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Via Electronic Filing

Office of Commission Clerk  
Florida Public Service Commission  
2540 Shumard Oak Boulevard  
Tallahassee, Florida 32399-0850

**RE: Notice of Transfer of Control of ALEC, LLC's Parent, Integrated Broadband Services, LLC, to MBS Holdings, Inc.**

Dear Ms. Ann Cole:

I am writing on behalf of ALEC, LLC ("ALEC"), a Florida competitive local provider (TX741), IBBS Holdings, LLC ("Holdings"), and MBS Holdings, Inc. ("MBS") (collectively, the "Parties"), to inform the Commission of a planned transfer of control whereby MBS will acquire ownership of Holdings's operating subsidiaries, including ALEC. Additional information on the proposed transaction is provided below.

## **I. Description of the Parties**

Holdings is a Delaware limited liability company with its principal place of business at 200 Chastain Center Blvd, Suite 200, Kennesaw, GA 30144 USA. Holdings is not a regulated telecommunications entity in any state, and has no subsidiaries, other than ALEC, that are regulated telecommunications entities.

One of Holdings' wholly owned subsidiaries is Integrated Broadband Services, LLC ("IBBS"). IBBS is a Georgia limited liability company with its principal place of business at 200 Chastain Center Blvd, Suite 200, Kennesaw, GA 30144. IBBS is a provider of operational support software, back office services, and wholesale voice over Internet protocol ("VoIP") solutions deployed by cable and broadband operators nationally. IBBS utilizes the telecommunications services and connectivity provided by ALEC to serve its customers.

ALEC is a Kentucky limited liability company with its principal place of business at 250 W. Main St., Suite 1920, Lexington, KY 40507. ALEC is a wholly owned subsidiary (through several intermediaries) of IBBS and Holdings. ALEC's current ownership structure is reflected in the chart attached hereto as **Exhibit 1**.

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MBS is a Delaware corporation with its principal place of business at 880 Montclair Rd, Suite 400, Birmingham, Alabama 35242. Through its operating affiliates, MBS provides wholesale VoIP solutions to residential and business customers of cable operators and municipalities, and is also a provider of residential, small business, and enterprise VoIP services, broadband monitoring, provisioning, and managed support services.

## II. Description of the Transaction

Pursuant to a Membership Interest Purchase Agreement executed on December 30, 2013, MBS and Holdings are planning a transaction in which, among other things, MBS, through a wholly-owned subsidiary, MBS Intermediate Holdings, LLC, will acquire 100% of the outstanding equity of IBBS. As a result of the transaction, ALEC will become an indirect, wholly-owned subsidiary of MBS. ALEC, however, will continue to operate as ALEC, offering the same services at the same rates, terms and conditions as it does currently. There are currently no plans to merge ALEC into MBS's local exchange carrier affiliate (Momentum Telecom, Inc.). Accordingly, the transaction will be seamless and transparent to ALEC's customers, who will continue to receive uninterrupted service from ALEC. A post-transaction organization chart showing the relationship between the Parties is attached as **Exhibit 2**.

MBS's strategic acquisition of IBBS and its ALEC affiliate will enhance both companies' business strategy and position in a highly competitive market and will strengthen their ability to compete against other well-established and well-financed competitors. Accordingly, the proposed transaction is in the public interest.

In connection with this transaction, the parties have filed an application for a domestic Section 214 License Transfer with the Federal Communications Commission ("FCC"), which has been docketed as WC Docket No. 14-5.

\* \* \* \* \*

Should you have any questions concerning this filing, please do not hesitate to contact me or my colleague, Michael Sloan, at (202) 973-4227 or via email at [michaelsloan@dwt.com](mailto:michaelsloan@dwt.com).

Sincerely,



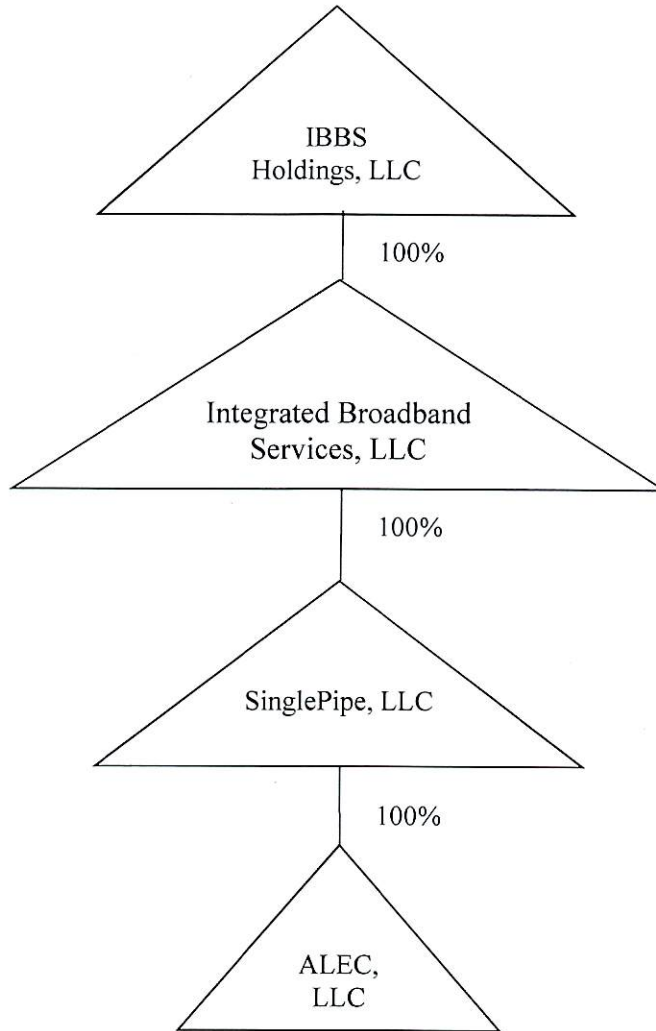
Richard A. Gibbs  
*Counsel for ALEC, LLC*

**List of Exhibits**

- |           |                                       |
|-----------|---------------------------------------|
| Exhibit 1 | Pre-Transaction Organizational Chart  |
| Exhibit 2 | Post-Transaction Organizational Chart |

**EXHIBIT 1**

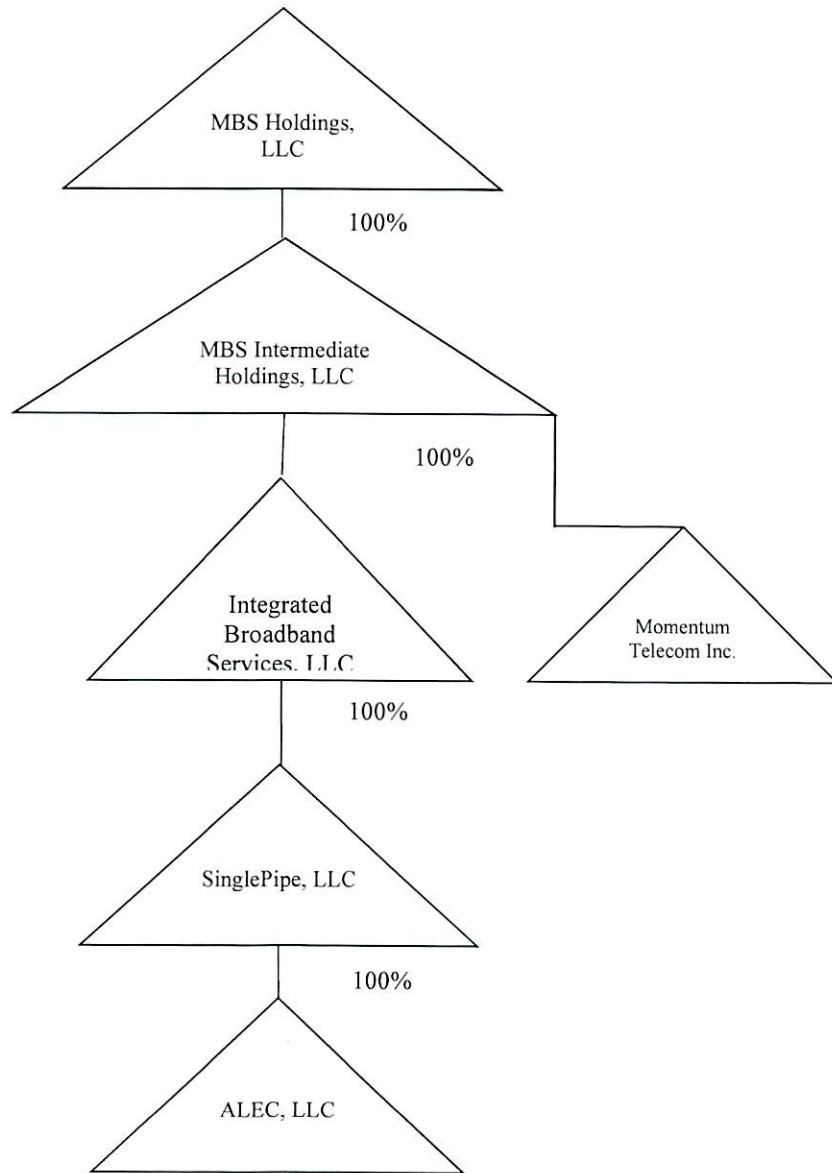
**Pre-Transfer Organizational Chart**



Affiliates and subsidiaries not relevant to the Commission's review of the transaction are omitted from this chart.

**EXHIBIT 2**

**Post-Transfer Organizational Chart**



Affiliates and subsidiaries not relevant to the Commission’s review of the transaction are omitted from this chart.