

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application) Application No. C-3508
of Dark Fiber Solutions, LLC,)
South Plainfield, New Jersey,)
seeking approval for a transfer) GRANTED
of assets and certificate of)
authority to DFS Holding Corp.,)
South Plainfield, New Jersey.) Entered: January 11, 2006

BY THE COMMISSION:

On November 23, 2005, a joint application was filed by Dark Fiber Solutions, LLC, (Dark Fiber, LLC) and DFS Holding Corp., (DFS Corp.)(jointly referred to as Applicants) both of South Plainfield, New Jersey, seeking approval for a transfer of assets and certificate of authority to DFS Corp. Notice of the application was published in The Daily Record, Omaha, Nebraska, on November 30, 2005. No protests were filed; therefore, this application is processed pursuant to the Commission's Rule of Modified Procedure.

O P I N I O N A N D F I N D I N G S

Dark Fiber, LLC, is a company organized under the laws of New Jersey and is authorized to do business in Nebraska. Dark Fiber, LLC's sole member is Radiant Communication Corp. (Radiant), a New Jersey corporation and manufacturer of fiber optic components. Radiant's sole shareholder is Eugene J. Thaw. Dark Fiber, LLC, holds certificates of authority to provide interexchange and local exchange telecommunications services in Nebraska pursuant to Commission Orders in Dockets C-2711 and C-3316.

DFS Corp. is a Nebraska corporation, and its sole shareholder is also Radiant. Dark Fiber, LLC, proposes to transfer its assets and certificate of authority to DFS Corp. Upon consummation of the transaction, Dark Fiber, LLC, will withdraw its certificate of authority to transact business in Nebraska, and DFS Corp. will seek approval to change its name to Dark Fiber Solutions, Inc. (Dark Fiber, Inc.). The shares of Dark Fiber, Inc., held by Radiant will then be transferred to Eugene J. Thaw, and additional shares will be issued.

The terms of the proposed transaction do not contemplate any change in service provider, pricing, terms and conditions of

service, or any interruption or degradation of service. Therefore, the proposed transaction will be transparent to customers.

The terms of the proposed transaction will not change the technical or managerial qualifications under which Dark Fiber, LLC, has operated. The proposed transaction is a tax-free reorganization of Dark Fiber, LLC, with substantially the same ownership and management being retained in DFS Corp. As such, DFS Corp. asserts that it will maintain the same technical and managerial standards as established previously. In support of this assertion, Applicants attached Exhibit 4, providing profiles of key management. Expedited treatment was requested by Applicants as the transaction was to be completed on January 3, 2006.

The application states no complaints have been filed against either Applicant or their members having more than 5 percent interest within the last 2 years. In addition, DFS Corp. states it is financially qualified to provide the services proposed and has submitted confidential financial statements in support of the application.

Applicants state that the grant of this application will serve the public interest because the benefits of the structural change will allow it to compete with other providers and provide consistent service to customers.

Based on the evidence, we find the application to be fair and reasonable and in the public interest. The application should be granted. The transaction, which was to be completed on January 3, 2006, is approved.

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application C-3508 be, and it is hereby, granted and Dark Fiber Solutions, LLC, is authorized to transfer assets and certification of authority to DFS Holding Corp.

MADE AND ENTERED at Lincoln, Nebraska, this 11th day of
January, 2006.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

Chairman

ATTEST:

Executive Director