a copy to:

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General Counsel & Executive Vice President  
Lightower Fiber Networks  
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401-965-3006 (tel)  
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### **IV. DESCRIPTION OF PRO FORMA INTRA-COMPANY CHANGES**

Lightower has determined that its business would be more efficient from a management, operations, regulatory, accounting, financial and customer perspective by consolidating the operations of certain of its numerous subsidiaries. The *pro forma* intra-company changes involving Petitioners are part of this streamlining effort. As a result of these *pro forma* changes, LTF-LI and Sidera will be the only two Lightower operating entities holding Certificates in New York. Although certain of their intermediate holding companies will change or be eliminated, Holdings will remain their ultimate controlling parent.

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<sup>7</sup> The Certificate was originally granted to Long Island Fiber Exchange, Inc., which changed its name to Sidera Networks of Long Island, Inc.

Specifically, this Petition seeks approval of the following *pro forma* intra-company changes (the “*Pro Forma* Transactions”):

- (1) the consolidation of LTF into LTF-LI;<sup>8</sup>
- (2) the consolidation of HV-DataNet into Sidera;<sup>9</sup>
- (3) the consolidation of Open Access and Lexent into Sidera;<sup>10</sup>
- (4) the consolidation of NEON-NY into Sidera;<sup>11</sup>
- (5) the consolidation of Sidera-LI into Sidera;<sup>12</sup>
- (6) LTF-LI becoming a direct subsidiary of Light Tower Holdings LLC;<sup>13</sup>  
and
- (7) the removal of Yankee Metro Partners, LLC, an intermediate holding company, from the chain of ownership for Sidera.<sup>14</sup>

Charts depicting the corporate organizational structure of Lighttower and its subsidiaries before and after these *pro forma* intra-company changes are appended hereto as Exhibits A and B (*see*

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<sup>8</sup> This is expected to result from the merger of LTF with and into LTF-LI, whereupon the separate existence of LTF will cease and LTF-LI will be the surviving entity.

<sup>9</sup> This is expected to result from the merger of HV-DataNet with and into DataNet Communications Group, Inc. (“DataNet”), whereupon the separate existence of HV-DataNet will cease and DataNet will be the surviving entity, immediately followed by the merger of DataNet with and into Sidera, whereupon the separate existence of DataNet will cease and Sidera will be the surviving entity.

<sup>10</sup> This is expected to result from the merger of Open Access with and into Lexent, whereupon the separate existence of Open Access will cease and Lexent will be the surviving entity, immediately followed by the merger of Lexent with and into Sidera, whereupon the separate existence of Lexent will cease and Sidera will be the surviving entity.

<sup>11</sup> This is expected to result from the merger of NEON-NY with and into NEON Optica, Inc. (“Optica”), whereupon the separate existence of NEON-NY will cease and Optica will be the surviving entity, immediately followed by the merger of Optica with and into Sidera, whereupon the separate existence of Optica will cease and Sidera will be the surviving entity.

<sup>12</sup> This is expected to result from the merger of Sidera-LI with and into Sidera, whereupon the separate existence of Sidera-LI will cease and Sidera will be the surviving entity.

<sup>13</sup> This is expected to result from (a) the merger described in item (1) and (b) the mergers of Light Tower LLC and LT LLC with and into Light Tower Holdings LLC, whereupon the separate existences of Light Tower LLC and LT LLC will cease and Light Tower Holdings will be the surviving entity.

<sup>14</sup> This is expected to result from the merger of Yankee Metro Partners, LLC (“Yankee”) with and into LTS Buyer LLC, whereupon the separate existence of Yankee will cease and LTS Buyer LLC will be the surviving entity.

also Exhibit C, which illustrates the corporate organization and mergers of the Petitioners and their direct and indirect parent companies). Following these *pro forma* intra-company changes, LTF-LI will change its name to “Lighttower Fiber Networks I LLC” and Sidera will change its name to “Lighttower Fiber Networks II LLC.” These companies will submit the required filings to effectuate their name changes once they are completed.

The proposed *Pro Forma* Transactions will not result in any changes to the services received by Petitioners’ customers, including rates, terms and conditions of service. In fact, these *Pro Forma* Transactions will be virtually seamless to the Petitioners’ customers. Additionally, customers of LTF, HV-DataNet, Lexent, NEON-NY, Open Access and Sidera-LI (the “Consolidating Entities”) will receive notice of the *Pro Forma* Transactions that affect their service. A sample of the notice that will be sent to customers is provided as Exhibit D. All customers currently receive invoices bearing the “Lighttower” brand and therefore are already familiar with the Lighttower name.

As noted above, the Consolidating Entities will no longer provide any telecommunications services in New York once they merge into LTF-LI or Sidera. Upon completion of the *Pro Forma* Transactions, either LTF-LI or Sidera, as applicable, will become the customers’ service provider and to the extent necessary, LTF-LI and Sidera will submit tariff filings to incorporate or adopt the services and rates of the Consolidating Entities to the extent that such services and rates are different from those currently in the tariffs of LTF-LI and Sidera and customers currently purchase such services. Following the mergers, LTF-LI and Sidera will also request that the Certificates of the Consolidating Entities be cancelled by the Commission.

## V. PUBLIC INTEREST CONSIDERATIONS

Petitioners submit that the *pro forma* intra-company changes described herein are in the public interest. The *Pro Forma* Transactions will simplify Lightower's existing corporate structure and thereby reduce its reporting and accounting burdens and provide other operational efficiencies. The *Pro Forma* Transactions will also alleviate confusion among customers who presently receive services and invoices from multiple Lightower entities. The *Pro Forma* Transactions will also be virtually transparent to customers and will not result in any change in their services and the rates, terms and conditions of their services will not change as a result of these purely intra-company changes. Since all affected customers already receive invoices that include the "Lightower" brand, the *Pro Forma* Transactions will not result in customer confusion. Moreover, given that all of the Petitioners share the same management team there will be no change in the managerial qualifications of the telecommunications provider serving the affected customers, nor will there be a change in the management policies of Lightower as a result of the *Pro Forma* Transactions. And, while certain intermediate holding companies of LTF-LI and Sidera will no longer exist, their ultimate controlling parent (Holdings) will not change. As a result, the intra-company changes will not result in a transfer of ultimate control of LTF-LI or Sidera and are *pro forma* in nature.

**VI. CONCLUSION**

WHEREFORE, for the reasons set forth above, Petitioners request the Commission grant all authority necessary for the *pro forma* intra-company changes described herein.

Respectfully submitted,



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Counsel for Petitioners

Dated: April 7, 2014

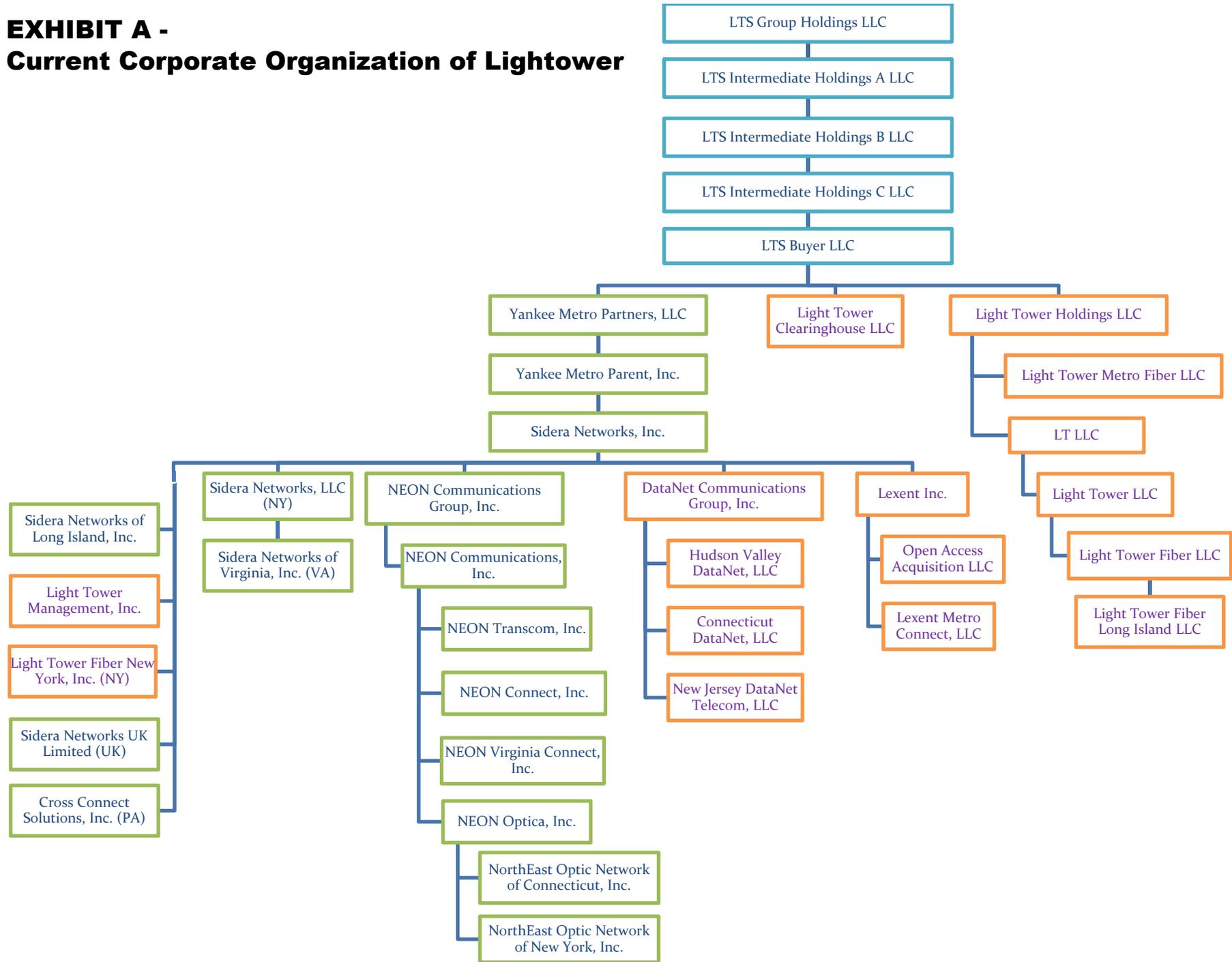
## **LIST OF EXHIBITS**

- Exhibit A Current Corporate Organization of Lightower
- Exhibit B Proposed Corporate Organization of Lightower
- Exhibit C Corporate Organization of the NY Certificated Entities Before and After the *Pro Forma* Intra-Company Changes
- Exhibit D Sample Customer Notice

**EXHIBIT A**

**Current Corporate Organization of Lightower**

**EXHIBIT A -  
Current Corporate Organization of Lighttower**



**EXHIBIT B**

**Proposed Corporate Organization of Lightower**



**EXHIBIT C**

**Corporate Organization of the NY Certificated Entities  
Before and After the *Pro Forma* Intra-Company Changes**

## EXHIBIT C

### Current Corporate Organization of the NY Certificated Entities

\* The entities listed herein only include the Lightower entities that hold Certificates in New York and their parent companies.

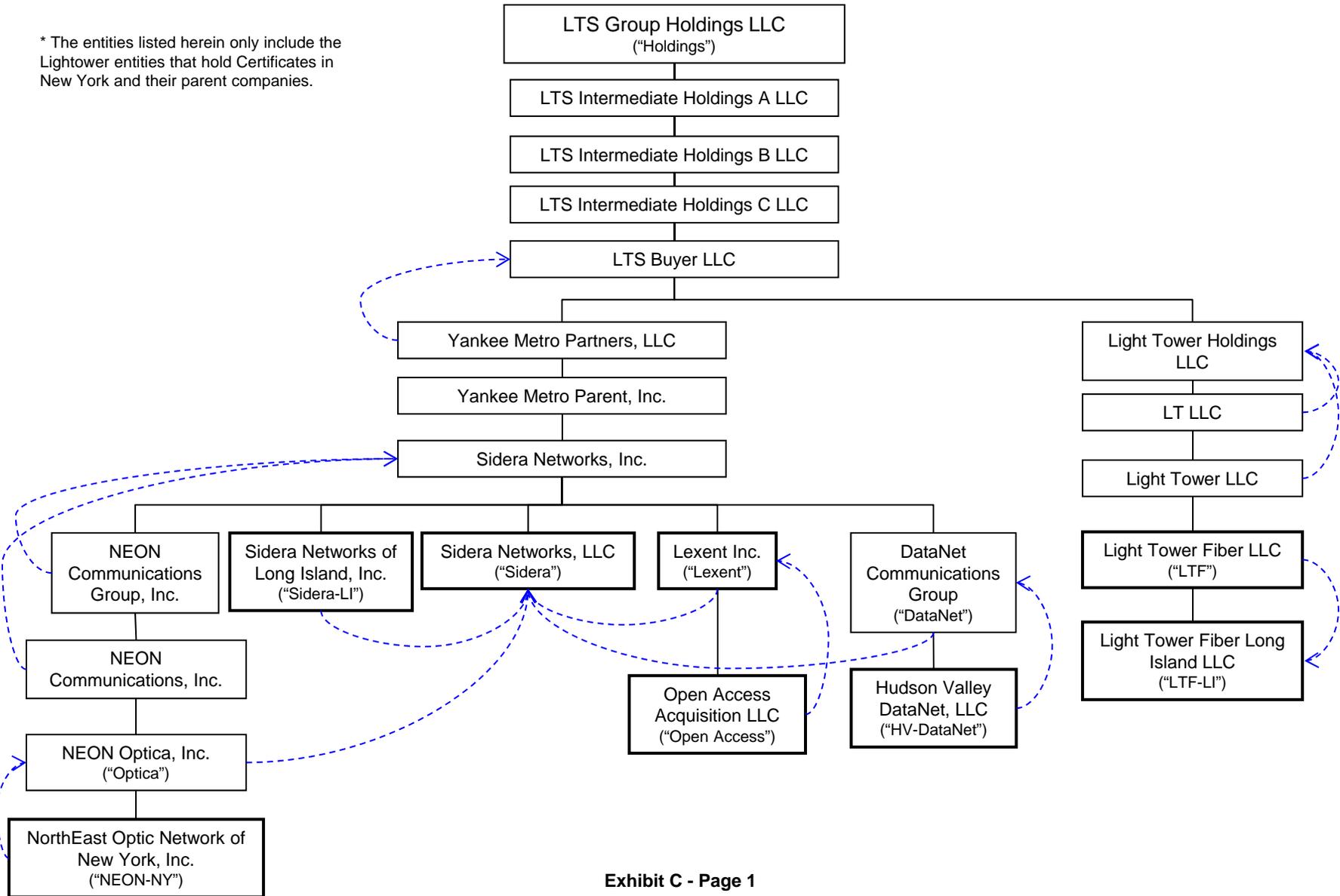
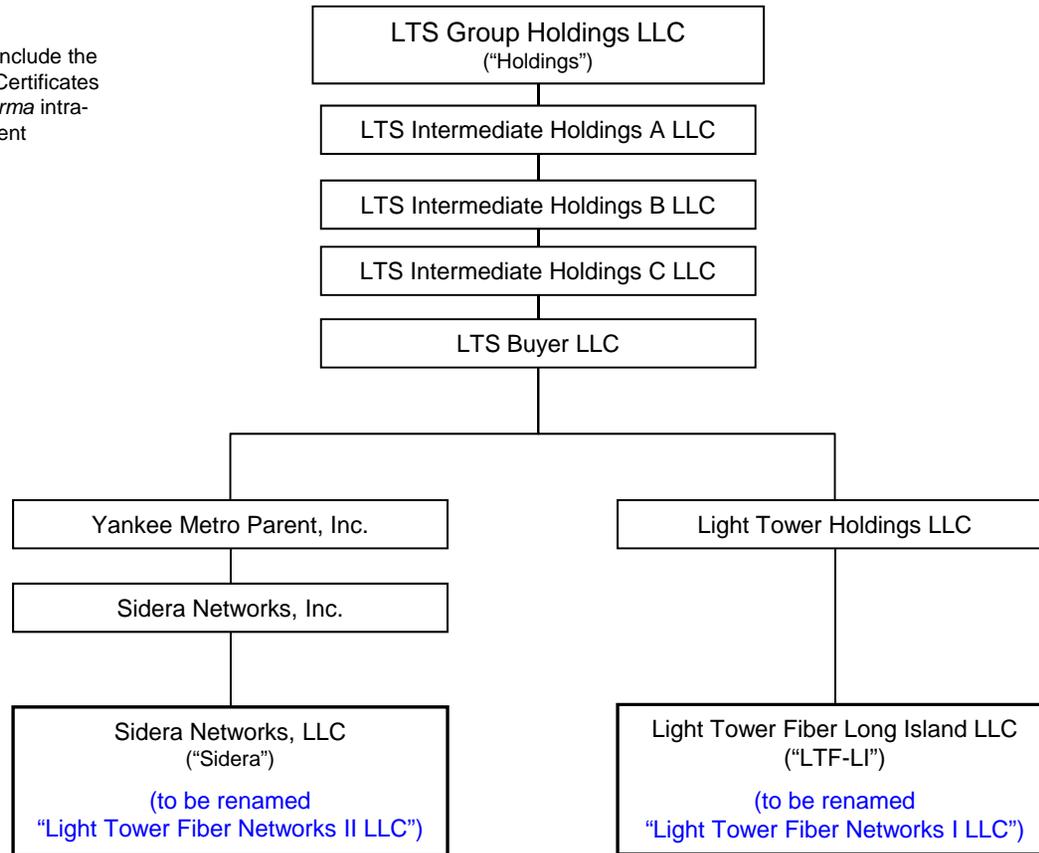


EXHIBIT C

Proposed Corporate Organization of the NY Certificated Entities

\* The entities listed herein only include the Lighttower entities that will hold Certificates in New York following the *pro forma* intra-company changes and their parent companies.



## **EXHIBIT D**

### **Sample Customer Notice**

The applicable affected customers will receive notice of the Lighttower *Pro Forma* Transactions through a bill notice that will be provided to customers in a bill issued at least 30 days prior to the *Pro Forma* Transactions. The text of the bill notice will be substantially similar to the following:

#### **For Customers of Entities Merging Into Sidera**

On or about [DATE], subject to receipt of any necessary regulatory approvals, Lighttower will implement an internal corporate consolidation. Following the consolidation, the Lighttower corporate entity that will provide your telecommunications services is Sidera Networks, LLC, which will be renamed Lighttower Fiber Networks II LLC. Your services and the associated pricing and terms and conditions of service will not change as a result of this internal consolidation. There is no charge associated with this change. You will receive a bill from Lighttower Fiber Networks and we will continue to be available to resolve any service or account related issues using the same customer service number: (888) LT-FIBER (888-583-4237).

We recognize that, subject to the terms of your contract, you always have a choice in providers and believe that this internal consolidation will enhance our ability to serve you. Lighttower Fiber Networks looks forward to continuing to provide you with the superior service you are accustomed to receiving and to the opportunity to provide you additional services.

#### **For Customers of Entities Merging Into LTF-LI**

On or about [DATE], subject to receipt of any necessary regulatory approvals, Lighttower will implement an internal corporate consolidation. Following the consolidation, the Lighttower corporate entity that will provide your telecommunications services is Light Tower Fiber Long Island LLC, which will be renamed Lighttower Fiber Networks I LLC. Your services and the associated pricing and terms and conditions of service will not change as a result of this internal consolidation. There is no charge associated with this change. You will receive a bill from Lighttower Fiber Networks and we will continue to be available to resolve any service or account related issues using the same customer service number: (888) LT-FIBER (888-583-4237).

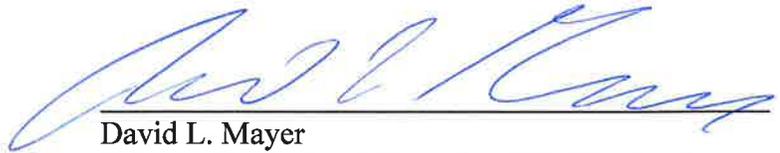
We recognize that, subject to the terms of your contract, you always have a choice in providers and believe that this internal consolidation will enhance our ability to serve you. Lighttower Fiber Networks looks forward to continuing to provide you with the superior service you are accustomed to receiving and to the opportunity to provide you additional services.

## **VERIFICATION**

COMMONWEALTH OF MASSACHUSETTS §  
  §  
COUNTY OF MIDDLESEX                      §

**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.



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

Sworn and subscribed before me this 3 day of April, 2014.



Notary Public

My commission expires 10/22/15

