

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Joint	)	Application No. C-4629
Application of Arlington	)	
Telephone Company, The Blair	)	
Telephone Company, Eastern	)	
Nebraska Telephone Company, Rock	)	
County Telephone Company and	)	
Huntel CableVision Inc. d/b/a	)	GRANTED
American Broadband Nebraska	)	
Communications, Inc., Blair,	)	
seeking authority to issue	)	
collateralized guarantees of	)	
long-term indebtedness.	)	Entered: November 13, 2013

BY THE COMMISSION:

On September 26, 2013, a joint application was filed by Arlington Telephone Company, The Blair Telephone Company, Eastern Nebraska Telephone Company, Rock County Telephone Company and Huntel CableVision Inc. d/b/a American Broadband Nebraska Communications, Inc. ("CableVision"), (collectively, "Applicants"), seeking authority to issue collateralized guarantees of long-term indebtedness. Notice of the application was published in The Daily Record, Omaha, Nebraska, on October 1, 2013. 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

All the Applicants are Nebraska corporations with principal offices located in Nebraska. All of the Applicants are privately held, wholly-owned direct subsidiaries of HunTel, Inc., a North Carolina corporation ("HunTel") which in turn is a wholly-owned subsidiary of American Broadband Acquisition Corp II which is a wholly-owned subsidiary of American Broadband Holding Company ("ABHC"). All the Applicants, except CableVision, are engaged in the provision of general telecommunications services in the State of Nebraska as incumbent local exchange carriers and provide basic local exchange service.

ABHC and Cameron Holdings of NC, Inc., ("Cameron"), an affiliated company, have completed a financing transaction comprised of a Senior Secured Credit Facility consisting of a Seventy-Five Million Dollar (\$75,000,000) amortizing term loan and a Seventy-Five Million Dollar (\$75,000,000) non-amortized term loan with an incremental facility pursuant to which further term loans may be requested up to Seventy-Five Million Dollars (\$75,000,000)(such loans collectively "First Lien Loan").

The financing transaction also includes a Senior Second Lien Secured Term Loan consisting of a Seventy-Five Million Dollar (\$75,000,000) non-amortizing term loan and an incremental facility pursuant to which further term loans may be requested up to Thirty-Five Million Dollars (\$35,000,000)(such loans collectively "Second Lien Loan").

The Applicants state the incurrence of the incremental facilities is subject in both cases to ABHC and Cameron and their respective subsidiaries meeting certain financial criteria and other customary conditions.

Both the First Lien Loan and the Second Lien Loan are secured by an equity pledge of each ABHC and Cameron of substantially all of the assets of ABHC and Cameron, subject to requisite regulatory approvals and requirements.

Applicants state that the proposed indebtedness is in the public interest as it will allow the refinancing of existing debt of the Applicants and other affiliates of the Applicants and allow for further acquisitions and other general corporate purposes. The refinancing will also facilitate financial and operating synergies among the Applicants and their affiliates, and enhance the Applicants ability to provide high-quality products and customer service while balancing financial and business risk.

The refinancing for which approval is sought in the above-captioned docket will replace previously existing long-term indebtedness for which the Applicants received approval from the Commission in Docket C-3544 on March 29, 2006. As a result of the refinancing under the First Lien Loan and Second Lien Loan, the previously approved long-term indebtedness were paid in full and the guarantees released.

Applicants seek 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 debt financing agreement is 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-4629 be, and is hereby granted.

MADE AND ENTERED at Lincoln, Nebraska, this 13<sup>th</sup> day of November 2013.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

Chair

ATTEST:

Executive Director

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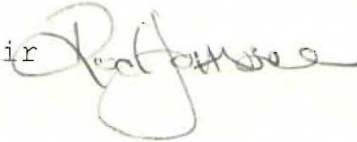
NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

//s//Rod Johnson

Acting Chair



ATTEST:



Executive Director