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JAN 03 2017

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December 30, 2016

AMY J. BLUMENTHAL
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VIA FEDEX

State of New Jersey Board of Public Utilities
Board Secretary
Irene Kim Asbury
44 S. Clinton Ave., 3rd Floor
P.O. Box 350
Trenton, NJ 08625-0350

RECEIVED
JAN 3 2016
By CMS

TF 17010002

Re: Manhattan Telecommunications Corporation of New Jersey

Dear Ms. Asbury:

Enclosed for filing please find an original and twelve (12) copies of the Verified Petition of Manhattan Telecommunications Corporation of New Jersey for Approval to Participate in Certain Financing Arrangements. Also enclosed is a check in the amount of \$25.00 to satisfy the filing fee.

Kindly file the original and return a stamped copy to my attention in the self-addressed stamped envelope.

Please contact me should you have any questions regarding the above.

CMS
Legal
DAG
RPA
Audits > AJB/cs
Enclosures

Respectfully,

Amy J. Blumenthal
Amy J. Blumenthal

KUTAK ROCK LLP

THE OMAHA BUILDING
1650 FARNAM ST.
OMAHA, NE 68102-2186

FIRST NATIONAL BANK
OF OMAHA
OMAHA, NE

27-1/1040

32065

Twenty-Five Dollars and Zero Cents (\$25.00)

DATE
12/30/2016

AMOUNT
\$25.00

PAY TO
THE
ORDER
OF

State of New Jersey Board of Public Utilities
Board Secretary Irene Kim Asbury
44 S. Clinton Avenue, 3rd floor
P.O. Box 350
Trenton, NJ 08625-0350

VOID AFTER 6 MONTHS
KUTAK ROCK LLP

By: *Michael M. Donahue*

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SECURITY FEATURES INCLUDED. DETAILS ON BACK.

32065

State of New Jersey Board of Public Utilities
First National Bank of Omaha

<i>Date</i>	<i>Description</i>
12/30/2016	Fee to file Petition for approval to participate in certain financing arrangement

Total Amount \$25.00

Marashlian & Donahue/Manhattan
Telecommunications Corporation of New Jersey

Charge No. 285803-
Employee No. 5317

KUTAK ROCK LLP

JAN 03 2017

MAIL RECEIVED

STATE OF NEW JERSEY

BOARD OF PUBLIC UTILITIES

Verified Petition of

Manhattan Telecommunications Corporation of New Jersey

for Approval to Participate in Certain Financing Arrangements

Docket No. _____

TO THE HONORABLE COMMISSIONERS OF THE NEW JERSEY BOARD OF PUBLIC UTILITIES:

Manhattan Telecommunications Corporation of New Jersey ("Manhattan Telecommunications" or the "Petitioner"), to the extent necessary pursuant to N.J.S.A. 48:3-7 and N.J.S.A. 48:3-9, requests Board approval to participate in a financing transaction whereby it will pledge its assets, including the Certificate of Public Convenience and Necessity currently held by Manhattan Telecommunications in the State of New Jersey, to guarantee and secure debt in an amount of up to approximately \$95 million. Approval of the transactions necessary for the financing (the "Proposed Transaction") will serve the public interest. Manhattan Telecommunications seeks to consummate the transactions necessary for the financing as soon as practicable. Therefore, it respectfully requests expedited processing of the Petition.

In support of this Petition, Petitioner provides the following information:

I. BACKGROUND

Manhattan Telecommunications is a privately held corporation organized pursuant to the laws of Delaware whose principal business is telecommunications. Manhattan Telecommunications is a wholly owned subsidiary of Manhattan Telecommunications Corporation and indirect subsidiary of Metropolitan Telecommunications Holding Company ("MetTel Holding"), a privately held Delaware holding company.

MetTel Holding, through its subsidiaries, is a strategic partner providing a comprehensive suite of voice and data solutions as well as telecommunications consulting services to leading businesses nationwide. From traditional voice services to MPLS networks and Voice over IP technologies, MetTel Holding offers a complete portfolio of products. Manhattan Telecommunications was authorized by the Board to provide local exchange telecommunications services on June 22, 2000, in Docket No. TE99120922 (the "NJ CPCN").

In addition to the services provided by Manhattan Telecommunications to New Jersey consumers, Manhattan Telecommunications' affiliates are authorized by the various state public service commissions to provide facilities-based and/or resold interexchange telecommunications services, and competitive local exchange services in 49 other states, the District of Columbia, Puerto Rico, and Canada, pursuant to certification, registration or tariff requirements, or on a deregulated basis.

Further information regarding Manhattan Telecommunications' legal, technical, financial and managerial qualifications to provide telecommunications service to consumers in New Jersey may be found in Manhattan Telecommunications' initial application for the NJ CPCN as a matter of public record. Manhattan Telecommunications respectfully requests that the Board take official notice of the information contained in the New Jersey application and incorporate it herein for reference.

II. DESIGNATED CONTACTS

Questions, correspondence or other communications concerning this filing should be directed to:

Amy Blumenthal, Esq.
Kutak Rock LLP
Two Liberty Place
50 South Sixteenth Street, Suite 28B
Philadelphia, PA 19102
Phone: (215) 499-4384, x 2812
Fax: (215) 981-0719
Email: amy.blumenthal@kutakrock.com

with a copy for Manhattan Telecommunications: and:

Joseph Farano
General Counsel
MetTel
BellWorks 101 Crawfords Corner Road,
#4-202
Holmdel, NJ 07733
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E-mail: jfarano@mettel.net

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Email: mpd@commlawgroup.com
nrh@commlawgroup.com

III. DESCRIPTION OF THE FINANCING ARRANGEMENTS

MetTel Holding, and all of its direct and indirect subsidiaries, including Manhattan Telecommunications, will enter in to a Second Amended and Restated Credit Agreement and related Security Agreement with JP Morgan Chase Bank, N.A. (the "Agreement"). JP Morgan Chase Bank, N.A. ("JP Morgan") shall serve as the Administrative Agent under the Agreement for a series of lenders. MetTel Holding chose JP Morgan as Administrative Agent due to the company's well known and longstanding reputation and ability to provide favorable terms to Manhattan Telecommunications. Pursuant to the Agreement, MetTel Holding will receive a revolving credit facility and additional term loan capacity. Specifically, MetTel Holding will receive a revolving credit facility of \$15,000,000 and additional term loan capacity of (a) up to \$50,000,000 under a Senior Secured Term Loan and (b) up to \$30,000,000 for an acquisition basket.

The obligations of the revolving credit facility and the additional term loan capacity shall be secured by a security interest in all of the assets of MetTel Holding and its subsidiaries, including Manhattan Telecommunications. The proceeds of the revolving credit facility will be used for general corporate purposes of MetTel Holdings, while the proceeds of the additional term loan capacity will be used for dividends and/or acquisitions.

Manhattan Telecommunications' assets, including the NJ CPCN, will not be collateralized to secure the debt until the Board approves this Petition.

The Agreement is intended to sustain Manhattan Telecommunications' provisioning of competitive services and to enable Manhattan Telecommunications and its owners to improve the operational and cost efficiencies of its business. The transaction will directly benefit New Jersey consumers by facilitating the continued provision of innovative, high-quality telecommunications services to the public and thereby promoting competition in the New Jersey telecommunications market.

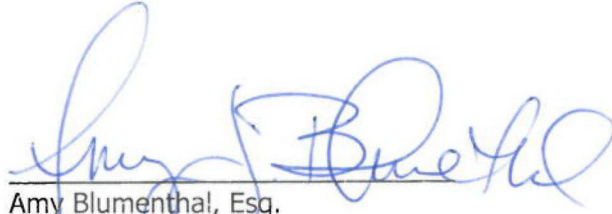
IV. PUBLIC INTEREST CONSIDERATIONS

Consummation of the Proposed Transaction will serve the public interest in promoting competition among telecommunications carriers by providing Manhattan Telecommunications with the opportunity to strengthen its competitive position by providing additional working capital and the ability to finance acquisitions to enhance the company's services. The financing arrangements are necessary and appropriate, will not impair Manhattan Telecommunications' ability to perform such services to the public, and will promote the corporate purposes of Petitioner. The Proposed Transaction will not involve an assignment of the NJ CPCN or a change in the day-to-day operations of the certificated company. In addition, there will be no change in the services offered to Manhattan Telecommunications' customers or the rates for Manhattan Telecommunications' regulated services. The transaction will be completely transparent to Manhattan Telecommunications' customers.

V. CONCLUSION

For the foregoing reasons, Petitioner submits that the public interest, convenience, and necessity would be furthered by grant of this Petition.

Respectfully submitted,



Amy Blumenthal, Esq.
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Email: amy.blumenthal@kutakrock.com

Counsel for Manhattan Telecommunications
Corporation of New Jersey

Dated: December 30, 2016

STATE OF NEW JERSEY §
 §
COUNTY OF MONMOUTH §

VERIFICATION

I, Joseph Farano, hereby declare that I am the General Counsel of Manhattan Telecommunications Corporation of New Jersey ("MetTel"); that I am authorized to make this Verification on behalf of MetTel; that the foregoing filing was prepared under my direction and supervision; and that the contents 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 23rd day of December, 2016.



Joseph Farano

General Counsel

Manhattan Telecommunications Corporation of New Jersey

*Notarized by
Eileen Dimitry 12/23/16
Attorney # 010832002
EILEEN DIMITRY*