

Stephens Telecommunications Group Transaction Announcement

NTELOS Announces Sale to Shentel

Stephens Inc. served as a financial advisor and rendered a fairness opinion to NTELOS

Transaction Details

As Indicated by NTELOS in its Press Release

Transaction Date: August 10, 2015

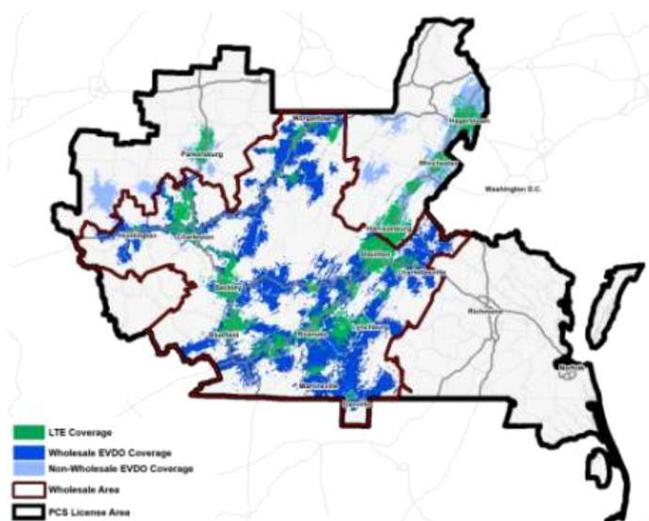
Expected Closing: Early 2016

Transaction Summary

- NTELOS Holdings Corp. ("NTELOS") and Shenandoah Telecommunications Company ("Shentel") announced that they entered into a definitive agreement under which Shentel will acquire NTELOS in an all-cash transaction valued at approximately \$640 million
 - NTELOS shareholders will receive \$9.25 per share in cash, representing an approximate 60% premium to the 30-day volume weighted average price of NTELOS as of August 7, 2015
 - Shentel will also assume approximately \$430 million of NTELOS adjusted net debt as of June 30, 2015
- Transaction Multiple:
 - Price / 2015E Adj. EBITDA – 6.2x
- Concurrent with the NTELOS transaction, Shentel will enter into a series of agreements with Sprint, including the expansion of its affiliate relationship with Sprint to parts of western Virginia and West Virginia to incorporate the NTELOS licensed territories
- The transaction is expected to close in early 2016, and is subject to regulatory approval, the consummation of certain transactions between Shentel and Sprint as well as other customary conditions
- Stephens served as a financial advisor and provided a fairness opinion to NTELOS



Network Map



Source: Press release, Company presentation and publicly available information.

Note: Adj. EBITDA relates to Western Markets. Net debt includes debt, cash and noncontrolling interests as of June 30, 2015 as well as adjustments primarily related to the sale of Virginia East.

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