



STATE OF NEW JERSEY
Board of Public Utilities
Two Gateway Center
Newark, NJ 07102
www.nj.gov/bpu/

TELECOMMUNICATIONS

IN THE MATTER OF THE VERIFIED JOINT PETITION)
OF MOBILEPRO CORP., TRANSFEROR, AMERICAN)
FIBER NETWORK, INC., LICENSEE, CLOSECALL)
AMERICA, INC., LICENSEE, AND UNITED SYSTEMS)
ACCESS, INC., TRANSFEREE, FOR THE TRANSFER)
OF CONTROL OF AMERICAN FIBER NETWORK, INC)
TO UNITED SYSTEMS ACCESS, INC.)

ORDER OF APPROVAL

DOCKET NO. TM07100790

(SERVICE LIST ATTACHED)

BY THE BOARD:

On October 17, 2007, MobilePro Corp. (MobilePro), American Fiber Network, Inc. (AFN), CloseCall America, Inc. (CloseCall) and United Systems Access, Inc. (USAI), (collectively, Petitioners), filed a petition pursuant to N.J.S.A. 48:2-51.1, 48:3-7, 48:3-9 and 48:3-10 seeking the Board's approval for a transaction that will result in the transfer of control of AFN and CloseCall, both wholly-owned subsidiaries of MobilePro, to USAI. Following the transfer, AFN and CloseCall will continue to offer services at the same terms, rates and conditions on which they currently offer such services in the state.

BACKGROUND

MobilePro is a Delaware corporation with its principal office located in Bethesda, Maryland. MobilePro is a publicly-traded corporation that offers telecommunications services through its subsidiaries including AFN and CloseCall. AFN is a Delaware corporation with its principal office located in Overland Park, Kansas. According to the petition, AFN provides resold and facilities-based local exchange service, resold and facilities-based long distance services, voicemail and other standard voice features, and DS1 services. In New Jersey, AFN is authorized to provide local and interexchange telecommunications services. See, Order I/M/O the Petition for an Order Authorizing AFN Telecom, LLC to Provide Local Exchange Telecommunications Services Throughout New Jersey, Docket No. TE00100794, dated November 8, 2001. AFN currently has no customers or employees in New Jersey. CloseCall is a Delaware corporation with its principal offices located in Stevensville, Maryland. According to the petition, CloseCall provides resold local and interexchange telecommunications services in nineteen states. In New Jersey, CloseCall is authorized to provide local and interexchange telecommunications services. See, Order I/M/O the Verified Petition of CloseCall America Inc.

for Approval to Provide Local Exchange and Interexchange Telecommunications Services Within the State of New Jersey, Docket No. TE04030202, dated May 12, 2004. In New Jersey, CloseCall does not have any personnel, and currently has 3,527 customers.

USAI is a privately held Delaware corporation with principal offices located in Kennebunk, Maine. USAI's subsidiary, USATI, is authorized to provide competitive local and/or long distance telecommunications services in Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island and Vermont. In New Jersey, USATI is authorized to provide local exchange and interexchange telecommunications services. See, Order I/M/O the Petition for an Order Authorizing United Systems Access Telecom, Inc. to Provide Local Exchange and Interexchange Telecommunications Services Within the State of New Jersey, Docket No. TE01080512, dated August 8, 2002. In New Jersey, USATI currently has 287 customers and no employees.

DISCUSSION

Pursuant to the terms of an Agreement dated June 30, 2007 entered into by USAI and, MobilePro, USAI will purchase 100 percent of the stock of AFN and CloseCall. MobilePro, which currently owns 100 percent of the equity of AFN and CloseCall, will receive a combination of cash and a minority stock interest. Following the transaction, AFN and CloseCall will continue to offer services at the same terms, rates and conditions on which they currently offer such services in the state.

The Petition states that the operations of Petitioners are highly complementary and that the transaction will enhance the ability of the companies to expand their respective operations both in terms of service area coverage and in the diversity of products and services they can offer. In addition, Petitioners expect that the transaction will yield substantial operational and financial benefits to the combined companies. Such anticipated results will be facilitated by the combination of experienced managerial resources, the opportunity to streamline processes, the exposure to new and potentially more flexible technologies, the potential for better use of existing capacity, better access to capital, and the opportunity to expand overall service area coverage and product offerings. Both AFN and CloseCall have no employees in New Jersey. By letter dated November 19, 2007, the Division of Rate Counsel advised the Board that it recommends approval of the petition.

FINDINGS AND CONCLUSIONS

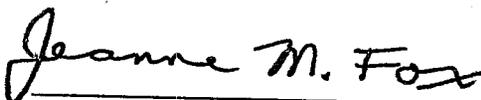
After a thorough review of the petition and all related documents, the Board concludes that there will be no negative impact on rates or service quality since AFN and CloseCall's New Jersey customers will continue to receive the same services from the same entities at the same rates and under the same terms and conditions. As neither company currently has any employees in New Jersey, there will be no impact on employees. Moreover, a positive benefit is likely as Petitioners expect the transaction to yield operational and financial benefits which will allow AFN and CloseCall to better compete in the marketplace.

Accordingly, after careful review of this matter, the Board FINDS that the change of control will have no negative impact on the rates of current customers. The Board also FINDS that the transfer will have no negative impact on the provision of safe, adequate and proper service, and will positively benefit competition because as discussed above, the post-transaction combined entities will emerge as stronger competitors. Therefore, after investigation, having considered

the record and exhibits submitted in this proceeding, the Board FINDS that the proposed transfer is in accordance with the law and is in the public interest. The Board HEREBY ORDERS that the Petitioners shall notify the Board of the closing of the proposed transactions within 7 days of the consummation of the transfer.

DATED: 12/21/07

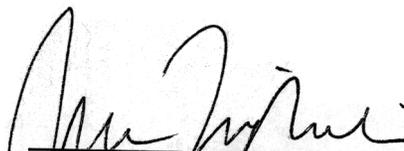
BOARD OF PUBLIC UTILITIES
BY:



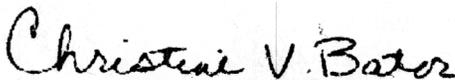
JEANNE M. FOX
PRESIDENT



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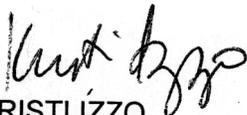


JOSEPH L. FIORDALISO
COMMISSIONER



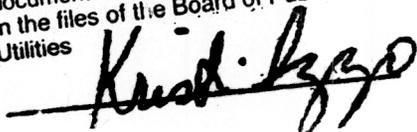
CHRISTINE V. BATOR
COMMISSIONER

ATTEST:



KRISTI IZZO
SECRETARY

I HEREBY CERTIFY that the within document is a true copy of the original in the files of the Board of Public Utilities



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TRANSFEROR, AMERICAN FIBER NETWORK, INC., LICENSEE, CLOSECALL AMERICA,
INC., LICENSEE, AND UNITED SYSTEMS ACCESS, INC., TRANSFEREE, FOR THE
TRANSFER OF CONTROL OF AMERICAN FIBER NETWORK, INC. TO UNITED SYSTEMS
ACCESS, INC.

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