

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

Approved by OMB
3060-0589
Page No. 1 of 1

(1) LOCKBOX # 979091		[REDACTED]	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Lukas. Nace. Gutierrez & Sachs, LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,050.00	
(4) STREET ADDRESS LINE NO. 1 8300 Greensboro Drive			
(5) STREET ADDRESS LINE NO. 2 Suite 1200			
(6) CITY McLean		(7) STATE VA	(8) ZIP CODE 22102
(9) DAYTIME TELEPHONE NUMBER (include area code) 703-584-8678		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0003746385		[REDACTED]	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME American Broadband Acquisition Corp., et al.			
(14) STREET ADDRESS LINE NO. 1 P.O. Box 19787			
(15) STREET ADDRESS LINE NO. 2 60 Beckwith Drive			
(16) CITY Colorado City		(17) STATE CO	(18) ZIP CODE 81019
(19) DAYTIME TELEPHONE NUMBER (include area code) 646-580-3195		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0014483325		[REDACTED]	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID Section 214 Authorization	(24A) PAYMENT TYPE CODE CDT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$1,050.00	(27A) TOTAL FEE \$1,050.00	[REDACTED]	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	[REDACTED]	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT			
I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE _____		DATE _____	
PAID BY CREDIT CARD			
ACCC			
I he			
SIG			

8300 Greensboro Dr.
Suite 1200
McLean, VA 22102
WWW.FCCLAW.COM

David L. Nace
(703) 584-8661
dnace@fcclaw.com

LNGS | LUKAS,
NACE,
GUTIERREZ
& SACHS, LLP

September 26, 2013

ORIGINAL

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

Attn: Jodie May, Competition Policy Division
Wireline Competition Bureau

Re: Joint Application for Transfer of Control and Assignment of Domestic and International Section 214 Authorizations from American Broadband Acquisition Corp., S&A Telephone Company, Inc., S&A Communications, Inc. d/b/a S&A Long Distance, Waverly Hall Telephone, L.L.C. and Waverly Hall Communications, Inc. to USConnect Acquisitions II, Inc., and ultimately USConnect Holdings, Inc.

Dear Ms. Dortch:

Transmitted herewith is a Joint Application for the transfer of control of and Assignment of Domestic and International Section 214 Authorizations from American Broadband Acquisition Corp., S&A Telephone Company, Inc., S&A Communications, Inc. d/b/a S&A Long Distance, Waverly Hall Telephone, L.L.C. and Waverly Hall Communications, Inc. ("214 Holders" and "Transferors") to USConnect Acquisitions II, Inc., and ultimately USConnect Holdings, Inc. ("Transferees").

The applicants request streamlined processing of this application. A fee transmittal form, FCC Form 159, is submitted with the application showing payment of a filing fee of \$1,050.00.

This application is also being filed electronically in the IBFS filing system for processing by the International Bureau. A separate filing fee will be paid with that submission.

Should any questions arise with regard to this matter, please communicate directly with

September 26, 2013

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this office which represents the Transferees, and with Thomas J. Moorman, Esq. (tmorman@woodsaitken.com) who represents the 214 Holders and Transferors.

Very truly yours,

A handwritten signature in black ink, appearing to read "David L. Nace". The signature is fluid and cursive, with a prominent initial "D" and a long, sweeping underline.

David L. Nace

Cc: Jodie May (FCC, by email)
Tracey Wilson (FCC, by email)
Thomas J. Moorman (by email)

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)
)
AMERICAN BROADBAND ACQUISITION CORP.)
(FRN 0014483325))
)
S&A TELEPHONE COMPANY, INC.)
(FRN 0002329662))
)
S&A COMMUNICATIONS, INC. d/b/a S&A LONG)
DISTANCE (FRN 0015987969))
)
WAVERLY HALL TELEPHONE, L.L.C.)
(FRN 0004333043))
)
WAVERLY HALL COMMUNICATIONS, INC.)
(FRN 0015987985))
)
Section 214 Authorization Holders and Transferors)
)
And)
)
USCONNECT HOLDINGS INC.)
(FRN 0022834212))
)
And its subsidiary:)
)
USCONNECT ACQUISITIONS II, INC.)
(FRN 0022931307))
)
Transferees)
)
Joint Application for Transfer of Control and)
Assignment of Section 214 Authorizations for)
Domestic and International Telecommunications)

WC Docket No. _____

File No. ITC-_____

JOINT APPLICATION

American Broadband Acquisition Corp. (“ABAC”),¹ S&A Telephone Company, Inc. (“S&A Telephone”), S&A Communications, Inc. d/b/a S&A Long Distance (“S&A Communications”), Waverly Hall Telephone, L.L.C. (“WHT”) and Waverly Hall Communications, Inc. (“WHC”), on their own behalf and behalf of their respective shareholders or members, (jointly, the “214 Holders” or “Transferors”), and USConnect Holdings Inc. (“USConnect”) and its subsidiary USConnect Acquisitions II, Inc. (“USConnect Acquisitions”) (jointly, the “Transferees”), hereby request approval of the Federal Communications Commission (“Commission”) pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. §214, and Sections 1.763, 63.03, 63.04, 63.18, and 63.24(e) of the Commission’s rules, 47 C.F.R. §§1.763, 63.03, 63.04, 63.18, and 63.24(e), to transfer control of Section 214 authorizations from the Transferors to the Transferees and to assign international Section 214 authorization held by ABAC to USConnect. All parties are collectively referred to herein as the “Applicants.”

I. Combined Application to Transfer Control of Domestic and International Section 214 Authorizations

Under Section 63.04(b) of the Commission’s rules, the Applicants are filing a combined domestic and international application for the transfer of control of the Section 214 authorizations of the Transferors to the Transferees.

This application qualifies for streamlined processing under applicable rules.

¹ As explained further herein, ABAC is the holder of the international Section 214 global resale authorization under which S&A Communications, Inc. provides international service, and, therefore, ABAC will be the assignor of such authorization under the transaction described herein.

II. Applicants

A. S&A Telephone Company, Inc.

S&A Telephone is a Kansas corporation whose address is 413 Main Street, PO Box 68, Allen, KS 66833-0068. S&A Telephone is authorized by the Kansas Corporation Commission to provide local telephone service as the incumbent local exchange carrier ("ILEC") in certain exchanges in Lyon and Osage Counties in Kansas and serves approximately 611 access lines.

S&A Telephone is a wholly owned subsidiary of ABAC whose address is 60 Beckwith Drive, PO Box 19787, Colorado City, CO 81019. The ownership and control of ABAC is provided in Section III, below

B. S&A Communications, Inc. d/b/a S&A Long Distance

S&A Communications is a corporation organized under the laws of North Carolina. Its address is 413 Main Street, PO Box 68, Allen, KS 66833-0068. S&A Communications is operating under authority from the Commission to provide interstate interexchange and international telecommunications services. S&A Communications currently provides interstate interexchange and international telecommunications services in and around the area served by its affiliate, S&A Telephone. S&A Communications is a wholly owned subsidiary of ABAC.

C. Waverly Hall Telephone, L.L.C.

WHT is a Georgia limited liability company whose address is 7457 Highway 208, PO Box 100, Waverly Hall, GA 31831. WHT is authorized by the Georgia Public Service Commission to provide local telephone service as the ILEC in certain exchanges in Harris and Talbot Counties in Georgia and serves approximately 1,193 access lines. WHT is wholly owned by ABAC.

D. Waverly Hall Communications, Inc.

WHC is a corporation organized under the laws of North Carolina. Its address is 7457 Highway 208, PO Box 100, Waverly Hall, GA 31831. WHC has authority from the Commission to provide interstate interexchange and international telecommunications services. WHC currently provides interstate interexchange and international telecommunications services in and around the area served by its affiliate, WHT. WHC is a wholly owned subsidiary of ABAC.

E. USConnect Holdings Inc.

USConnect is a Delaware corporation formed on March 4, 2013. Its address is 1000 Elm Street, Suite 1901, Manchester, NH 03101. USConnect was created to purchase and operate rural local exchange carriers. The operations and management of the USConnect will be led by experienced telecommunications executives. In addition, each of USConnect's major equity shareholders is a company, or an affiliate of a company, which has extensive experience in the telecommunications industry.

F. USConnect Acquisitions II, Inc.

USConnect Acquisitions is a corporation recently formed under Delaware law for the purpose of acquiring the shares or membership interests of S&A Telephone, S&A Communications, WHT and WHC in the transaction described in Section III of this application. Its address is 1000 Elm Street, Suite 1901, Manchester, NH 03101. USConnect Acquisitions is a wholly-owned subsidiary of USConnect.

III. Description of the Transaction

ABAC, USConnect and USConnect Acquisitions have entered into a Master Equity and Asset Purchase Agreement ("Agreement") whereby USConnect Acquisitions will acquire from ABAC all of the outstanding capital stock of S&A Telephone, all of the outstanding capital stock

of S&A Communications, the entire membership interest in WHT, and all of the outstanding capital stock of WHC (the "Transaction"). Consummation of the Transaction is contingent upon receipt of Commission approval and all other necessary regulatory approvals.

As indicated above, ABAC is the 100% owner of S&A Telephone, S&A Communications, WHT and WHC.² ABAC is 100% owned by ABB Holdco, Inc. ("Holdco"), a U.S. corporation organized under the laws of the State of Delaware. The 10% or greater shareholders of Holdco will be American Broadband Communications, LLC ("American Broadband") (20%) (a U.S. limited liability company organized under the laws of the State of Delaware) and Signal Equity Partners II, L.P. ("Signal") (41.50%) (a U.S. limited partnership organized under the laws of the State of Delaware) and SM Investors II, L.P. ("SMI-II") (a U.S. Limited Partnership organized under the laws of the State of Delaware engaged in investments) (12%).

Signal controls Holdco as Signal is able to designate and has designated the majority of the Board of Directors of Holdco. This control, in turn, has allowed Signal to designate those individuals that oversee the day-to-day operations of S&A Telephone, S&A Communications, WHT and WHC.³

² ABAC is also the 100% owner of Gridley Telephone Company ("Gridley") (a small rural ILEC operating in the State of Illinois) and Gridley Communications, Inc. (a resale interexchange carrier offering interstate interexchange and international resold long distance services in and around the service area of Gridley).

³ To facilitate closing, American Broadband's current non-controlling interest in Holdco will be reduced from 49% to the referenced 20% above and distributed among the remaining shareholders of Holdco. The control of Holdco remains in SEP-II with its ownership interest increasing from its current 26.4% to the referenced 41.5%. The discussion of ownership that follows reflects this re-allocation of these otherwise non-controlling common stock interests within Holdco.

American Broadband's only 10% or greater shareholder is the Estate of Patrick L. Eudy (the "Estate").⁴ Signal understands that Ms. Jane R. Eudy is the Personal Representative of the Estate and a U.S. citizen.

⁴The Estate is also the indirect 10% or greater owner of the following telecommunications carriers operating in discrete areas of the United States that are outside of the State of Kansas and Georgia: (a) Arlington Telephone Company, a Nebraska corporation and ILEC, that provides local exchange and exchange access services in and around Arlington, Nebraska; (b) The Blair Telephone Company, a Nebraska corporation and ILEC, that provides local exchange and exchange access services in and around Blair, Kennard and Fort Calhoun, Nebraska; (c) Eastern Nebraska Telephone Company, a Nebraska corporation and ILEC, that provides local exchange and exchange access services in and around Walthill, Macy, Winnebago, Rosalie, Osmond, Meadow Grove, Carroll and Belden, Nebraska; (d) Rock County Telephone Company, a Nebraska corporation and ILEC, that provides local exchange and exchange access services in and around Bassett and Newport, Nebraska; (e) HunTel Cablevision d/b/a HunTel Communications, a Nebraska corporation and CLEC, that provides local exchange and exchange access services in and around Lyons, Oakland and Tekamah, Nebraska, and is also an interexchange carrier ("IXC") that resells interstate interexchange and international long distance services throughout the Nebraska areas served by the above-listed affiliated Nebraska ILECs; (f) Holway Telephone Company, a Missouri corporation and ILEC, that provides local exchange and exchange access services in and around Maitland, Missouri; (g) K.L.M. Telephone Company, a Missouri corporation and ILEC, that provides local exchange and exchange access services in and around Rich Hill, Missouri; (g) Holway Long Distance Company, a Missouri corporation and IXC that resells interstate interexchange and international long distance services in and around Maitland, Missouri; (h) KLM Long Distance Company, a Missouri corporation and IXC that resells interstate interexchange and international long distance services in and around Rich Hill, Missouri; (i) Interior Telephone Company, an Alaska corporation and ILEC, that provides local exchange and exchange access services in Alaska; (j) Mukluk Telephone Company, Inc., an Alaska corporation and ILEC, that provides local exchange and exchange access services in Alaska; (k) TelAlaska Long Distance, Inc., an Alaska corporation that resells interstate interexchange and international long distance services; (l) TelAlaska Cellular, Inc., an Alaska corporation that provides mobile voice and data services in Alaska, and is the licensee of Cellular Radio Service Stations WQIQ306, Alaska Rural Service Area 2 – Bethel (Cellular Market Area 316) and WQIQ308, Alaska Rural Service Area 1 – Wade (Cellular Market Area 315); (m) Cameron Communications, LLC ("Cameron Communications"), a Louisiana limited liability company that resells interstate interexchange and international long distance services under the trade name of Cameron Long Distance in the ILEC and CLEC exchanges served by Cameron Telephone Company, LLC ("Cameron Telephone"), Elizabeth Telephone Company, L.L.C. ("Elizabeth") and LBH, L.L.C ("LBH") in Cameron, Allen, Vernon, Rapides and Beauregard Parishes in southwestern Louisiana, and in Jefferson, Chambers, Liberty and Galveston Counties in southeastern Texas; (n) Cameron Telephone, a Louisiana limited liability company and ILEC that provides local exchange telephone and exchange access services in the Cameron, Carlyss, Creole, Grand Chenier, Hackberry, Holly Beach and Johnson Bayou

(continued on next page)

The only entity in Signal with successive multiplied interests of 10% or greater in S&A Telephone, S&A Communications, WHT, and WHCI is Garden House, LLC (a U.S. limited liability company organized under the laws of the State of Delaware and whose principal business is investment), which owns a 58.9% limited partnership in Signal. Garden House, LLC, in turn, is owned 95% by Eliot Nolen, a U.S. citizen and investor. At the same time, however, Signal's operations are controlled by its General Partner, Signal Equity Advisors, II, LLC ("SEA II"). SEA-II owns a 2.94 percent interest in Signal. SEA-II owners of 10% or greater are each citizens of the United States and are Timothy P. Bradley (22.3%); Alfred J. Puchala, Jr. (22.3%); Christopher Nolen (19.6%); Malcom C. Nolen (19.6%) and Charles T. Lake II (11.2%).⁵ There

exchanges in Cameron and Calcasieu Parishes in southwestern Louisiana and also provides local exchange telephone and exchange access services in the Nome and High Island exchanges in Jefferson, Chambers, Liberty and Galveston counties in southeastern Texas; (o) Elizabeth, a Louisiana limited liability company and ILEC that provides local exchange telephone and exchange access services in the Elizabeth, Pitkin and Sugartown exchanges in Allen, Vernon, Rapides and Beauregard Parishes in southwestern Louisiana; (p) LBH, a Louisiana limited liability company that provides broadband voice, video and data services as a CLEC in Grand Lake and Sweetlake in Cameron Parish, and in Moss Bluff in Calcasieu Parish, in southwestern Louisiana. In addition, the Estate indirectly has a greater than 10% ownership interest in the following telecommunications carriers: (a) Dialog Telecommunications, Inc., which provides voice and data services as a CLEC in Kentucky, Mississippi and North Carolina; (b) Acorn Telephone LLC, which provides voice and data services as a CLEC in Kentucky; and (c) AMA Communications LLC, which provides voice and data services, resold interstate interexchange and international long distance services, as a CLEC in Texas.

⁵ Affiliates of American Broadband and SEA-II also are affiliated with other entities with ownership in other telecommunications carriers operating in discrete areas of the United States including: The Rye Telephone Company ("Rye") (a small rural ILEC operating in the State of Colorado); South Park L.L.C. d/b/a South Park Telephone Company ("South Park") (a small rural ILEC operating in a distinct other area in the State of Colorado from Rye); CableCo, LLC d/b/a ghValley Long Distance (a resale interexchange carrier offering interstate interexchange and international resold long distance services in and around the service areas of both Rye and South Park); Georgetown Telephone Company, Inc. ("Georgetown"), a rural ILEC in the State of Mississippi that also through a separate operating division provides resold interstate interexchange and, operating under authority of its parent company, American Georgetown, Inc., international long distance services in and around the areas served by Georgetown); Oregon Farmers Mutual Telephone Company, a rural ILEC in the State of Missouri; and Oregon Farmers
(continued on next page)

are no owners of SMI –II with successive multiplied interests of 10% or greater in S&A Telephone, S&A Communications, WHT, and WHCI. SMI-II is controlled by S. Muoio & Co. LLC (“SMC”), a U.S. limited liability company, organized under the laws of the State of Delaware. SMC is controlled and operated by Salvatore Muoio, who is a U. S. citizen.⁶

Following closing (1) S&A Telephone and WHT will continue to operate as ILECs serving their same respective exchanges, and using in their respective operations the same assets, as each of the companies did prior to the closing and (2) S&A Communications and WHC will continue to operate as providers of resold interstate interexchange and international services in and around the areas served by S&A Telephone and WHT, respectively.

IV. Public Interest Statement

The Transaction furthers the public interest, convenience and necessity. S&A Telephone has served residential and commercial customers in certain areas of Lyon and Osage Counties in Kansas since 1939. WHC has served residential and commercial customers in the Waverly Hall area of Georgia since 1944. S&A Communications and WHC have provided resold interstate and resold international services in recent years to customers of their respective affiliates. USConnect

Mutual Long Distance, Inc. (a reseller of interstate interexchange and international long distance services in and around the area served by Oregon Farmers; Zenda Telephone Company, Inc. (“Zenda”) (a rural ILEC operating in the State of Kansas); West Side Telecommunications (“West Side”) (a rural ILEC operating in the State of West Virginia); Miller Telephone Co. (Miller”) (a rural ILEC operating in the State of Missouri); Tel-Atlantic Communications, Inc. (which, through various dba’s provides resold interstate interexchange and international long distance services in and around the service areas of Zenda, West Side, and Miller); Dalton Telephone Company, Inc. (a small rural ILEC operating in the State of Nebraska (“DTC”), Elsie Communications, Inc. (“ECI”) (a small rural ILEC operating in the State of Nebraska), and Dalton Telecommunications, Inc. (a reseller of interstate interexchange and, operating under the authority of its parent company, Newcastle Holdings, Inc., international long distance services in and around the service areas of DTC and ECI.

possesses the requisite financial and managerial resources to maintain, and improve, the services provided by all of the 214 Holders.

A. Continued Provision of High-Quality Service is Ensured

Following the Transaction, S&A Telephone and WHT will continue to provide local exchange service to their respective customers, and S&A Communications and WHC will continue to provide interexchange service to their customers. Further, USConnect will bring greater financial resources to all of the 214 Holders.

Customers will be notified of the transaction as required by the applicable state and federal laws and regulations.

B. No Anti-Competitive Issues are Present

The Transaction does not present any anti-competitive issues. S&A Communications' and WHC's total market share, combined with that of equity owners of USConnect, is less than ten percent (10%) of the interstate interexchange and international telecommunications markets. There remain numerous other interexchange carriers operating in the Kansas and Georgia areas where S&A Communications and WHC, respectively, will continue to market their services.

In summary, the Transaction has no potential to harm the public interest and is expected to preserve and increase competition in the domestic and international telecommunications markets.

⁶ SMC also controls SM Investors, L.P., a U.S. limited partnership organized under the laws of the State of Delaware ("SMI"), and Mr. Muoio. SMI is also controlled by its general partner SMC. SMI has a non-controlling 4% ownership interest in Holdco.

V. Information Required by Section 63.24(e) of the Commission's Rules for a Transfer of Control Section 214 Authorizations

In furtherance of this application the Applicants submit the specific information pursuant to Section 63.24(e) of the Commission's rules. The following paragraphs refer to Sections (a) through (d), and (h) through (p), of Section 63.18.

- (a) Name, address and telephone number of Applicants:

214 Holders:

American Broadband Acquisition Corp.⁷
PO Box 19787
60 Beckwith
Colorado City CO 81019
Attention: Charles T. Lake, II
Tel: 646-580-3195

S & A Telephone Company, Inc.
413 Main Street, PO Box 68
Allen, KS 66833-0068
Attn: Janet Bathurst, General Manager
Tel: 620-528-3223

S&A Communications, Inc. d/b/a S&A Long Distance
413 Main Street, PO Box 68
Allen, KS 66833-0068
Attn: Janet Bathurst, General Manager
Tel: 620-528-3223

Waverly Hall Telephone, L.L.C.
7457 Highway 208, PO Box 100
Waverly Hall, GA 31831
Attention: Robert Jones, General Manager
Tel: 706-582-3333

Waverly Hall Communications, Inc.
7457 Highway 208, PO Box 100
Waverly Hall, GA 31831
Attention: Robert Jones, General Manager
Tel: 706-582-3333

⁷ Please see n.1, *supra*.

Transferees:

USConnect Holdings Inc.
US Connect Acquisitions II, Inc.

1000 Elm Street, Suite 1901
Manchester, NH 03101
Attn: William E. King
Tel: (603) 622-0379

(b) S&A Telephone is a corporation organized under the laws of Kansas. S&A Communications is a corporation organized under the laws of North Carolina. WHT is a limited liability company organized under the laws of Georgia. WHC is a corporation organized under the laws of North Carolina. USConnect Holdings Inc. is a corporation organized under the laws of Delaware. USConnect Acquisitions II, Inc. is a corporation organized under the laws of Delaware.

(c) Correspondence concerning this application should be sent to:

For the 214 Holders and Transferors:

American Broadband Acquisition Corp.
S & A Telephone Company, Inc.
S&A Communications, Inc. d/b/a S&A Long Distance
413 Main Street, PO Box 68
Allen, KS 66833-0068
Attn: Janet Bathurst, General Manager

Waverly Hall Telephone, L.L.C.
Waverly Hall Communications, Inc.
7457 Highway 208, PO Box 100
Waverly Hall, GA 31831
Attention: Robert Jones, General Manager

With copies to:

Charles T. Lake, II
c/o Signal Equity Partners, II, L.P.
805 Third Avenue, Suite 1202
New York, NY 10022
Tel: 646-580-3195

E-mail: CLake@signal-equity.com

Thomas J. Moorman, Esq.
Woods & Aitken, LLP
2154 Wisconsin Avenue, NW, Suite 200
Washington, DC 20007
Tel: 202-944-9502
E-mail: tmoorman@woodsaitken.com

For the Transferees:

USConnect Holdings Inc.
1000 Elm Street, Suite 1901
Manchester, NH 03101
Attn: William E. King
Tel: (603) 622-0379
E-mail: bking@jsicapital.com

With copies to:

Sheehan Phinney Bass + Green PA
1000 Elm Street
Manchester, NH 03101
Attn: Michael J. Drooff, Esq.
Tel: (603) 627-8167
E-mail: mdroff@sheehan.com

David L. Nace, Esq.
Lukas, Nace, Gutierrez & Sachs, LLP
8300 Greensboro Drive, Suite 1200
McLean, VA 22102
Tel: 703-584-8661
Email: dnace@fcclaw.com

(d) (i) S&A Communications provides international telecommunications under Section 214 authorization for global resale, File No. ITC-214-20000310-00140 (see also File No. ITC-ASG-20090717-00335 and File No. ITC-ASG-20050405-00140) held by ABAC, originally granted April 12, 2000 to Mid-South Telecommunications, Inc. S&A Telephone and S&A Communications hold blanket domestic Section 214 authority to provide interstate interexchange telecommunications services.

(ii) WHC holds an international Section 214 authorization for global resale, File No. ITC-214-20070328-00125 (see also ITC-T/C-20090717-00334), granted April 24, 2007. WHT and WHC hold blanket domestic Section 214 authority to provide interstate interexchange telecommunications services.

(iii) Neither of the Transferees currently provides telecommunications services and neither holds any Section 214 authorization. USConnect is the authorized transferee of control of Livingston Telephone Company and Telcom Supply, Inc. in WC Docket 13-186 and File No. ITC-T/C-20130719-00191. USConnect is also the proposed transferee of control of The Rye Telephone Company, South Park L.L.C. d/b/a South Park Telephone Company and CableCo, LLC d/b/a ghValley Long Distance in WC Docket No. 13-237 and in applications pending before the International Bureau⁸ and the Wireless Telecommunications Bureau.⁹

(h) As described above, USConnect owns 100% of USConnect Acquisitions. The following entities and individuals will hold a ten percent (10%) or greater attributable interest in USConnect when the Transaction closes. The preferred stock shareholders of USConnect, as a group, will hold 90% of the voting power. All five preferred stockholders of USConnect are local exchange carriers or affiliated with a local exchange carrier. None of the service territories of those five stockholders (or affiliates) adjoins or overlaps the local exchange service territories of S&A Telephone or WHT. Attached as Exhibit B is a list of county areas served in full or in part by the five preferred stockholders as well as their service area maps. Likewise, no other ILEC that USConnect proposes to acquire, pursuant to separate Commission authorizations, have a local exchange service territory that adjoins or overlaps the local exchange service territories of S&A Telephone or WHT.

⁸ See Submission ID IB2013002061.

(i) Brazoria Telephone Company (“Brazoria”) will own 19.2857% of the preferred stock of USConnect and have a 17.357% voting interest in USConnect. Brazoria is a corporation organized in the state of Texas, and its address is PO Box 2008, Brazoria, TX 77422-2008, Attention John H. Greenberg, President and Manager (Telephone: 979-798-2121). Brazoria’s principal business is telecommunications. There are no ownership interests in Brazoria of a level that require disclosure in order to comply with Section 63.04(a)(4) or Section 63.18(h) of the Commission’s rules.

(ii) Dickey Rural Telephone Cooperative, Inc. (“Dickey”) will own 19.2857% of the preferred stock of USConnect and have a 17.357% voting interest in USConnect. Dickey is a corporation organized in the state of North Dakota, and its address is Box 69, Ellendale, ND 58436-0069, Attention Robert Johnson, General Manager (Telephone: 701-344-5000). Dickey’s principal business is telecommunications. Dickey is a cooperative in which no stockholder owns or votes as much as a one percent interest.

(iii) FTC Management Group, Inc. (“FTC”) will own 19.2857% of the preferred stock of USConnect and have a 17.357% voting interest in USConnect. FTC is a corporation organized in the state of South Carolina, and its address is PO Box 588, Kingstree, SC 29556-0588, Attention Brad Erwin, CEO (Telephone: 843-382-2333). FTC’s principal business is communications. FTC is a wholly owned subsidiary of Farmers Telephone Cooperative, Inc., a South Carolina corporation with the same address as FTC. Farmers Telephone Cooperative, Inc. is a cooperative in which no stockholder owns or votes as much as a one percent interest.

⁹ See File Nos. 0005941034 and 0005941166.

(iv) Golden West Telecommunications Cooperative, Inc. ("Golden West") will own 19.2857% of the preferred stock of USConnect and have a 17.357% voting interest in USConnect. Golden West is a corporation organized in the state of South Dakota, and its address is PO Box 411, Wall, SD 57790-0411, Attention Denny Law, General Manager (Telephone: 605-279-2161). Golden West's principal business is telecommunications. Golden West is a cooperative in which no stockholder owns or votes as much as a one percent interest.

(v) Horry Telephone Cooperative, Inc. ("Horry") will own 19.2857% of the preferred stock of USConnect and have a 17.357% voting interest in USConnect. Horry is a corporation organized in the state of South Carolina, and its address is PO Box 1820, Conway, SC 29528-1820, Attention Michael Hagg, CEO (Telephone: 843-365-2151). Horry's principal business is telecommunications. Horry is a cooperative in which no stockholder owns or votes as much as a one percent interest.

In addition to preferred stock issued by USConnect there will be common stock whose holders will have 10% of the voting power. While no common stockholder will hold as much as a 10% interest in USConnect, Leo Staurulakis and Manny Staurulakis, who are brothers principally engaged in the telecommunications consulting business, each own 1/3 of the common stock of USConnect, and jointly own MLStar, LLC, a limited liability company organized in Virginia, that will own 3.6% of the preferred stock of USConnect. Both are United States citizens with the following business address: 7852 Walker Drive, Suite 200, Greenbelt, MD 20770 (Telephone: 301-459-7590). Leo Staurulakis and Manny Staurulakis do not own any other telecommunications entities, either individually or jointly except to the extent either may from time to time hold small, non-controlling interests in public companies engaged in telecommunications and to the extent both are stockholders of USConnect which is the

authorized transferee of control of the following telecommunications companies that are not parties to this application: Livingston Telephone Company and its subsidiary Telcom Supply, Inc.; and other telecommunications carriers that are subject to companion transactions.¹⁰

Section 63.18(h) also calls for disclosure of any interlocking directorates with a foreign carrier. Transferees and their affiliates have no interlocking directorates with a foreign carrier.

(i) Section 63.18(i) calls for a certification as to whether or not the applicant is, or is affiliated with, a foreign carrier. Transferees hereby certify that neither is a foreign carrier and neither is affiliated with a foreign carrier.

(j) Section 63.18(j) calls for a certification as to whether or not the applicant seeks to provide international telecommunications services to any destination country for which any of the following is true:

(1) The applicant is a foreign carrier in that country. Transferees hereby certify that neither is a foreign carrier in any destination country.

(2) The applicant controls a foreign carrier in that country. Transferees hereby certify that neither controls a foreign carrier in any destination country.

(3) Any entity that owns more than 25 percent of the applicant, or that controls the applicant, controls a foreign carrier in that country. Transferees hereby certify that no entity that controls a foreign carrier in any destination country owns more than 25 percent of either of the Transferees.

¹⁰ As noted in Section V(d)(iii) of this application, USConnect is the authorized transferee of control of Livingston Telephone Company and Telcom Supply, Inc. in WC Docket 13-186 and File No. ITC-T/C-20130719-00191. USConnect has also entered into an agreement as the transferee of Corona Holdings, Inc. (also an affiliate of ABAC) and its subsidiaries South Park L.L.C. d/b/a South Park Telephone Company, The Rye Telephone Company, and CableCo, LLC, applications for which have been filed with the Commission. See Section V.(d)(iii), *supra*.

(4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the applicant and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States. Transferees hereby certify that the foregoing statement is not true as relating to each Transferee.

(k) Section 63.18(k) calls for one of certain showings by the applicant for any destination country listed by the applicant in response to paragraph (j). Based upon Transferees' certifications in response to Section 63.18(j), no showing is required of Transferees in response to Section 63.18(j).

(l) In response to Section 63.18(l), Transferees do not propose to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country where it is a foreign carrier or is affiliated with a foreign carrier.

(m) Transferees hereby respond to Section 63.10(m) by confirming that neither is a foreign carrier, and neither is affiliated with a foreign carrier. Transferees satisfy the requirements of Section 63.10(a)(1) to be presumptively classified as "non-dominant" for the provision of international communications services.

(n) Transferees certify that neither has agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) With reference to §§ 1.2001 through 1.2003 of the Commission's rules, Applicants certify that no party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. 853a.

(p) Applicants request streamlined processing of this application pursuant to Section 63.03(b)(2)(iii) of the Commission's Rules. Consummation of the proposed transaction would result in a market share in the interstate, interexchange market of less than 10% among Transferees and their affiliates. Similarly, the local exchange affiliates and subsidiaries Transferees would have, collectively, fewer than 2% of the subscriber lines installed in the aggregate nationwide. Finally, the transaction would result in no new overlapping or adjacent local service areas.

VI. Additional Information Required by Section 63.04(b) of the Commission's Rules or Assignment/Transfer of Control

In response to requirements of Section 63.04(b) of the Commission's rules, the additional information required by Sections 63.04(a)(6) through 63.04(a)(12) is provided in Exhibit A to this application.

[Section VII and signature pages follow]

VII. Conclusion

In view of the foregoing, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by grant of this application.

Respectfully submitted,

AMERICAN BROADBAND ACQUISITION CORP.
on its own behalf and on behalf of its shareholders

By: 
Charles T. Lake, II, Treasurer

Date: 9/26/13

S&A TELEPHONE COMPANY, INC.
on its own behalf and on behalf of its shareholder

By: 
Charles T. Lake, II, Treasurer

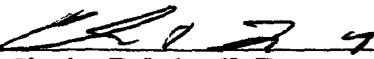
Date: 9/26/13

S&A COMMUNICATIONS, INC. d/b/a S&A LONG DISTANCE
on its own behalf and on behalf of its shareholder

By: 
Charles T. Lake, II, Treasurer

Date: 9/26/13

WAVERLY HALL TELEPHONE, L.L.C.
on its own behalf and on behalf of its member

By: 
Charles T. Lake, II, Treasurer

Date: 9/26/13

WAVERLY HALL COMMUNICATIONS, INC.
on its own behalf and on behalf of its shareholder

By: 
Charles T. Lake, II, Treasurer

Date: 9/26/13

USCONNECT HOLDINGS, INC.

By: _____
William E. King, President

Date: _____

USCONNECT ACQUISITIONS II, INC.

By: _____
William E. King, President

Date: _____

WAVERLY HALL COMMUNICATIONS, INC.
on its own behalf and on behalf of its shareholder

By: _____
Charles T. Lake, II, Treasurer

Date: _____

~~USCONNECT HOLDINGS, INC.~~

By: _____
William E. King, President

Date: 9-26-13

~~USCONNECT ACQUISITIONS II, INC.~~

By: _____
William E. King, President

Date: 9-26-13