

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application	)	Application No. C-4284
of Charter Fiberlink-Nebraska,	)	
LLC, Alpharetta, Georgia,	)	
seeking approval for financing	)	GRANTED
and for authority to do all	)	
things required in relation	)	
thereto.	)	Entered: August 10, 2010

BY THE COMMISSION:

On June 17, 2010, an application was filed by Charter Fiberlink-Nebraska, LLC (Applicant) of Alpharetta, Georgia, seeking approval for financing and authority to do all things required in relation thereto. Notice of the application was published in The Daily Record, Omaha, Nebraska, on July 5, 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

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. On March 10, 2009, Applicant was granted financing authority to participate in the Credit Facility under Docket C-4144.

Applicant now seeks approval and authority to participate in a financing transaction to amend the Credit Facility, create a new revolving credit facility, and extend the maturity dates of a portion of the term loans and loans under the existing revolving credit facility. Applicant would become a guarantor and grant a security interest in all of its assets to lenders as collateral. The transaction will result in an increase in the total loan amounts available to Applicant.

Applicant also seeks approval and authority to participate in two Senior Second Lien Notes transactions completed by Applicant's parent company, Charter, in 2004 and 2008. Upon approval of participation, Applicant will become a guarantor and grant a security interest in all of its assets as collateral for Charter's obligations under the Notes. In addition, Charter will pledge its equity interests in Applicant as collateral for Charter's obligations under the Notes.

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

- (a) The Amended and Restated Credit Agreement, a true and correct copy of which is attached to the application as Exhibit A.
- (b) The Indentures and Collateral Agreements of Applicant, a true and correct copy of which is attached to the application as Exhibit 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 Exhibit C.

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 amendment to the Credit Facility and participation in the Senior Second Lien Note transactions 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-4284 be, and is hereby granted.

MADE AND ENTERED at Lincoln, Nebraska, this 10<sup>th</sup> day of August, 2010.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

Chairman

ATTEST:

Executive Director

Application No. C-4284

Page 3

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-4284 be, and is hereby granted.

MADE AND ENTERED at Lincoln, Nebraska, this 10<sup>th</sup> day of August, 2010.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

*Frank E. Landis*

*Gerald L. Vap*

*Tim Schram*

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

Chairman

*Gerald L. Vap*

ATTEST:

*Michael J. Smith*

Executive Director