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July 1, 2022

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VIA HAND DELIVERY

Mr. Brandon M. Frey
Executive Secretary
Louisiana Public Service Commission
Galvez Building, 12th Floor
602 North 5th Street
Baton Rouge, Louisiana 70802

ROUTE TO ROUTE FROM
DEPT. Bulletin DATE 7/1 DEPT. _____
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Re: Request of American Broadband Holding Company, Cameron Communications, LLC, Cameron Telephone Company, LLC, Elizabeth Telephone Company, LLC and LBH, LLC for Approval or Non-Opposition to Issuance of Guarantees and Pledge of Assets as Security in Connection with Debt Incurrence by American Broadband Holding Company.

Dear Secretary Frey:

American Broadband Holding Company ("ABHC"), Cameron Communications, LLC ("Cameron Communications"), Cameron Telephone Company, LLC ("Cameron Telephone"), Elizabeth Telephone Company, LLC ("Elizabeth Telephone") and LBH, LLC ("LBH", and together with Cameron Communications, Cameron Telephone, and Elizabeth Telephone, the "Regulated Subsidiaries"), through undersigned counsel and pursuant to Louisiana Public Service Commission ("LPSC" or "Commission") General Order dated March 18, 1994, as amended, hereby respectfully request that the Commission issue an order of approval or non-opposition to: (i) the Regulated Subsidiaries providing guarantees, and (ii) the Regulated Subsidiaries granting security interests in their respective assets (including Cameron Communications' ownership interests in Cameron Telephone, Elizabeth Telephone and LBH), and mortgages on their real property (as applicable) (the "Proposed Transaction"),¹ in connection with financing obtained by the Regulated Subsidiaries' indirect parent, ABHC, as Borrower, and all of ABHC's direct and indirect subsidiaries, as Guarantors, as more fully described herein and exhibits hereto. Each of the entities identified above are collectively referred to herein as the "Applicants."

The closing of the Proposed Transaction is contingent upon receipt of the necessary regulatory approvals, among other things. Therefore, the Applicants respectfully request that the Commission publish notice of this filing in its July 8, 2022 Official Bulletin for a 15-day notice period, and that this matter be considered and approved by the Commission not later than at its September, 2022 Business and Executive Meeting.

¹ The Proposed Transaction is not part of any merger, acquisition, consolidation or other change in corporate structure, ownership or control of the Regulated Subsidiaries.

hml

I. Applicants

ABHC, a Delaware corporation, and the Borrower under the Credit Facilities, is a holding company that does not directly provide telecommunications services. Through its operating subsidiaries, including the Regulated Subsidiaries, ABHC partners in the provision of telecommunications, high-speed broadband and other advanced services to consumers in Alaska, Louisiana, Missouri, Nebraska and Texas. ABHC is not regulated by the Commission.²

Cameron Communications, a Louisiana limited liability company, is the direct parent of Cameron Telephone, Elizabeth Telephone, and LBH. Cameron Communications is authorized by the LPSC to provide competitive access and interexchange telecommunications services throughout Louisiana. See, LPSC Certificate of Authority TSP-00098-B (March 24, 2003). Cameron Communications and its subsidiaries are engaged in the business of providing cable services, telecommunications and information services and products to the public, including local dial tone, long distance telephone service, high-speed broadband Internet services, and cable television services.

Cameron Telephone, a Louisiana limited liability company, is a wholly owned subsidiary of Cameron Communications and an incumbent rural local exchange carrier authorized to provide and providing local exchange and other telecommunications services to end user customers throughout its local exchange service area in Louisiana pursuant to its filed tariffs and Commission regulations. Cameron Telephone provides service in Calcasieu and Cameron Parishes, Louisiana.

Elizabeth Telephone, a Louisiana limited liability company, is a wholly owned subsidiary of Cameron Communications and an incumbent rural local exchange carrier authorized to provide and providing local exchange and other telecommunications services to end user customers throughout its local exchange service area in Louisiana pursuant to its filed tariffs and Commission regulations. Elizabeth Telephone provides service in Allen, Beauregard, Rapides and Vernon Parishes, Louisiana.

LBH d/b/a Cameron Communications, a Louisiana limited liability company, is a wholly owned subsidiary of Cameron Communications and a competitive access and local exchange carrier authorized to provide and providing competitive access, local exchange, interexchange long distance and other telecommunications services to end user customers in Louisiana pursuant to its filed tariffs and Commission regulations. See, LPSC Certificate of Authority TSP-00538 (July 6, 2004). LBH is providing services in Calcasieu and Cameron Parishes, Louisiana.

Enclosed herewith as **Exhibit A** is a summary organization diagram of ABHC and its subsidiaries, including the Regulated Subsidiaries.

II. Summary of Proposed Transaction and Credit Facilities

ABHC, as Borrower, is party to a Credit Agreement, dated June 13, 2022 (the "**Credit Agreement**"), by and among the Guarantors parties thereto, Toronto Dominion (Texas) LLC, as Administrative Agent, and the Lenders from time to time party thereto.

The Credit Agreement provides ABHC with: (i) a senior secured first lien term loan facility in the amount of \$250 million (the "**Initial Term Loans**"), (ii) a senior secured delayed draw term loan facility in an aggregate principal amount of \$75 million (the "**Delayed Draw Term Loans**"),

² See, LPSC Docket No. S-35825 and Order No. S-35825, dated March 19, 2021, for the upstream ownership structure of ABHC.
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and (iii) a senior secured first lien revolving credit facility in an aggregate principal amount of \$50 million (the "**Revolving Credit Facility**", and collectively with the Initial Term Loans and the Delayed Draw Term Loans, the "**Credit Facilities**").

The Credit Facilities will mature on the fifth anniversary of the Closing Date. The Closing Date was June 13, 2022.

A portion of the Revolving Credit Facility, not in excess of \$25 million, is available for the issuance of stand-by and trade Letters of Credit by the Lenders under the Revolving Credit Facility, and a portion of the Revolving Credit Facility, not in excess of \$10 million, is available for swingline loans from the Administrative Agent.

The Lenders under the Credit Facilities will consist of a syndicate of banks, financial institutions and other entities from time to time party to the Credit Agreement.

Enclosed herewith as **Confidential Exhibit B**, is a copy of the executed Credit Agreement.³

The proceeds of the Initial Term Loans have been used to repay in full and refinance all of the existing indebtedness of ABHC (which the Regulated Subsidiaries have previously granted security interests and issued guarantees as previously approved by the LPSC),⁴ pay transaction fees, expenses and costs in connection with the Credit Facilities, and will also be used to fund general corporate activities, including working capital needs. The proceeds from the Delayed Draw Term Loans will be used to finance capital expenditures, acquisitions and investments permitted by the Credit Agreement. The proceeds from the Revolving Credit Facility will be used for general corporate purposes, working capital for ABHC and its subsidiaries, including the Regulated Subsidiaries, and any other purposes not prohibited by the Credit Agreement.

Interest Rate Options. The Borrower, ABHC, may elect that the loans comprising each borrowing bear interest at a rate per annum equal to (i) the Base Rate ("Base Rate Loans") plus the Applicable Margin, or (ii) Adjusted Term SOFR Rate ("Term SOFR Loans") plus the Applicable Margin; provided that, all swingline loans shall bear interest at a rate per annum equal to the Base Rate plus the Applicable Margin.⁵

Interest Payment Dates. In the case of Base Rate Loans, interest shall be payable quarterly in arrears. In the case of Term SOFR Loans, interest shall be payable on the last day of each relevant interest period and, in the case of any interest period longer than three months, on each successive date three months after the first day of such interest period.⁶

Loans may be prepaid and commitments may be reduced, in whole or in part without premium or penalty, in minimum amounts set forth in the Credit Agreement, at the option of the Borrower (ABHC) at any time upon requisite prior notice.⁷

³ Pursuant to Rule 12.1 of the LPSC's Rules of Practice and Procedure, the Applicants respectfully request that the Commission accept and maintain **Confidential Exhibit B** hereto as confidential and proprietary information not necessary to be disclosed to the public, and that **Confidential Exhibit B** be kept confidential and exempt from public disclosure by the Commission.

⁴ See, LPSC Order No. S-35614, dated October 5, 2020.

⁵ See, **Confidential Exhibit B**.

⁶ Id.

⁷ Id.

The Credit Facilities will be secured by (i) a perfected pledge of the equity of ABHC by ABHC's parent, ABC Acquisition Inc., (ii) a perfected pledge of the equity of ABHC's direct and indirect wholly owned domestic subsidiaries, including the Regulated Subsidiaries, (iii) perfected security interests in substantially all of the assets of ABHC and its direct and indirect wholly owned domestic subsidiaries, including the Regulated Subsidiaries, and (iv) guaranteed by ABHC and its direct and indirect wholly-owned domestic subsidiaries, including the Regulated Subsidiaries, subject in each case to post-closing requirements to seek and obtain requisite approvals for the provision of security and guarantees by the Regulated Subsidiaries, and certain other subsidiaries organized under the laws of Nebraska. Any foreclosure on such security and guarantees, and exercise of remedies are subject to customary conditions to obtain any required approval from the Federal Communications Commission and any applicable state, provincial or other local telecommunications regulatory agency, including the LPSC.

As part of the terms of the Credit Facilities, the Lenders have required the Regulated Subsidiaries to obtain the regulatory approvals necessary to provide guarantees and to grant security interests in their respective assets, which shall include the pledge by Cameron Communications of its ownership interests in Cameron Telephone, Elizabeth Telephone and LBH as security for the Credit Facilities. The guarantees of the Regulated Subsidiaries will be contingent liabilities of the Regulated Subsidiaries. In all respects, the Credit Facilities will be serviced by the consolidated cash flows of ABHC and all of its subsidiaries, including the Regulated Subsidiaries.

The documentation of the Proposed Transaction and Credit Facilities will include, among others, the Credit Agreement, guarantees, security agreements and other loan documents consistent with the Credit Facilities and Proposed Transaction as required by the Lenders.

ABHC and the Regulated Subsidiaries are confident that the Proposed Transaction and Credit Facilities will enhance the financial performance and operations of the business through, among other things, providing access to additional capital and extended maturity.

Accordingly, the Applicants respectfully request that the Commission approve of (i) the Regulated Subsidiaries providing guarantees, and (ii) the Regulated Subsidiaries granting security interests in their respective assets (including Cameron Communications' ownership interests in Cameron Telephone, Elizabeth Telephone and LBH), and mortgages on their real property (as applicable), in connection with the Proposed Transaction and Credit Facilities.

III. Public Interest Considerations⁸

The Proposed Transaction will not result in any loss or impairment of service to any customers of the Regulated Subsidiaries. The Proposed Transaction does not involve a transfer of operating authority, assets or customers, and therefore, will not affect the identity or ability of the carriers authorized to provide telecommunications services in Louisiana.⁹ The Proposed Transaction will not change the rates, terms and conditions of regulated services. Any future

⁸ The Applicants respectfully submit that the remaining factors set forth in the Commission's March 18, 1994 General Order, as amended, are not applicable to the Proposed Transaction because it is not expected or intended that the Proposed Transaction will result in a change in ownership or control of the Regulated Subsidiaries. See also, LPSC Order No. S-35614, dated October 5, 2020.

⁹ The Proposed Transaction does not raise any slamming concerns or necessitate compliance with the FCC or LPSC procedures to notify customers prior to a carrier-to-carrier sale or transfer of subscribers, as the Proposed Transaction does not involve any change in a customer's existing service provider. The Regulated Subsidiaries' customers will remain with their respective company and will continue to be served under the Regulated Subsidiaries' respective existing authorizations, agreements and tariffs.

changes in rates, terms or conditions of regulated service will be made in accordance with applicable Commission requirements. Thus, the Proposed Transaction will be transparent to Louisiana consumers.

The terms of the Credit Facilities are necessary and appropriate for, and consistent with, the performance by the Regulated Subsidiaries of their services to the public, and will not impair their ability to perform such services, and are consistent with the public interest and the best interests of the Regulated Subsidiaries' customers.

The Credit Facilities will facilitate, among other things, a reduction in the Regulated Subsidiaries' cost of capital and enhance their ability to provide high-quality products and services while appropriately balancing financial and business risks. The Credit Facilities will serve the public interest by enhancing the ability of the Regulated Subsidiaries to grow and compete in the highly competitive markets for telecommunications and broadband services in Louisiana.

The Credit Facilities will provide the Regulated Subsidiaries with sufficient cash flow and the financial resources needed to maintain, further grow and expand their networks and to effectively compete in today's highly competitive telecommunications environment.

After closing the Proposed Transaction, the Regulated Subsidiaries will continue to have the requisite managerial, technical and financial qualifications and resources to provide high-quality telecommunications and broadband services to consumers in Louisiana. Therefore, the Proposed Transaction and Credit Facilities will ensure the continued provision of high-quality and innovative broadband and telecommunications services to the customers of the Regulated Subsidiaries.

The Proposed Transaction and Credit Facilities will not affect the Commission's exercise of its regulatory authority over the Regulated Subsidiaries in Louisiana. After closing of the Proposed Transaction, the Commission will retain the same regulatory authority over the Regulated Subsidiaries that it possesses today, and will be able to ensure high-quality service and just and reasonable rates in Louisiana to the same degree it does today.

While the Regulated Subsidiaries' equity and assets in Louisiana will be pledged as security against the Credit Facilities, no negative impact on the Regulated Subsidiaries' operations is anticipated as a result of the Proposed Transaction.

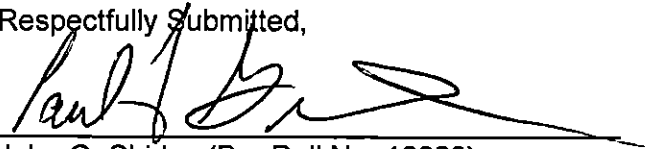
IV. Request for Approval/Non-Opposition and Notice in Commission Bulletin

For the reasons stated herein, the Applicants respectfully request that the Commission issue an order of approval or non-opposition to the Proposed Transaction, allowing the Regulated Subsidiaries to provide guarantees and granting security interests in their respective assets (including Cameron Communications' ownership interests in Cameron Telephone, Elizabeth Telephone, and LBH), and mortgages on their real property (as applicable), in connection with the Credit Facilities.

The Applicants further respectfully request that notice of this filing be published in the Commission's July 8, 2022 Official Bulletin, allowing for a 15-day notice period, and that this matter be considered and approved by the Commission not later than at its September, 2022 Business and Executive Session.

Mr. Brandon Frey
July 1, 2022
Page 6

Respectfully Submitted,



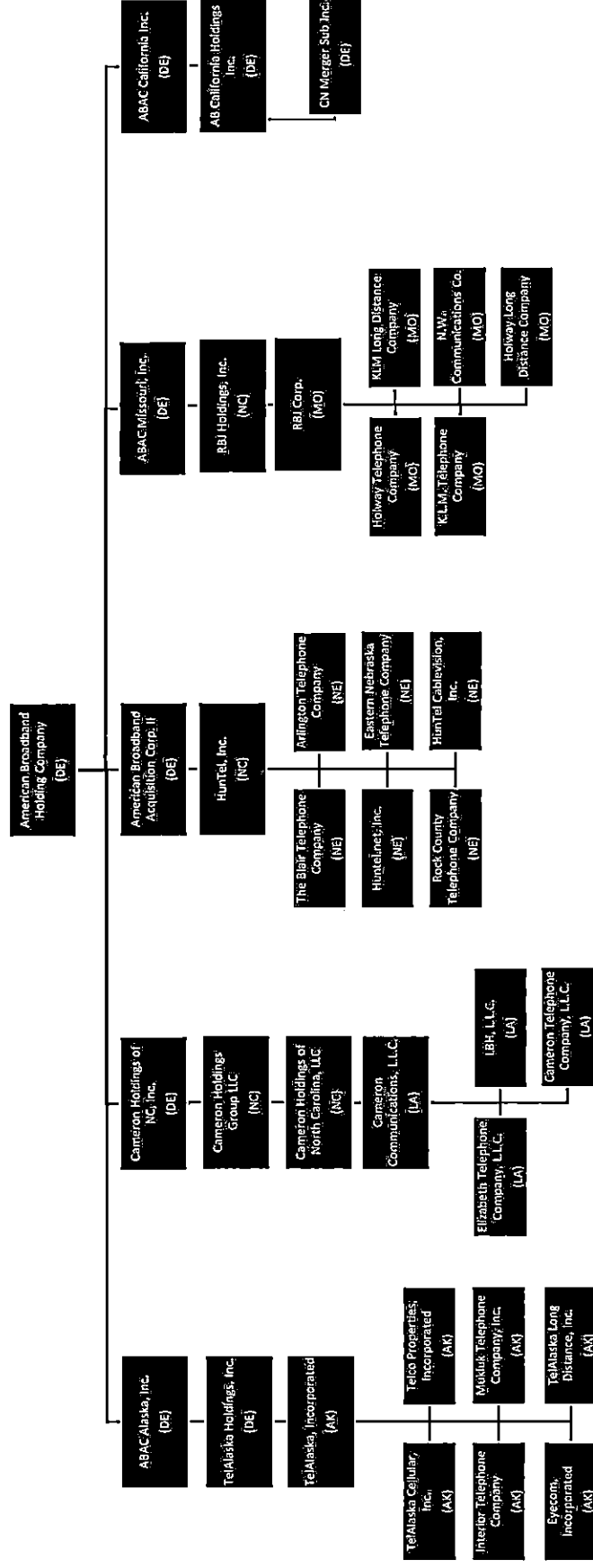
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Enclosures

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Organizational Structure - American Broadband Holding Company



All ownership is 100%.

EXHIBIT - A