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A LIMITED LIABILITY PARTNERSHIP

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NEW YORK, NY
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LOS ANGELES, CA
STAMFORD, CT
PARSIPPANY, NJ
—
BRUSSELS, BELGIUM

—
AFFILIATE OFFICE
MUMBAI, INDIA

January 18, 2013

RECEIVED

JAN 18 2013

Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
Room N201 – 2nd Floor
Harrisburg, Pennsylvania 17120

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Re: Resold and Facilities-based Interexchange Toll services, Facilities-based
Competitive Local Exchange service and Resold Non-Prepaid Cellular
Radio/Wireless Telephone Service
American Broadband and Telecommunications Company

Dear Pennsylvania Public Utility Commission:

Enclosed please find for filing one original and three (3) copies of the referenced application for American Broadband and Telecommunications Company.

I have enclosed a check payable to the Commonwealth of Pennsylvania in the amount of \$250 for the application fee.

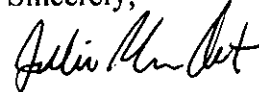
American Broadband and Telecommunications Company also wishes to operate as a carrier of Resold and Facilities-based Interexchange Toll services, Facilities-based Competitive Local Exchange service and Resold Non-Prepaid Cellular Radio/Wireless Telephone Service.

I have also enclosed an extra copy of this letter to be date stamped and returned to me in the enclosed, self-addressed, postage prepaid envelope.

Secretary
Pennsylvania Public Utility Commission
Page 2

If you have any questions or if I may provide you with additional information, please do not hesitate to call me.

Sincerely,

A handwritten signature in black ink, appearing to read "Julie M. Oost". The signature is fluid and cursive, with the first name "Julie" being the most prominent.

Julie M. Oost
Economist

Enclosures

RECEIVED

JAN 18 2013

PUC-377
Rev. 04/06

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Application of:

American Broadband and Telecommunications Company

for approval to offer, render, furnish or supply telecommunications services to the public in the Commonwealth of Pennsylvania.

1. **IDENTITY OF THE APPLICANT:** The name, address, telephone number, and fax number of the Applicant.

American Broadband and Telecommunications Company

1 Seagate, Suite 600

Toledo, Ohio 43699

Telephone:

Please identify any predecessors of the Applicant and provide other names under which the Applicant has operated within the preceding five years, including name, address, and telephone number.

2. **ATTORNEY:** The name, address, telephone number, and fax number of the Applicant's attorney.

Henry T. Kelly

Kelley Drye & Warren LLP

333 West Wacker Drive, 26th Floor

Chicago, IL 60606

Telephone: 312-857-7070

Fax: 312-857-7095

3. **CONTACTS:**

A) **APPLICATION:** The name, title, address, telephone number, and fax number of the person to whom questions about this application should be addressed.

Julie Musselman Oost, Economist

Kelley Drye & Warren LLP

333 West Wacker Drive, 26th Floor

Chicago, IL 60606

Telephone: 312-857-2617
Fax: 312-857-7095
JOost@KelleyDrye.com

B) PENNSYLVANIA EMERGENCY MANAGEMENT AGENCY (PEMA): The name, title, address, telephone number and FAX number of the person with whom contact should be made by PEMA (Pennsylvania Emergency Management Agency).

Dave Noe
Director of Operations
1 Seagate, Suite 600
Toledo, Ohio 43699
419-824-5815
dnoe@ambt.net

C) RESOLVING COMPLAINTS: Name, address, telephone number, and FAX number of the person and an alternate person responsible for addressing customer complaints. These persons will ordinarily be the initial point(s) of contact for resolving complaints and queries filed with the Public Utility Commission or other agencies.

Curt Church
Director of Customer Service
1 Seagate, Suite 600
Toledo, Ohio 43699
419-824-5815
church@ambt.net

4. FICTITIOUS NAME:

- The Applicant will not be using a fictitious name.
- The Applicant will be using a fictitious name. Attach to the Application a copy of the Applicant's filing with the Commonwealth's Department of State pursuant to 54 Pa. C.S. §311, Form PA-953.

5. BUSINESS ENTITY AND DEPARTMENT OF STATE FILINGS:

- The Applicant is a sole proprietor.
- The Applicant is a:
- General partnership
 - Domestic limited partnership (15 Pa. C.S. §8511)
 - *Foreign limited partnership (15 Pa. C.S. §8582)
 - Domestic registered limited liability partnership (15 Pa. C.S. §8201)
 - *Foreign registered limited liability general partnership (15 Pa. C.S. §8211)

*Provide name and address of Corporate Registered Office Provider or Registered Office within PA.

Attach to the application the name and address of partners. If any partner is not an individual, identify the business nature of the partner entity and identify its partners or officers.

Attach to the application proof of compliance with appropriate Department of State filing requirements as indicated above.

5. (Continued)

X The Applicant is a:

- Domestic corporation (15 Pa. C.S. §1306)
- X *Foreign corporation (15 Pa. C.S. §4124)
- Domestic limited liability company (15 Pa. C.S. §8913)
- *Foreign limited liability company (15 Pa. C.S. §8981)

*Provide name and address of Corporate Registered Office Provider or Registered Office within PA.

Attach proof of compliance with appropriate Department of State filing requirements as indicated above. Additionally, provide a copy of the Applicant's Articles of Incorporation or a Certificate of Organization.

Please see Exhibit 1 for the proof of compliance and Articles of Incorporation.

The Applicant is incorporated in the State of Delaware.

Give name and address of officers:

**Jeff Ansted, CEO & President
Bob Pruger, Treasurer
Mike Rouen, Secretary**

6. AFFILIATES AND PREDECESSORS WITHIN PENNSYLVANIA:

X The Applicant has no affiliates doing business in Pennsylvania or predecessors which have done business in Pennsylvania.

The Applicant has affiliates doing business in Pennsylvania or predecessors which have done business in Pennsylvania. Name and address of the affiliates. State whether they are jurisdictional public utilities. Give docket numbers for the authority of such affiliates.

If the Applicant or an affiliate has predecessors who have done business within Pennsylvania, give name and address of the predecessors and state whether they were jurisdictional public utilities. Give the docket numbers for the authority of such predecessors.

7. AFFILIATES AND PREDECESSORS RENDERING PUBLIC UTILITY SERVICE OUTSIDE PENNSYLVANIA:

The Applicant has no affiliates rendering or predecessors which rendered public utility service outside Pennsylvania.

The Applicant has affiliates rendering or predecessors which rendered public utility service outside Pennsylvania. Name and address of the affiliates and predecessors (please identify affiliates versus predecessors).

8. APPLICANT'S PRESENT OPERATIONS: (Select and complete the appropriate statement)

The applicant is not presently doing business in Pennsylvania as a public utility.

The applicant is presently doing business in Pennsylvania as a:

Interexchange Toll Reseller, InterLATA and/or IntraLATA, (e.g., MTS, 1+, 800, WATS, Travel and Debit Cards)

Interexchange Toll Facilities-based carrier, InterLATA and/or IntraLATA, (e.g., MTS, 1+, 800, WATS, Travel and Debit Cards)

Competitive Access Provider (dedicated point-to-point or multipoint service; voice or data)

Competitive Local Exchange Carrier:

Facilities-Based

UNE-P

Data Only

Reseller

Incumbent Local Exchange Carrier.

Other (Identify).

9. **APPLICANT'S PROPOSED OPERATIONS:** The Applicant proposes to operate as:

Interexchange Toll Reseller, InterLATA and/or IntraLATA, (e.g., MTS, 1+, 800, WATS, Travel and Debit Cards)

Interexchange Toll Facilities-based carrier, InterLATA and/or IntraLATA, (e.g., MTS, 1+, 800, WATS, Travel and Debit Cards)

Competitive Access Provider (dedicated point-to-point or multipoint service; voice or data)

Competitive Local Exchange Carrier:

Facilities-based

UNE-P

Data Only

Reseller

Incumbent Local Exchange Carrier

Other (Identify). **Resold Non-Prepaid Cellular Radio/Wireless Telephone Service**

10. **PROPOSED SERVICES:** Describe in detail the services which the Applicant proposes to offer. If proposing to provide more than one category in Item #9, clearly and separately delineate the services within each proposed operation. If proposing to operate as a facilities-based Competitive Local Exchange Carrier, provide a brief description of the Company's facilities.

American Broadband provides residential and small business customers with data, and local and long distance telecommunications services throughout their service territory. The Company provides local exchange, exchange access, and broadband services using its own switching and DSL 2+ network facilities and a combination of unbundled network elements ("UNEs") provided by Verizon and AT&T that allows end-to-end delivery of calls. The Company also offers wireless services including phone and data to its small business customers through a combination of resale arrangements with Sprint and Verizon. The principal office of the Company is located at 1 Seagate, Suite 600, Toledo, OH 43699.

11. **SERVICE AREA:** Describe the geographic service area in which the Applicant proposes to offer services. Clearly and separately delineate the service territory for each category listed in Item #9. For Competitive Local Exchange Carrier operations, you must name and serve the Incumbent Local Exchange Carriers in whose territory you request authority.

American Broadband seeks certification to provide services throughout the State of Pennsylvania.

12. **MARKET:** Describe the customer base to which the Applicant proposes to market its services. Clearly and separately delineate a market for each category listed in Item #9.

American Broadband markets its wireless, data, local and long distance services to residential and small business customers.

13. **PROPOSED TARIFF(S):** Each category of proposed operations must have a separate and distinct proposed tariff setting forth the rates, rules and regulations of the Applicant. Every proposed tariff shall state on its cover page the nature of the proposed operations described therein, i.e., IXC Reseller, CLEC, CAP, or IXC Facilities-based. A copy of all proposed tariffs must be appended to each original and duplicate original and copy of Form 377.

Please see Exhibit 2 for draft tariffs for American Broadband's IXC Reseller, CLEC and IXC Facilities-based services.

14. **FINANCIAL: *Attach the following to the Application:***

A general description of the Applicant's capitalization and, if applicable, its corporate stock structure;

Current balance sheet, Income Statement, and Cash Flow Statement of Applicant or Affiliated Company, if relying on affiliate for financial security;

A tentative operating balance sheet and a projected income statement for the first year of operation within the Commonwealth of Pennsylvania; provide the name, title, address, telephone number and fax number of the Applicant's custodian for its accounting records and supporting documentation; and indicate where the Applicant's accounting records and supporting documentation are, or will be, maintained.

If available, include bond rating, letters of credit, credit reports, insurance coverage and reports, and major contracts.

Please see Exhibit 3 for American Broadband's 2010 and 2011 Financial Statements.

Accounting records will be maintained by:

**Gilmore, Jason & Mahler
C/O Bob Bobeck
1715 Indian Wood Circle Maumee, OH 43537
(419) 794-2000**

15. **START DATE:** The Applicant proposes to begin offering services on or about **the date when its tariff and certification are approved.**

16. FURTHER DEVELOPMENTS: Attach to the Application a statement of further developments, planned or contemplated, to which the present Application is preliminary or with which it forms a part, together with a reference to any related proceeding before the Commission.

Not applicable.

17. NOTICE: Pursuant to 52 Pa. Code §5.14, you are required to serve a copy of the signed and verified Application, with attachments, on the below-listed parties, and file proof of such service with this Commission:

Office of Consumer Advocate
555 Walnut Street
5th Floor, Forum Place
Harrisburg, PA 17101-1923

Office of Small Business Advocate
Commerce Building, Suite 1102
300 North Second Street
Harrisburg, PA 17101

Office of Attorney General
Office of Consumer Protection
Strawberry Square
Harrisburg, PA 17120

A certificate of service must be attached to the Application as proof of service that the Application has been served on the above-listed parties. A copy of any Competitive Local Exchange Carrier Application must also be served on any and/or all Incumbent Local Exchange Carrier(s) in the geographical area where the Applicant proposes to offer services.

18. FEDERAL TELECOMMUNICATIONS ACT OF 1996: State whether the Applicant claims a particular status pursuant to the Federal Telecommunications Act of 1996. Provide supporting facts.

19. COMPLIANCE: State specifically whether the Applicant, an affiliate, a predecessor of either, or a person identified in this Application has been convicted of a crime involving fraud or similar activity. Identify all proceedings, limited to proceedings dealing with business operations in the last five (5) years, whether before an administrative body or in a judicial forum, in which the Applicant, an affiliate, a predecessor of either, or a person identified herein has been a defendant or a respondent. Provide a statement as to the resolution or present status of any such proceedings.

Not applicable.

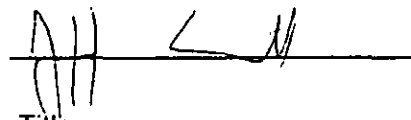
20. FALSIFICATION: The Applicant understands that the making of false statement(s) herein may be grounds for denying the Application or, if later discovered, for revoking any authority granted pursuant to the Application. This Application is subject to 18 Pa. C.S. §§4903 and 4904, relating to perjury and falsification in official matters.

21. **CESSATION:** The Applicant understands that if it plans to cease doing business within the Commonwealth of Pennsylvania, it is under a duty to request authority from the Commission for permission prior to ceasing business.

Applicant:

American Broadband and
Telecommunications Company

By:

A handwritten signature in black ink, consisting of several vertical strokes followed by a horizontal line and a few more strokes, positioned above a horizontal line.

Title:

CEO & President

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JAN 18 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU



pennsylvania
EMERGENCY MANAGEMENT AGENCY

Pennsylvania 911 Coordinators

Participating Counties and Cities

Adams

Donna Powers

230 Greenmyer Lane
Gettysburg, PA 17325-2313

Phone 7173348603
Fax 7173341822
Email dpowers@adamscounty.us

Allegheny

Gary Thomas

400 North Lexington Street, Suite 200
Pittsburgh, PA 15208

Phone 4124731412
Fax 4124732623
Email gthomas@county.allegheny.pa.us

Allentown

Mike Hilbert

1304 Fairview Street
Allentown, PA 18102

Phone 6104377771
Fax 6104378718
Email Hilbert@AllentownCity.Org

Armstrong

Ronald Baustert

450 East Market Street
Kittanning, PA 16201-1409

Phone 7245483225
Fax 7245483243
Email rdbaustert@co.armstrong.pa.us

Beaver

Wesley Hill

351 14th Street
Ambridge, PA 15003

Phone 7247751700
Fax 7242663783
Email whill@beavercountypa.gov

Bedford

Pam Corley

200 South Juliana Street
Bedford, PA 15522

Phone 8146239528
Fax 8146230799
Email pcorley@bedfordcountypa.org

Berks

Ms. Wanda Keener

Directlink Technologies Center
2561 Bernville Rd
Reading, PA 19605

Phone (610) 236-8231
Fax (610) 655-4972
Email wkeener@countyofberks.com

Bethlehem

Robert Haffner

10 East Church Street
Bethlehem, PA 18018-6025

Phone 6108657161
Fax 6108652462
Email rhaffner@bethlehem-pa.gov

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JAN 18 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S OFFICE



Blair

Mark Taylor

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Bucks

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911 Freedom Way
Ivyland, PA 18974

Phone 2153285151
Fax 2153486689
Email pference@co.bucks.pa.us

Butler

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Butler, PA 16001

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Fax 7242878024
Email ryoung@co.butler.pa.us

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Robbin Melnyk

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Ebensburg, PA 15931

Phone 8144722050
Fax 8144721439
Email rmelnyk@co.cambria.pa.us

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Laura Narby

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Emporium, PA 15834

Phone 8144869368
Fax 8144869393
Email carnoes2@cameroncountypa.com

Carbon

Gary Williams

1264 Emergency Lane
Nesquehoning, PA 18240

Phone 5703253298
Fax 5703259121
Email cc911dir@ptd.net

Centre

Dan Tancibok

420 Holmes Street, Willowbank Office Building
Bellefonte, PA 16823

Phone 8143556800
Fax 8143556776
Email datancib@co.centre.pa.us



Chester

Edward Atkins

Government Service Center
601 Westtown Road, Suite 12
West Chester, PA 19380-0990

Phone 6103445000
Fax 6103445050
Email eatkins@chesco.org

Clarion

Marcie Emhoff

421 Madison Road
Clarion, PA 16214

Phone 8142266631
Fax 8142264294
Email memhoff@oes.clarion.pa.us

Clearfield

Debra Archer

911 Leonard Street
Clearfield, PA 16830-3245

Phone 8147655357
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Email darcher@clearfield911.com

Clinton

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22 Cree Drive
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Crawford

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Cumberland

Theodore Wise

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Dauphin

Gregory Kline

911 Gibson Boulevard
Steelton, PA 17113-1899

Phone 7175586800
Fax 7175586850
Email gkline@dauphinc.org



Delaware

Eleanor Smith

201 West Front Street
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Phone 6108915400
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Elk

Sherril Lovett

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Erie

John Grappy

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Phone 8144517911
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Fayette

L. Guy Napolillo

24 East Main Street, 4th Floor
Uniontown, PA 15401

Phone 7244301277
Fax 7244301281
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Forest

Curt Kiefer

526 Elm Street, Box 3
Tionesta, PA 16353

Phone 8147552995
Fax 8147558837
Email ckiefer@co.forest.pa.us

Franklin

Bryan Stevenson

390 New York Avenue
Chambersburg, PA 17201

Phone 7172642813
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Email bstevenson@co.franklin.pa.us

Fulton

Ruth Strait

219 North 2nd Street, Suite 106
McConnellsburg, PA 17233

Phone 7174853201
Fax 7174853767
Email emassist@co.fulton.pa.us

Greene

Jeff Rhodes

55 West Greene Street
Waynesburg, PA 15370-8070

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Email jrhodes@co.greene.pa.us



Huntingdon

Gilbert Dick

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Indiana

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Jefferson

Christopher Clark

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Juniata

Allen Weaver

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Lackawanna

David Hahn

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Lancaster

Michael Weaver

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New Castle, PA 16101

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Lebanon

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Lehigh

Laurie Bailey

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Luzerne

David Parsnik

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Lycoming

Sandra Holdren

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McKean

Larry Norton

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Frank Jannetti, Jr.

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Mercer, PA 16137-1501

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Mifflin

Phillip Lucas

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Monroe

Gary Hoffman

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Phone 5709924500
Fax 5704028890
Email ghoffman@monroeco911.com

Montgomery

Thomas Sullivan

50 Eagleville Road
Eagleville, PA 19403

Phone 6106316506
Fax 6106316539
Email tsulliva@montcopa.org



Montour

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Email wpeters@montourco.org

Northampton

Jennifer Bogari

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Northumberland

William Brown

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Thomas Bell

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Email tbell@perryco.org

Philadelphia

Raymond Hayling

Office of Innovation and Technology
1234 Market Street, Suite-1850
Philadelphia, PA 19107

Phone 2156868204
Fax 2156868258
Email raymond.hayling@phila.gov

Pike

J. Bernard Swartwood

135 Pike County Blvd.
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Fax 5702963550
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Potter

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Scott Krater

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Chad Aucker

30 Universal Road
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Phone 5703720535
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Email caucker@snydercounty.org

Somerset

David Fox

111 East Union Street
Somerset, PA 15501

Phone 8144451525
Fax 8144431090
Email dfox@co.somerset.pa.us

Sullivan

Joseph Carpenter

PO Box 157
Laporte, PA 18626

Phone (570) 946-5010
Fax (570) 946-4122
Email jecarpenter@sullivancodes.org

Susquehanna

Arthur Donato

County Office Building
81 Public Avenue
Montrose, PA 18801

Phone 5702784600
Fax 5702789269
Email adonato@susq911.com

Tioga

David Cohick

118 Main Street
Wellsboro, PA 16901

Phone 5707249110
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Email dcohick@tiogacountypa.us

Union

Lisa James

155 North 15th Street
Lewisburg, PA 17837

Phone 5705248810
Fax 5705248818
Email ljames@unionco.org

Venango

Mark Seigworth

1052 Grandview Road
Oil City, PA 16301

Phone 8146770325
Fax 8146777459
Email mseigworth@co.venango.pa.us

Warren

Todd Lake

100 Dillon Drive, Suite 203
Youngsville, PA 16371

Phone 8145632220
Fax 8145639438
Email tlake@warren-county.net



pennsylvania
EMERGENCY MANAGEMENT AGENCY

Pennsylvania 911 Coordinators

Participating Counties and Cities

Washington

Jeffrey Yates

100 West Beau Street, C-1
Washington, PA 15301

Phone 7242286911
Fax 7242234706
Email yatesj@co.washington.pa.us

York

Cindy Dietz

120 Davies Drive
York, PA 17402

Phone 7178402911
Fax 7178407553
Email cadietz@ycdes.org

Wayne

Marty Hedgelon

43 Volunteer Drive
Honesdale, PA 18431

Phone 5702539458
Fax 5702532943
Email yinka9@yahoo.com

Westmoreland

Marc Taylor

911 Public Safety Road
Greensburg, PA 15601

Phone 7246007309
Fax 7246007356
Email mtaylor1@co.westmoreland.pa.us

Wyoming

Debra Raimondi

PO Box 738
Tunkhannock, PA 18657

Phone (570) 836-6161
Fax (570) 836-8887
Email draimondi@wycopa911.org

RECEIVED

22. AFFIDAVIT: Attach to the Application an affidavit as follows:

AFFIDAVIT

JAN 18 2013

[Commonwealth/State] of _____

:
:
:

ss. PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

County of _____

JEFF ANSTED

_____, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

Affiant is the PRESIDENT (Office of Affiant) of AMERICAN BROADBAND and TELECOMMUNICATIONS (Name of Applicant:)

That Affiant is authorized to and does make this affidavit for said corporation;

That AMERICAN BROADBAND and TELECOMMUNICATIONS, the Applicant herein, acknowledges that [he/she/it] may have an obligation to serve or to continue to serve the public by virtue of the Applicant commencing the rendering of service pursuant to this Application consistent with the Public Utility Code of the Commonwealth of Pennsylvania, Title 66 of the Pennsylvania Consolidated Statutes; with the Federal Telecommunications Act of 1996, signed February 6, 1996, or with other applicable statutes or regulations;

That AMERICAN BROADBAND and TELECOMMUNICATIONS, the Applicant herein, asserts that Affiant] possesses the requisite technical, managerial, and financial fitness to render public utility service within the Commonwealth of Pennsylvania and that the Applicant will abide by all applicable federal and state laws and regulations and by the decisions of the Pennsylvania Public Utility Commission.

***Next paragraph for CLEC Applicants ONLY (excluding data-only CLECS):**

That AMERICAN BROADBAND and TELECOMMUNICATIONS, the Applicant herein, asserts that Affiant has contacted the appropriate 911 Coordinator(s) via certified letter, from the list provided from the PUC website (<http://www.puc.state.pa.us>), and that arrangements are under way for the provisioning of emergency 911 service in each of the Counties/Cities where service is to be provided. The applicant certifies Affiant has attached a copy of the 911 Coordinator list indicating each 911 Coordinator contacted.

That the facts above set forth are true and correct) to the best of [Affiant knowledge, information and belief, and that Affiant expects said entity to be able to prove the same at any hearing thereof.

[Signature]
Signature of Affiant

Sworn and subscribed before me this 11th day of JANUARY Month, 2013 Year



JOHN F. ROCHE
Notary Public
In and for the State of Ohio
My Commission Expires
September 21, 2014

[Signature]
Signature of official administering oath

My Commission expires 9/21/14

23. §1.36 Verification.

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Verification

JAN 18 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

I, JEFF ANSTED, hereby state that the facts above set forth are true and correct (or are true and correct to the best of my knowledge, information and belief), and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).

1/18/13 JA
Date Signature

RECEIVED

JAN 18 2013

EXHIBIT LIST

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Exhibit 1: Articles of Incorporation and Certificate of Authority

Exhibit 2: Draft Tariffs

Exhibit 3: Financial Statements

Exhibit 4: Proof of Service

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

EXHIBIT

1

EXHIBIT 1

Entity #: 4150325
Date Filed: 11/29/2012
Carol Aichele
Secretary of the Commonwealth

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

Application for Certificate of Authority
(15 Pa.C.S.)

Foreign Business Corporation (§ 4124)
Foreign Nonprofit Corporation (§ 6124)

DELINDA SCHORY
PENNCORP SERVICEGROUP, INC.
60C NORTH SECOND ST. 28555
PO BOX 1210
HARRISBURG, PA 17108-1210

Commonwealth of Pennsylvania
CERTIFICATE OF AUTHORITY 3 Page(s)



Fee: \$250

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations), the undersigned, hereby states that:

1. The name of the corporation is:
American Broadband and Telecommunications Company

2. Complete only when the corporation must adopt a corporate designator for use in Pennsylvania.
The name which the corporation adopts for use in this Commonwealth is:

3. If the name set forth in paragraph 1 or 2 is not available for use in this Commonwealth, complete the following:
The fictitious name which this corporation adopts for use in transacting business in this Commonwealth is:

The corporation shall do business in Pennsylvania only under such fictitious name pursuant to the attached resolution of the board of directors under the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) and the attached form DSCB:34-311 (Application for Registration of Fictitious Name).

4. The name of the jurisdiction under the laws of which the corporation is incorporated is: Delaware

5. The address of its principal office under the laws of the jurisdiction in which it is incorporated is:
1209 Orange Street Wilmington Delaware 19801
Number and street City State Zip

2012 DEC -4 AM 9:42

PA DEPT OF STATE
2012 DEC -6 PM 2:27

PA DEPT OF STATE

DSCB:15-4124/6124-2

6. The (a) address of this corporation's proposed registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and street	City	State	Zip	County
(b) Name of Commercial Registered Office Provider c/o: C T Corporation System				County Dauphin

7. Check one of the following:

Business Corporation: The corporation is a corporation incorporated for a purpose or purposes involving pecuniary profit, incidental or otherwise.

Nonprofit Corporation: The corporation is a corporation incorporated for a purpose or purposes not involving pecuniary profit, incidental or otherwise.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Application for Certificate of Authority to be signed by a duly authorized officer thereof this 21 day of November, 2012.

American Broadband and Telecommunications Company
Name of Corporation

JH LU
Signature

PRESIDENT
Title

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "AMERICAN BROADBAND AND TELECOMMUNICATIONS COMPANY" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE THIRTIETH DAY OF JULY, A.D. 2007, AT 2:57 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE SEVENTH DAY OF AUGUST, A.D. 2007, AT 1:34 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "AMERICAN BROADBAND AND TELECOMMUNICATIONS COMPANY".

4398223 8100H

120490701

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9539038

DATE: 04-30-12

CERTIFICATE OF INCORPORATION

OF

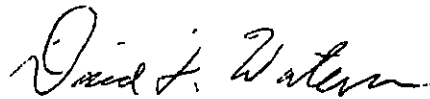
AMERICAN BROADBAND AND TELECOMMUNICATIONS COMPANY

1. The name of the corporation (which is hereinafter referred to as the "Corporation") is American Broadband and Telecommunications Company.
2. The address of its registered office in the State of Delaware is The Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.
3. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The total number of shares of stock which the corporation shall have authority to issue is 2,000,000 shares of common stock with a par value of \$.01 per share.
5. The name and mailing address of the incorporator is David F. Waterman, Shumaker, Loop & Kendrick, LLP, 1000 Jackson Street, Toledo, Ohio 43604.
6. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the By-laws of the Corporation, subject to any specific limitation on such power contained in any By-laws adopted by the stockholders. Elections of directors need not be by written ballot unless the By-laws of the Corporation so provide.
7. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware, or (iv) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law of Delaware is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of Delaware, as so amended. Any repeal or modification of this Article by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

8. Each person who is or was a director or officer of the Corporation, and each person who serves or served at the request of the Corporation as a director or officer of another enterprise, shall be indemnified by the Corporation in accordance with, and to the fullest extent authorized by, the General Corporation Law of Delaware as if may be in effect from time to time.

9. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

The undersigned, being the incorporator named above, has executed this Certificate on July 27, 2007.

A handwritten signature in cursive script, appearing to read "David F. Waterman", written over a horizontal line.

David F. Waterman, Incorporator

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
FOREIGN CORPORATION INTO
A DOMESTIC CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is American Broadband and Telecommunications Company, a Delaware corporation, and the name of the corporation being merged into this surviving corporation is American Broadband and Telecommunications Company, an Ohio corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is American Broadband and Telecommunications Company, a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation. (If amendments are affected please set forth)

FIFTH: The authorized stock and par value of the non-Delaware corporation is 1,000 common shares with no par value.

SIXTH: The merger is to become effective on August 7, 2007.

SEVENTH: The Agreement of Merger is on file at 104 N. Summit Street, 3rd Floor, Toledo, Ohio 43604, an office of the surviving corporation.

EIGHTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 6 day of August, A.D., 2007.

By: 
Authorized Officer

Name: Jeffrey S. Ansted
Print or Type

Title: President

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

EXHIBIT

3

Redacted Version

EXHIBIT 3

CONFIDENTIAL & PROPRIETARY

SUBMITTED UNDER SEAL

2013 Projected Balance Sheet**ASSETS****Current Assets****Checking/Savings**

1100 · 5/3 Checking
 1106 · UBS
 1108 · Huntington Bank-3840
 1109 · Huntington Bank-9601
 1150 · Petty Cash
 1152 · Restricted Huntington LOC
 1153 · AT&T Dispute Escrow Account

Total Checking/Savings**Accounts Receivable**

1200 · Accounts Receivable

Total Accounts Receivable**Other Current Assets**

1498 · Vendor Deposits

Total Other Current Assets**Total Current Assets****Fixed Assets**

2000 · Network Operations Equipment
 2010 · CPE Equipment (10%)
 2030 · Furniture and Fixtures
 2040 · General Purpose Computers (18.5
 2090 · Leasehold Improvements

Total Fixed Assets**Other Assets**

2069 · Financing Cost
 3800 · Prepaid Expenses

Total Other Assets**TOTAL ASSETS****LIABILITIES & EQUITY****Liabilities****Current Liabilities****Accounts Payable**

4000 · Trade Accounts Payable

Total Accounts Payable**Credit Cards**

40001 · American Express Card-92

40004 · FIA Business Card

Total Credit Cards**Other Current Liabilities**

2110 · Direct Deposit Liabilities

24000 · Payroll Liabilities

4040 · Accrued Expenses

4050 · Accrued Payroll Expense

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4060 · Accrued Interest
4062 · Accrued Sales Taxes
4063 · Accrued CAT Tax
4066 · Unearned (Deferred) Revenue
4250 · Current Portion of Term Loans
4300 · Payroll Taxes Payable

Total Other Current Liabilities

Total Current Liabilities

Long Term Liabilities

4447 · Huntington-3227 SBA20

Total Long Term Liabilities

Total Liabilities

Equity

31050 · Capital Stock
31100 · Additional Paid In Capital
31150 · Treasury Stock
32000 · Retained Earnings
32300 · Dividends/Distributions
Net Income

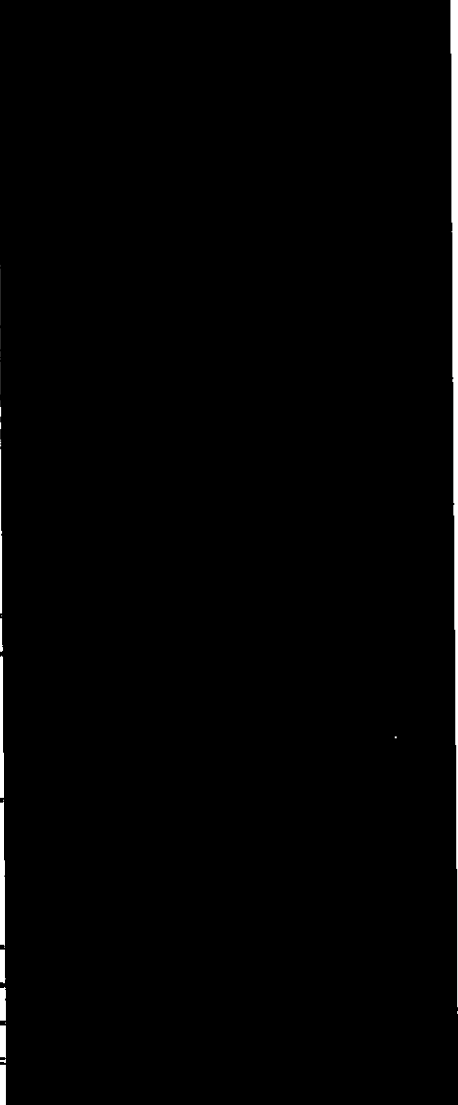
Total Equity

TOTAL LIABILITIES & EQUITY

Projected 2013 P&L

Income	
	5100 · Residential Services Revenue
	5150 · Business Services Revenue
	5200 · Life Line - Wire
	5250 · Life Line - Wireless
	5300 · Other Revenues
	5400 · County Sales/Use Taxes
	5410 · MI Contributing Provider Fees
	5450 · Credit, Adjustments and Refunds
	5500 · Unearned Revenue
	Total Income
Gross Profit	
Expense	
	6100 · User Costs
	6200 · Sales & Administrative Expenses
	6400 · Personnel Expenses
	66000 · Payroll Expenses
	Total Expense
Net Ordinary Income	
Other Income/Expense	
Other Income	
	7250 · Interest Income
Total Other Income	
Other Expense	
	7200 · Operating Taxes
	7500 · Interest and Related Items
Total Other Expense	
Net Other Income	
Net Income	

Confidential



AMERICAN BROADBAND & TELECOMMUNICATIONS, INC.

**FINANCIAL STATEMENTS
AND ACCOUNTANTS' REVIEW REPORT**

DECEMBER 31, 2011 AND 2010

PUBLIC VERSION

REDACTED

CONTENTS

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BALANCE SHEETS	4
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STATEMENTS OF SHAREHOLDERS' EQUITY AND ACCUMULATED DEFICIT.....	6
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PUBLIC VERSION

REDACTED

PUBLIC VERSION

REDACTED

AMERICAN BROADBAND & TELECOMMUNICATIONS, INC.
 BALANCE SHEETS
 December 31, 2011 and 2010

	2011	2010
	\$	\$
PUBLIC VERSION		
REDACTED	—	—
	—	—
	<u>\$</u>	<u>\$</u>
	\$	\$
	—	—
	—	—
	—	—
	<u>\$</u>	<u>\$</u>

See independent accountants' review report.
 The accompanying notes are an integral part of these financial statements.

AMERICAN BROADBAND & TELECOMMUNICATIONS, INC.
 STATEMENTS OF INCOME
 For the Years Ended December 31, 2011 and 2010

	2011	2010
	\$	\$
	—	—
	—	—
PUBLIC VERSION		
REDACTED		
	—	—
	—	—
	<u>\$</u>	<u>\$</u>

See independent accountants' review report.
 The accompanying notes are an integral part of these financial statements.

AMERICAN BROADBAND & TELECOMMUNICATIONS, INC.
 STATEMENTS OF SHAREHOLDERS' EQUITY AND ACCUMULATED DEFICIT
 For the Years Ended December 31, 2011 and 2010

Common Stock	Additional Paid-In Capital	Accumulated Deficit	Treasury Stock	Total
\$	\$	\$	\$	\$
<hr/>				
<hr/>				
\$	\$	\$	\$	\$

PUBLIC VERSION
 REDACTED

See independent accountants' review report.
 The accompanying notes are an integral part of these financial statements.

AMERICAN BROADBAND & TELECOMMUNICATIONS, INC.
STATEMENTS OF CASH FLOWS
For the Years Ended December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
	\$	\$

PUBLIC VERSION

REDACTED

\$

\$

See independent accountants' review report.
The accompanying notes are an integral part of these financial statements.

AMERICAN BROADBAND & TELECOMMUNICATIONS, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

PUBLIC VERSION

REDACTED

See independent accountants' review report.

AMERICAN BROADBAND & TELECOMMUNICATIONS, INC.
NOTES TO FINANCIAL STATEMENTS - CONTINUED
DECEMBER 31, 2011 AND 2010

PUBLIC VERSION

REDACTED

See independent accountants' review report.

AMERICAN BROADBAND & TELECOMMUNICATIONS, INC.
NOTES TO FINANCIAL STATEMENTS - CONTINUED
DECEMBER 31, 2011 AND 2010

PUBLIC VERSION

REDACTED

See independent accountants' review report.

AMERICAN BROADBAND & TELECOMMUNICATIONS, INC.
NOTES TO FINANCIAL STATEMENTS - CONTINUED
DECEMBER 31, 2011 AND 2010

PUBLIC VERSION

REDACTED

See independent accountants' review report.

**AMERICAN BROADBAND & TELECOMMUNICATIONS, INC.
NOTES TO FINANCIAL STATEMENTS - CONTINUED
DECEMBER 31, 2011 AND 2010**

PUBLIC VERSION

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See independent accountants' review report.

AMERICAN BROADBAND & TELECOMMUNICATIONS, INC.
NOTES TO FINANCIAL STATEMENTS - CONTINUED
DECEMBER 31, 2011 AND 2010

PUBLIC VERSION

REDACTED

See independent accountants' review report.

AMERICAN BROADBAND & TELECOMMUNICATIONS, INC.
NOTES TO FINANCIAL STATEMENTS - CONTINUED
DECEMBER 31, 2011 AND 2010

PUBLIC VERSION

REDACTED

See independent accountants' review report.

AMERICAN BROADBAND & TELECOMMUNICATIONS, INC.
NOTES TO FINANCIAL STATEMENTS - CONTINUED
DECEMBER 31, 2011 AND 2010

PUBLIC VERSION

REDACTED

See independent accountants' review report.

SUPPLEMENTARY INFORMATION

PUBLIC VERSION

AMERICAN BROADBAND & TELECOMMUNICATIONS, INC.
SCHEDULES OF SELLING AND ADMINISTRATIVE EXPENSES
For the Years Ended December 31, 2011 and 2010

PUBLIC VERSION

REDACTED

See independent accountants' review report.

American Broadband & Telecommunications
Account Listing
April 27, 2012

Account

Type

**PUBLIC VERSION
REDACTED**

American Broadband & Telecommunications
Account Listing
April 27, 2012

Account

Type

**PUBLIC VERSION
REDACTED**

American Broadband & Telecommunications
Account Listing
April 27, 2012

Account

Type

**PUBLIC VERSION
REDACTED**

American Broadband & Telecommunications
Account Listing
April 27, 2012

Account

Type

**PUBLIC VERSION
REDACTED**

American Broadband & Telecommunications

Account Listing

April 27, 2012

Account

Type

**PUBLIC VERSION
REDACTED**

American Broadband & Telecommunications

Account Listing

April 27, 2012

Account

Type

**PUBLIC VERSION
REDACTED**

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JAN 18 2013

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

EXHIBIT

4

SERVICE LIST

Office of Consumer Advocate
555 Walnut Street – 5th Floor
Forum Place
Harrisburg, PA 17101-1923

Office of Small Business Advocate
Commerce Building, Suite 1102
300 North Second Street
Harrisburg, PA 17101

Office of Attorney General
Office of Consumer Protection
Strawberry Square
Harrisburg, PA 17120

Armstrong Telephone Company – North
One Armstrong Place
Butler, PA 16001

Armstrong Telephone Company – PA
One Armstrong Place
Butler, PA 16001

Windstream Buffalo Valley
f/k/a Buffalo Valley Telephone Co. (D&E)
124 East Main Street
Ephrata, PA 17522

Bentleyville Telephone Company
608 Main Street
Bentleyville, PA 15314

Citizens Telephone Company of Kecksburg
P.O. Box 156
Route 982
Mammoth, PA 15664-0135

Citizens Telecommunications of
New York, Inc.
3 High Ridge Park
Stamford, CT 06905

Frontier Communications – Commonwealth
Telephone Company
100 CTE Drive
Dallas, PA 18612

Windsteam Conestoga, Inc.
f/k/a Conestoga Telephone and
Telegraph Company (D&E)
202 East First Street
Birdsboro, PA 19508

Consolidated Communications of
Pennsylvania Company
4008 Gibsonia Road
Gibsonia, PA 15044-9311

Windstream D&E, Inc.,
f/k/a Denver and Ephrata Telephone and
Telegraph Company (D&E)
130 East Main Street
Ephrata, PA 17522-0458

Frontier Communications of
Breezewood, Inc.
3 High Ridge Park
Stamford, CT 06905

Frontier Communications of Canton, Inc.
3 High Ridge Park
Stamford, CT 06905

Frontier Communications of
Pennsylvania, Inc.
3 High Ridge Park
Stamford, CT 06905

Frontier Communications - Lakewood, Inc.
3 High Ridge Park
Stamford, CT 06905

Frontier Communications –
Oswayo River, Inc.
3 High Ridge Park
Stamford, CT 06905

Hancock Telephone Company
34 Read Street
P.O. Box 608
Hancock, NY 13783

Hickory Telephone Company
75 Main Street
Hickory, PA 15340-1118

Ironton Telephone Company
4242 Mauch Chunk Road
Coplay, PA 18037-9608

Lackawaxen Telephone Company
P.O. Box 8, 104 Hotel Road
Rowland, PA 18457-0008

Laurel Highland Telephone Company
4157 Main Street
P.O. Box 168, Route 130
Stahlstown, PA 15687-0168

Marianna and Scenery Hill
Telephone Company
17 Magnolia Avenue
Marianna, PA 15345

The North-Eastern PA Telephone Company
720 Main Street
Forest City, PA 18421-0150

Palmerton Telephone Company
465 Delaware Avenue
P.O. Box 215
Palmerton, PA 18071

Pymatuning Independent
Telephone Company
5 Edgewood Drive
Greenville, PA 16125-8832

TDS Telecom/Mahoney &
Mahantango Telephone Company
P.O. Box 336, R D #1
Herndon, PA 17830-0336

Deposit Telephone Company
24 Depot Square, Unit 2
Northfield, VT 05663

Venus Telephone Corporation
1698 County Line Road
P.O. Box 75
Venus, PA 16364

West Side Telecommunications
1449 Fairmont Rd.
Morgantown, WV 26501

Yukon Waltz Telephone Company
P.O. Box 398
Yukon, PA 15698-0398

Verizon Pennsylvania, Inc.
Strawberry Square – Fourth Floor
Harrisburg, PA 17101

Verizon North LLC
Strawberry Square – Fourth Floor
Harrisburg, PA 17101

North Penn Telephone Company
34 Main Street
P.O. Box 349
Prattsburgh, New York 14873

Pennsylvania Telephone Company
191 Middle Road
Jersey Shore, PA 17740

United Telephone Company of PA
d/b/a Centurylink
240 N. Third Street - Suite 201
Harrisburg, PA 17101

The South Canaan Telephone Company
2175 Easton Turnpike
P.O. Box 160
South Canaan, PA 18459

TDS Telecom/Sugar Valley Telephone
32 East Street
P.O. Box 37
Loganton, PA 17747

Windstream Pennsylvania, Inc.
4792 Old William Penn Hwy.
Export, PA 15632

CERTIFICATE OF SERVICE

I, Julie M. Oost, a non-attorney, on oath state that I served a copy of the foregoing **Application of American Broadband and Telecommunications Company** on the service list below on January 18, 2013.



Julie M. Oost

Henry T. Kelly
Julie M. Oost
Kelley Drye & Warren LLP
333 W. Wacker Drive
Suite 2600
Chicago, Illinois 60606
(312) 857-7070
(312) 857-7095 (Facsimile)

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JAN 18 2013

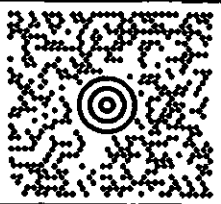

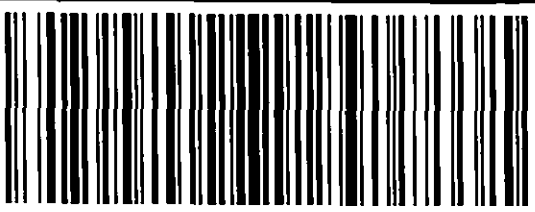
PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

UPS Campusship: View/Print Label

1. Ensure there are no other shipping or tracking labels attached to your package. Select the Print button on the print dialog box that appears. Note: If your browser does not support this function select Print from the File menu to print the label.
2. Fold the printed sheet containing the label at the line so that the entire shipping label is visible. Place the label on a single side of the package and cover it completely with clear plastic shipping tape. Do not cover any seams or closures on the package with the label. Place the label in a UPS Shipping Pouch. If you do not have a pouch, affix the folded label using clear plastic shipping tape over the entire label.
3. **GETTING YOUR SHIPMENT TO UPS**
 UPS locations include the UPS Store®, UPS drop boxes, UPS customer centers, authorized retail outlets and UPS drivers.
 Schedule a same day or future day Pickup to have a UPS driver pickup all your Campusship packages.
 Hand the package to any UPS driver in your area.
 Take your package to any location of The UPS Store®, UPS Drop Box, UPS Customer Center, UPS Alliances (Office Depot® or Staples®) or Authorized Shipping Outlet near you. Items sent via UPS Return Services(SM) (including via Ground) are also accepted at Drop Boxes. To find the location nearest you, please visit the Resources area of Campusship and select UPS Locations.

Customers with a Daily Pickup
 Your driver will pickup your shipment(s) as usual.

FOLD HERE

JULIE M. OOST 312-857-7097 KELLEY DRYE & WARREN LLP (C) 333 WEST WACKER DRIVE CHICAGO IL 60606	6 LBS	1 OF 1 DWT: 18,13,3
SHIP TO: SECRETARY PENNSYLVANIA PUBLIC UTILITY COMMISS ROOM N201 - 2ND FLOOR COMMONWEALTH KEYSTONE BUILDING HARRISBURG PA 17120		
	PA 171 9-20 	
UPS NEXT DAY AIR		
TRACKING #: 1Z 4AW 022 01 9438 3672	1	
		
BILLING: P/P		
Client Matter: 021928.0001 Employee User ID: 04834	CS 15.0.26. WNTIE90 33.0A 10/2012	