

Answer to Question 10

In Attachment 1, please respond to paragraphs (c) and (d) of [Section 63.18](#) with respect to the assignor/transferor and the assignee/transferee.

63.18(c)

Transferors: HunTel Systems, Inc.
Attention: Mike Jacobson
President and CEO
P.O. Box 400
1638 Lincoln St.
Blair, NE 68008

Telephone: (402) 533-1000
Facsimile: (402) 533-1111

Transferee: Noble Holdings, Inc.
c/o American Broadband Communications, LLC
Attention: Patrick L. Eudy
President
756 Tyvola Road, Suite 100
Charlotte, NC 28217

Telephone: (704) 665-9036
Facsimile: (888) 698-7975

63.18(d)

HunTel Systems, Inc. holds global and/or limited global resale international Section 214 authority, File No. ITC-214-20001025-00632 (DA No. 00-2585).

Answer to Question 11 (page 1 of 3)

Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to [Section 63.18\(h\)](#) of the rules?

63.18(h)

Ten Percent (10%) Equity Shareholders:

TRANSFeree:

Noble Holdings, Inc. is owned by :¹

American Broadband

100%
USA
Telecom

Acquisition Corp. II

American Broadband Acquisition Corp. II is owned by :

American Broadband

Communications, LLC

49%

USA

Telecom

Signal Equity Partners II, LP

40%

USA

Investments

¹ American Broadband Capital Inc. (“ABB”) will hold 26.2% of the equity of transferred companies. Signal Equity Partners II owns 51% of ABB and 49% is held by American Broadband Communications, LLC. The ownership of those two entities is detailed in the text.

Answer to Question 11 (page 2 of 3)

Signal Equity Partners II, LP is owned as follows :

	<u>%</u> <u>Equity</u>	<u>Citizenship</u>	<u>Principal</u> <u>Business</u>
Signal Equity Advisors II, LLC	2.94% GP	USA	Investments
Garden House, LLC ²	58.9% LP	USA	Investments
Eurazeo ³	23.5% LP	France	Investments

² Eliot Nolen, a US citizen, owns approximately 95% of Garden House, LLC and does not own or control other communications businesses.

³ Eurazeo indirectly owns approximately 15.2% of Eutelsat, which it holds through a 66% interest in BlueBirds (which holds a 23% interest in Eutelsat). Eutelsat provides communications services in Europe and the Indian Ocean Region. Eurazeo also owns a 11% interest in Distacom, which owns companies providing mobile telephone service in Hong Kong and India.

Answer to Question 11 (page 3 of 3)

American Broadband Communications, LLC⁴ is owned as follows:

	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
William H. Tucker	48.75%	USA	Telecom
Patrick L. Eudy ⁵	48.75%	USA	Telecom
Burden Direct Investment Fund III	11.76% LP	USA	Investments

Signal Equity Advisors II, LLC has the following owners:

	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Timothy P. Bradley	23.3%	USA	Investments
Alfred J. Puchala, Jr.	22.3%	USA	Investments
Christian Nolen	19.6%	USA	Investments
Malcolm C. Nolen	19.6%	USA	Investments
Charles T. Lake, II	11.2%	USA	Investments

The foregoing reflects all general partnership interests and all 10% or more derivative equity interests in applicants.

⁴ American Broadband Communications, Inc., ("ABCI"), a sister corporation to American Broadband Communications LLC ("ABCL"), holds 40% of American Georgetown, Inc., which, in turn, owns 100% of Georgetown Telephone Company, an Incumbent Local Exchange Carrier ("ILEC") in Mississippi. Signal Equity Partners II, LP ("Signal"), owns the remaining 60% of American Georgetown, Inc. ABCI also holds 49% of Northwest Missouri Holdings, Inc., which, in turn, holds 100% of Oregon Farmers Mutual Telephone Company, an ILEC in Missouri. Signal owns the remaining 51% of Northwest Missouri Holdings, Inc. ABCL owns 49% of Eastern Kansas Holdings, Inc., which, in turn, owns 100% of S & A Telephone Company, Inc., a Kansas ILEC. Signal owns the remaining 51% of Eastern Kansas Holdings, Inc. ABCL owns 49%, and Signal owns 51% of Pymatuning Holding Company, which owns 100% of the Pymatuning Independent Telephone Company, a Pennsylvania rural ILEC. American Broadband Acquisition Corp. has a 100% interest in Waverly Hall Holdings, Inc., which in turn owns 100% of Waverly Hall Telephone, LLC, an ILEC in Georgia. American Broadband Acquisition Corp. has a 100% interest in Mail Holdings, Inc., which in turn owns 100% of Gridley Enterprises, Inc., which in turn owns 100% of Gridley communications, Inc. and Gridley Telephone Co., an ILEC in Illinois.

⁵ Mr. Eudy owns 60% of Dialog Telecommunications, a competitive local exchange carrier operating in Kentucky, Mississippi and North Carolina.

Answer to Question 13

Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to [Section 63.24\(e\)](#), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

HunTel Systems, Inc. ("HunTel"), Arlington Telephone Company ("Arlington"), The Blair Telephone Company ("Blair"), Eastern Nebraska Telephone Company, ("Eastern Nebraska"), Rock County Telephone Company, ("Rock County") and HunTel Cablevision, Inc., d/b/a Huntel Communications ("Cablevision") (collectively "Transferors") and Noble Holdings, Inc., ("Noble" or "Transferee") (collectively Noble, HunTel, Arlington, Blair, Eastern Nebraska, Rock County and HunTel Communications are the "Applicants"), have entered into agreements pursuant to which Noble, together with its affiliate, American Broadband Capital, Inc. ("ABB") will acquire all of the issued and outstanding shares of each of the transferred companies from HunTel. Noble will acquire 73.8% of the stock and ABB will acquire 26.2%. The ownership structure of these entities is described in response to Question 11 in Attachment 2 to this application.

Following the Transaction, the transferred companies will continue to provide service to their customers in their respective territories as subsidiaries of Noble.

Noble and ABB will purchase from HunTel all of the outstanding shares of common stock of the transferred companies. Upon successful consummation of the Transaction, the transferred companies will continue to provide local and long distance telephone service to their current subscribers, as owned subsidiaries of Noble.

Arlington, Blair, Eastern Nebraska, and Rock County are incumbent local exchange carriers providing exchange and exchange access in the Arlington, Blair, Fort Calhoun, Kennard, Belden, Carroll, Macy, Meadow Grove, Osmond, Rosalie, Walthill, Winnebago, Bassett and Newport, Nebraska exchanges. Cablevision is competitive local exchange carrier providing exchange and exchange access in the Tekamah exchange, and is a toll reseller serving customers in those exchanges identified in the preceding sentence.

Answer to Question 20

If the applicant desires streamlined processing pursuant to [Section 63.12](#) of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See [Section 63.18\(p\)](#).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

The present application qualifies for streamlined processing under Sections 63.12(a) and (b) of the Commission's Rules.

Neither HunTel Systems, Inc., its affiliated companies, or Noble Holdings, Inc., or its affiliated companies is affiliated with any foreign carrier in any destination market.

Neither HunTel Systems, Inc., its affiliated companies, or Noble Holdings, Inc., or its affiliated companies, has an affiliation with a dominant U.S. carrier whose international switched or private line services the applicants seek authority to resell.

Neither HunTel Systems, Inc., its affiliated companies, or Noble Holdings, Inc., or its affiliated companies seeks authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines.

Rather, Noble Holdings, Inc., proposes only to assume control over HunTel Systems, Inc., and to continue to operate HunTel Systems, Inc., subsidiary HunTel Cablevision as a non-dominant carrier that resells the international switched services of one or more unaffiliated U.S. carriers.