

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application ) Application No. C-4144  
of Charter Fiberlink-Nebraska, )  
LLC, St. Louis, Missouri, ) GRANTED  
seeking approval for financing )  
transactions related thereto. ) Entered: March 24, 2009

BY THE COMMISSION:

On February 12, 2009, an application was filed by Charter Fiberlink-Nebraska, LLC (Applicant) of St. Louis, Missouri, seeking approval for financing transactions related thereto. Notice of the application was published in The Daily Record, Omaha, Nebraska, on February 16, 2009. 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

Applicant is a Delaware limited liability company with its principal office in St. Louis, Missouri. Applicant has been certified by the Commission to operate in Nebraska as a facilities-based local exchange and interexchange carrier.

Applicant seeks approval and authority to participate in the Credit Facility, enabling Applicant to apply for term loans and lines of credit with various lenders. Almost all of Applicant's affiliates have entered into the Credit Facility, and upon entering the Credit Facility would become a guarantor and grant a security interest in all of its assets to the lenders as collateral. Monies from the Credit Facility would be used as general working capital for Applicant and its affiliates.

Applicant seeks approval and authority to execute and deliver the following documents:

- (a) The Certificate of Formation, as amended, of Applicant, a true and correct copy of which is attached to the application as Appendix A.
- (b) The Amended and Restated Limited Liability Company Agreement for Applicant, a true and correct copy of which is attached to the application as Appendix B.
- (c) Applicant's financial statements, including Applicant's most recent 10-K and 10-Q, a true and correct copy of which is attached to the application as Appendix C.

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

Application No. C-4144

Page 2

Applicant seeks approval from the Commission pursuant to Neb. Rev. Stat. § 75-148, which states in pertinent part,

A common carrier may issue stock, bonds, notes, or other evidence of indebtedness, payable at periods of more than twelve months after the date thereof, when necessary for the acquisition of property, the construction, completion, extension or improvement of facilities, the improvement or maintenance of its service, or the discharge or lawful refunding of its obligations if the common carrier first secures from the Commission an order authorizing such issue and the amount thereof and stating that in the opinion of the Commission the use of the capital to be secured by the issue of such stock, bonds, notes, or other evidence of indebtedness is reasonably required for the purposes of the carrier.

Upon review of the evidence, the Commission finds that the application filed herein is in compliance with the applicable Nebraska statutes and that the funds to be acquired through the Credit Facility are reasonably required for the aforementioned purpose. The application is fair, reasonable, and in the public interest and should be granted.

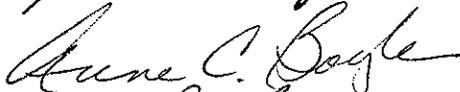
O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-4144 be, and is hereby granted.

MADE AND ENTERED at Lincoln, Nebraska, this 24<sup>th</sup> day of March, 2009.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:



//s// Frank E. Landis



Chairman

ATTEST:



Executive Director