

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Joint) Application No. C-4260
Application of American Fiber)
Network, Inc., Overland Park,)
Kansas, and MobilePro Corp.,)
Bethesda, Maryland, seeking)
approval of a transfer of) GRANTED
control of American Fiber)
Network, Inc., to New Earthshell)
Corporation, Jersey City, New)
Jersey.) Entered: May 4, 2010

BY THE COMMISSION:

On March 19, 2010, an application was jointly filed by American Fiber Network, Inc. ("AFN"), of Overland Park, Kansas, and MobilePro Corp. ("MobilePro"), of Bethesda, Maryland, (collectively "Applicants"), seeking approval of a transfer control of AFN to New Earthshell Corporation ("Earthshell") of Jersey City, New Jersey. Notice of the application was published in The Daily Record, Omaha, Nebraska, on March 29, 2010. 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

The Parties:

AFN is a Delaware corporation with principal offices located in Overland Park, Kansas. AFN is a wholly owned subsidiary of MobilePro, a Delaware corporation with principal offices located in Bethesda, Maryland. AFN is a reseller of local exchange and interexchange telecommunications services in Nebraska under and by virtue of authority heretofore granted by this Commission.¹

Earthshell is a corporation duly organized and existing under and by virtue of the laws of the state of Delaware, with its principal place of business located in Jersey City, New Jersey.

Description of the Transaction:

According to the application, MobilePro entered into certain financing arrangements evidenced by instruments and agreements, including a secured convertible debenture (collectively the "Financing Documents") with YA Global

¹ See Authority No. C-4013 (see also C-3726).

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

Application No. C-4260

Page 2

Investments, L.P. ("Secured Party"). The obligations of MobilePro to the Secured Party under the Financing Documents are secured by, among other things, the AFN Common Stock. Events of default occurred and the Secured Party has elected to conduct a secured party sale of the AFN Common Stock in accordance with Article 9 of the Uniform Commercial Code ("UCC"). The Secured Party held a public auction at which Earthshell made the highest and best bid. Earthshell and the Secured Party have entered into a Sale Agreement pursuant to which the Secured Party will, in accordance with Article 9 of the UCC, transfer to Earthshell all of MobilePro's right, title, and interest in and to the AFN Common Stock. As a result, upon the closing of the Sale Agreement, AFN will become a wholly owned subsidiary of Earthshell.

The Applicants state that AFN will not be changing its name and the management team of AFN will remain in place. The change in ownership of AFN will result in no changes affecting the services provided by AFN, nor will the change have any material affect on the general day-to-day operations of AFN.

The Applicants state that the transaction is in the public interest and will benefit the customers of AFN because it will provide additional capital resources to AFN.

Based on the evidence, we find the application to be fair and reasonable and in the public interest. The application should be granted.

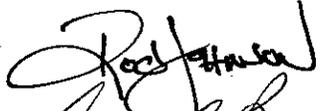
O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-4260 be, and it is hereby, granted.

MADE AND ENTERED at Lincoln, Nebraska, this 4th day of May, 2010.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:




//s// Frank E. Landis
//s// Gerald L. Vap

Chairman



ATTEST:

Executive Director

