

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the ) Application No. C-4799  
Application of Alliance )  
Connect, LLC, West Des Moines, )  
Iowa, LightEdge Solutions, ) GRANTED  
LLC, and LH Telecom, Inc., Des )  
Moines, Iowa, seeking approval )  
to transfer certain customers )  
and assets. ) Entered: November 17, 2015

BY THE COMMISSION:

On October 1, 2015, an application was filed by Alliance Connect, LLC ("Alliance"), of West Des Moines, Iowa, LightEdge Solutions, LLC ("LightEdge") and LH Telecom, Inc. ("LH"), of Des Moines, Iowa, seeking approval to transfer certain customers and assets. Notice of the application was published in The Daily Record, Omaha, Nebraska, on November 4, 2015. 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

I.    The Parties:

Alliance is an Iowa limited liability company with headquarters located in West Des Moines, Iowa. Alliance was authorized by the Commission to provide competitive local exchange services in the State of Nebraska in Docket C-4689. Alliance provides telecommunications services to both business and residential customers in Iowa and Nebraska.

LightEdge is an Iowa corporation with headquarters in Des Moines, Iowa.

LH is an Iowa corporation with headquarters in Des Moines, Iowa. LH was authorized by the Commission to provide competitive local exchange services in the State of Nebraska in Docket C-2423. LH is a wholly owned subsidiary of LightEdge. LightEdge and LH are collectively referred to as the "Seller".

## II. The Transaction:

On September 15, 2015, Alliance, LightEdge and LH entered into an Asset Purchase Agreement (the "Agreement") pursuant to which Alliance will purchase certain assets and customers of Seller. Pursuant to the Agreement, Alliance will purchase the following from Seller: certain customer accounts, certain customer agreements and contracts, certain vendor agreements and contracts, certain equipment, and certain intellectual property. Alliance, however will not assume any of Seller's pre-closing liabilities or obligations nor will Alliance acquire Seller's Nebraska telecommunications authorizations or certifications. For those customers of Seller whose contracts will not be assigned to Alliance as part of the Transaction ("Non-Assigned Contracts"), Seller will continue to provide services under a Wholesale Services Agreement between Alliance and Seller until the Non-Assigned Contracts expire pursuant to their terms or until the customer enters into a new agreement with Alliance.

The ownership structure of Alliance will not be affected by the Transaction. Upon consummation of the Transaction and after completion of the customer transfer, Alliance will provide Seller's customers with the same service quality they have come to expect and all billing will be handled by Alliance. Consummation of the Transaction is contingent on, among other things, receipt of all necessary regulatory approvals.

Following approval of the Transaction and the transfer of Seller's customers to Alliance, Alliance will seamlessly continue Seller's current services and rates without any immediate changes with respect to their service offerings, rates, or terms and conditions of service. Alliance will provide services to Seller's customers utilizing existing interconnection agreements, 911 arrangements, and numbering arrangements. Alliance will provide a notice of the transfer to affected customers at least thirty days prior to the transfer in accordance with applicable federal and state regulations. Except with respect to the Non-Assigned Contracts, the customer transfer will occur no later than 190 days after the closing date provided for in the Agreement, but could occur earlier, assuming receipt of all necessary regulatory approvals.

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III. Public Interest:

The Applicants stated the proposed transaction is consistent with the public interest and will not impair the ability of the Applicants to perform services to the public. Following consummation of the transaction, Alliance will continue to offer services to Nebraska consistent with its industry knowledge, technical expertise and financial strength. The transaction will be transparent to customers and will not have a negative impact on the public interest.

Based on the evidence, we find the application to be fair, 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-4799 be, and it is hereby, approved.

ENTERED AND MADE EFFECTIVE at Lincoln, Nebraska, this 17th day of November, 2015.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

*Tim Schram*  
*Crystal Knadler*  
*Red Jensen*

Chairman

*Gerald L. Vap*

ATTEST:

*Shirley K. R.*

Deputy Director

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