

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Joint)	Application No. C-4996
Application of Great Plains)	
Communications, Inc., Great)	
Plains Broadband, Inc., and)	
Great Plains Communications Long)	GRANTED
Distance, Inc., Blair, Nebraska)	
seeking approval to issue)	
collateralized guarantees of)	
long-term indebtedness.)	Entered: August 21, 2018

BY THE COMMISSION:

On July 2, 2018, a joint application ("Application") was filed by Great Plains Communications, Inc. ("GP Communications"), Great Plains Broadband, Inc. ("GPBI"), and Great Plains Communications Long Distance, Inc. ("GPCLDI") (collectively referred to as the "Regulated Entities"), of Blair, Nebraska seeking approval to issue collateralized guarantees of long-term indebtedness. Notice of the application was published in The Daily Record, Omaha, Nebraska, on July 5, 2018. No protests were filed; therefore, this application is processed pursuant to the Commission's rule of modified procedure.

The Applicants

Each of the Regulated Entities is a Nebraska corporation with its principal office located in Nebraska. Each of the Regulated Entities is engaged in the provision of general telecommunications services in the State of Nebraska. GP Communications operates as an incumbent local exchange carrier and provides basic local exchange service in the areas set forth on service area maps on file with the Commission. GPBI operates as a competitive local exchange carrier in the State of Nebraska. GPCLDI operates as an interexchange carrier in the State of Nebraska.

The Regulated Entities are privately held. GP Communications is a wholly-owned subsidiary of GPC, Inc. ("GPC"), a Nebraska corporation. GPBI and GPCLDI are wholly-owned subsidiaries of GP Communications. As described in a concurrently-filed application GPC and Great Plains Holdings LLC ("GPC Holdings") have entered into a Purchase Agreement pursuant to which GPC agreed to sell GPC Holdings, and GPC Holdings agreed to purchase from GPC all of the issued and outstanding shares of capital stock of GP Communications (the "Transaction"). The current and post-transaction corporate structures were set forth in Attachments A-1 and A-2 of the Application.

GPC Holdings has received and accepted a Commitment Letter issued by Fifth Third Bank ("Lender") to provide GP Communication with a Senior Secured Credit Facility (the "Facility") in order to finance a portion of the cash purchase price of the Transaction, to refinance existing indebtedness, to finance working capital, for general corporate purposes and to fund certain fees and expenses associated with the Facility and the Transaction. A summary of the anticipated terms and conditions of the Facility was attached to the Application as Confidential Attachment B.

Under the Facility, GP Communications, GPC Holdings, and all of GP Communications' wholly-owned subsidiaries (including the other Regulated Entities) shall provide Guarantees and Security Interests for the Facility and shall pledge their assets to secure performance of the Guarantees. Following the consummation of the Transaction, each of the Regulated Entities will be a lower tier subsidiary of GPC Holdings as described in the Application.

Financing Arrangements

Applicants state the financing transaction will not affect the technical or managerial qualifications of the Regulated Entities or affect or interrupt the Regulated Entities' services to the end user customers. In addition, according to the applicants, the financing will not affect the day-to-day operations of the Regulated Entities or change any of the rates, terms or conditions under which the Regulated Entities provide services to their end user customers in Nebraska. Proceeds of the Facility will be used, among other purposes, to finance a portion of the cash purchase price of the Transaction, to refinance existing indebtedness, to finance working capital, for general corporate purposes and to fund certain expenses associated with the Facility and the Transaction. The Regulated Entities submit the issuance of the Guarantees and Security Interests is reasonably required for the business purposes of the Regulated Entities and is in the public interest.

O P I N I O N A N D F I N D I N G S

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

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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-4996 be, and is hereby granted.

ENTERED AND MADE EFFECTIVE at Lincoln, Nebraska, this 21st day of August, 2018.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

Crystal Broadus

Red Johnson

Tim Schron

Mary Ridder
Chair

ATTEST:

Michael H. ...
Executive Director

//s//Frank E. Landis

//s//Mary Ridder