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READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

Approved by OMB 3060-0589

(1) LOCKBOX #	SPECIAL USE ONLY
979091	FCC USE ONLY

SECTION A – PAYER INFORMATION

(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card): Thomas J Moorman	(3) TOTAL AMOUNT PAID (U.S. Dollars and cents): $1,050.00
(4) STREET ADDRESS LINE NO.1: 2154 Wisconsin Ave., N.W.	
(5) STREET ADDRESS LINE NO. 2: Suite 200	
(6) CITY: Washington	(7) STATE: DC / (8) ZIP CODE: 20007
(9) DAYTIME TELEPHONE NUMBER (include area code): 202-944-9502	(10) COUNTRY CODE (if not in U.S.A.): USA

FCC REGISTRATION NUMBER (FRN) REQUIRED

(11) PAYER (FRN): 0021300793	(12) FCC USE ONLY

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: Newcastle Holdings, Inc.	
(14) STREET ADDRESS LINE NO.1: PO Box 1988	
(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): 866-542-6779	(20) COUNTRY CODE (if not in U.S.A.): USA

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN): 0014480362	(22) FCC USE ONLY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE: CDT	(25A) QUANTITY: 1
(26A) FEE DUE FOR (PTC): $1,050.00	(27A) TOTAL FEE: $1,050.00	FCC USE ONLY
(28A) FCC CODE I	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE I	(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 _____

SECTION E - CREDIT CARD PAYMENT INFORMATION

MASTERCARD [redacted] VISA [redacted] AMEX [redacted] DISCOVER [redacted]

ACCOUNT NUMBER [redacted] EXPIRATION DATE [redacted]

I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.

SIGNATURE Thomas J Moorman DATE 11/6/13

DENVER OFFICE
SUITE 730
1512 LARIMER STREET
DENVER, COLORADO 80202-1610
TELEPHONE 303-606-6700
FAX 303-606-6701

WOODS & AITKEN
L · L · P

SUITE 200
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WASHINGTON, D.C. 20007
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LINCOLN OFFICE
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301 SOUTH 13TH STREET
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FAX 402-437-8558

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THOMAS J. MOORMAN
Direct Dial: 202-944-9502
E-Mail: tmoorman@woodsaitken.com
Admitted to practice only in the District of Columbia

November 6, 2013

Via overnight delivery

Federal Communications Commission
c/o US Bank
Government Lockbox 979091
SL-MO-C2-GL
1005 Convention Plaza
St Louis MO 63101

ATTN:FCC Government Lockbox

Re: Section 214 Application for Streamlined Transfer of Control of Domestic Section 214 Authorization of Elsie Commnications, Inc., SKT Ventures, Inc., Dalton Telephone Company, Inc., Dalton Holdings, Inc. and Newcastel Holdings, Inc.

Ladies and Gentlemen:

Enclosed is a sealed envelope containing the filing fee for the captioned application in the form of credit card authorization to charge $ 1,050.00 to the account provided.

Please mark the enclosed copy of this filing as "received" and return in the pre-paid envelope provided.

Please refer any questions to the undersigned.

Sincerely,

Thomas J. Moorman

Thomas J. Moorman

BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, DC 20554

In the Matter of	)	
	)	
Elsie Communications, Inc.	)	
SKT Ventures, Inc.	)	
Dalton Telephone Company, Inc.	)	
Dalton Holdings, Inc.	)	
	)	WC Docket No. 13-_____
and	)	
	)	
Newcastle Holdings, Inc.	)	
	)	
Application for Authorization Pursuant to	)	
Section 214 of the Communications Act of 1934,	)	
as Amended, for Transfer of Control	)	

APPLICATION FOR TRANSFER OF CONTROL

Elsie Communications, Inc. ("Elsie"), SKT Ventures, Inc. ("SKT"), Dalton Telephone Company, Inc. ("Dalton") and Dalton Holdings, Inc. ("Dalton Holdings") (collectively "Transferors") and Newcastle Holdings, Inc., ("Newcastle" or "Transferee") (Transferors and Transferee collectively referred to as "Applicants"), by their undersigned counsel, and pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the "Act"), and Section 63.04 of the rules of the Federal Communications Commission ("FCC" or the "Commission"), 47 C.F.R. § 63.04, hereby request authority to transfer control of the domestic 214 authorizations held by Elsie and Dalton to Newcastle. This Application is accompanied by an Application for Special Temporary Authorization seeking immediate authorization to continue operations under current ownership. In support of this request, the following is demonstrated:

BACKGROUND

This Application seeks to correct the errors in Transferee's ownership information as originally reported to and approved by the Commission in an application for transfer of control in WC Docket No. 06-13.[1] Therein, Applicants described a transaction whereby Newcastle would acquire all of the issued and outstanding shares of Elsie from SKT, as well as all of the issued and outstanding shares of Dalton from Dalton Holdings. Newcastle consummated the transaction in June 2006, but the ownership of its parent company, American Broadband Acquisition Corp IV ("ABAC IV") was then significantly different from the structure reported in the original application.

In the context of preparing for the sale of ABAC IV, Signal Secondary Fund, L.P. ("SSF"),[2] the controlling shareholder of ABAC IV, discovered these reporting errors and hereby seeks to correct these errors by submitting this Application seeking formal approval of the Newcastle ownership structure as it existed on the June 2006 consummation date.[3]

Newcastle's President, Patrick L. Eudy, supervised the preparation and filing of the application for the transfer of control of the domestic authorization of Elsie and Dalton to Newcastle.[4] In that application, Mr. Eudy reported that Newcastle's parent, ABAC IV, was owned 49% by American Broadband Communications, LLC (a company then owned equally by

---

1 *See* Public Notice, WC Docket Nos. 06-4 & 06-13, DA 06-380, released February 17, 2006; *see also* Public Notice, WC Docket No. 06-13, DA 06-75, released January 17, 2006.

2 The Commission records reflect that SSF and its affiliates have been approved as indirect owners of entities holding Section 214 authorizations. In addition to Elsie and Dalton, SSF and its affiliated companies indirectly own interests of ten percent (10%) or more of the companies regulated by the Commission listed on Attachment 2.

3 Minor changes in ownership interests have occurred since the consummation date, and are reflected in the footnotes to Attachment 1.

4 Mr. Eudy also supervised the preparation and filing of Newcastle's application for international 214 authorization in February, 2006, and a March, 2006 transfer of control application of the international 214 authorization held by Elsie.

Mr. Eudy and William H. Tucker), and 40% by an SSF affiliate, Signal Equity Partners II, LP. That information was incorrect. The correct ownership information as of the June 2006 consummation of the purchase of Elsie and Dalton by Newcastle is provided on Attachment 1 (and is compared with the ownership information as originally filed).

Based upon review of the Newcastle corporate documentation available to SSF, it is believed that Mr. Eudy provided information in the 2006 applications based upon his anticipation of the ownership structure for ABAC IV that would exist as of the closing date of the proposed transaction.[5] In any event, the ultimate ownership structure of ABAC IV differed significantly from that reported in the January 2006 application. Until preparing for the sale of ABAC IV (which will be the subject of soon-to-be-filed transfer of control applications), SSF was unaware that Newcastle ownership information had been reported incorrectly in 2006. SSF now seeks to correct the record as quickly and efficiently as possible.

Since consummation, in 2006, Elsie and Dalton have continued to provide service to their customers in their respective territories as wholly-owned subsidiaries of Newcastle. Accordingly, prompt grant of this Application will allow these public interest benefits to continue.

Pursuant to Section 63.04(a) of the Commission's rules, the Applicants provide the following information in support of this transaction:

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[5] Mr. Eudy passed away in June of 2013, and SSF does not have access to his personal records. SSF notes, however, that the structure as reported by Mr. Eudy was similar to then-existing investment structures that Mr. Eudy had previously negotiated with representatives of other SSF-affiliated investment companies.

(1) Applicants' Name, Address and Telephone Number

Transferors: Elsie Communications, Inc.
SKT Ventures, Inc.
112 South Lee
Clearwater, KS 67026

Telephone: 620-584-2255
Facsimile: 620-584-2220

Dalton Telephone Company, Inc.
Dalton Holdings, Inc.
112 South Lee
Clearwater, KS 67026

Telephone: 620-584-2255
Facsimile: 620-584-2220

Transferee: Newcastle Holdings, Inc.
Charles T. Lake, II
Treasurer
c/o SSF Advisors, LLC
805 Third Avenue, Suite 1202 New York, NY 10022
Tel: 646-580-3195
E-mail: CLake@signal-equity.com

(2) State of Organization

(a) Dalton Holdings, Elsie and Dalton are Nebraska Corporations. SKT is a Kansas corporation.
(b) Newcastle Holdings, Inc. is a North Carolina corporation.

(3) Contact Information

All correspondence, notices and inquiries regarding this transaction should be addressed to:

Transferors:

William R. McVey
The Southern Kansas Telephone Company, Inc.
CFO
112 South Lee
Clearwater, KS 67026

Telephone: 620-584-2255
Facsimile: 620-584-2220

Transferee:

Charles T. Lake, II
Treasurer
c/o SSF Advisors, LLC
805 Third Avenue, Suite 1202
New York, NY 10022
Telephone: 646-580-3195
E-mail: CLake@signal-equity.com

Copies of all correspondence, notices, and inquiries should also be addressed to:

Thomas J. Moorman
Woods & Aitken LLP
2154 Wisconsin Ave., N.W., Suite 200
Washington, D.C. 20007
Telephone: 202-944-9502
Facsimile: 202 944 9501

and

Sylvia Lesse
Communications Advisory Counsel, LLC
2154 Wisconsin Ave., N.W.
Washington, D.C. 20007
Telephone: 202-333-5273
Facsimile: 202-318-3213

(4) Ten percent (10%) Equity Shareholders:

TRANSFERORS:

At the time of the original application filed in WC Docket No. 06-13, the ownership information for the Transferors was as follows:

Elsie Communications, Inc.:

	% Equity	Citizenship	Principal Business
SKT Ventures, Inc.	100%	USA	Telecom

The 10% or greater owners of SKT Ventures, Inc.:

	% Equity	Citizenship	Principal Business
Kendall S. Mikesell	25%	USA	Telecom
Elaine L. Webb	25%	USA	Telecom
	% Equity	Citizenship	Principal Business
Edwin A. Mikesell	25%	USA	Telecom
Gregory L. Mikesell	25%	USA	Telecom

Dalton Telephone Company, Inc. :

	% Equity	Citizenship	Principal Business
Dalton Holdings, Inc.	100%	USA	Telecom

Dalton Holdings, Inc. :

	% Equity	Citizenship	Principal Business
The Southern Kansas Telephone Company, Inc.	100%	USA	Telecom

The 10% or greater owners of The Southern Kansas Telephone Company, Inc. were:

	% Equity	Citizenship	Principal Business
Kendall S. Mikesell	24.99%	USA	Telecom
Elaine L. Webb	24.99%	USA	Telecom
Edwin A. Mikesell	24.99%	USA	Telecom
Gregory L. Mikesell	24.99%	USA	Telecom

TRANSFEREE:

The following information reflects the post-consummation ownership of Newcastle, correcting errors in the Transferee ownership information as reported in WC Docket No. 06-13.

The 10% or greater shareholder of Newcastle Holdings, Inc.:

	% Equity	Citizenship	Principal Business
American Broadband Acquisition Corp. IV	100%	USA	Telecom

The 10% or greater shareholders of American Broadband Acquisition Corp. IV ("ABAC IV"):

	% Equity	Citizenship	Principal Business
American Broadband Communications, LLC	40%	USA	Telecom
Signal Secondary Fund LP ("SSF")	38.2%[6]	USA	Investments

Although holding only 38.2% of ABAC IV's equity, SSF controlled ABAC IV by virtue of a shareholders' agreement that grants SSF the right to appoint three (3) of the five (5) members of the ABAC IV board of directors.

The 10% or greater shareholder of American Broadband Communications, LLC ("ABB"):

	% Equity	Citizenship	Principal Business
Patrick L. Eudy[7]	48.75%	USA	Telecom
William H. Tucker	48.75%	USA	Telecom

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[6] In 2012, SSF acquired an additional 4.7% minority interest in Newcastle resulting in SSF's current ownership percentage in Newcastle of 42.9%. This is the only ownership change in SSF's ownership interest in Newcastle since 2006.

[7] It is the understanding of SSF that, at some time after the consummation of the transaction in June of 2006, Mr. Eudy became the sole owner of ABB, and, subsequently, that ownership interest has become the property of his estate. *See supra*, n.5.

The 10% or greater shareholders and controlling entity of Signal Secondary Fund LP ("SSF") that have a derivative ownership of 10% or greater in Newcastle are as follows:

	% Equity	Citizenship	Principal Business
Ostin Revocable Trust	33.0%	USA	Investments
Louisa Stud Sarofim Revocable Trust	33.0%	USA	Investments

SSF's operations are controlled by its single General Partner, Signal Secondary Advisors, LLC ("SSA"). SSA has a 1% General Partnership interest in SSF. SSA is wholly owned by SSF Advisors, LLC ("SSF Advisors"). SSF Advisors therefore controls SSF by virtue of SSF Advisors owning 100% of SSA.

The 10% or greater owners of SSF Advisors are Timothy P. Bradley (36.8%); Alfred J. Puchala, Jr. (36.8%); and Charles T. Lake II (18.4%); each a citizen of the United States whose principal business is investments.

The affiliated telecommunications interests of SSF are reflected in Attachment 2 hereto. The additional affiliated telecommunications interests of the Estate of Patrick L. Eudy are reflected on Attachment 3 hereto.

(5) Certification Pursuant to Rules 1.2001-1.2003

Transferors hereby certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of their knowledge, information, and belief, they were not subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862. Transferees hereby certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of their knowledge, information, and belief, they are not subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

(6) Description of the Transaction

In June of 2006, Newcastle purchased from SKT all of the outstanding shares of common stock of Elsie. Under a separate agreement, Newcastle also purchased from Dalton Holdings all of the outstanding shares of common stock of Dalton. Upon the June 2006 consummation of the transaction, Elsie and Dalton planned to and have continued to provide local exchange telephone

and exchange access service to their current subscribers, as wholly owned subsidiaries of Newcastle.

(7) Geographic Description

Elsie is an incumbent local exchange carrier providing local exchange and exchange access service to subscribers in one exchange in and around Elsie, Nebraska. Dalton is an incumbent local exchange carrier providing local exchange and exchange access service to subscribers in the Bushnell, Dalton, Dix, Gurley and Lodgepole, Nebraska exchanges.

(8) Streamlined Treatment

The Applicants request streamlined treatment for this Application which qualifies for streamlining under Sections 63.03 of the Commission's rules.

The Application is entitled to a presumption of applicability of the streamlined procedures pursuant to Sections 63.03(b)(2)(ii) and (iii). Since consummation of the transaction, Newcastle, together with all of its long distance affiliates, have a less than 10% share of the interstate, interexchange market.[8] With respect to Section 63.03(b)(2)(ii), Dialog Telecommunications, a non-dominant competitive local exchange carrier noted in Attachment 3 hereto, provides services exclusively outside the geographic area where the dominant carriers, Elsie and Dalton are dominant. With respect to Section 63.03(b)(2)(ii), the applicant and Newcastle's local exchange affiliates noted in Attachments 2 and 3 hereto have fewer than two (2) percent of the nation's subscriber lines, and the consummation of the transaction does not and would not result in any new overlapping or adjacent service areas for Applicants or their affiliates. *See* Attachment 4. There are no requests for waivers associated with this Application.

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[8] Newcastle Holdings, Inc. is a holding company which does not itself provide telecommunications services at any location.

(9) Other Related Applications Before the Commission

Applicants will be seeking Special Temporary Authority ("STA") for the continued operations of Elsie and Newcastle until such time as the instant application is approved by the Commission. In addition, Newcastle (which applied for and was granted international Section 214 Authority) will be filing a transfer of control application to reflect corrected ownership information and will also seek a STA for the authority to continue to allow the continued operation of Dalton Telecommunications, Inc. (a reseller of long distance services in and around the service areas of Elsie and Dalton, operating under the international Section 214 authorization of its parent, Newcastle).[9] In addition, the international Section 214 authority of Elsie, which is inactive, will be subject to a transfer of control application reflecting the corrected ownership of Newcastle. Because Elsie's international Section 214 authority is not being used, SSF does not believe a STA associated with its inactive international Section 214 authority is required.

(10) Statement of Imminent Business Failure

Not applicable.

(11) Separately Filed Waiver Requests

None

(12) Public Interest Statement

Elsie and Dalton continued to provide high quality, modern local exchange and exchange access services to their current subscribers in a manner that was transparent to them. Grant of this Application will ensure that Elsie and Dalton will continue to provide uninterrupted local exchange and exchange access services.

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[9] Dalton Telecommunications, Inc. ("DTI"), a wholly owned subsidiary of Newcastle, began operations as a reseller of long distance services after the consummation of the original transaction described herein. Accordingly, DTI was not a party to the original transaction and its ownership was not a subject of the original application.

Conclusion.

For the foregoing reasons, Applicants respectfully request that the Commission promptly grant this Application.

Respectfully Submitted,

By: _____

Thomas J. Moorman
Woods & Aitken LLP
2154 Wisconsin Ave., N.W., Suite 200
Washington, D.C. 20007
Telephone: 202-944-9502
Fax: 202-944-9501

_____

Sylvia Lesse
Communications Advisory Counsel, LLC
2154 Wisconsin Ave., N.W.
Washington, D.C. 20007
Telephone: 202-333-5273
Fax: 202-318-3213

Date: November 6, 2013

DECLARATION

I, William R. McVey, CFO of SKT Ventures, Inc. and Dalton Holdings, Inc. (collectively the "Companies"), do hereby declare under penalties of perjury that I have read the foregoing "Application for Transfer of Control," and, based on my review of the corporate records of the Companies affirm that the information contained therein regarding the Companies was true and accurate to the best of my knowledge, information, and belief as of the June 2006 consummation of the transaction described in the application for transfer of control of the Companies filed with filed with the Federal Communications Commission on January 4, 2006.

Date: November 6, 2013

William R. McVey

William R. McVey, CFO

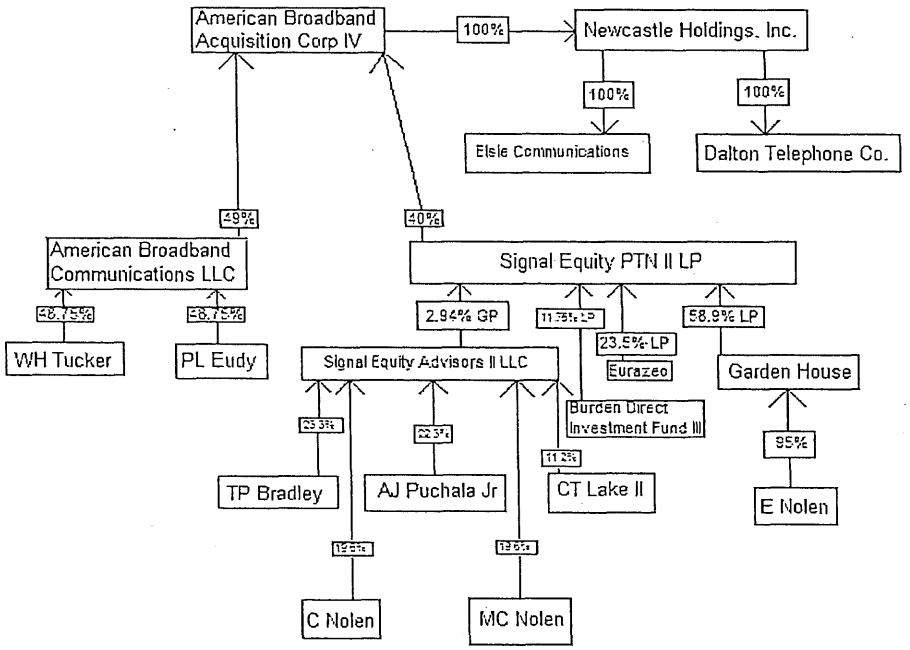
DECLARATION

I, Charles T. Lake, II, Managing Director of SSF Advisors, LLC (the "Company"), the managing member of Signal Secondary Advisors, LLC, the general partner of Signal Secondary Fund, L.P ("SSF"), do hereby declare under penalties of perjury that I have read the foregoing "Application for Transfer of Control," and that the information contained therein regarding the Company and SSF and its affiliates is true and accurate to the best of my knowledge, information, and belief.

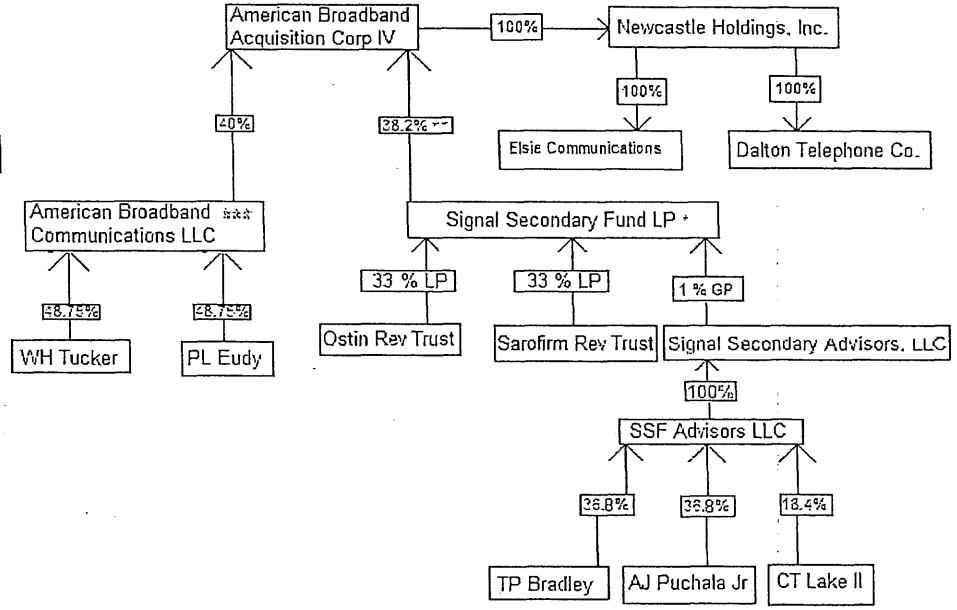
Charles T. Lake, II
Managing Director

Date: 11/6/13

As filed, January 2006



As consummated, June 2006



* Signal Secondary Fund LP ("SSF") controls American Broadband Acquisiiton Corp IV ("ABAC IV") by virtue of a shareholders agreement that grants SSF the right to appoint three of the five members of the ABAC IV board of directors.

**SSF subsequently purchased an additional 4.7% interest from a minority shareholder, bringing its current total interest to 42.9%.

*** The Estate of Patrick L. Eudy currently holds 100% of American Broadband Communications LLC.

Attachment 1

Interests in Telecommunications Carriers of Signal Secondary Fund, L.P. ("SSF") and its Affiliates

In addition to Elsie and Dalton, SSF and affiliates indirectly own interests of ten percent (10%) or more in seventeen (17) other telecommunications carriers operating in discrete areas of the United States as noted below. Fifteen (including Elsie and Dalton) of these affiliated telecommunications carriers described herein are controlled by either (1) SSF Advisors, LLC or (2) Signal Equity Advisors II, LLC. These two entities, which also hold indirect minority interests in four additional companies, are affiliated through common ownership, as shown in the attached schematic (Attachment 2, page 3), and as summarized on Attachment 2, page 4.

A. Controlled Companies

1. Dalton Telecommunications, Inc. (a reseller of interstate interexchange and, operating under the authority of its parent company, Newcastle Holdings, Inc., providing international long distance services in and around the service areas of Dalton and Elsie).

2. Gridley Telephone Company ("Gridley) (a small rural ILEC operating in the State of Illinois).

3. Gridley Communications, Inc. (a resale interexchange carrier offering interstate interexchange and international resold long distance services in and around the service area of Gridley).

4. S&A Telephone Company, Inc. ("S&A") (a small rural ILEC operating in the State of Kansas).

5. S&A Communications, Inc. d/b/a S&A Long Distance (a resale interexchange carrier offering interstate interexchange and international resold long distance services in and around the service area of S&A).

6. Waverly Hall Telephone Company, L.L.C. ("WHT")(a small rural ILEC operating in the State of Georgia).

7. Waverly Hall Communications, Inc. (a resale interexchange carrier offering interstate interexchange and international resold long distance services in and around the service area of WHT).

8. 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).

Interests in Telecommunications Carriers
of Signal Secondary Fund, L.P. ("SSF")
and its Affiliates
(Cont'd)

9. Oregon Farmers Mutual Telephone Company, a rural ILEC in the State of Missouri.

10. Oregon Farmers Mutual Long Distance, Inc. (a reseller of interstate interexchange and international long distance services in and around the area served by Oregon Farmers).

11. The Rye Telephone Company ("Rye") (a small rural ILEC operating in the State of Colorado).

12. 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).

13. 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).

B. Minority Investment

1. Zenda Telephone Company, Inc. ("Zenda") (a rural ILEC operating in the State of Kansas).

2. West Side Telecommunications ("West Side") (a rural ILEC operating in the State of West Virginia).

3. Miller Telephone Co. (Miller") (a rural ILEC operating in the State of Missouri).

4. 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).

10% or Greater Derivative Ownership Interest in Operating Telecommunications Companies of SSF-Affiliated Companies

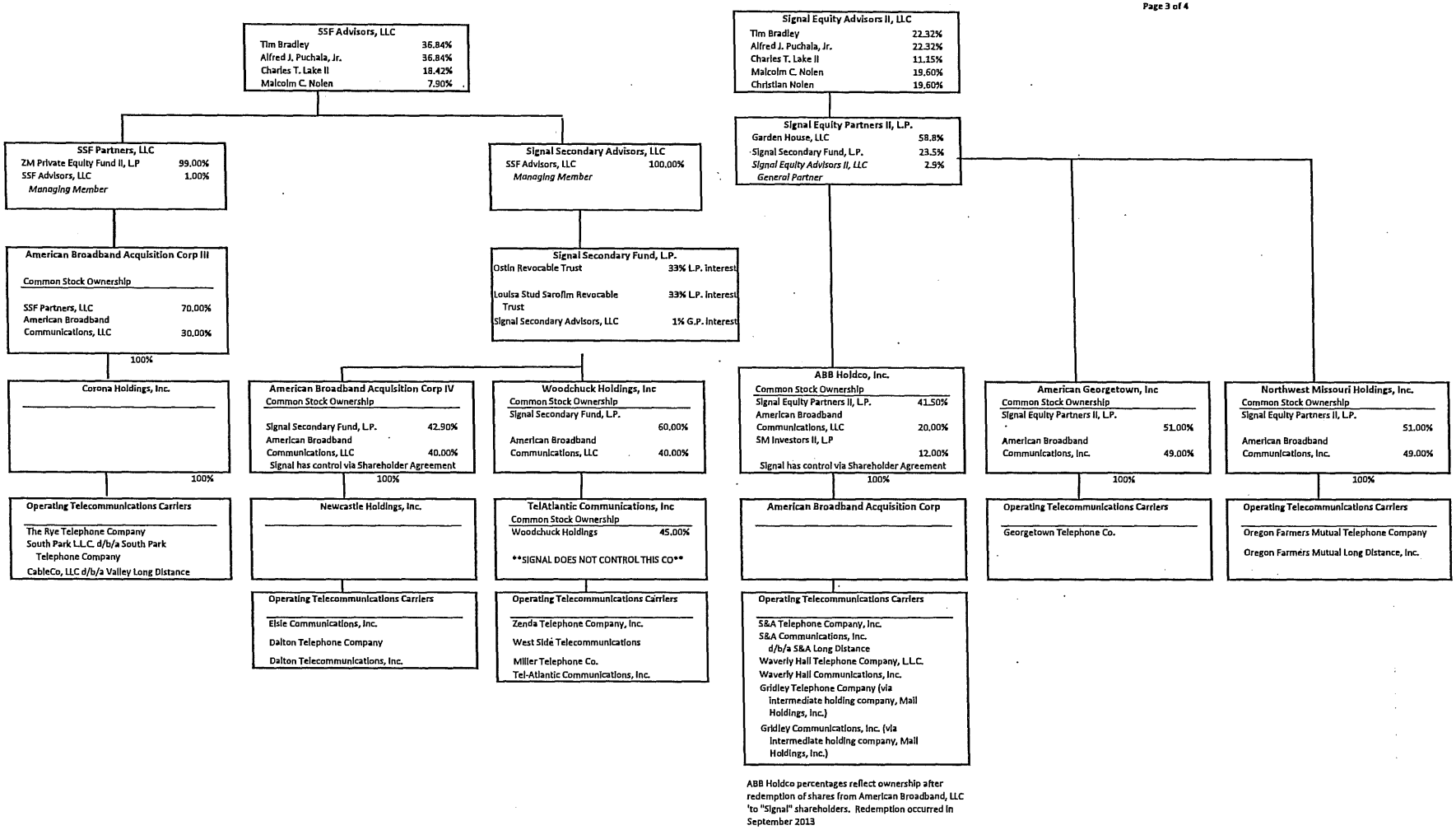


ABB Holdco percentages reflect ownership after redemption of shares from American Broadband, LLC to "Signal" shareholders. Redemption occurred in September 2013

Description of SSF Affiliated Companies Interrelationship

As demonstrated on page 3 of this Attachment, Messrs. Bradley, Puchala and Lake collectively control two companies, SSF Advisors, LLC ("SSF Advisors") and Signal Equity Advisors, II, LLC ("SEA-II").

SSF Advisors is the managing member of SSF Partners, LLC, the majority (70%) owner of American Broadband Acquisition Corp. III. This entity owns 100% of Corona Holdings, Inc., which, in turn, owns The Rye Telephone Company, South Park LLC dba South Park Telephone Company, and CableCo, LLC dba Valley Long Distance.

SSF Advisors is also the managing member of Signal Secondary Advisors, LLC, the general partner of Signal Secondary Fund, LP ("SSF"). SSF, in turn, owns 42.9% of American Broadband Acquisition Corp IV ("ABAC-IV"), an entity controlled by SSF by virtue of a shareholders agreement. ABAC-IV owns 100% of Newcastle Holdings, Inc., which, in turn, owns Elsie Communications, Inc., Dalton Telephone Company and Dalton Telecommunications, Inc.

SSF also holds controlling (60%) interest in Woodchuck Holdings, Inc. ("Woodchuck"). Woodchuck holds a non-controlling (45%) interest in TelAtlantic Communications, Inc., the controlling interest holder in Zenda Telephone Company, Inc., West Side Telecommunications, Miller Telephone Company and Tel-Atlantic Communications, Inc.

SEA-II is the general partner of Signal Equity Partners II, LP[1] ("Signal Equity"). Signal Equity owns 41.5% of ABB Holdco, Inc., an entity controlled by Signal Equity by virtue of a shareholders agreement. AAB Holdco, Inc.'s wholly-owned subsidiary, American Broadband Acquisition Corp., is the parent company of S&A Telephone Company, Inc., S&A Communications, Inc. dba S&A Long Distance, Waverly Hall Telephone Company, LLC, Waverly Hall Communications, Inc., and the indirect parent company of Gridley Telephone Company and Gridley Communications, Inc.

SEA-II is the majority (51%) owner of American Georgetown, Inc., the parent company of Georgetown Telephone Company. SEA-II also is the majority (51%) owner of Northwest Missouri Holdings, Inc., the parent company of Oregon Farmers Mutual Telephone Company and Oregon Farmers Mutual Long Distance, Inc.

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1 SSF holds a 23.5% limited partnership interest in Signal Equity.

Attachment 3

Additional Interests in Telecommunications Carriers of the Estate of Patrick L. Eudy

The Estate of Patrick L. Eudy is the indirect 10% or greater owner of the following telecommunications carriers operating in discrete areas of the United States that are outside of the States of Kansas and Georgia. In addition to the following, the Estate of Patrick L. Eudy also owns indirect equity interests in each of the telecommunications companies listed in Attachment 2.

1. Arlington Telephone Company, a Nebraska corporation and ILEC, that provides local exchange and exchange access services in and around Arlington, Nebraska.

2. 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.

3. 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.

4. Rock County Telephone Company, a Nebraska corporation and ILEC, that provides local exchange and exchange access services in and around Bassett and Newport, Nebraska.

5. HunTel Cablevision d/b/a HunTel Communications, a Nebraska corporation and Competitive Local Exchange Carrier ("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.

6. Holway Telephone Company, a Missouri corporation and ILEC, that provides local exchange and exchange access services in and around Maitland, Missouri.

7. K.L.M. Telephone Company, a Missouri corporation and ILEC, that provides local exchange and exchange access services in and around Rich Hill, Missouri.

8. Holway Long Distance Company, a Missouri corporation and IXC that resells interstate interexchange and international long distance services in and around Maitland, Missouri;

9. KLM Long Distance Company, a Missouri corporation and IXC that resells interstate interexchange and international long distance services in and around Rich Hill, Missouri.

Additional Interests in Telecommunications Carriers of the Estate of Patrick L. Eudy (Cont'd)

10. Interior Telephone Company, an Alaska corporation and ILEC, that provides local exchange and exchange access services in Alaska.

11. Mukluk Telephone Company, Inc., an Alaska corporation and ILEC, that provides local exchange and exchange access services in Alaska.

12. TelAlaska Long Distance, Inc., an Alaska corporation that resells interstate interexchange and international long distance services.

13. 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).

14. 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.

15. 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 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.

16. 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.

17. 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.

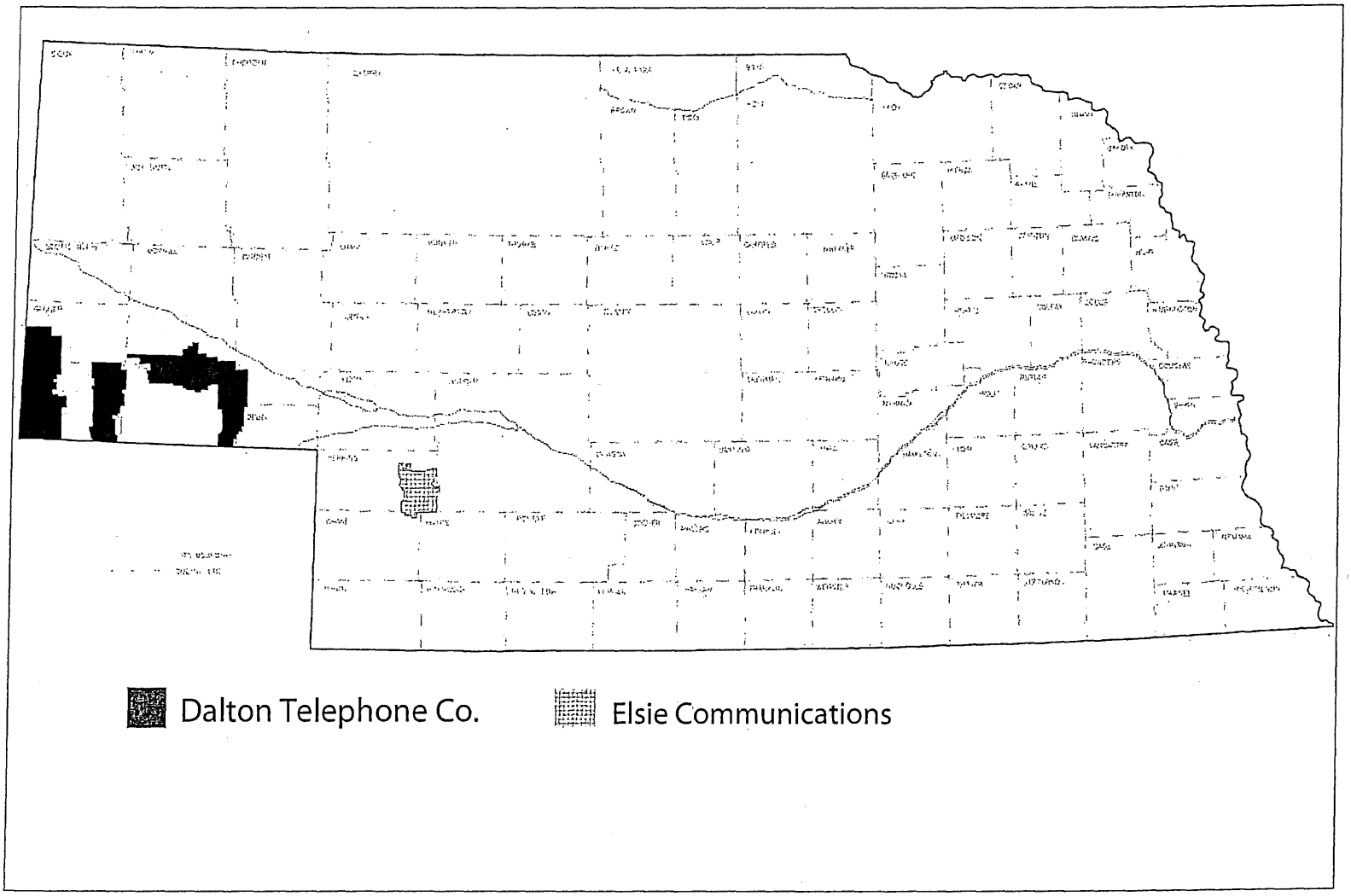
18. Dialog Telecommunications, Inc., which provides voice and data services as a CLEC in Kentucky, Mississippi and North Carolina.

Additional Interests in Telecommunications Carriers of the Estate of Patrick L. Eudy (Cont'd)

19. Acorn Telephone LLC, which provides voice and data services as a CLEC in Kentucky.

20. AMA Communications LLC, which provides voice and data services, resold interstate interexchange and international long distance services, as a CLEC in Texas.

Attachment 4



CERTIFICATE OF SERVICE

I, Thomas J. Moorman, of Woods & Aitken LLP, 2154 Wisconsin Avenue, N.W., Suite 200, Washington, DC 20007, do hereby certify that on this 6th day of November, 2013, the foregoing "Application for Transfer of Control" was mailed, first class postage prepaid, to the following:

Thomas J. Moorman

The Honorable Dave Heineman
Governor, State of Nebraska
Office of the Governor
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