



Henry Walker
Direct: 615.252.2363
Fax: 615.252.6363
hwalker@babco.com

November 16, 2016

Chairman David Jones
c/o Sharla Dillion
Tennessee Regulatory Authority
502 Deaderick St., 4th Floor
Nashville, TN 37243

09-00117

Re: In Re: LMK Communications, LLC
Notice of Change of Ownership and Control

Dear Chairman Jones:

The purpose of this letter is to notify the Tennessee Regulatory Authority that Lumos Networks Corp. ("Lumos"), a Virginia-based provider of fiber-based wireline services proposes to acquire all of the equity interests of Clarity Communications Group, LLC ("Clarity") and will thereby obtain ownership and control of LMK Communications, LLC ("LMK"), a wholly owned subsidiary of Clarity. LMK is a competitive local exchange carrier certified by the Authority to offer telecommunications service in Tennessee (carrier identification number, 129075).

At this time LMK, which has elected to operate under "market regulation," has no customers in Tennessee. Moreover this transaction will not result in a transfer of LMK's operating authority. For these reasons, no Authority approval is required to consummate this proposed transaction.

For further information about the transaction, please see the copy of the "Streamlined Application for Consent to Transfer Domestic Section 214 Authority" jointly filed by Lumos and Clarity at the Federal Communications Commission on November 10, 2016.

Please call me if you have any questions about this letter or the proposed transaction.

Sincerely,

BRADLEY ARANT BOULT CUMMINGS LLP

By:

A handwritten signature in dark ink, appearing to read "H. Walker", written over a horizontal line.

Henry Walker

HW/dbi
Attachment

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

In the Matter of)	
)	
Application of Clarity Communications)	
Group, LLC,)	
Transferor)	
)	
Lumos Networks Corp.,)	File No. _____
Transferee)	
)	
Application for Consent to Transfer)	
Domestic Authority Pursuant to Section)	
214 of the Communications Act of 1934,)	
as amended)	

**STREAMLINED APPLICATION FOR CONSENT TO TRANSFER
DOMESTIC SECTION 214 AUTHORITY**

Pursuant to section 214 of the Communications Act of 1934, as amended (the “Communications Act”),¹ and section 63.04 of the Commission’s Rules,² Clarity Communications Group, LLC (FRN 0024089690) (“Clarity”) and Lumos Networks Corp. (FRN 0020975710) (“Lumos” and, together with Clarity, the “Applicants”) hereby request consent to transfer control of Clarity and its wholly-owned subsidiary, LMK Communications, LLC (FRN 0005051891) (“LMK”), to Lumos. As explained below, LMK holds domestic section 214 authority.

In accordance with the requirements of section 63.04(a) of the Commission’s rules, the Applicants respectfully submit the following information in support of this application:

¹ 47 U.S.C. § 214.

² 47 C.F.R. § 63.04.

(1) Name, address and telephone number of each applicant:

Transferor: Clarity Communications Group, LLC
9650 Strickland Rd #103-143
Raleigh, NC 27615
Tel: (919) 841-4550

Transferee: Lumos Networks Corp.
One Lumos Plaza (physical address)
P.O. Box 1068 (mailing address)
Waynesboro, VA 22980
Tel: (540) 946-2000

(2) Government, state or territory under the laws of which each corporate or partnership applicant is organized:

Transferor: Clarity is a North Carolina limited liability company.

Transferee: Lumos is a Delaware corporation.

(3) Name, title, post office address, and telephone number of the officer or contact point of each Applicant to whom correspondence concerning the application is to be addressed:

For the Transferor (Clarity):

Todd Peverall, President
Jennifer Halsing, CFO
Clarity Communications Group LLC
9650 Strickland Rd #103-143
Raleigh, NC 27615
Tel: (919) 841-4550
Email: Todd@networkclarity.com
Jennifer@networkclarity.com

with a copy to:

Amy Risseuw
Wyrick Robbins Yates & Ponton LLP
4101 Lake Boone Trail, Suite 300
Raleigh, NC 27607
Tel: (919) 781-4000
E-mail: arisseuw@wyrick.com

For the Transferee (Lumos):

Mary McDermott, Senior Vice President,
Legal and Regulatory Affairs and Secretary
Lumos Networks Corp.
One Lumos Plaza (physical address)
P.O. Box 1068 (mailing address)
Waynesboro, VA 22980
Tel: (540) 946-2000
E-mail: mcdermottm@lumosnet.com

with a copy to:

Regina M. Keeney
Emily J.H. Daniels
Lawler, Metzger, Keeney & Logan, LLC
1717 K Street, NW, Suite 1075
Washington, DC 20006
Tel. (202) 777-7700
Email: gkeeney@lawlermetzger.com
edaniels@lawlermetzger.com

(4) Name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent of the equity of the applicant, and the percentage of equity owned by each of those entities:

The following parties currently own at least ten percent of the equity of Clarity:

<u>Name and Address</u>	<u>Percentage Ownership</u>	<u>Citizenship</u>	<u>Principal Business</u>
Baileywick Holdings, Inc. 9650 Strickland #103-193 Raleigh, NC 27615	100%	U.S.	Holding Company

In turn, the following parties currently own at least ten percent of the equity of Baileywick Holdings, Inc.:

<u>Name and Address</u>	<u>Percentage Ownership</u>	<u>Citizenship</u>	<u>Principal Business</u>
Todd Peverall 9650 Strickland Rd #103-143 Raleigh, NC 27615	50%	U.S.	Communications

Andrew Carwile 9650 Strickland Rd #103-143 Raleigh, NC 27615	50%	U.S.	Communications
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Upon consummation of the proposed transaction, Lumos will own 100 percent of Clarity (and LMK – the section 214 authorization holder):

<u>Name and Address</u>	<u>Percentage Ownership</u>	<u>Citizenship</u>	<u>Principal Business</u>
Lumos Networks Corp. One Lumos Plaza (physical address) P.O. Box 1068 (mailing address) Waynesboro, VA 22980	100%	U.S.	Communications

In turn, the following parties own at least ten percent of the equity of Lumos:

<u>Name and Address</u>	<u>Percentage Ownership</u>	<u>Citizenship</u>	<u>Principal Business</u>
FMR LLC (Fidelity Investments) 82 Devonshire Street Boston, MA 02109	12%	U.S.	Investment Management
The Vanguard Group 455 Devon Park Drive Wayne, PA 19087	11%	U.S.	Investment Management
Blackrock, Inc. 40 East 52 nd Street New York, NY 10022	10%	U.S.	Investment Management

(5) Certification pursuant to 47 C.F.R. §§ 1.2001-1.2003 that no party to the application is subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583:

By their signatures below, Applicants certify that, to the best of their knowledge and belief, no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583, or 47 C.F.R. §§ 1.2001-1.2003.

bandwidth services to enterprise and carrier customers via its owned fiber network. With a current fiber network of 9,204 fiber route miles and more than 475,507 total fiber strand miles, Lumos connects 1,295 unique fiber-to-the-cell (“FTTC”) sites, 1,636 total FTTC connections, 36 data centers, 1,984 on-net buildings, and over 3,200 total on-net locations.

In turn, Clarity is an independent bandwidth infrastructure provider serving portions of the Southeast with a fiber optic network spanning 730 route miles and connecting over 75 on-net locations across four states. Clarity, through LMK, provides a full suite of high-bandwidth connectivity services to a customer base that includes high-value government, enterprise, and carrier clients.

Following the proposed transfer of control, Clarity will continue to provide high-quality telecommunications services, while gaining access to the additional resources and operational expertise provided by Lumos. Because Clarity’s service areas and offerings provide an ideal complement to those of Lumos, the post-transaction entity will be a stronger telecommunications competitor throughout its new service area. For example, Lumos will be able to deploy additional capital to expand the Clarity network and business. Clarity will bring expertise regarding a unique customer base that will strengthen Lumos’ sales and customer focus, and Clarity’s founding partners, Todd Peverall and Andrew Carwile, will join the Lumos team post-acquisition. Accordingly, Lumos and Clarity anticipate that the proposed transaction will serve the public interest by strengthening both companies and permitting them to offer additional consumers innovative technologies, products, and services. The benefits for Clarity’s customers will be quickly realized because Clarity will have the capital needed to continue to build out and improve its network, while the Clarity team will be an additional catalyst for Lumos in its efforts to grow its business on the new Tidewater network.

Importantly, the proposed transfer will be transparent to current Clarity customers. After the transfer of control, Clarity (and LMK) will continue to provide high-quality communications services on reasonable terms and conditions to existing customers, and there will be no interruption of service.

Conclusion

For the foregoing reasons, the Applicants respectfully submit that grant of this application by the Commission would serve the public interest, convenience, and necessity.


Respectfully submitted,

Lumos Networks Corp.

By: 

Mary McDermott
Senior Vice President,
Legal and Regulatory Affairs and Secretary
One Lumos Plaza (physical address)
P.O. Box 1068 (mailing address)
Waynesboro, VA 22980
Tel: (540) 946-2000
E-mail: mcdermottm@lumosnet.com

Clarity Communications Group, LLC

By: 

Todd Peverall
President
9650 Strickland Rd #103-143
Raleigh, NC 27615
Tel: (919) 841-4550
Email: Todd@networkclarity.com

Date: November 10, 2016