

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Petition of the)
Nebraska Telecommunications)
Association for Investigation and)
Review of Processes and Procedures)
Regarding the Nebraska Universal)
Service Fund.)

NUSF-77

APPLICATION OF N.E. COLORADO CELLULAR, INC.
d/b/a VIAERO WIRELESS

FOR FUNDING

FROM THE NEBRASKA BROADBAND PILOT PROGRAM

(PUBLIC)

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FOR FUNDING

FROM THE NEBRASKA BROADBAND PILOT PROGRAM

NE Colorado Cellular, Inc., d/b/a Viaero Wireless (“Viaero”) respectfully submits this application and request for funding (“Application”) in accordance with the procedures set forth in the Commission’s Orders in this docket.

I.

EXECUTIVE SUMMARY

Viaero proposes a project to serve rural northeast Nebraska consisting of a “Core Project” and six (6) optional “modules” that, when taken together, would provide wireless broadband over licensed spectrum covering a significant amount of remote and high-cost northeastern Nebraska (collectively, the “Project”). The cost of the Core Project is \$ [REDACTED]. Viaero will provide 25% of the funding necessary, leaving a cost to the NUSF of \$ [REDACTED] for the Core Project alone. Each additional (and optional) “module” (“Module”) would fund wireless broadband coverage on an incremental basis in groups of towers, with each Module containing a combination of new towers and less expensive tower upgrades. Viaero will fund 25% of this cost of each Module, with the remaining cost per Module to be funded from the Nebraska Broadband Pilot Project (“NEBP”) as set forth in the detailed Project budget. In contrast to last

year's application, each and every tower and tower upgrade contained in this year's proposed Project is severable; Viaero does not ask that the Commission necessarily fund the entirety of the Core Project or any Module, or fund Modules in any particular order. The total Project cost, if the Core Project and all Modules are funded, is \$ [REDACTED], with a cost to the NEBP of \$ [REDACTED]. Viaero recognizes that this amount exceeds funding available from the NEBP in the current funding year. However, the purpose of submitting a proposed Project with a total cost exceeding the annual available funding is to provide the Commission, and all parties to this Docket, with options for negotiations between carriers to move forward so that the Commission can more easily determine which projects to fund in the current funding year, as contemplated by the Commission's Procedural Order No. 7, dated January 15, 2013.

In brief, the Project consists of two discrete elements: 1) Upgrading existing tower infrastructure with Base Station Controllers and radios for WCDMA (now widely referred to in the wireless industry as "4G"); and 2) New tower construction, including the installation of 4G equipment. While other equipment and systems investments are necessary to enable a functioning broadband system, Viaero will absorb those costs and has not included them in either the overall costs or its 25% match. For instance, Viaero will install, at its own cost, a new 4G switching center in Grand Island, Nebraska to serve the Project's service area.

Viaero currently provides internet access using GSM EDGE technology ("EDGE") throughout its Nebraska service territory, with the exception of areas that have already been upgraded to 4G.¹ EDGE is capable of theoretical download speeds of 512 Kbps, which means that the entirety of the proposed service area within this Application (and most of the state) should be currently classified as either "underserved" or "served" using the Commission's

¹ Viaero used funding in this Docket, in addition to internally generated revenue, to upgrade many towers in the Nebraska Panhandle and other areas of western Nebraska in 2012.

definitions established in Procedural Order No. 5. Given the reach of each Viaero tower, very few towers can be characterized as covering only “served” areas. However, Viaero has provided per-citizen cost calculations of the Project based on the “underserved” population covered only.

Viaero believes the Project meets each and every criterion for funding from the NEPB as established in the Commission’s Orders in this docket. Each particular tower or upgrade is severable; any combination can be funded, at the Commission’s discretion, without increasing the costs of the Project. In addition to the dramatically low cost per rural citizen, Viaero notes that this Project offers two other significant and unique advantages: First, it allows all GSM wireless customers to access broadband in the proposed service areas,² with the likelihood of access for all wireless customers over time.³ Second, the Project will provide *mobile* broadband,⁴ maximizing its utility for all manner of consumers, including public safety. At a price that was unimaginable just a few years ago, the Commission can provide outstanding broadband speeds to a significant number of underserved Nebraskans.

² One of the distinct advantages of WCDMA wireless broadband offered over licensed PCS spectrum is the ability to allow wireless consumers to roam, just as they do today on 2G voice and data networks. Viaero stands willing to enter roaming agreements with other GSM carriers, such as AT&T and T-Mobile, to permit their customers to roam on the network facilities constructed with NUSF funds.

³ The WCDMA network proposed is readily upgradeable to Long Term Evolution (LTE) technology as that technology becomes available. LTE is expected to harmonize existing CDMA and GSM networks, allowing consumers with LTE handsets to roam on all LTE networks, eliminating the issue of GSM/CDMA incompatibility.

⁴ In Procedural Order No. 7, entered on January 15, 2013, the Commission stated that “reasonably comparable access” to quality telecommunications service is the primary goal of universal service, and that “comparable access could mean universal service access to one fixed and one mobile broadband provider” (p. 11).

II.

CHECKLIST ITEMS

Consistent with the Commission's Proposed Application checklist contained within Progression Order No. 5, Viaero has organized all of the relevant details regarding its Application accordingly.

1. ASSOCIATED COMPANIES

The only company associated with the Project is NE Colorado Cellular, Inc., d/b/a Viaero Wireless ("Viaero").

2. DESCRIPTION OF THE PROPOSED BROADBAND PROJECT PLAN

The Core Project consists of: 1) WCDMA base station equipment for six (6) towers, including upgraded high-capacity microwave equipment; and 2) The costs for construction of one (1) new 4G-capable tower. In conjunction with Viaero's existing infrastructure in rural Nebraska (towers, cabling, backup power, equipment huts and other ancillary equipment) Viaero will provide broadband speeds within the specified footprint of at least 4 Mbps downstream, and 1 Mbps upstream, with a maximum theoretical download speed of 42 Mbps.

Viaero submits for consideration the Core Project and six (6) incremental "Modules". The Core Project and each Module provides additional incremental coverage, and may be funded at the Commission's option, in whole or in part.

3. "UNSERVED" AND "UNDERSERVED" ANALYSIS

Viaero has identified its proposed new towers and tower upgrade sites based on the Commission's definition of "broadband" adopted in Progression Order No. 4, and on the Commission's recent determination in Progression Order No. 7 that "comparable access" to broadband means access to "one fixed and one mobile broadband provider." Further, Viaero

considers the EDGE mobile services it currently provides in certain portions of its service areas not to meet the Commission’s definition of “broadband” and therefore leaves those service areas as “underserved” according to the Commission’s definition of that term. Consequently, Viaero’s current EDGE data coverage does not appear on the National Broadband Map.

Based on the foregoing, in areas where available data on broadband continuity, including the National Broadband Map, shows the provision of “broadband” by a wireline carrier, the Commission’s “comparable access” criteria does not classify those areas as “served” until consumers in those areas have access to one fixed and one mobile broadband provider. Notwithstanding the foregoing, the most significant challenge moving forward is not in serving Nebraska cities, towns and villages, but the farms, ranches and associated businesses and residences outside of those areas, which are much more efficiently served with wireless technology.

Viaero will submit the output data by 2010 Census Block to the Commission as late-filed **Exhibit 3A-3G** to its Application.

4. ELECTRONIC MAPS OF PROJECT AREA

Viaero has attached all electronic files and maps in editable, ESRI compatible format, and all underlying data that has not been provided is available upon request. Coverage maps in .pdf format are attached as **Exhibits 4-A through G**. An electronic map file in an editable ESRI-compatible format will be submitted to the Commission as late-filed amendment/**Exhibit 4-H** to its Application.

5. ESTIMATE OF THE NUMBER OF POTENTIAL NEW SUBSCRIBERS

Viaero has extensive experience marketing and selling wireless services in the application area, and also has gained substantial experience marketing its 4G service in other

areas within its licensed service territory. Based on this experience, Viaero will generate a projected number of potential subscribers and submit this number to the Commission as a late-filed amendment/exhibit to its Application.

6. DEPLOYMENT SCHEDULE

Viaero estimates that it can deploy the Project on the schedule set forth below. This estimate is well within the 24-month timeframe established by the Commission and is based on sound experience deploying 4G service, including bringing its NUSF-77 Project for 2012 into service ahead of schedule and under budget.

Estimated Deployment Schedule:

- Phase 1** Ordering and installing of 4G base station controllers and radios for WCDMA and installation of new 4G switch. Total time: 20 weeks
- Phase 2** Ordering, constructing and installing new towers and base stations and related equipment. Total time: 36 weeks

Overall time to Project completion is estimated to be approximately 9 months, excluding unforeseen delays associated with obtaining equipment, licenses, or zoning permits.

Estimated Project completion milestones and time frames for each milestone are as follows:

<u>Completion Percentage</u>	<u>Description of Milestone</u>	<u>Time Frame</u>
25%	Completion of all equipment ordering, submission of applications and commencement of update installation	8 weeks
50%	Delivery of all equipment and completion of all construction and implementation plans	16 weeks

75%	Receipt of all approvals and commitments of construction; implementation and deployment	25weeks
100%	Completion of all installations, tuning, testing and turn-up	36 weeks

7. **PROPOSED BUDGET**

The proposed budget for the Core Project and Modules is attached as **Confidential**

Exhibit 7-A.

8. **PROPOSED RETAIL PRICING**

Viaero’s proposed retail pricing for its broadband products are attached hereto as **Exhibit**

8-A.

9. **SERVICE COMMITMENT**

Viaero commits to providing broadband service within any approved service area for at least five (5) years.

10. **COMMITMENT TO PARTICIPATE IN MAPPING EFFORTS**

Viaero commits to participate and provide data to the Commission and its vendors for the duration of the State Broadband Data and Development (SBDD) Program.

11. **DESCRIPTION OF THE APPLICANT’S FINANCIAL QUALIFICATIONS**

To demonstrate Viaero’s financial qualifications, copies of its audited financial statements as of December 31, 2010 and December 31, 2011 (the latest audited financials available) are attached hereto as **Confidential Exhibit 11-A.**

12. FINANCIAL, TECHNICAL AND MANAGERIAL COMPETENCE

Reference is first made to Confidential Exhibit 11-A, which outlines Viaero's strong financial position. Viaero is managed by a team of experienced telecommunications professionals with extensive experience providing wireless service, including wireless data service, within the proposed service territory. A description of the background of the senior management team is attached hereto as **Exhibit 12-A**.

Viaero currently operates an extensive wireless network, including 4G broadband in some areas, within the State of Nebraska and has a proven track record of technical competence in the design and operation of wireless broadband telecommunications networks. Viaero monitors the performance of its voice and data network on a site-by-site basis from its Network Operations Center in Fort Morgan, Colorado on a 24 hours per day, 7 days a week, 365 days a year basis.

13. FINANCIAL MATCH NEEDED TO MEET PROJECT COMMITMENTS.

A description of Viaero's financial match which will be used to meet Viaero's commitment in this Application is included in the Proposed Budget for this Project attached in **Confidential Exhibit 7-A**.

14. TRUTH AND ACCURACY AFFIDAVIT

The Affidavit attesting to the truth and accuracy of the information contained in the Application is attached as **Exhibit 14-A**.

15. BROADBAND TESTING DATA

Viaero continues to develop its broadband sample speed test data and will provide the Commission with such test data as a late-filed exhibit.

III.

SATISFACTION OF ELIGIBILITY REQUIREMENTS

Viaero satisfies each of the Eligibility Requirements established by the Commission in Progression Orders No. 4 and 5 in this Docket and in support thereof states as follows:

- 1) Viaero hereby commits to offer the supported broadband services described in this Application upon completion of the Project to all households within the service area defined in this Application for a minimum of five (5) years;
- 2) Viaero hereby commits to offer a voice grade service to customers within the service area of Viaero's Project defined in this Application;
- 3) Viaero hereby commits to offer access to emergency services throughout its service area;
- 4) Viaero hereby commits to use support from the NEBP only for the purposes intended and which have been approved by the Commission through the application process established in this Docket;
- 5) Viaero hereby commits to offer its voice and bundled services at reasonably comparable rates for comparable services in urban areas;
- 6) Viaero hereby commits to fulfill all reporting and audit requirements by the Commission for oversight by the NEBP program; and
- 7) Viaero hereby commits to abide by all applicable Commission rules, regulations and orders.

IV.

VIAERO CONTACT INFORMATION

The following Viaero representatives are authorized to serve as contacts for this Application:

- 1. Andrew R. Newell**
General Counsel
Viaero Wireless
1224 West Platte Ave
Fort Morgan, CO 80701
Office: 970-467-3145
Cell: 970-467-2000
Fax: 970-867-3589
andrew.newell@viaero.com
- 2. Wes Burnett**
VP Technical Operations/CTO
Viaero Wireless
1224 West Platte Ave
Fort Morgan, CO 80701
Office: 970-542-3667
Fax: 970-867-3589
wes.burnett@viaero.com
- 3. Loel P. Brooks**
Local Counsel
Viaero Wireless
Brooks, Pansing Brooks, PC, LLO
1248 O Street, Suite 984
Lincoln, NE 68508
Office: 402-476-3300
Fax: 402-476-6368
lbrooks@brookspanlaw.com

V.

CONCLUSION

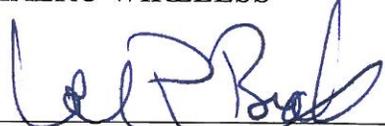
By the Application for Funding from the Nebraska Broadband Pilot Program, and the exhibits attached hereto, Viaero has demonstrated that its Proposed Project satisfies the

Application and Eligibility Requirements established by the Commission in its Order in this Docket. Viaero believes that its proposed Project effectively and efficiently advances the objectives of the Nebraska Telecommunication Universal Services Fund Act and the specific objectives of the Commission set forth in its Orders in this Docket.

FOR THE ABOVE REASONS, Viaero respectfully requests that the Commission enter an Order approving the Application authorizing Viaero to recover support from the NEBP for the recovery of applicable costs for the deployment of this Project, including the Core Project and one or more, or all of the said Modules as determined by the Commission.

Respectfully submitted this 1st day of March, 2013.

N.E. COLORADO CELLULAR, INC.
d/b/a VIAERO WIRELESS

By: 

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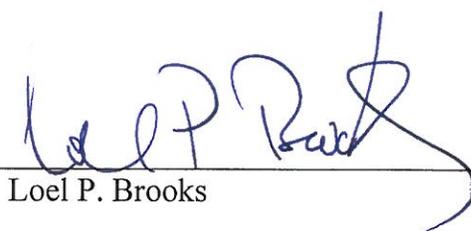
and

Andrew Newell
General Counsel
Viaero Wireless
1224 W. Platte Avenue
Fort Morgan, CO 80701
andrew.newell@viaero.com

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on this 1st day of March, 2013, an original and an electronic copy of Viero Wireless' Application for Funding from the Nebraska Broadband Pilot Program (Public Version) in Docket No. NUSF-77 were delivered to:

Sue Vanicek Nebraska Public Service Commission 1200 N Street, Suite 300 Lincoln, NE 68508 sue.vanicek@nebraska.gov	Shana Knutson Nebraska Public Service Commission 1200 N Street, Suite 300 Lincoln, NE 68508 shana.knutson@nebraska.gov
Brandy Zierott Nebraska Public Service Commission 1200 N Street, Suite 300 Lincoln, NE 68508 brandy.zierott@nebraska.gov	



Loel P. Brooks

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on this 1st day of March, 2013, an electronic copy of Viaero Wireless' Application for Funding from the Nebraska Broadband Pilot Program (Public Version) in Docket No. NUSF-77 were delivered to:

<p>Rural Independent Companies Paul Schudel Woods Aitken, LLP 301 South 13th Street, Suite #500 Lincoln, NE 68508 pschudel@woodsaitken.com jovercash@woodsaitken.com</p>	<p>Rural Telecommunications Coalition of Nebraska (RTCN) Troy Kirk Rembolt Ludtke, LLP 1201 Lincoln Mall, Suite #102 Lincoln, NE 68508 Tkirk@remboltludtke.com</p>
<p>United Telephone Company of the West dba CenturyLink William Hendricks 805 Broadway Street Vancouver, WA 98660-3277 Tre.Hendricks@centurylink.com</p> <p>and</p> <p>Deonne Bruning 2901 Bonacum Drive Lincoln, NE 68502 deonnebruning@neb.rr.com</p>	<p>Verizon / Verizon Wireless Stephen Rowell Verizon Wireless P O Box 2177 Little Rock, AR 72203 Stephen.Rowell@VerizonWireless.com</p>
<p>Cox Nebraska Telcom, LLC Deonne Bruning 2901 Bonacum Drive Lincoln, NE 68502 deonnebruning@neb.rr.com</p> <p>and</p> <p>Rob Logsdon Rob.logsdon@cox.com</p>	<p>Thomas Dixon Verizon 707 – 17th Street, Suite #4000 Denver, CO 80202 Thomas.f.Dixon@verizon.com</p>

<p>Richard Severy Verizon 201 Spear Street, 9th Floor San Francisco, CA 94105 richard.b.severy@verizonvbusiness.com</p>	<p>Citizens Telecommunications Company of Nebraska d/b/a Frontier Communications of Nebraska Stephen Hegdal Frontier Communications 14450 Burnhaven Drive Burnsville, MN 55306 Stephen.Hegdal@frontiercorp.com</p>
<p>Steven Seglin Crosby Guenzel, LLP 134 South 13th Street, Suite #400 Lincoln, NE 68508 SGS@crosbylawfirm.com</p>	<p>Sprint Communications Company d/b/a Sprint, Nextel West Corp d/b/a Nextel and NPCR, Inc. d/b/a Nextel Partners Diane Browning Chris Fentrup Sprint Nextel Corp 6450 sprint Parkway KSOPHN0212-2A411 Overland Park, KS 66251 (913) 315-9284 Diane.C.Browning@sprint.com Chris.Fentrup@sprint.com</p>
<p>Qwest Corporation Jill Gettman Gettman and Mills, LLP 10250 Regency Circle, Suite #350 Omaha, NE 68114 jgettman@gettmanmills.com</p> <p>and</p> <p>Timothy Goodwin Corporate Counsel 1801 California, Suite #1000, Denver, CO 80202 tim.goodwin@qwest.com</p>	<p>Nebraska Technology and Telecommunications, Inc. Mark Fahleson Rembolt Ludtke, LLP 1201 Lincoln Mall, Suite #102 Lincoln, NE 68508 mfahleson@remboltludtke.com</p>

<p>AT&T Communications of the Midwest, Inc. And TCG Omaha, Inc. Elizabeth Ferrell General Attorney AT&T 6500 West Loop South, Zone 5.5 Bellaire, TX 77401 ef8418@att.com</p> <p>and</p> <p>Jon Blessing AT&T External Affairs 303 299 5703 2535 E. 40th Avenue Rm. B1221 Denver, CO 80205-3601 Jb2923@att.com</p>	<p>Nebraska Telecommunications Association Jack Shultz Harding and Shultz, PC, LLO 800 Lincoln Square, 121 South 13th Street Lincoln, NE 68508 jshultz@hslegalfirm.com</p>
<p>Allo Communications, LLC Brad Moline 610 Broadway P.O. Box 1123 Imperial, NE 69033 bmoline@allophone.net</p>	

Loel P. Brooks

EXHIBITS 3A-3G

2010 CENSUS BLOCKS
(please refer to the attached disk)

EXHIBITS 4A-4G

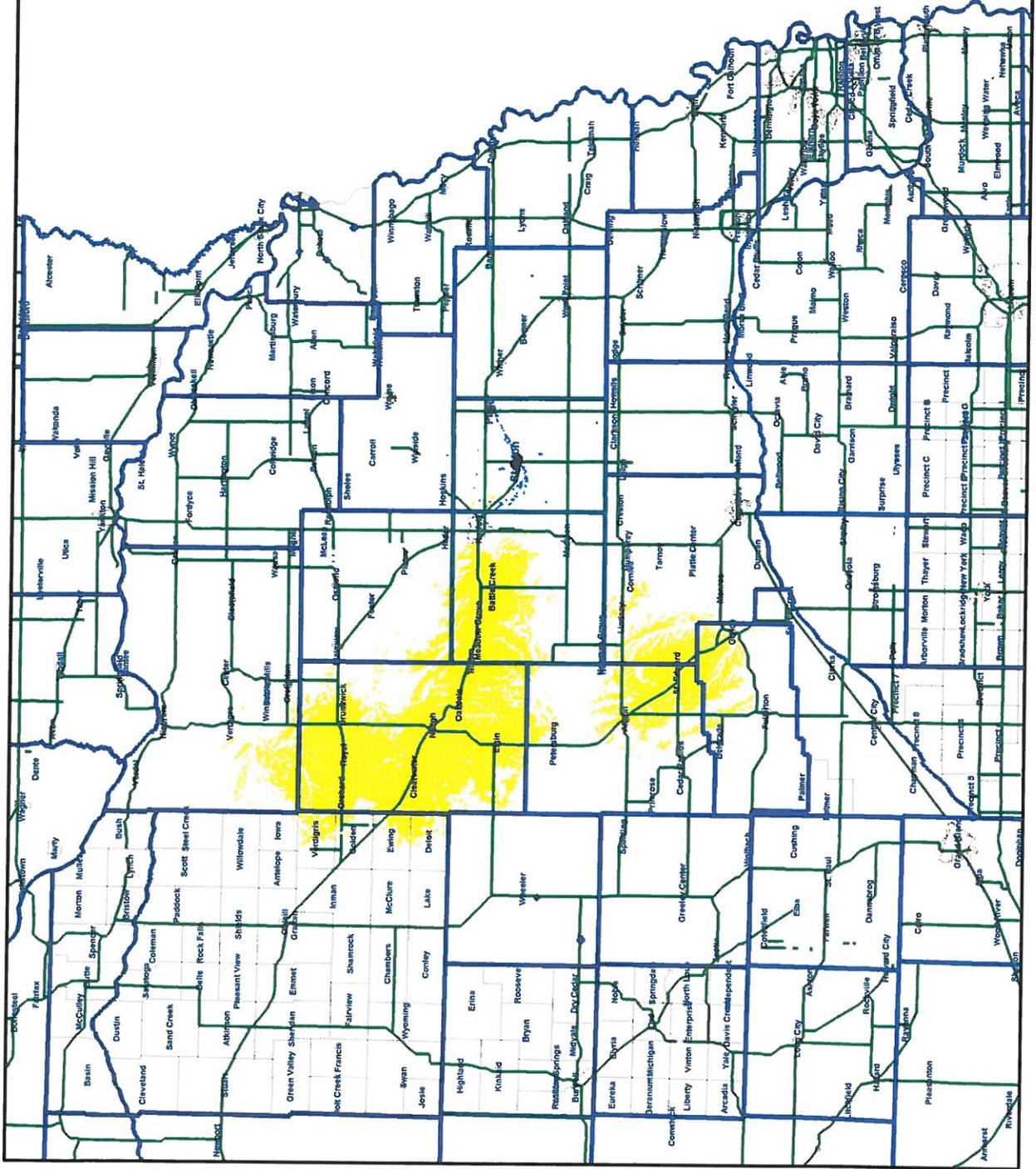
ELECTRONIC MAPS OF PROJECT AREA

SIGNAL™, Vieero PCS

MILES (Scale - 1:1,000,000)



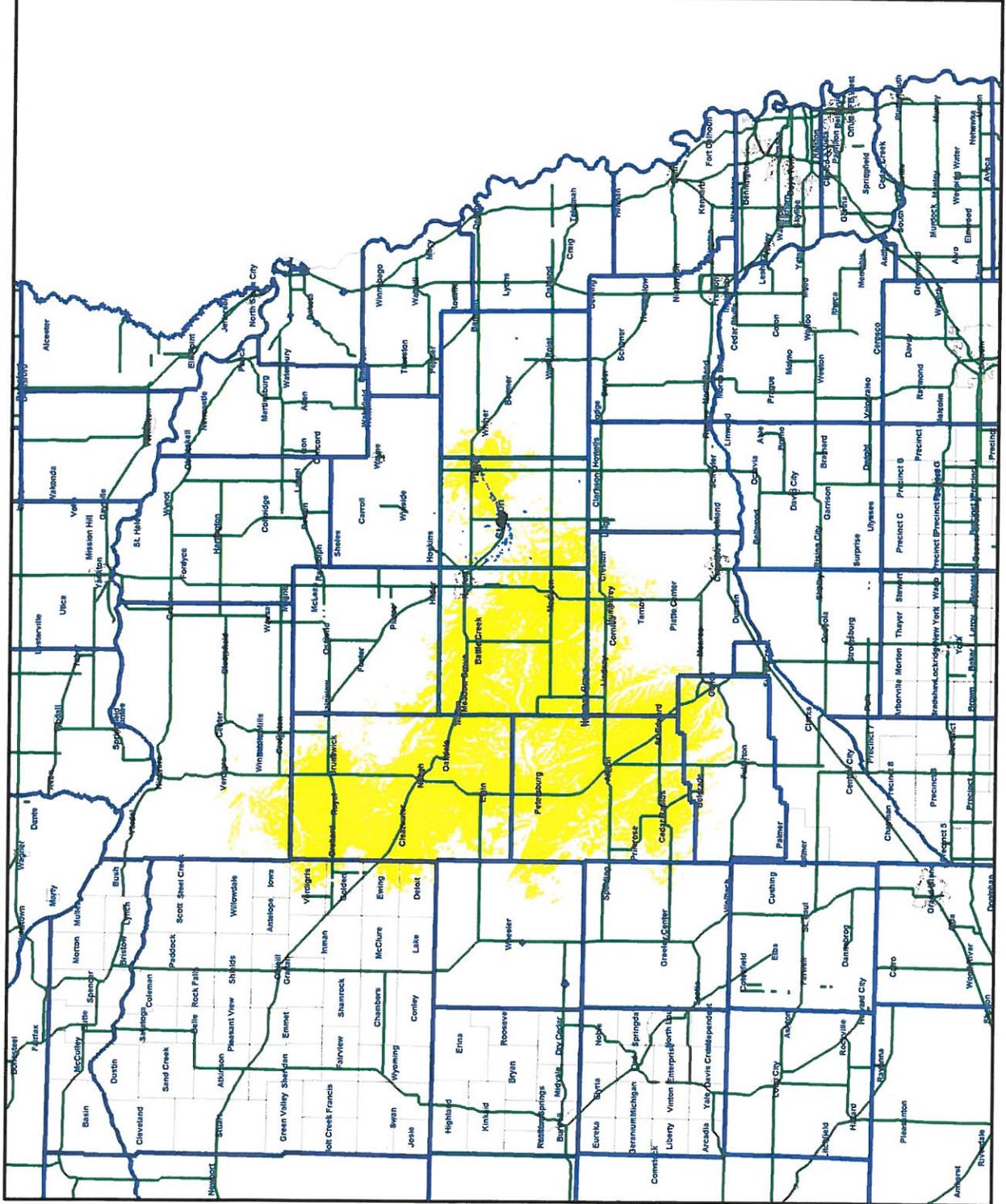
Core Plus Module 1



SIGNAL™: Vieero PCS



Core Plus Module 2

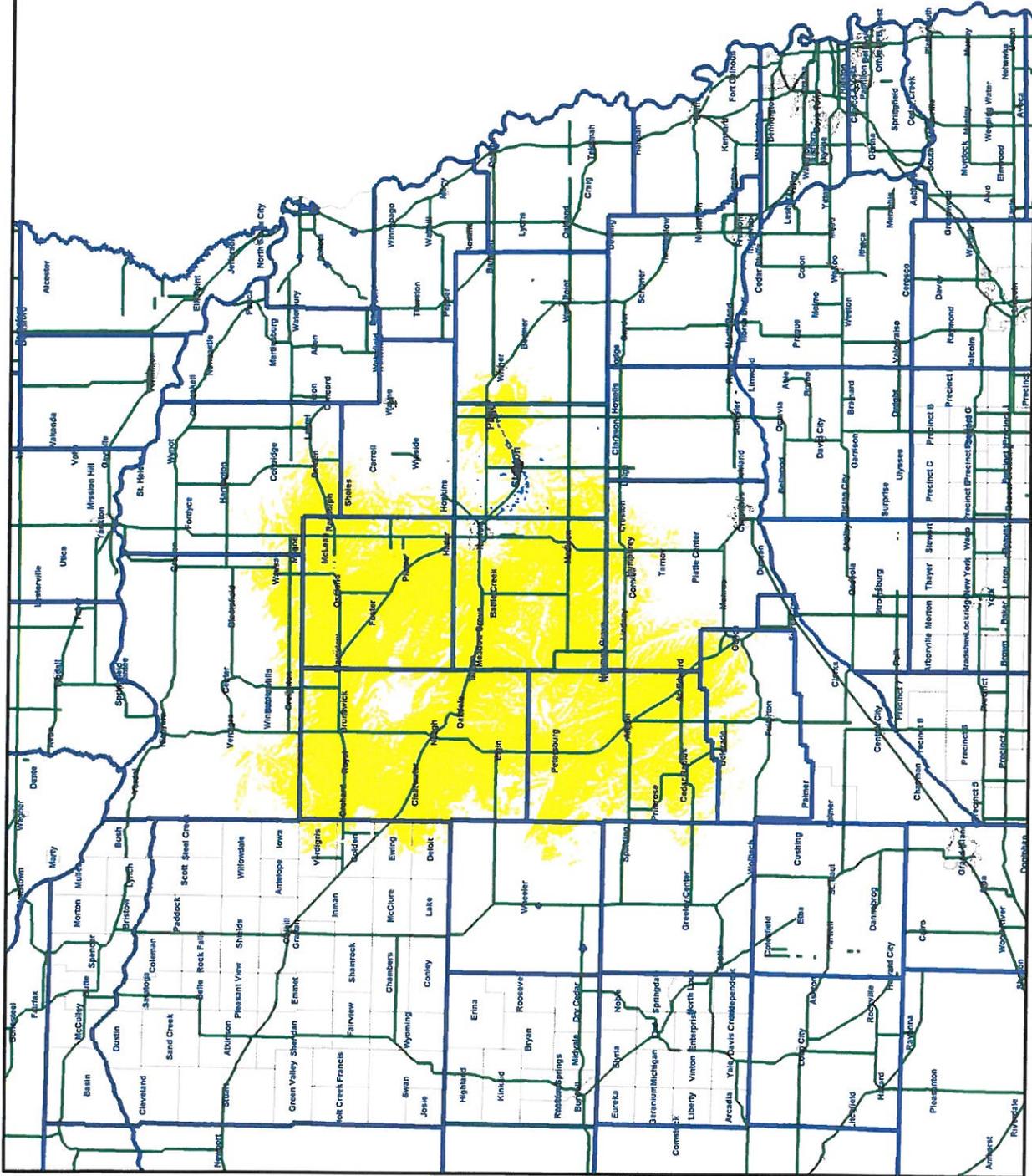


SIGNAL™ - Viterio PCS

MILES (Scale - 1:1,000,000)



Core Plus Module 3

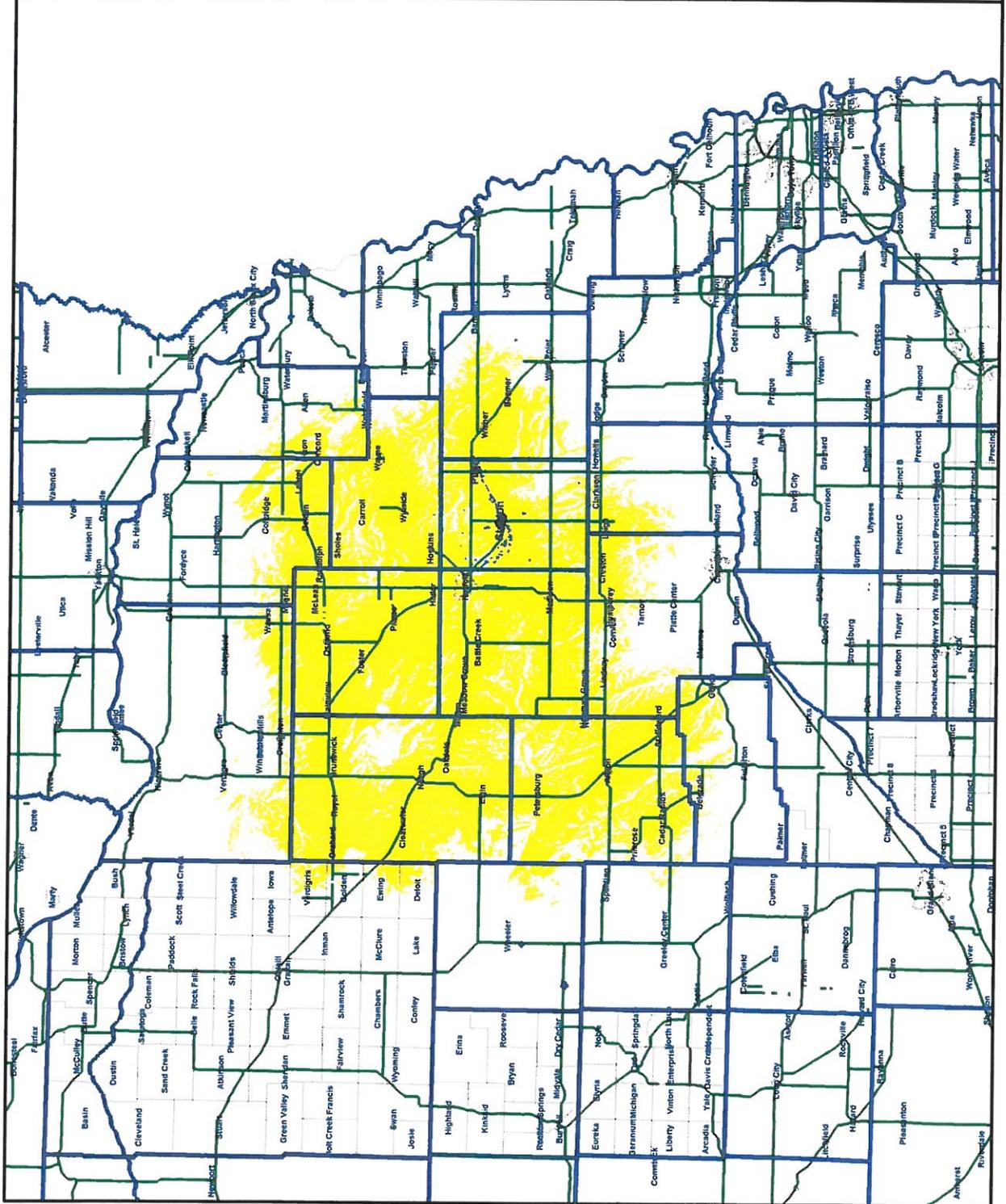


SIGNAL™: Viebero PCS

MILES (Scale - 1:1,000,000)

0 5 20

Core Plus Module 4



SIGNAL™ - Vieero PCS



Core Plus Module 6

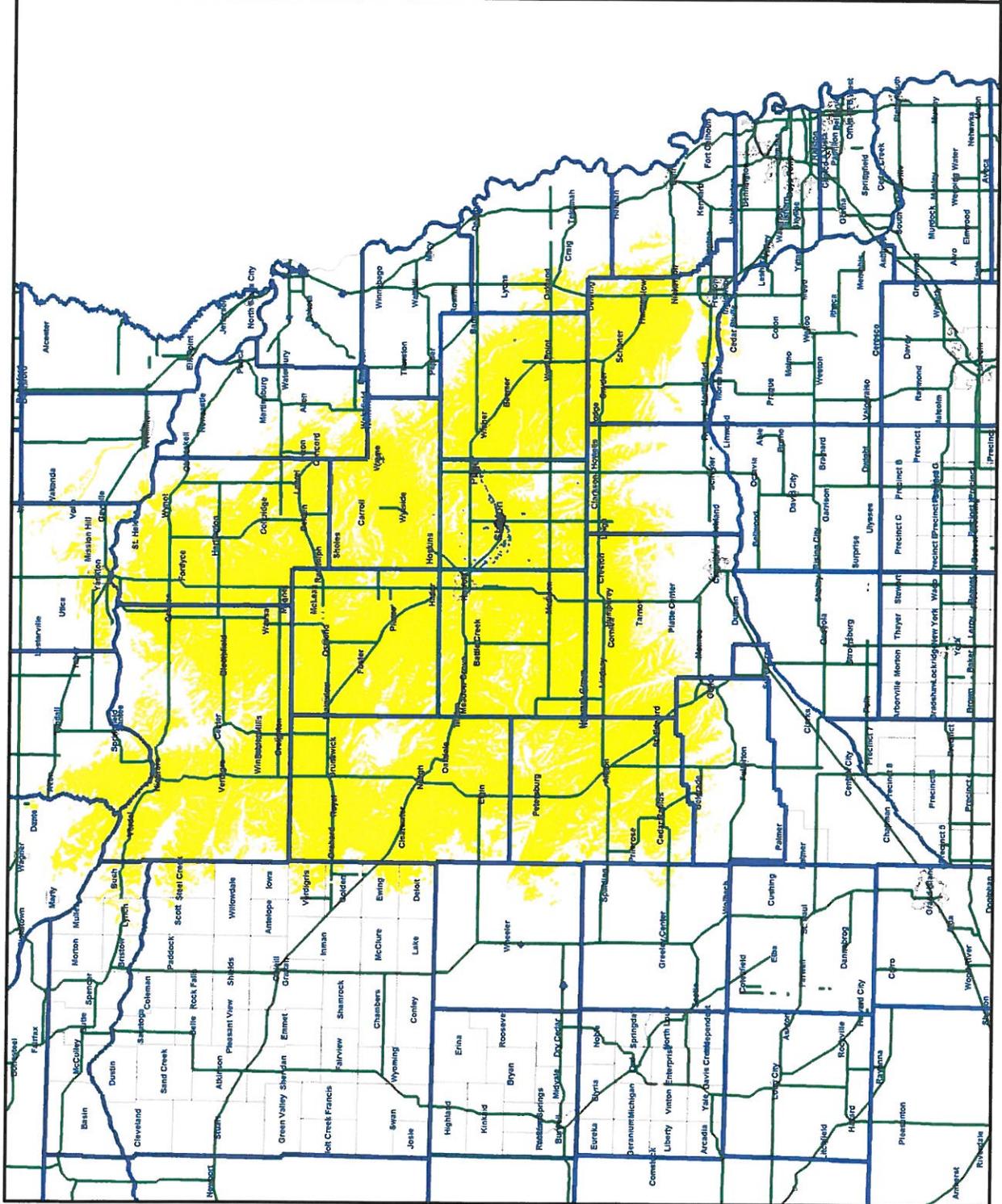


EXHIBIT 4H

**ELECTRONIC MAP(S) OF PROJECT AREA
IN
EDITABLE ESRI-COMPATIBLE FORMAT**

CONFIDENTIAL
(please refer to the attached disk)

EXHIBIT 7-A

**ESTIMATED NUMBER OF POTENTIAL NEW SUBSCRIBERS,
PROPOSED BUDGET AND REQUIRED MATCH**

CONFIDENTIAL

EXHIBIT 8-A

PROPOSED RETAIL PRICING

**EXHIBIT 8-A
VIAERO RETAIL PRICING PLANS**

Voice and Data Plans	
State Wide Residential Plan	\$19.95
Activation Fee	\$25.00 One Time
LD Rate wo/VIP	\$0.10 Per Minute
Call Waiting	\$2.00
Call Forwarding	\$2.00
Call Conferencing	\$2.00
Caller ID	\$2.00
Voice Mail	\$5.00
VIP-Long Distance	\$9.95
CF, CW, 3W, CID	\$6.00
1M 4G Data Plan	\$29.95
2M 4G Data Plan	\$39.95
7M 4G Data Plan	\$49.95
12M 4G Data Plan	\$59.95
Restrict LD	\$2.00
Directory Listing	\$0.00
Life Line Credit	-\$10.00
Wireless Phone Bundle Discount	-\$5.00
Typical Account ARPU	\$65.90

4G Fixed Data Plans	
Fixed Wireless 1Meg	\$29.95
1 Mbps Peak Download Speed	
2 Yr contract	
\$200.00 Early Term Fee	
On Network Only	
Fixed Wireless 2Meg	\$39.95
2 Mbps Peak Download Speed	
2 Yr contract	
\$200.00 Early Term Fee	
On Network Only	
Fixed Wireless 7Meg	\$49.95
7 Mbps Peak Download Speed	
2 Yr contract	
\$200.00 Early Term Fee	
On Network Only	
Fixed Wireless 12Meg	\$59.95
12 Mbps Peak Download Speed	
2 Yr contract	
\$200.00 Early Term Fee	
On Network Only	

EXHIBIT 11-A

VIAERO'S FINANCIAL QUALIFICATIONS

CONFIDENTIAL

EXHIBIT 12-A

VIAERO'S FINANCIAL, TECHNICAL AND MANAGERIAL COMPETANCE

EXHIBIT 12-A

MANAGEMENT RESUMES AND TRACK RECORD

Frank DiRico, President and CEO

Mr. DiRico is a successful telecommunications entrepreneur with a 35 year track record of success. In 1991, Mr. DiRico established Cellular One of Northeast Colorado, headquartered in Fort Morgan, Colorado. After acquiring Nebraska Wireless Telephone Company in 2003, the company changed its name to Viaero Wireless and today provides portions of rural Eastern Colorado, Nebraska, Kansas and Wyoming with unparalleled coverage and service through 32 retail sales and service locations and numerous dealers. The company has grown organically from its inception to a present network that includes approximately 600 towers and a growing number of wireless voice and wireless data subscribers. Under his leadership, the company currently experiences double-digit revenue growth, which is reinvested into the business to enhance the company's network reach and capabilities.

Mr. DiRico is also Chairman and Chief Executive Officer of New England based Industrial Communications and Electronics ("Industrial"). Mr. DiRico started Industrial in 1974, growing it to the third largest SMR operator and Motorola Radio Dealer in the United States until the profitable sale of 800 Mhz frequencies to Nextel in 1998. Currently, Industrial operates as an engineering, tower leasing and construction company. Mr. DiRico also developed and holds a US patent on his Skycell ® tower-top equipment building. In 1997, Mr. DiRico expanded Industrial's site leasing, radio sales and service business to the Miami, Florida area.

Mr. DiRico served on the Ocean Reef Academy school board in Key Largo, Florida, the Board of Directors for the American Telecommunication Association in Washington, D.C. and as Board Member of the Founders Society Baptist Hospital System. In 1994, he earned Chief Pilot status with the Altair Helicopter Corporation.

Michael Felicissimo, Executive Vice-President

Mr. Felicissimo has extensive strategic planning, financial and operations experience in the telecommunications industry, with over ten years of experience at the highest levels of senior management. Mr. Felicissimo joined Viaero in 2004, and heads the company's accounting, regulatory, procurement, billing and collections departments. He also oversees the company's sales, marketing and general business operations.

Prior to joining Viaero, Mr. Felicissimo served as CFO at Extend America, Inc., a Bismark, North Dakota-Based rural wireless carrier, developing the company's financial model, business case, operational metrics and financial statements. Prior to his time at Extend America, he served as Vice-President, Business Development for Advantage Wireless, Inc., an Englewood, Colorado based direct and indirect wireless retailer, and was responsible for 400,000 annual wireless activations through 1,100 retail outlets in 29 states.

Mr. Felicissimo joined U S West financial services in 1987, and held various financial and management positions within U S West until his promotion to Vice-President and CFO of U S West Wireless in 1998. Mr. Felicissimo managed the financial operations of U S West Wireless as it grew from a start-up operation in late 1997 through its acquisition by Qwest Wireless, LLC in 2000 and the acquisition of 1.1 Million subscribers. He led all financial planning, reporting and analysis for the company, including a \$1.7 Billion network buildout and complex financial transactions associated with the business.

From 1980 to 1985, Mr. Felicissimo developed Middle Eastern sales channels for U.S. Electrical Motors, a division of Emerson Electric, and was promoted to International Sales manager in 1981, overseeing sales for the division with an enterprise value of approximately \$125 Million.

Mr. Felicissimo holds a Masters in Business Administration from the American Graduate School of International Management, awarded in 1986, and a Bachelor of Arts Degree in French, with a minor in business, awarded by the University of Connecticut in 1980.

Wes Burnett, Vice-President – Technical Operations

Mr. Burnett has over thirty years of experience designing, engineering and operating a wide range telecommunications platforms, from traditional telephone service to Global System for Mobile (GSM), EDGE, UMTS, CDMA and TDMA platforms. He has extensive knowledge regarding all major vendors' switching and radio frequency (RF) equipment. He has designed and managed both urban and rural wireless networks, and has over twenty years of senior-level experience managing telecommunications networks and network operations teams.

Mr. Burnett joined Viaero in 2004 and manages all aspects of its day-to-day network operations. He designed and supervised the construction of one of the nation's largest high-bandwidth microwave networks, along with a digital PCS network consisting of more than 360 telecommunications towers, two major switching centers, a network operations center and related facilities. This network consistently delivers 99.9999% network reliability to Viaero's subscribers.

From 1999 to 2004, Mr. Burnett was Managing Director of AirCell, Inc., a provider of airborne voice and data services utilizing AMPS and CDMA technology. Under his leadership, and utilizing his network design, the company developed and implemented the world's first air-to-ground data network. He managed the aviation department and provided flight testing of the company's products, as well as interfacing with the FCC regarding licensing issues. During his tenure, the company expanded from 30 to 142 cell sites.

Prior to joining AirCell, Mr. Burnett was the Director of Engineering and Operations, and later the Director of RF Engineering for McCaw Cellular (later AT&T Wireless). He supervised all engineering and operations for the company's Texas, Oklahoma and Missouri Markets, including a staff of 60 employees, 209 cell sites, 3 switches and 7000 channels spanning 5 MSAs and 3 RSAs.

Prior to joining McCaw Cellular in 1994, Mr. Burnett held supervisory positions with GTE Mobilnet, Gulf Oil/Chevron, and Hicks and Ragland.

Mr. Burnett received his Bachelor of Science in Electrical Engineering from Texas Tech University in 1979. He holds an FCC General Class License and is a NARTE Engineer Second Class with Master Endorsement. He holds an FAA airline Transport Pilot Certificate and First Class Medical certification.

Mr. Burnett has attended numerous specialized technical training courses, including courses regarding the following products and equipment: Lucent 5ESS, Autoplex Series 2, Nortel, Motorola, LCC, Farinon, Avantek, Alcatel, Nokia UltraSite, Lenkurt, Western Electric, Southwest Bell, GTE Transmission Engineering.

Andrew Newell

Mr. Newell has over thirteen years of experience representing telecommunications carriers. Mr. Newell joined Viaero as its General Counsel in February of 2009, and manages the company's legal, public policy and regulatory affairs, including corporate transactions, litigation, legal and regulatory compliance, legislative affairs, and inter-carrier relationships.

Prior to joining Viaero, Mr. Newell maintained a private law practice for seven years focused on representing telecommunications carriers before regulatory bodies. In this capacity, Mr. Newell acted as lead counsel in several complex regulatory proceedings involving interconnection, collocation and other inter-carrier issues, as well as applications for designation as an ETC and related compliance issues.

Prior to entering private practice in 2002, Mr. Newell was senior regulatory counsel for Jato Communications Corp., a broadband telecommunications provider based in Denver, Colorado. Mr. Newell represented the company before more than twenty state utilities commissions, negotiated more than sixty interconnection agreements and coordinated the company's nationwide regulatory policy and compliance activities.

Mr. Newell received his Juris Doctor from the University of Colorado School of Law in 1999 and was admitted to practice in Colorado that same year. He received a Bachelor of Arts degree from the University of California at Los Angeles in 1996.

Summary of Management Track Record

Viaero's President and Vice-Presidents have worked together within the organization for seven years, and their track record is marked with numerous successes:

- Double digit year-over-year average revenue growth
- The acquisition of additional service territories with a population exceeding 2.1 Million
- Construction of nearly 500 telecommunications towers
- Acquisition of over 31,500 new PCS and wireless data customers, more than doubling the company's subscriber base
- Refinement of scalable customer care, network operations, billing and accounting functions
- Exemplary record of compliance with state and federal regulations, including Federal Universal Service Fund reporting and compliance obligations
- Management of explosive growth in wireless minutes of use (MOU) and data traffic.

Frank DiRico, Viaero's President and CEO, will have ultimate responsibility for the project, and will lead all strategic and business planning activities. He has decades of experience with constructing and profitably operating wireless telecommunications facilities, including lower-speed broadband data networks. Mr. DiRico is especially focused on details surrounding tower site acquisition and construction.

Michael Felicissimo will oversee the company's financial reporting and compliance associated with the project, billing and customer care expansion and changes, sales and marketing efforts, and product procurement. Mr. Felicissimo has had this precise responsibility with respect to the company's existing PCS and wireless data businesses, and has managed rapid change resulting from subscriber growth and new products.

Wes Burnett will supervise the construction of all additional network facilities, monitor their performance. He was responsible for the design and construction of Viaero's existing network facilities and oversaw the successful launch of Viaero's WCDMA trial network in southern Colorado. He has extensive experience designing, licensing and scaling high capacity microwave transmission networks.

Andrew Newell will manage the legal and regulatory affairs associated with the project, including compliance with all established Commission procedures.

EXHIBIT 14-A

VERIFICATION AFFIDAVITS

VERIFICATION AFFIDAVIT

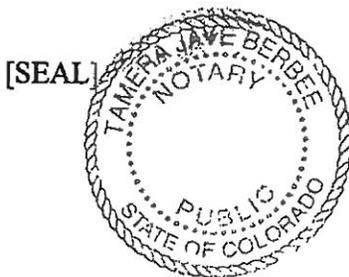
I, Andrew R. Newell, under penalty of perjury, certify that I am a duly authorized official of N.E. Colorado Cellular, Inc. d/b/a Viaero Wireless, possessing full power and authority to make binding representations on its behalf. I have read the foregoing Application for Funding from the Nebraska Broadband Pilot Program and know the contents thereof, and the facts stated herein, insofar as they relate to Viaero Wireless are true and accurate to the best of my knowledge, information and belief.

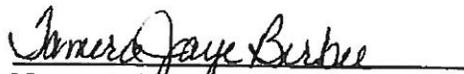
Executed in Fort Morgan, Colorado on this 28th day of February, 2013.



Andrew R. Newell

Sworn and subscribed before me on this 28th day of February, 2013.




Notary Public

My Commission Expires
08/27/2014

VERIFICATION AFFIDAVIT

I, Michael Felicissimo, under penalty of perjury, certify that I am a duly authorized official of N.E. Colorado Cellular, Inc. d/b/a Viaero Wireless, possessing full power and authority to make binding representations on its behalf. I have read the foregoing Application for Funding from the Nebraska Broadband Pilot Program and know the contents thereof, and the facts stated herein, insofar as they relate to Viaero Wireless are true and accurate to the best of my knowledge, information and belief.

Executed in Fort Morgan, Colorado on this 1st day of March, 2013.



Michael Felicissimo

Sworn and subscribed before me on this 1st day of March, 2013.



Notary Public

My Commission Expires
08/27/2014