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

In the Matter of American Broadband Holding Company Transferor, and Great Plains Communications LLC Transferee, Joint Application for Transfer of Control of Domestic Section 214 Authorizations and International 214 Authorization	)))))))))))))))	WC Docket No. _______________ File No. ITC-T/C-______________

JOINT APPLICATION

Pursuant to Section 214 of the Communications Act of 1934, as amended,[1] and Sections 63.03, 63.04, and 63.24 of the Commission's rules,[2] American Broadband Holding Company ("Transferor") and Great Plains Communications LLC ("Great Plains Communications" or "Transferee," and together with Transferor, the "Applicants"), hereby request consent from the Commission for the transfer of control of Transferor's indirect, wholly-owned Nebraska-based subsidiaries—Arlington Telephone Company, The Blair Telephone Company, Eastern Nebraska Telephone Company, Rock County Telephone Company and HunTel Cablevision Inc. (collectively, "the Fastwyre Nebraska Licensees")—to Great Plains Communications (the "Transaction").[3]

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[1] 47 U.S.C. § 214.

[2] 47 C.F.R. §§ 63.03, 63.04, 63.24.

[3] The Transaction proposed by this application follows a previous Section 214 Application for the transfer of control of the Fastwyre Nebraska Licensees from ABC Parent Holdings LP to Anacoco Capital Partners, LLC, but those parties intend to notify the Commission of their intent not to consummate the transaction. For clarity, the proposed

The Fastwyre Nebraska Licensees hold domestic and/or international Section 214 authorizations. Pursuant to Section 63.04(b) of the Commission's rules,[4] the Applicants are filing a combined application for the proposed transfer of control of the Fastwyre Nebraska Licensees and their domestic and international Section 214 authorizations ("Joint Application").

In support of this Joint Application, the Applicants respectfully submit the following information:

I. DESCRIPTION OF THE APPLICANTS

A. Transferor

American Broadband Holding Company is a Delaware corporation and holding company with its principal place of business located at 13200 Metcalf, Suite 400, Overland Park, Kansas 66213. It does not directly provide telecommunications services and is not regulated by the Commission. American Broadband Holding Company owns 100% of HunTel, Inc., a North Carolina corporation ("HunTel"), which in turn owns 100% of each of the Fastwyre Nebraska Licensees. The Fastwyre Nebraska Licensees are rural local exchange and broadband companies that serve customers under the brand name Fastwyre.[5] These companies are engaged in the business of providing telecommunications services, cable services, and information services and products to the public, including local dial tone, long-distance telephone service, and Internet services in Nebraska. As such, Fastwyre strives to provide and maintain advanced communications infrastructure; enable the local (non-telco) workforce to fully utilize the services

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Transaction does not involve – and Great Plains Communications has no plans to acquire – any entities other than HunTel and the Fastwyre Nebraska Licensees, all of which provide service exclusively in Nebraska.

[4] 47 C.F.R. § 63.04(b).

[5] *See* Fastwyre Broadband, About Fastwyre, at https://fastwyre.com/about/.

delivered over its infrastructure through training, community centers and other initiatives; and directly and indirectly stimulate growth of employment in the communities that it serves.

Transferor and its subsidiaries, including the Fastwyre Nebraska Licensees, in turn, are indirectly controlled and primarily owned by private equity investment funds managed by Madison Dearborn Partners, LLC ("MDP"), which is registered with the Securities and Exchange Commission (SEC ID No. 801-74015) as an investment adviser.[6] As a private equity investor, MDP divests its investments in the ordinary course of business based on a variety of factors. Accordingly, MDP is in the process of transferring control of the various Fastwyre entities to multiple different purchasers, including Transferee. Upon closing, Transferee will acquire HunTel, and as a result, the Fastwyre Nebraska Licensees will become wholly-owned indirect subsidiaries of Transferee.

B. Fastwyre Nebraska Licensees

Arlington Telephone Company, a Nebraska corporation ("Arlington"), is an indirect wholly owned subsidiary of Transferor and a direct wholly-owned subsidiary of HunTel. It holds a blanket domestic Section 214 authorization and is an incumbent local exchange carrier ("ILEC") that serves approximately 250 access lines in Nebraska.[7] Arlington participates in the Enhanced Alternative Connect America Cost Model ("E-ACAM") program under the federal USF to receive high-cost support.

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[6] *See* Madison Dearborn Partners, Over the Last 40 Years …. , at https://www.mdcp.com/. The Commission approved the acquisition of American Broadband by MDP via public notices issued on February 4 and 16, 2021. *See* Public Notice, *Notice of Domestic Section 214 Authorization Granted*, WC Docket No. 20-438, DA 21-173 (rel. Feb. 16, 2021); Public Notice, *International Authorizations Granted*, Report No. TEL-02073, DA No. 21-86 (rel. Feb. 4, 2021).

[7] The access line counts provided for each of the Fastwyre Nebraska Licensees are based on the 2025 Annual Report by the Commission to the Nebraska Legislature. Nebraska Public Service Commission, *Annual Report to the Legislature on the Status of the Nebraska Telecommunications Industry* (Sept. 30, 2025).

The Blair Telephone Company, a Nebraska corporation ("Blair"), is an indirect wholly-owned subsidiary of Transferor and a direct wholly-owned subsidiary of HunTel. It holds a blanket domestic Section 214 authorization and is an ILEC that serves approximately 1,580 access lines in Nebraska. Blair participates in the E-ACAM program under the federal USF to receive high-cost support.

Eastern Nebraska Telephone Company, a Nebraska corporation ("Eastern Nebraska"), is an indirect wholly-owned subsidiary of Transferor and a direct wholly-owned subsidiary of HunTel. It holds a blanket domestic Section 214 authorization and is an ILEC that serves approximately 1,300 access lines in Nebraska. Eastern Nebraska participates in the E-ACAM program under the federal USF to receive high-cost support.

Rock County Telephone Company, a Nebraska corporation ("Rock County"), is an indirect wholly-owned subsidiary of Transferor and a direct wholly-owned subsidiary of HunTel. It holds a blanket domestic Section 214 authorization and is an ILEC that serves approximately 410 access lines in Nebraska. Rock County participates in the E-ACAM program under the federal USF to receive high-cost support.

HunTel Cablevision Inc., a Nebraska corporation ("HunTel Cablevision"), is an indirect wholly-owned subsidiary of Transferor and a direct wholly-owned subsidiary of HunTel. It holds domestic and international Section 214 authorizations and is a competitive local exchange carrier ("CLEC") that serves approximately 985 access lines in Nebraska.[8] HunTel Cablevision does not receive high-cost USF support.

The Fastwyre Nebraska Licensees together provide data, telecommunications, and other services to various rural communities in Nebraska.

[8] HunTel Cablevision also holds receive-only earth station registrations, which will be subject to a post-closing notification in accordance with Section 25.119(j) of the FCC's rules.

C. Transferee

Great Plains Communications and its wholly-owned direct subsidiaries Great Plains Broadband LLC (“GP Broadband”), Great Plains Communications Long Distance LLC (“GP Long Distance”), and GPC ETC Holdings LLC are limited liability companies organized under the laws of Delaware, and InterCarrier Networks, LLC (“ICN”) is a limited liability company organized under the laws of Michigan. The principal place of business of Great Plains Communications and its subsidiaries is located at 1600 Great Plains Centre, P.O. Box 500, Blair, NE 68008. Great Plains Communications is owned and controlled by funds managed by Grain Management, LLC (“Grain Management”) and ultimately controlled by David Grain, a U.S. citizen.

Great Plains Communications is the leading Midwestern digital infrastructure provider. With over a century of experience, the company and its subsidiaries deliver fiber-driven services including high-speed internet, Ethernet, GPC Cloud Connect, SD-WAN, video and voice solutions to business and residential customers in over 200 communities in Colorado, Indiana, Iowa, Kentucky and Nebraska while also meeting the unique needs of regional and national telecommunications carriers, LECs, ISPs, wireless carriers, hyperscalers and other service providers. Great Plains delivers these services using its extensive, MEF-certified 20,000+ mile fiber network, monitored by the company’s 24/7/365 Network Operations Center. The licenses held and services provided by Great Plains Communications and its subsidiaries are provided below.

Great Plains Communications serves as an ILEC in Nebraska and in a few areas of Colorado, Kansas, and South Dakota, and it holds blanket domestic Section 214 authority. Great

Plains Communications participates in the E-ACAM program under the federal USF to receive high-cost support.

GP Broadband provides facilities-based competitive local exchange services in Nebraska and Iowa and it holds blanket domestic Section 214 authority. It does not receive high-cost USF support.

GP Long Distance provides competitive resold long-distance services in Nebraska, it holds blanket domestic Section 214 authority, and it holds an international Section 214 authorization granted in ICFS File No. ITC-214-20010810-00409 to provide resold international telecommunications services. It does not receive high-cost USF support.

ICN is authorized to provide competitive local exchange services in Illinois, Indiana, and Kentucky, and it holds blanket domestic Section 214 authority. It does not receive high-cost USF support.

GPC ETC Holdings LLC does not provide telecommunications services, and it is the direct parent company of Miles Communications, LLC ("Miles Communications"), Sunman Telecommunications LLC ("Sunman Telecommunications"), and Sunman Telecommunications Long Distance LLC ("Sunman Long Distance"). Each of the foregoing entities is authorized to provide telecommunications services in Indiana and holds blanket domestic Section 214 authority. In addition, Sunman Long Distance holds an international 214 authorization granted in ICFS File No. ITC- 214-19980605-00382 to provide resold international telecommunications services. Sunman Telecommunications participates in the E-ACAM program under the federal USF to receive high-cost support. Miles Communications and Sunman Long Distance do not receive high-cost USF support.

D. Geographic and Service Area Overlaps and Adjacencies

In this section, Applicants describe the nature of any overlap or adjacencies in connection with the Transaction.

ILEC Adjacencies. There is no overlap between the ILEC service areas of the parties. Certain of the ILEC areas are adjacent to one another, such that the Transaction will result in limited geographic adjacency between the study area of Great Plains Communications (SAC 371577) and parts of the study areas of Eastern Nebraska (SAC 371542), Arlington (SAC 371517) and Blair (SAC 371524), as follows:

Great Plains Communications exchange	Fastwyre exchange(s)	Fastwyre Entity(ies)
Bancroft	Rosalie, Walthill	Eastern Nebraska
Creighton / Wausa	Osmond	Eastern Nebraska
Herman	Blair, Arlington	Blair Arlington

These adjacencies provide opportunities for efficiencies in the affected exchanges and will further the public interest of the Transaction. A map from the Nebraska Public Service Commission showing the services areas for all Nebraska ILECs, including Great Plains Communications, Eastern Nebraska, Blair, and Arlington, is attached hereto as Exhibit A.1, and also is available at https://psc.nebraska.gov/sites/default/files/doc/Exchange%20Map.pdf.

DTS Overlap Analysis. As between Great Plains Communications and its subsidiaries and affiliates, on the one hand, and the Fastwyre Nebraska Licensees, on the other hand, there is no known overlap in the provision of domestic telecommunications services ("DTS"). While HunTel Cablevision (a CLEC) has in some cases built its fiber network in certain portions of the Great Plains Communications (an ILEC) service area, and GP Broadband (a CLEC) has in some cases built its fiber network in certain portions of the Fastwyre Nebraska Licensees' ILEC service area, in each case the applicable CLEC provides only broadband, interconnected VoIP, and other non-common carrier services.

ILEC/Cable Analysis. In addition, HunTel Cablevision provides cable service within a small portion of Great Plains Communications' ILEC service area – specifically, in Herman, Nebraska, which has a population of 247 persons as of the 2020 census. The Transaction, however, is exempt from the Commission's cable/telco cross-ownership prohibition due to the "Rural Systems" exception.[9] The Transaction meets both criteria for application of that exemption. Specifically:

- HunTel Cablevision "only serve[s] incorporated or unincorporated places or territories that have fewer than 35,000 inhabitants; and are outside an urbanized area, as defined by the Bureau of the Census."[10] The areas served by HunTel include the following towns, each of which have populations based on the 2020 Decennial Census well below the 35,000 threshold: Blair (population: 7,790), Herman (247), Kennard (381), Fort Calhoun (1,108), Fremont (27,141), Wayne (5,973). Second, the Bureau of the Census last used the concept of "urbanized areas" in the 2010 Decennial Census and categorized an area as "urbanized" if it had a population of 50,000 or more people.[11] There were only three urbanized areas in Nebraska in 2010 (Grand Island, Lincoln, and Omaha) and none of them are the towns in the Transaction's overlap area.[12]

- HunTel Cablevision's system serves "less than 10 percent of the households in the telephone service area of" Great Plains Communications.[13] In particular, Great Plains Communications' ILEC telephone service area covers approximately 37,000 households. The total number of households receiving cable services from HunTel Cablevision and any existing cable systems affiliated with Great Plains Communications falls below 3,700, and thus the Transaction meets this second requirement.

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[9] 47 U.S.C. §§ 572(b), 572(d)(1). The main area of overlap is Blair, Nebraska, with less significant overlaps in Herman, Kennard, Fort Calhoun, Fremont, and Wayne.

[10] *Id.* at § 572(d)(1)(A).

[11] *See 2010 Census Urban and Rural Classification and Urban Area Criteria*, The United States Census Bureau, https://www.census.gov/programs-surveys/geography/guidance/geo-areas/urban-rural/2010-urban-rural.html (last visited May 13, 2026).

[12] *See id.*

[13] 47 U.S.C. § 572(d)(1)(B).

In light of the above and the *de minimis* nature of any overlap, the Transaction does not present any competitive concerns.

II. DESCRIPTION OF THE TRANSACTION

On May 14, 2026, American Broadband Holding Company and HunTel, on the one hand, and Great Plains Communications, on the other hand, entered into a Stock Purchase Agreement (the "Agreement") under which Great Plains Communications will acquire all of the outstanding equity interests in HunTel and, therefore, indirect ownership and control of its subsidiaries, including the Fastwyre Nebraska Licensees. As a result of the proposed Transaction, Great Plains Communications will assume control of the Fastwyre Nebraska Licensees, including all licenses, physical plants, and operations in Nebraska. The closing of the proposed Transaction is expected to occur in the second half of 2026, contingent upon receipt of required regulatory approvals, including approval by the Nebraska Public Service Commission ("NPSC"), and the satisfaction or waiver of other customary closing conditions. Diagrams of the pre- and post-closing corporate structure of the Applicants are attached hereto as Exhibit B.

III. PUBLIC INTEREST STATEMENT

Under 47 U.S.C. § 214(a), the Commission must determine whether a proposed transaction is consistent with the public interest, convenience and necessity.[14] In making such a determination, the Commission, among other matters, assesses "whether the proposed transaction complies with the specific provisions of the Act, other applicable statutes, and the

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[14] *See, e.g.*, *Applications of Level 3 Communications, Inc. and CenturyLink, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 32 FCC Rcd. 9581, 9585 ¶ 8 (2017) ("*Level 3-CenturyLink Order*"); *Applications of AT&T Inc. and DIRECTV For Consent to Assign or Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 30 FCC Rcd. 9131, 9139-40 ¶ 18 (2015) ("*AT&T-DIRECTV Order*"); *Applications of XO Holdings and Verizon Communications Inc. For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 31 FCC Rcd. 12,501, 12,504-05 ¶ 7 (Wireline Comp., Int'l, and Wireless Tel. Burs. 2016) ("*Verizon-XO Order*").

Commission's rules,"[15] and then, if a proposed transaction would not violate the Act, any other applicable statute, or any of the Commission's rules, the Commission considers whether a proposed transaction "could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the [Communications] Act or related statutes."[16]

The proposed Transaction will serve the public interest by providing current Fastwyre Nebraska Licensee customers access to expanded service options, future network upgrades and the benefits of the Great Plains Communications MEF-certified 20,000+ mile fiber network designed for speed, reliability and scalability. They will also enjoy the added advantage of Great Plains Communications' local call centers, representatives and expert technicians who live and work in the communities they serve.

Moreover, current Fastwyre Nebraska Licensee customers will experience seamless continuity of service. Great Plains Communications will proactively communicate with these customers to address questions, outline any process changes and ensure a smooth transition into the Great Plains Communications family. The Transaction will not result in any immediate change of carrier for customers or any assignment of authorizations and will not result in the discontinuance, reduction, loss, or impairment of service to customers. Any future changes in the rates, terms, or conditions of service, if any, will be undertaken pursuant to the applicable federal and state notice and tariff requirements and contractual obligation. The Applicants will

[15] *See Level 3-CenturyLink Order*, 32 FCC Rcd. at 9585 ¶ 8; AT&T-DIRECTV Order, 30 FCC Rcd. at 9139-40 ¶ 18 (citations omitted); *Verizon-XO Order*, 31 FCC Rcd. at 12,504-05 ¶ 7 (citations omitted); *Applications of SoftBank Corp., Starburst II, Inc., Sprint Nextel Corp., and Clearwire Corp.*, Memorandum Opinion and Order, Declaratory Ruling, and Order on Reconsideration, 28 FCC Rcd. 9642, 9650 ¶ 23 (citations omitted) ("*Softbank-Sprint-Clearwire Order*"); *Applications Filed by Qwest Communications International Inc. and CenturyTel, Inc. d/b/a CenturyLink For Consent to Transfer Control*, Memorandum Opinion and Order, 26 FCC Rcd. 4194, 4198-99 ¶ 7 (citation omitted) ("*Qwest-CenturyLink Order*").

[16] *See Level 3-CenturyLink Order*, 32 FCC Rcd. at 9585 ¶ 9; *AT&T-DIRECTV Order*, 30 FCC Rcd. at 9140 ¶ 18 (citation omitted); *Verizon-XO Order*, 31 FCC Rcd. at 12,504-05 ¶ 7 (citation omitted); *SoftBank-Sprint-Clearwire Order*, 28 FCC Rcd. at 9651 ¶ 23 (citation omitted); *Qwest-CenturyLink Order*, 26 FCC Rcd. at 4199 ¶ 7.

provide prior written notice of the proposed Transaction to current customers as may be required by their contracts, Section 64.1120(e) of the Commission's rules, and any applicable state customer notice rules.

As the largest privately owned telecommunications provider in Nebraska, Great Plains Communications is well qualified to assume control of the Fastwyre Nebraska Licensees. With a 115-year history of service, Great Plains Communications has a proven record of providing high quality service to Nebraskans and understands the unique considerations of serving rural Nebraskan customers. Indeed, Great Plains Communications and Fastwyre share a common heritage—both companies trace their origins to the Hunt Telephone Company, founded by E.C. Hunt in 1910. This shared lineage uniquely positions Great Plains Communications to integrate and manage the Fastwyre Nebraska Licensees, as Great Plains Communications possesses deep institutional familiarity with these operations, service areas, and the communities they serve. Great Plains Communications also has both the necessary managerial and technical experience and requisite financial means to assume the responsibility of providing voice and broadband service to the Fastwyre Nebraska Licensees' customers, including assuming responsibility for its E-ACAM commitments. Indeed, as parent company of the Fastwyre Nebraska Licensees, Great Plains Communications will assume the ultimate responsibility for ensuring that the applicable Fastwyre Nebraska Licensees satisfy all managerial, technical, and financial qualifications required for them to continue operating as ETCs in their service area, as well as for ensuring that they comply with all of their E-ACAM obligations.

Following the proposed transfer of control to Great Plains Communications, the Fastwyre Nebraska Licensees will be managed by Great Plains Communications, but nonetheless will continue to be operated on a day-to-day basis by a majority of the existing employees. This approach will allow Great Plains Communications and its management team to improve upon the level of customer support provided by the Fastwyre Nebraska Licensees, increase investment in the communities that the Fastwyre Nebraska Licensees serve, further advance and improve the Fastwyre Nebraska Licensees' network infrastructure, and create even more growth opportunities for the Fastwyre Nebraska Licensees and the communities and customers served. These benefits will promote competition for residential and business services in these areas.

IV. INFORMATION REQUIRED BY 47 C.F.R. § 63.18 AND THE FCC FORM 214-TC FOR INTERNATIONAL SECTION 214 AUTHORITY TRANSFER OF CONTROL APPLICATIONS

Pursuant to Section 63.24(e)(2) of the Commission's rules, the Applicants submit the following information requested in Section 63.18(a)-(d) and (h)-(p) and the FCC Form 214-TC in support of this Joint Application.

(a) Name, address, and telephone number of each Applicant (Answer to FCC Form 214-TC Questions 3-6):

Domestic and International 214 Authorization Holders:

Arlington Telephone Company
13200 Metcalf, Suite 400
Overland Park, KS 66213

The Blair Telephone Company
13200 Metcalf, Suite 400
Overland Park, KS 66213

Eastern Nebraska Telephone Company
13200 Metcalf, Suite 400
Overland Park, KS 66213

Rock County Telephone Company
13200 Metcalf, Suite 400
Overland Park, KS 66213

HunTel Cablevision Inc.
13200 Metcalf, Suite 400
Overland Park, KS 66213

Transferor:

American Broadband Holding Company
13200 Metcalf, Suite 400
Overland Park, KS 66213
Tel.: (913) 387-9328

Transferee:

Great Plains Communications
LLC
1600 Great Plains Centre
P.O. Box 500
Blair, NE 68008
Tel.: (402) 456-6445

(b) Jurisdiction of Organizations (Answer to FCC Form 214-TC Question 8):

American Broadband Holding Company is a corporation organized under the laws of the State of Delaware.

Arlington Telephone Company, The Blair Telephone Company, Eastern Nebraska Telephone Company, Rock County Telephone Company and HunTel Cablevision Inc. are corporations organized under the laws of the State of Nebraska.

Great Plains Communications LLC is a limited liability company organized under the laws of the State of Delaware.

(c) Name, title, post office address, and telephone number of official and any other contact point (Answer to FCC Form 214-TC Questions 4 and 6):

Transferor and Section 214 Authorization Holders:

John Walter
Executive Vice President, General Counsel, and Secretary
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(d) Statement as to whether applicants have previously received authority under Section 214 (Answer to FCC Form 214-TC Question 9):

Transferor and the Fastwyre Nebraska Licensees: Transferor is a holding company that holds no international Section 214 authority. Each of the Fastwyre Nebraska Licensees holds blanket domestic Section 214 authority to provide domestic telecommunications services. In addition, HunTel Cablevision Inc. holds international Section 214 authority to provide global or limited global resale service pursuant to Section 63.18(e)(2), pursuant to File No. ITC-214-20001025-00632.

<u>Transferee</u>: Each of Great Plains Communications, GP Broadband, GP Long Distance, ICN, Miles Communications, Sunman Telecommunications, and Sunman Long Distance holds blanket domestic Section 214 authorization to provide interstate telecommunication services. In addition, each of GP Long Distance and Sunman Long Distance holds an international Section 214 authorization to provide resold international telecommunications services.

(h) Post-Consummation Ownership and Interlocking Directorates (47 C.F.R. § 63.18(h), Answer to FCC Form 214-TC Questions 19 and 20))

Ownership Information. The individuals and entities listed below will hold a 10% or greater direct or indirect equity or voting interest in the Fastwyre Nebraska Licensees post-closing.

1. Each of the Fastwyre Nebraska Licensees is and will be wholly owned by:

Name:	HunTel, Inc.*
Address:	1600 Great Plains Centre P.O. Box 500 Blair, NE 68008
Ownership:	100%
Organized:	North Carolina, United States
Principal Business:	Telecommunications Services

* Each of HunTel, Inc. and the Fastwyre Nebraska Licensees will be converted to an LLC prior to closing of the Transaction.

2. HunTel Inc. will be wholly owned by:

Name:	Great Plains Communications LLC
Address:	1600 Great Plains Centre P.O. Box 500 Blair, NE 68008
Ownership:	100%

Organized:	Delaware, United States
Principal Business:	Telecommunications Services

3. Great Plains Communications is wholly owned by:

Name:	Great Plains Communications Holdings, LLC
Address:	1600 Great Plains Centre P.O. Box 500 Blair, NE 68008
Ownership:	100%
Organized:	Delaware, United States
Principal Business:	Telecommunications Services

4. At the time of closing, Great Plains Communications Holdings, LLC will be 100% owned by:

Name:	GCOF II Heartland Holdings, LLC[17]
Address:	1900 K Street NW, Suite 650 Washington, DC 20006
Ownership:	100%
Organized:	Delaware, United States
Principal Business:	Holding Company

GCOF II Heartland Holdings, LLC is a holding company that does not directly provide domestic or any other telecommunications services.

5. At the time of closing, GCOF II Heartland Holdings, LLC will be approximately 74.9% owned by Grain Communications Opportunity Fund II, LP ("GCOF II").

Name:	Grain Communications Opportunity Fund II, L.P. ("GCO Fund II, L.P.")
Address:	1900 K Street NW, Suite 650 Washington, DC 20006
Ownership:	74.9 %
Organized:	Delaware, United States
Principal Business:	Holding Company

GCO Fund II, L.P. is a holding company that does not directly provide domestic or any other telecommunications services. Grain Management, LLC ("Grain Management") manages and is affiliated with GCO Fund II, L.P. While Grain Management does not hold a 10 percent or greater

[17] GCOF II Heartland Holdings, LLC will be formed prior to the closing of the instant Transaction, as part of a *pro forma* reorganization that will occur in the holding structure for Great Plains Communications Holdings. David Grain will remain in control of Great Plains Communications Holdings.

equity or voting interest in GCO Fund II, L.P., GCO Fund II, L.P.'s general partner is ultimately controlled by David J. Grain, the founder and owner of Grain Management. Grain Management also manages and is affiliated with Grain Communications Opportunity Fund III, Master L.P. ("GCO Fund III") and GCOF IV 123Net Aggregator, L.P. ("123Net Aggregator"). Each of GCO Fund II, L.P., GCO Fund III, and 123Net Aggregator hold a controlling interest in one or more telecommunications providers, as follows.

A. **E. Ritter Telephone Company, LLC and Tri-County Telephone Company, LLC** are authorized to provide telecommunications services in Arkansas; Millington Telephone Company, LLC is authorized to provide telecommunications services in Tennessee; and E. Ritter Communications, LLC is authorized to provide telecommunications services in Arkansas, Tennessee, and Texas. Each of these entities also holds blanket domestic Section 214 authority. In addition, MTel Long Distance, LLC, a wholly owned subsidiary of Millington Telephone Company, LLC, holds blanket domestic Section 214 authority and an international Section 214 authorization granted in ICFS File No. ITC- 214-20000616-00366 to provide resold international telecommunications services. The corporate parent of these entities, E. Ritter Communications Holdings, LLC, holds an international Section 214 authorization granted in ICFS File No. ITC-214-19950818-00065 to provide resold international telecommunications services.

B. **Orlando Telephone Company, Inc. (d/b/a Summit Broadband)** is authorized to provide telecommunications services in Florida. It also holds blanket domestic Section 214 authority and an international Section 214 authorization granted in ICFS File No. ITC-214-19970919-00564 to provide resold international telecommunications services.

Grain Communications Opportunity Fund III, Master L.P.

Spectrotel Services, LLC, through various operating subsidiaries, operates as a non-facilities-based CLEC and IXC providing resold voice and IP-based data services in every state (including Washington, D.C.), except for Alaska and Hawaii. Spectrotel Services holds blanket domestic 214 authority and international 214 authority granted in IBFS File No. ITC-214-20000818-00489 to provide resold international telecommunications services.

123 Net Aggregator:

123.Net, LLC ("123.Net") provides telecommunications services in Michigan, and also offers VoIP and other unregulated communications services in that state, as well as in Illinois, Indiana, Kentucky, and Ohio. In addition, 123.Net holds blanket domestic Section 214 authority and an international Section 214 authorization granted in ICFS File No. ITC-214-20091022-00454 to provide global resale services.

6. The limited partnership interests in GCO Fund II, L.P. are held by passive financial investors. The limited partnership interests are fully insulated in accordance with the

Commission's Rules. Two such limited partners hold a 10% or greater equity interest in GCO Fund II:

Name:	Board of Regents of The University of Texas System
Address:	210 W 7th Street, Suite 1700, Austin, TX 78701
Ownership:	11.4%
Organized:	Texas, United States
Principal Business:	University Endowment

Name:	The New York State Common Retirement Fund
Address:	59 Maiden Lane, New York, NY 10038
Ownership:	13.2%
Organized:	New York, United States
Principal Business:	Investment Fund

No other limited partner holds a ten percent (10%) or greater equity interest in GCO Fund II.

7. Control of GCO Fund II, L.P. resides in its general partner:

Name:	GCOF II GP, LLC
Address:	1900 K St. NW., Suite 650 Washington, D.C. 20006
Ownership:	Sole general partner of GCO Fund II, L.P. Less than 10% equity interest in GCO Fund II
Organized:	United States (Delaware)
Principal Business:	Investments

8. GCOF II GP, LLC is controlled by its sole managing member and is approximately 79.4% owned by:

Name:	Grain Capital II, LLC
Address:	1900 K St. NW., Suite 650 Washington, D.C. 20006
Ownership:	Sole managing member of GCOF II GP, LLC with 79.4% of the membership interests in it
Organized:	United States (Delaware)
Principal Business:	Investments

9. Grain Capital II, LLC is wholly owned by:

Name:	Grain Capital Holdings, LLC
Address:	1900 K St. NW., Suite 650 Washington, D.C. 20006
Ownership:	100%
Organized:	United States (Delaware)

Principal Business: Investments

10. Grain Capital Holdings, LLC is wholly owned by:

Name:	Grain Capital, LLC
Address:	1900 K St. NW., Suite 650 Washington, D.C. 20006
Ownership:	Sole member of Grain Capital II, LLC Less than 10% equity interest in GCO Fund II
Organized:	United States (Florida)
Principal Business:	Investments

11. Grain Capital, LLC is wholly held by

Name:	David J. Grain
Address:	100 North Washington Boulevard, Suite 201 Sarasota, FL 34236
Ownership:	Holds 100% of the limited liability company interest in Grain Capital, LLC Less than 10% equity interest in GCO Fund II
Citizenship:	United States
Principal Business:	Investments

No other individuals or entities will hold a 10% or greater direct or indirect equity or voting interest in the Fastwyre Nebraska Licensees post-closing. Diagrams showing the pre- and post-closing ownership structure of the Fastwyre Nebraska Licensees are attached as Exhibit B.

Interlocking Directorates. Neither Transferor nor the Fastwyre Nebraska Licensees nor Transferee have interlocking directorates with a foreign carrier.

(i) Foreign Carrier Affiliates (47 C.F.R. § 63.18(i), Answer to FCC Form 214-TC Question 21)

Neither Transferor nor the Fastwyre Nebraska Licensees nor Transferee is a foreign carrier or affiliated with a foreign carrier.

(j) Certifications Regarding Destination Markets (47 C.F.R. § 63.18(j), Answer to FCC Form 214-TC Question 21)

Transferor and Transferee hereby certify that neither of them, nor any of their subsidiaries, are a foreign carrier in any destination country or control a foreign carrier in any destination country, and none are affiliated with a foreign carrier or owned, in whole or in part, by a foreign carrier. Transferor and Transferee further certify that neither of them, nor any of their subsidiaries, are in a contractual relationship with any foreign carrier affecting the provision or marketing of international basic telecommunications services in the United States.

(m) Non-Dominant Status (47 C.F.R. § 63.18(m), Answer to FCC Form 214-TC Question 21)

The Fastwyre Nebraska Licensees and Transferee qualify for a presumption of non-dominance under Section 63.10(a)(1) and (3) of the Commission's rules because, upon completion of the proposed Transaction, none will be a foreign carrier itself and none will be affiliated with any foreign carrier.

(n) Special Concessions (47 C.F.R. § 63.18(n))

Transferor, the Fastwyre Nebraska Licensees, and Transferee hereby certify that none of them 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 they will not enter into such agreements in the future.

(o) Anti-Drug Abuse Act Certification (47 C.F.R. § 63.18(o))

Transferor, the Fastwyre Nebraska Licensees, and Transferee hereby certify that no party to this Joint Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853a.

(p) Eligibility for Streamlined Processing (47 C.F.R. §§ 63.12, 63.18(p), Answer to FCC Form 214-TC Question 15)

The Applicants request streamlined treatment of the portion of the Joint Application applicable to international Section 214 authority pursuant to 47 C.F.R. § 63.12. None of Transferor, the Fastwyre Nebraska Licensees, or Transferee is affiliated with a foreign carrier in a destination market. They therefore qualify for a presumption of non-dominance under Section

63.10 of the Commission's rules on all U.S.-international routes. In addition, none are affiliated with a dominant U.S. carrier whose international switched or private line services it seeks authority to resell, either directly or indirectly through the resale of another reseller's services.

V. INFORMATION REQUIRED BY SECTION 63.04 OF THE COMMISSION'S RULES FOR BLANKET DOMESTIC SECTION 214 AUTHORITY TRANSFER OF CONTROL APPLICATIONS

In support of their request for consent to transfer control of the Fastwyre Nebraska Licensees, the Applicants submit the following information pursuant to Section 63.04(a)(6) through (a)(12) of the Commission's rules.

A. Description of the Proposed Transaction (47 C.F.R. § 63.04(a)(6))

See Section II of this Joint Application, above.

B. Description of Geographic Service Areas (47 C.F.R. § 63.04(a)(7))

See Section I of this Joint Application, above.

D. Related Applications (47 C.F.R. § 63.04(a)(9))

The Applicants have not filed and do not plan to file applications related to other Commission-issued licenses and registrations held by the Fastwyre Nebraska Licensees.

E. Special Consideration (47 C.F.R. § 63.04(a)(10))

The Applicants are not subject to any imminent business failure, and the parties therefore do not request special considerations related thereto.

F. Waiver Requests (47 C.F.R. § 63.04(a)(11))

The Applicants do not seek any waivers in connection with this Joint Application.

G. Public Interest Statement (47 C.F.R. § 63.04(a)(12))

See Section III of this Joint Application, above.

VI. INFORMATION REQUESTED PURSUANT TO PUBLIC NOTICE DA 22-436

In support of this Joint Application, and pursuant to the Public Notice released by the Wireline Competition Bureau on April 19, 2022,[18] the Applicants provide the following information:

A. A listing of all USF high-cost support received by each entity to be transferred and by the Transferee and each affiliate of the Transferee.

Transferor's Licensees: The entities to be transferred receive USF high-cost support as follows:

- Arlington Telephone Co.: E-ACAM and Intercarrier Compensation Recovery ("ICC")
- The Blair Telephone Co.: E-ACAM; ICC
- Eastern Nebraska Telephone Co.: E-ACAM; ICC
- Rock County Telephone Co.: E-ACAM; ICC

Transferee: Transferee and Transferee's affiliates receive USF high-cost support as follows:

- Great Plains Communications LLC: E-ACAM, ICC
- Sunman Telecommunications LLC: E-ACAM, ICC
- E. Ritter Telephone Company, LLC: ICC
- Tri-County Telephone Company, LLC: Alternative Connect America Cost Model ("ACAM"), ICC
- Millington Telephone Company, LLC: ACAM II, ICC

[18] Public Notice, *Wireline Competition Bureau Lists Best Practices for Addressing Universal Service Fund Information in Section 214 Transfer of Control Applications*, DA 22-436 (WCB rel. Apr. 19, 2022).

B. Confirmation of whether the entity or entities to be transferred are Eligible Telecommunications Carriers ("ETCs") under Section 214(e) of the Act.

Each of the Fastwyre Nebraska Licensees is an ETC.

C. If the entity or entities to be transferred have been awarded CAF Phase II or RDOF funding, provide a summary addressing any changes to management, technology, or debt that would result from the proposed transaction, as well as whether there are any changes that might occur that would compromise the support recipients' ability to meet their service obligations.

The Fastwyre Nebraska Licensees have not been awarded CAF Phase II or RDOF funding.

D. A list of study area codes (SACs) for each entity to be transferred and for each affiliate of the entity or entities to be transferred, and for the transferee and each affiliate of the transferee.

Entities to be Transferred:

Entity	State	Study Area Code
Arlington Telephone Company	Nebraska	371517
The Blair Telephone Company	Nebraska	371524
Eastern Nebraska Telephone Company	Nebraska	371542
HunTel Cablevision Inc.	Nebraska	379016
Rock County Telephone Company	Nebraska	371586

Current Affiliates:[19]

Entity	State	Study Area Code
Moundville Telephone Company, Inc.	Alabama	250307
MTC Long Distance, Inc.	Alabama	Not yet issued
Interior Telephone Company	Alaska	613011
Mukluk Telephone Company, Inc.	Alaska	613016

[19] At the time of closing of the instant Transaction, the companies listed in response to Section VI.D will no longer be affiliated with the Fastwyre Nebraska Licensees, in light of the divestments by MDP referenced above. *See* Exhibit C for a list of all affiliates of the Fastwyre Nebraska Licensees and Transferee licensees and affiliates that provide domestic telecommunications services.

Entity	State	Study Area Code
TelAlaska Cellular, Inc.	Alaska	619013
Cameron Telephone Co., L.L.C.	Louisiana	270425
Elizabeth Telephone Co., L.L.C.	Louisiana	270430
LBH, L.L.C.	Louisiana	279014
Cameron Telephone Co., L.L.C.	Texas	440425

Transferee and Affiliates of Transferee:

Entity	State	Study Area Code
Great Plains Communications LLC	Nebraska	371577
Miles Communications, LLC	Iowa	359153
Sunman Telecommunications LLC	Indiana	320825
E. Ritter Telephone Company, LLC	Arkansas	401722
Tri-County Telephone Company, LLC	Arkansas	401726
Millington Telephone Company, LLC	Tennessee	290571

E. Mixed Support

The Transaction does not present any issues with respect to "mixed support," as none of Great Plains Communications, its affiliates, or the Fastwyre Nebraska Licensees receives cost-based support.[20]

F. Incentive BDS Regulation

All of the eligible Fastwyre Nebraska Licensee ILECs, in addition to Great Plains Communications, have elected incentive regulation for Business Data Services ("BDS"). Accordingly, the Transaction does not present any concerns as to BDS cost shifting.

[20] The Commission previously applied the condition adopted in the *Hargray/ComSouth* Order to Great Plains Communications' sole cost-based/rate-of-return affiliate, Sunman Telecommunications, at the time that Great Plains Communications acquired control of that carrier in 2020. In 2023, however, Sunman Telecommunications elected to accept E-ACAM support and ceased receiving cost-based support thereafter.

G. A confirmation of whether the entity or entities to be transferred participate in the Lifeline program, Emergency Broadband Benefit ("EBB") program, or the Affordable Connectivity Program ("ACP"), and whether such participation will continue if the transaction is consummated.

Each of the Fastwyre Nebraska Licensees participate in the Lifeline program. The EBB and ACP programs have concluded.

VII. CALEA AND RELATED INFORMATION

A. Committee for the Assessment of Foreign Participation in the United States Telecommunications Services Sector Submission:

Not applicable, because no individual or entity that is not a U.S. citizen holds a ten percent or greater direct or indirect equity or voting interest, or a controlling interest, in Great Plains Communications.

B. Certification regarding Communications Assistance for Law Enforcement Act:

Great Plains Communications confirms and certifies that:

- It will comply with all applicable Communications Assistance for Law Enforcement Act requirements and related rules and regulations;
- It will make communications to, from, or within the United States, as well as records thereof, available in a form and location that permits them to be subject to a valid and lawful request or legal process in accordance with U.S. law;
- It is responsible for the continuing accuracy and completeness of all information submitted to the Commission and agrees to inform the Commission of any substantial and significant changes while this Application is pending;
- After this Application is no longer pending, it will notify the Commission of any changes in Great Plains Communication's or the Fastwyre Nebraska Licensees' information and/or contact information promptly, and in any event within 30 days; and
- It understands that if the Fastwyre Nebraska Licensees fail to fulfill any of the conditions and obligations set forth in the preceding certifications or in the grant of this Application and/or that if the information provided to the U.S. Government is materially false, fictitious, or fraudulent, the Fastwyre Nebraska Licensees may be subject to all remedies available to the U.S. Government, including but not limited to

revocation and/or termination of the Fastwyre Nebraska Licensees' authority, and criminal and civil penalties, including penalties under 18 U.S.C. § 1001.

VII. CONCLUSION

For the reasons stated above, the Applicants submit that the public interest, convenience, and necessity would be furthered by grant of this Joint Application.

Respectfully submitted,

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Counsel for American Broadband Holding Company

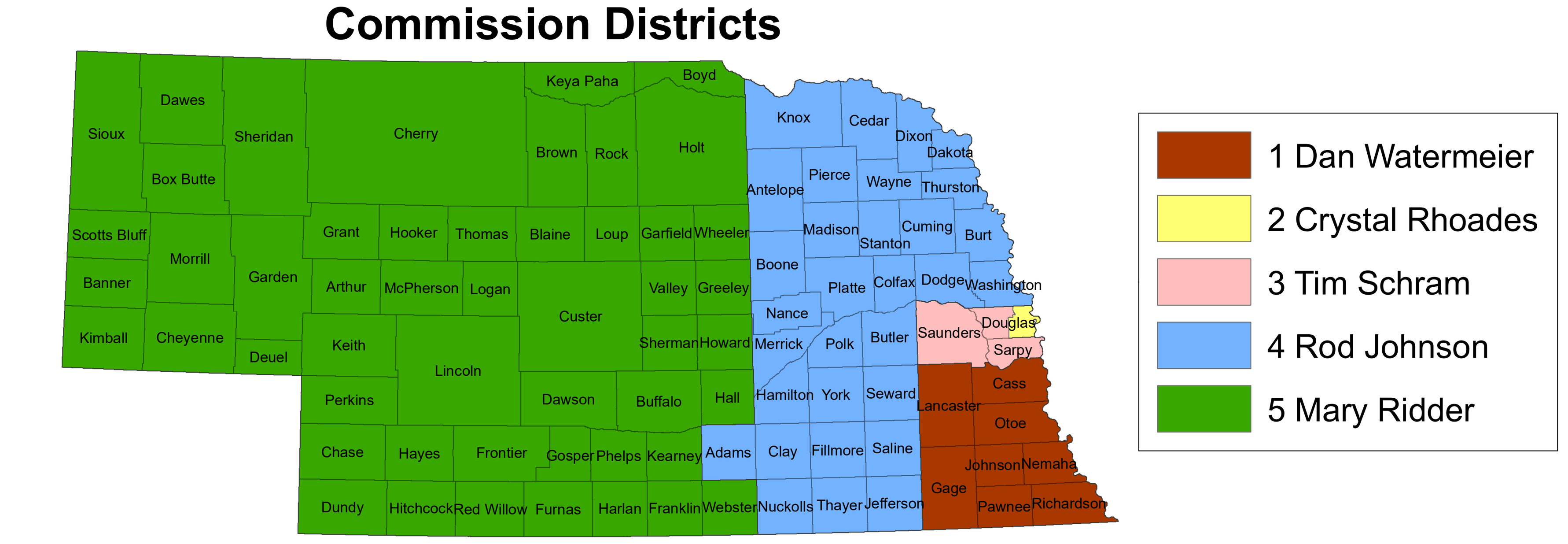
June 9, 2026

<u>EXHIBIT A</u>

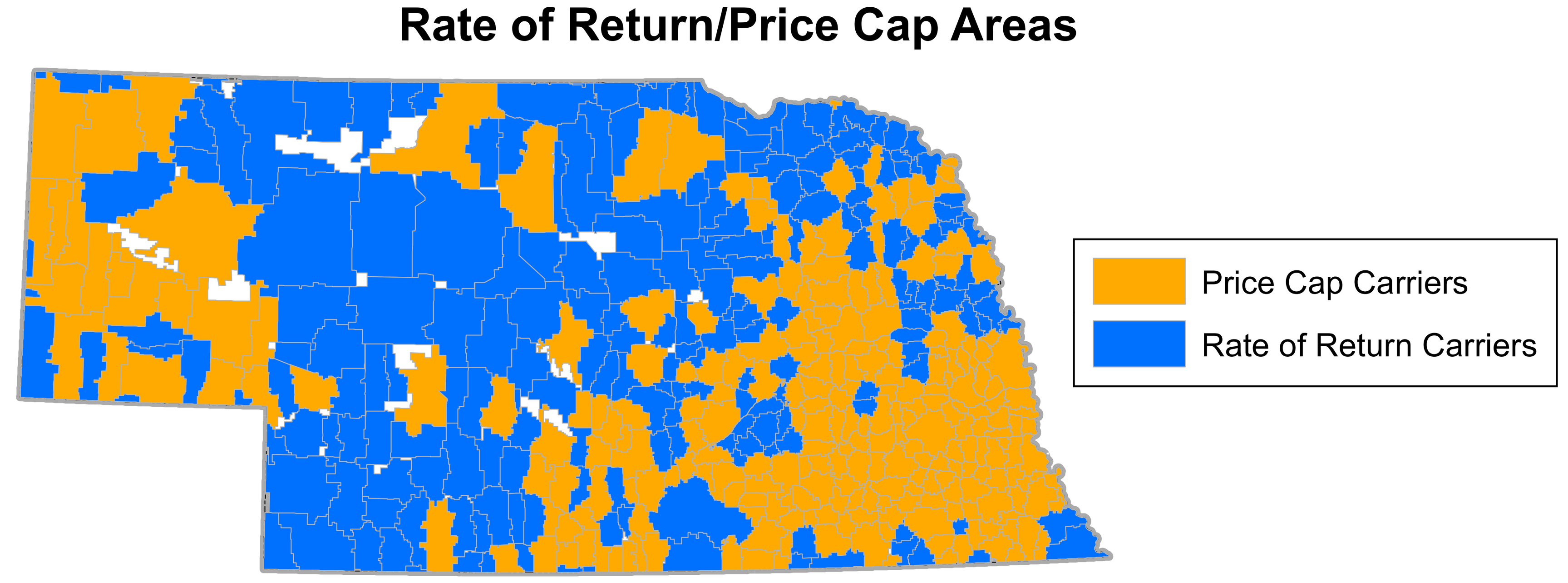
SERVICE AREA MAPS

- City Limits
- County Boundary
- ABB (Arlington Telephone Co./Huntel)
- ABB (Blair Telephone Co./Huntel)
- ABB (Eastern NE Tel. Co.)
- ABB (Rock County Tel. Co.)
- ATC Comm. (Arapahoe)
- BW Telecom - Benkelman Telephone Co., Inc.
- BW Telecom - Hartman Tel. Exchanges, Inc.
- BW Telecom - Wauneta
- Cambridge Tel. Co.
- Centurylink - UTC of the West
- Consolidated Teleco, Inc.
- Consolidated Telecom, Inc.
- Consolidated Telephone Company
- Cozad Telephone Company
- Curtis Telephone Company
- Dalton Telephone Co.
- Diller Tel. Co. (Diode Comm.)
- Elsie Comm., Inc.
- Foreign Exchange
- Frontier (Citizens)
- Glenwood Network Services
- Glenwood Tel. Mem. Corp.
- Great Plains Comm.
- Hamilton Tel. Co.
- Hartington Telecomm. Co., Inc.
- Hartman Tel. Exchanges, Inc. (BW Telecom)
- Hemingford Cooperative Tel. Co. (Mobius)
- Henderson Cooperative Tel. Co.
- Hershey Cooperative Tel. Co.
- Hooper Tel. Co. (WesTel Systems)
- K&M Telephone Co.
- Nebraska Central Tel. Co.
- Northeast Nebraska Tel. Co.
- Pierce Tel. Co., Inc.
- Plainview Telephone
- Qwest/Centurylink
- Sodtown Communications, Inc.
- Southeast Nebraska Tel. Co.
- Stanton Telecom, Inc.
- Three River Tel. Co.
- Windstream

Commission Districts



Rate of Return/Price Cap Areas



Nebraska Area Codes

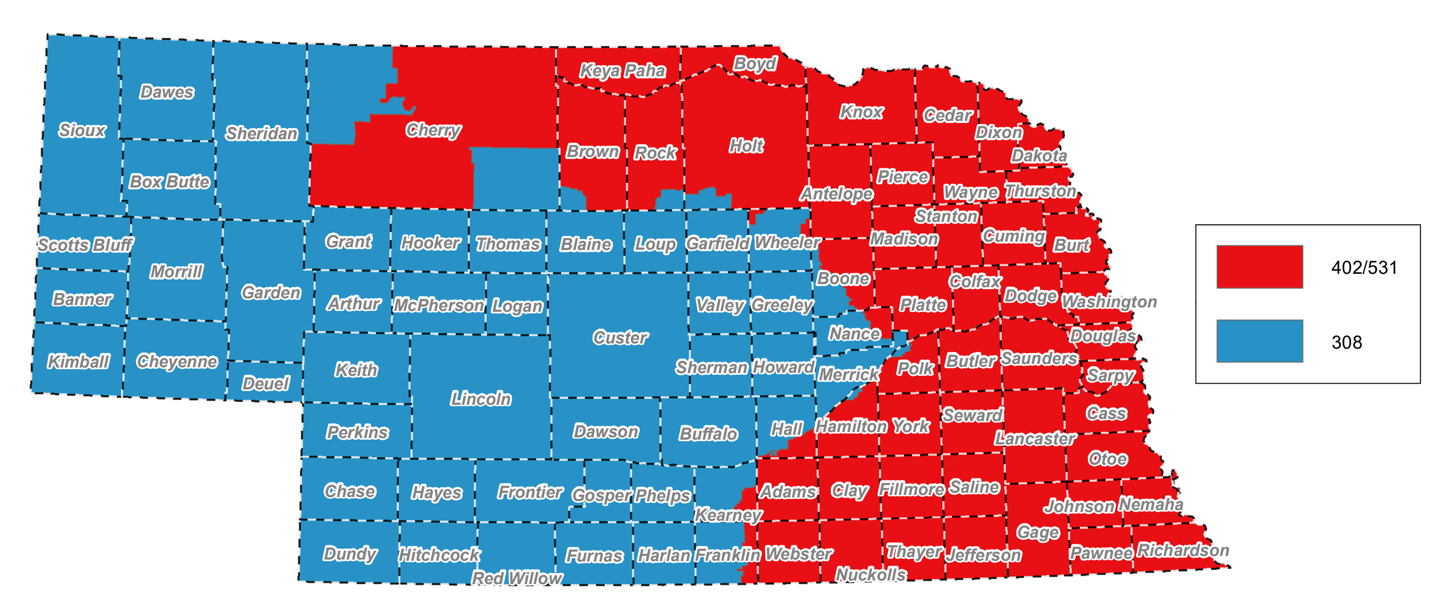
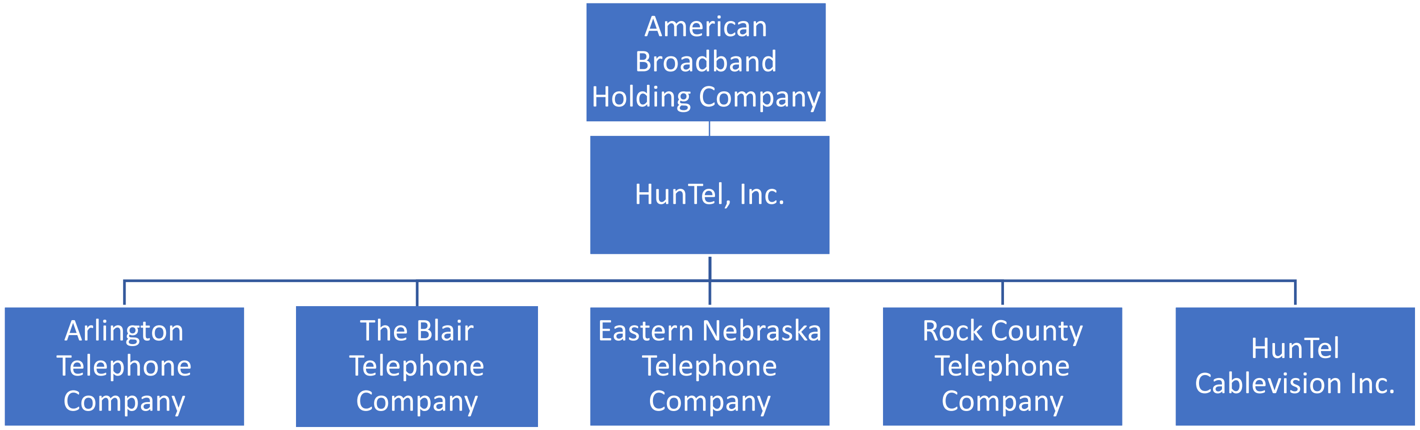


EXHIBIT B

PRE- AND POST-CLOSING ORGANIZATIONAL CHARTS

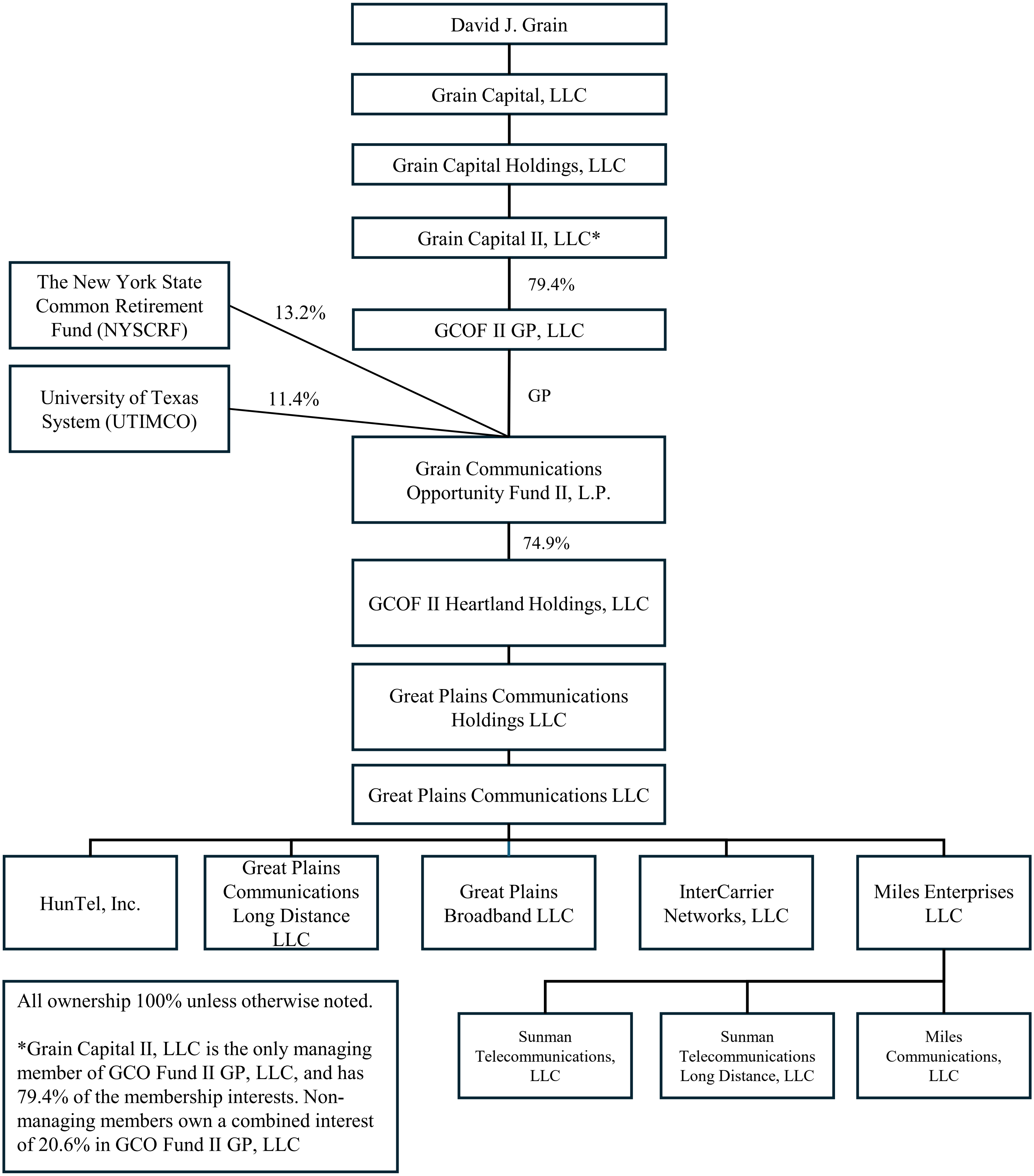
HunTel, Inc.
Organizational Structure – NE Region

Pre-Closing



All ownership is 100% unless otherwise noted.

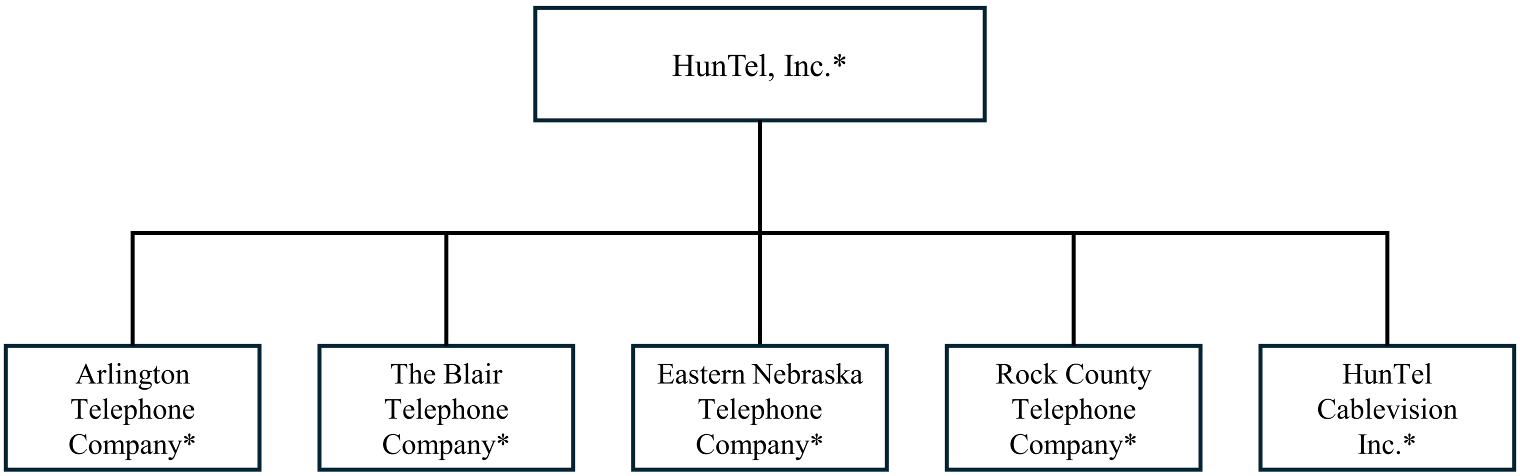
Post Transaction Ownership Chart



Subsidiaries of HunTel Inc. continued on next page

Post Transaction Ownership Chart

Continued from previous page



All ownership 100% unless otherwise noted.

* Each of these entities will be converted to an LLC prior to closing of the Transaction.

EXHIBIT C

AFFILIATES THAT PROVIDE DOMESTIC TELECOMMUNICATIONS SERVICES

1. **Transferor/Fastwyre Nebraska Licensee Affiliates**. The following affiliates of the Fastwyre Nebraska Licensees provide domestic telecommunications services:[21]

Company	State	Regulatory Classification	Services Provided
Moundville Telephone Company, Inc.	Alabama	ILEC	Local exchange telecommunications services
MTC Long Distance, Inc.	Alabama	IXC	Interexchange telecommunications services
Interior Telephone Company	Alaska	ILEC	Local exchange telecommunications services
Mukluk Telephone Company	Alaska	ILEC	Local exchange telecommunications services
TelAlaska Cellular, Inc.	Alaska	CMRS	Wireless telecommunications services
TelAlaska Long Distance, Inc.	Alaska	CLEC/IXC	Local exchange and interexchange telecommunications services
Cameron Communications, L.L.C.	Louisiana and Texas	IXC	Interexchange telecommunications services
Cameron Telephone Co., L.L.C.	Louisiana and Texas	ILEC	Local exchange telecommunications services
Elizabeth Telephone Co., L.L.C.	Louisiana	ILEC	Local exchange telecommunications services
LBH, L.L.C.	Louisiana and Texas	CLEC/IXC	Local exchange and interexchange telecommunications services
AccessLine Communications Corp.	All 50 states	CLEC	Resold intrastate, interstate, and international communications services

[21] As stated above at note 19, at the time of closing of the instant Transaction, these companies will no longer be affiliated with the Fastwyre Nebraska Licensees, in light of the divestments by MDP referenced above.

2. **Transferee/Affiliates/Subsidiaries**.

Company	State	Regulatory Classification	Services Provided
Great Plains Communications LLC	Nebraska, Colorado, Kansas, South Dakota	ILEC	Local exchange telecommunications services.
Great Plains Communications Long Distance LLC	Nebraska	IXC	Resold intrastate telecommunications services
Great Plains Broadband LLC	Nebraska, Iowa	CLEC	Local exchange telecommunications services
InterCarrier Networks, LLC	Illinois, Indiana, Kentucky	CLEC	Local exchange telecommunications services
Sunman Telecommunications LLC	Indiana	ILEC	Local exchange telecommunications services
Sunman Telecommunications Long Distance, LLC	Indiana	IXC	Resold intrastate telecommunications services
Miles Communications, LLC	Indiana	CLEC	Local exchange telecommunications services
E. Ritter Telephone Company, LLC	Arkansas	ILEC	Local exchange telecommunications services
Tri-County Telephone Company, LLC	Arkansas	ILEC	Local exchange telecommunications services
Millington Telephone Company, LLC	Tennessee	ILEC	Local exchange telecommunications services
E. Ritter Communications, LLC	Arkansas, Tennessee, Texas	CLEC	Local exchange telecommunications services
MTel Long Distance, LLC	Tennessee	CLEC	Local exchange telecommunications services
Orlando Telephone Company, Inc. (d/b/a Summit Broadband)	Florida	CLEC	Local exchange telecommunications services
Spectrotel Services, LLC	All 50 states and	CLEC, IXC	Local exchange telecommunications services

Company	State	Regulatory Classification	Services Provided
	D.C. (except Alaska and Hawaii)		and resold intrastate, interstate, and international communications services.

<u>EXHIBIT D</u>

VERIFICATIONS

DECLARATION OF NICHOLAS HOLLE

I, Nicholas Holle, General Counsel and Secretary of Great Plains Communications LLC, the Transferee, do hereby declare under penalty of perjury that the foregoing Application was prepared under my direction and supervision and that the contents of the filing and the certifications contained therein are true and correct to the best of my knowledge, information and belief.

By: ______________________________
Nicholas Holle
General Counsel, Secretary

Date: June 9, 2026

DECLARATION OF JOHN R. WALTER

I, John R. Walter, Executive Vice President, General Counsel, and Secretary of American Broadband Holding Company, the Transferor, do hereby declare under penalty of perjury that the foregoing Application was prepared under my direction and supervision and that the contents of the filing and the certifications contained therein are true and correct to the best of my knowledge, information and belief.

By: ______________________________
John R. Walter
Executive Vice President, General Counsel,
and Secretary

Date: June 9, 2026