

WOODS & AITKEN  
L \* L \* P

SUITE 200  
2154 WISCONSIN AVENUE, NW  
WASHINGTON, D.C. 20007  
TELEPHONE 202-944-9500  
FAX 202-944-9501

[www.woodsaitken.com](http://www.woodsaitken.com)

LINCOLN OFFICE  
SUITE 500  
301 SOUTH 13TH STREET  
LINCOLN, NEBRASKA 68508-2578  
TELEPHONE 402-437-8500  
FAX 402-437-8558

OMAHA OFFICE  
SUITE 525  
10250 REGENCY CIRCLE  
OMAHA, NEBRASKA 68114-3754  
TELEPHONE 402-898-7400  
FAX 402-898-7401

THOMAS J. MOORMAN  
Direct Dial: 202-944-9502  
E-Mail: [tmorman@woodsaitken.com](mailto:tmorman@woodsaitken.com)  
*Admitted to practice only in the District of  
Columbia*

October 13, 2009

***E-FILING VIA IBFS***

Ms. Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street SW, Room TW-B204  
Washington, DC 20554

Re: Supplement to Waverly Hall Telephone, LLC, International Section 214 Application,  
Granted April 24, 2007, File No. ITC-214-20070328-00125

Dear Ms. Dortch,

Attached please find a supplement to the application noted above. Please direct any inquiries concerning this matter to the undersigned.

Respectfully submitted,



Thomas J. Moorman

Attachment

**Supplement to Waverly Hall Telephone, LLC  
International Section 214 Application  
Granted April 24, 2007  
File No. ITC-214-20070328-00125**

**Page 1 of 2**

This supplement is being filed to effect two matters: (1) a request to correct the authorization holder; and (2) to correct certain ownership information originally provided for the applicant.

First, as reflected in the attachments to the original application, the applicant for the international Section 214 authorization was Waverly Hall Communications, Inc. dba Waverly Hall Long Distance (“WHCI”) and not Waverly Hall Telephone, LLC (which was the name of the applicant reflected in the FCC form). Accordingly, WHCI respectfully requests that the authorization issued under File No. ITC-214-20070328-00125 be corrected to show WHCI as the authorization holder.

Second, and with respect to the ownership of WHCI, the following is provided. At the time of the initial application, WHCI was a wholly-owned subsidiary of Waverly Hall Holdings, Inc. (“Waverly Hall”).<sup>1</sup> Waverly Hall Holdings, Inc., in turn, was a wholly owned subsidiary of American Broadband Acquisition Corporation (“ABAC”), a U.S. corporation organized under the laws of the State of North Carolina. ABAC, in turn, 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 are American Broadband Communications, LLC (“American Broadband”) (49%) (a U.S. limited liability company organized under the laws of the State of Delaware) and Signal Equity Partners II, L.P. (“Signal”) (27%) (a U.S. limited partnership organized under the laws of the State of Delaware).<sup>2</sup>

The existence of ABAC and Holdco was erroneously omitted from the original application. However, WHCI respectfully submits that this omission was not material to the ultimate ownership and control of WHCI. Rather, Holdco and ABAC reflect two intermediate corporate entities that were (and are) wholly owned subsidiaries respectively of the ultimate owners of WHCI which are American Broadband and Signal. Moreover, the omission of the existence of Holdco and ABAC did not change the ultimate control of WHCI that continues to reside in Signal as explained below.

---

<sup>1</sup> As noted in the response to Question No. 13 in the July 17, 2009 *pro forma* application involving WHCI, Waverly Hall Holdings, Inc. (WHCI’s immediate corporate parent) was merged into American Broadband Acquisition Corporation on December 31, 2008.

<sup>2</sup> Signal also holds non-voting, preferred stock in Holdco.

**Supplement to Waverly Hall Telephone, LLC  
International Section 214 Application  
Granted April 24, 2007  
File No. ITC-214-20070328-00125**

**Page 2 of 2**


As of June 11, 2007, Patrick L. Eudy, a U.S. citizen and telecommunications executive, is the only member of American Broadband with successive multiplied interests of 10% or greater of the equity ownership in WHCI.

The only entity in Signal with successive multiplied interests of 10% or greater in 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%).

Finally, and with respect to WHCI, Signal seeks to update the ownership percentages it and American Broadband have in Holdco. Signal notes that in the original application of WHCI it was erroneously reported that Signal owned 52% of the ultimate ownership in WHCI. Signal's interest was and is 27% in Holdco. However, WHCI and Signal respectfully submit that the incorrectly stated percentage of Holdco that Signal owns is immaterial to the ultimate control of WHCI as that control remained and remains in Signal. Specifically, Signal remains able to designate and has designated the majority of the Board of Directors of Holdco which, in turn, has allowed Signal to designate those individuals that oversee the day-to-day operations of WHCI. Likewise, in the original application, it was reported that American Broadband owned 10.9% of the ultimate ownership of WHCI. In fact, American Broadband owns a non-controlling 49% ownership interest in Holdco and, through succession, a non-controlling interest in WHCI.

**DECLARATION**

I, Greg Killpack, President of American Broadband Acquisition Corporation (the "Company"), do hereby declare under penalties of perjury that I have read the foregoing supplement, and the information contained therein regarding the Company and its affiliates is true and accurate to the best of my knowledge, information, and belief.

  
Greg Killpack  
President

Date: 10-13-09