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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: Replacement to Response to Question No. 11 from Waverly Hall  
Communications, Inc. International *Pro Forma* Application Filed July 17, 2009, File  
No. ITC-T/C-20090717-00334

Dear Ms. Dortch,

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

Respectfully submitted,



Thomas J. Moorman

Attachment

**Supplement:**  
**Replacement to Response to Question No. 11 from Waverly Hall Communications, Inc.**  
**International *Pro Forma* Application Filed July 17, 2009,**  
**File No. ITC-T/C-20090717-00334**

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This supplement is being filed to supplement and clarify the response to Question No. 11 to the July 17, 2009 *pro forma* transfer of control application, File No. ITC-T/C-20090717-00334. For convenience, the information originally provided in the response to Question No. 11 in the July 17, 2009 *pro forma* application is also provided herein.

Specifically, the authorization holder is Waverly Hall Communications, Inc. (“WHCI”).<sup>1</sup> Prior to the instant *pro forma* application, WHCI was a wholly-owned subsidiary of Waverly Hall Holdings, Inc. (“Waverly Hall”). As reported in the July 17, 2009 *pro forma* application, Waverly Hall merged into American Broadband Acquisition Corporation (“ABAC”) on December 31, 2008. As a result of this merger, WHCI is now a wholly-owned subsidiary of ABAC. See attached corporate chart.

As reflected in the July 17, 2009 *pro forma* application, Waverly Hall was a wholly owned subsidiary of 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>

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.<sup>3</sup>

As reflected in the July 17, 2009 *pro forma* application, 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

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<sup>1</sup> WHCI has filed a supplement to the original application to reflect the corrected name of the authorization holder and to correct errors in the ownership information provided in that application.

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

<sup>3</sup> In preparing this supplement to the July 17, 2009 *pro forma* notification, an inadvertent reference in the Attachment A to that notification to an entity not within the corporate hierarchy of WHCI was made. This has been corrected in this supplement.

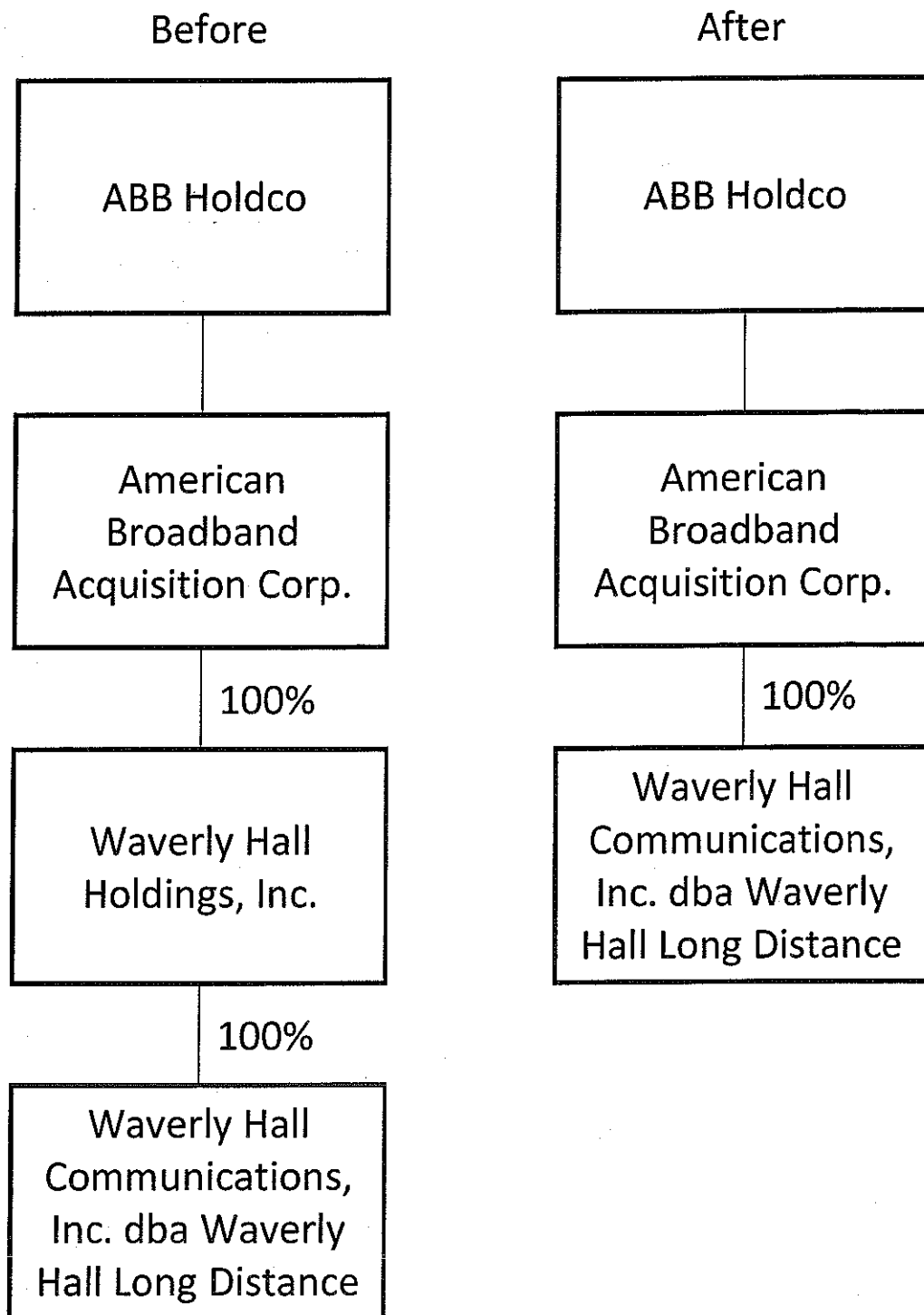
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citizens of the United States and are Timothy P. Bradley (22.3%); Alfred J. Puchala, Jr. (22.3%); Christopher Nolen (19.6%); Malcom C. Nolen (19.6%) and Charles T. Lake II (11.2%).

Finally, and with respect to WHCI, Signal also updated the ownership percentage it has in Holdco within the July 17, 2009 *pro forma* application. Signal notes that in the original application of WHCI it was reported that Signal owned 52% of the ultimate ownership in WHCI. In fact, Signal's interest was 27% as reported herein. However, the control of Holdco remained and remains in Signal. 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.

# Waverly Hall Communications, Inc. *Pro Forma* Notification



## 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