

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application) Application No. C-3521
of HunTel Systems, Inc., Blair,)
Noble Holdings, Inc. and)
American Broadband Capital,)
Inc., Charlotte, North Carolina,)
seeking approval of changes of) GRANTED
controlling interests in)
Arlington Telephone Company, The)
Blair Telephone Company, Eastern)
Nebraska Telephone Company, Rock)
County Telephone Company and)
HunTel Cablevision, Inc. dba)
HunTel Communications, Blair.) Entered: March 14, 2006

BY THE COMMISSION:

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

By Application filed December 20, 2005, HunTel Systems, Inc., of Blair, Nebraska, Noble Holdings, Inc. and American Broadband Capital, Inc., of Charlotte, North Carolina, seek approval of a change of controlling interest in Arlington Telephone Company, The Blair Telephone Company, Eastern Nebraska Telephone Company, Rock County Telephone Company and HunTel Cablevision, Inc. dba HunTel Communications, all of Blair, Nebraska (collectively referred to as the Applicants). Notice of this application was published in the Daily Record, Omaha, Nebraska on December 26, 2005 and as amended on January 10, 2006. No protests or interventions to this application were filed. On March 8, 2006, a request was made by the Applicants to process this application by the Commission's Rule of Modified Procedure.

In support of the application, the Applicants collectively stated that each of the certificated carriers is a corporation organized under the laws of the state of Nebraska with its principal place of business located at 1638 Lincoln Street, P.O. Box 400, Blair, Nebraska 68008. Each of the certificated carriers conducts and operates a general telecommunications business in Nebraska and together the certificated carriers serve customers located in the Arlington, Blair, Fort Calhoun, Kennard, Belden, Carroll, Macy, Meadow Grove, Osmond, Rosalie, Tekamah, Walthill, Winnebago, Bassett and Newport, Nebraska.

The Parties:

HunTel is the sole shareholder of Arlington Telephone Company, The Blair Telephone Company, Eastern Nebraska Telephone Company, Rock County Telephone Company and HunTel Cablevision,

Inc. dba HunTel Communications each of which is a certificated carrier.

Noble is a North Carolina corporation and is wholly owned by American Broadband Acquisition Corp. II, a Delaware corporation partially owned by Signal Equity Partners II, LP, by American Broadband Communications, LLC and by a group of individual investors.

ABB is a Delaware corporation and is owned by Signal Equity Partners II, LP and American Broadband Communications, LLC with its principal business located in Charlotte, North Carolina.

American Broadband Communications, Inc. is an affiliate of American Broadband Communications, LLC. It has a 40 percent interest in American Georgetown, Inc. which in turn, wholly owns Georgetown Telephone Company, an incumbent local exchange carrier in Mississippi. Signal Equity Partners II, LP owns the remaining 60 percent of American Georgetown. American Broadband Communications, Inc. has a 49 percent interest in Northwest Missouri Holdings, Inc., which in turn, owns 100 percent of Oregon Farmers Mutual Telephone Company, an incumbent local exchange carrier in Missouri. Signal Equity Partners II, LP owns the remaining 51 percent of Northwest Missouri Holdings, Inc. American Broadband Communications, LLC has a 49 percent interest in Pymatuning Independent Telephone Company, an incumbent local exchange carrier in Pennsylvania. Signal Equity Partners II, LP owns the remaining 51 percent of Pymatuning. ABB Holdco, Inc. an affiliate of American Broadband Communications, LLC has a 100 percent interest in American Broadband Acquisition Corp., which in turn, owns 100 percent of Eastern Kansas Holdings, Inc., which in turn, owns 100 percent of S&A Telephone Company, Inc., an incumbent local exchange carrier in Kansas, which in turn, owns 100 percent of Mid-South Cellular, Inc. ABB Holdco, Inc. is owned by American Broadband Communications, LLC, Signal Equity Partners II, LP and a number of individual investors. American Broadband Acquisition Corp., has a 100 percent interest in Waverly Hall Holdings, Inc., which in turn, owns 100 percent of Waverly Hall Telephone LLC, an incumbent local exchange carrier in Georgia. American Broadband Acquisition Corp has a 100 percent interest in Mail Holdings, Inc., which in turn owns 100 percent of Gridley Enterprises, Inc., which in turn, owns 100 percent of Gridley Communications, Inc. and Gridley Telephone Co., an incumbent local exchange carrier in Illinois.

Description of the Transaction:

Noble proposes to acquire 73.8 percent of the issued and outstanding capital stock of each of the certificated carriers and ABB proposes to acquire 26.2 percent of the issued and outstanding capital stock of each of the certificated carriers from HunTel.

On December 19, 2005, Noble and ABB entered into a Stock Purchase Agreement with HunTel pursuant to which HunTel agreed to sell to Noble and ABB and Noble and ABB agreed to purchase from HunTel all of the issued and outstanding shares of capital stock of the certificated carriers in the percentages indicated above.

The Applicants seek Commission approval of the changes in controlling interests of the certificated carriers consistent with the Stock Purchase Agreement. The Applicants state Noble and ABB's affiliates are currently engaged in the telecommunications industry and have the requisite technical, managerial and financial capability to provide quality telecommunications service to the customers in the exchanges and Noble and ABB are fit and proper entities to acquire the controlling stock ownership interests in the certificated carriers. The Applicants further state these changes in controlling interests are in the best interest of the certificated carriers and their customers for the reason that the ownership of controlling interest by Noble and ABB will cause the customers to become affiliated with entities that are already providing local exchange service and other telecommunications services to rural areas of Georgia, Illinois, Kansas, Mississippi, Missouri, and Pennsylvania and will cause the provision of the same high quality service to the customers.

The Applicants have committed to provide information to the affected customers which will include a section of Frequently Asked Questions (FAQs) assuring customers that their telephone service will continue uninterrupted during the transition of control. Further, the telephone numbers for customer service and assistance will remain the same and be provided to all customers for inquiries and complaints. Finally, Noble and ABB have agreed to hold a public meeting in the Blair area to allow the public to meet the new owners, ask questions, and have their concerns heard.

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As the Applicants are likely aware, the Commission has opened an investigation to discern the status of broadband deployment in Nebraska in Docket C-2831/NUSF-51/PI-67. The Commission continues to work with carriers to encourage broadband deployment in Nebraska. Noble together with ABB should provide the Commission with information relative to its plans to deploy or further the deployment of advanced services in Nebraska.

Based on the application and commitments of the Applicants we find the application to be fair and reasonable and in the public interest. The application should be granted.

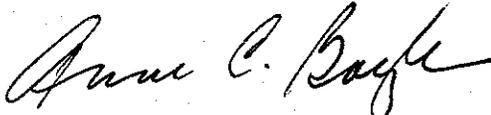
O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application C-3521 be and it is hereby granted.

MADE AND ENTERED at Lincoln, Nebraska this 14th day of March, 2006.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:


Chairman

//s// Lowell C. Johnson
//s// Frank E. Landis

ATTEST:

Executive Director