

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of the Joint Application of)
)
Patricia Stewart, Transferee)
)
and)
)
the **Estates of William D. George, II and Allen M.**)
M. George, Jr. Transferors)
) WC Docket No. _____
and)
) IB File No. _____
)
Ironton Telephone Company, Ironton Global)
Networks LLC, Ironton Long Distance Company)
and Service Electric Telephone Company, LLC,)
Licensees)
)
for authority pursuant to Section 214 of the)
Communications Act of 1934, as amended, to Transfer)
Direct Control of Domestic Section 214 Authorization)
Holder Ironton Telephone Company, Indirect Control)
of Domestic Section 214 Authorization Holders Ironton)
Global Networks, LLC, Ironton Long Distance)
Company and Service Electric Company, LLC and)
Indirect Control of International Section 214)
Authorization Holder Ironton Global Networks, LLC to)
Patricia Stewart.)
)

APPLICATION FOR CONSENT FOR TRANSFER OF CONTROL

I. INTRODUCTION

Pursuant to Section 214 of the Communications Act of 1934, as amended (“the Act”),¹ and Sections 63.03, 63.04, 63.12, 63.18 and 63.24 of the Commission’s rules,² Patricia Stewart (“Stewart” or “Transferee”), the Estates of William and Allen George (“Estates” or “Transferors”)

¹ 47 U.S.C. § 214.

² 47 C.F.R. §§ 63.03, 63.04, 63.12, 63.18, and 63.24.

and Ironton Telephone Company (“ITC”, FRN: 0004966149), Ironton Global Networks, LLC (“ITC Global”, FRN: 0022264311), Ironton Long Distance Company (“ITCLD”, FRN: 004969226) and Service Electric Telephone Company, LLC (“SET”, FRN: 0007911175) (collectively, “the Ironton Companies”) respectfully request Commission consent to transfer of

- 1) direct control of ITC which holds a domestic Section 214 authorization;
- 2) indirect control of ITCLD and SET which hold domestic Section 214 authorizations; and
- 3) indirect control of ITC Global, which holds both domestic and international³ authorizations.

Such authority is necessary to complete transactions (“the Transactions”) whereby Stewart will acquire 50.48% of voting common stock of ITC, as a result of the combination of: (1) the relatively small amount of stock in ITC she already owns, (2) her direct purchase of stock from the estate of her brother William D. George, II (“Bill George”), and (3) the increase in her stock ownership percentage that will result from ITC redeeming voting shares from the estates of Bill George and another deceased brother, Allen M. M. George, Jr. (“Allen George”). When those voting shares go to the ITC Treasury, all remaining shareholders of ITC (including Stewart) will have proportionally higher share ownership.

ITC owns controlling interests in ITC Global, ITCLD and SET. Therefore, when Stewart acquires control of ITC, she will also acquire indirect control of ITC Global, ITCLD, and SET.⁴

A description of how the Transactions will serve the public interest is included at Sections IV (12) and V (q). The Section 214 authorizations held by the Ironton Companies will continue to

³ ITC Global holds an international Section 214 authorization to provide Global or Limited Global Facilities-Based Service, and Global or Limited Global Resale Service. ITC-214-20130416-00106.

⁴ Ironton’s controlling interest in SET consists of a 50% equity interest in SET, coupled with contractual rights to make decisions for SET regarding SET’s interconnection agreements and certificates to provide telecommunications services.

be held by these licensees following consummation of the proposed Transactions, which will be transparent to customers. Competition will not be impacted because the Transferors and Transferees are not telecommunications providers.

Applicants submit that the requests for approval of the transfer of domestic Section 214 authorizations are subject to streamlined processing pursuant to Section 63.03(b)(2) because the transferee is not a telecommunications provider. This prompt approval can be accomplished in a manner that raises no competitive concerns that could delay the Commission approval of the transaction. *See* IV (8) below for additional details.

Applicants also submit that the request for approval of the transfer of ITC Global's international Section 214 authorization is subject to the streamlined processing rules in Section 63.12 of the Commission's rules. *See* V (p) below for additional details.

II. DESCRIPTION OF THE PARTIES

A. The Ironton Companies

ITC is a small private, non-publicly traded, 100% family-owned corporation organized under the laws of the Commonwealth of Pennsylvania with its principal business office located in Coplay, Pennsylvania. ITC is owned 100% by members of the George family. A chart showing each family member who holds voting shares and the level of his/her current holdings in ITC is attached at Exhibit A. Each interest holder is a United States citizen.

ITC provides a variety of business and residential voice services, including local exchange, long distance and VoIP services within Pennsylvania. ITC provides service as an incumbent local exchange carrier within a small service area near Allentown,⁵ and also is authorized to provide service as a CLEC in a broader service area in Pennsylvania.

⁵ ITC does not receive any support from the federal High Cost Universal Service Fund.

ITC's two wholly-owned subsidiaries, ITC Global and ITCLD, are also organized under the laws of Pennsylvania and have the same principal business office location as ITC. ITCLD provides intrastate and interstate interexchange telecommunications service, and international telecommunications service, to customers who are served by local company affiliates ITC and SET. ITC Global provides local exchange telecommunications services as a CLEC and relies on the facilities of other third party carriers to provide interexchange services, including outbound international service (from the US to international locations). ITC Global also provides non-regulated VoIP/SIP-ITSP services.

ITC also currently owns 50% of SET, a Pennsylvania limited liability company that provides competitive local exchange service in New Jersey and Pennsylvania. SET was formed as a joint venture between ITC and SECTV. ITC and SECTV each holds a 50% interest in SET.⁶

In this application, ITC seeks approval for Stewart to acquire an indirect controlling interest in ITC Global, ITCLD, and SET as well as a direct controlling interest in ITC. A chart showing the affiliation between ITC and its three corporate subsidiaries is provided at Exhibit B.

B. Patricia Stewart

Patricia Stewart is a sister of Bill George and Allen George. Bill George passed away in 2017 and Allen George passed away in 2018. Each brother held 34.64% of ITC's voting shares at his death. Each brother's estate now holds this interest. Stewart currently holds 575 of the 7,650 voting shares or 7.52% of ITC.

Ms. Stewart has served in senior management capacities at ITC and its subsidiaries ITCLD, ITC Global and SET for many years. After Bill George died, she took on even greater leadership

⁶ Ironton presently has control over SET by virtue of the combination of its 50% equity interest and its contractual rights to make decisions for SET regarding SET's interconnection agreements and certificates to provide telecommunications services. The equity interest is expected to rise to 100% in the near future when SECTV relinquishes its interest.

roles for the Ironton Companies. She has served as ITC's Director of Finance and Administration and in this role for ITC's three operating subsidiaries. She has served on ITC's, ITC Global's and ITCLD's Boards of Directors as Secretary and Treasurer and served as one of two ITC representatives on SET's Board. In her company roles, she has been responsible for managing the Ironton Companies' financial matters, and financial reporting and regulatory matters, including meeting regulatory requirements.

When Allen George died, Stewart was named ITC's President. In that capacity, she is responsible for the management and operations of the company, overall. She also now serves as President of ITC Global, ITCLD and SET. Stewart now seeks direct ownership control of ITC.

III. DETAILED DESCRIPTION OF THE PROPOSED TRANSACTIONS

The Transactions arise due to the death of Stewart's two brothers. Bill George was a significant shareholder of ITC and served as its President for many years. At his death, he owned 2650 out of 7650 voting shares or 34.64% of the total voting shares of ITC. His brother, Allen George, also held 2650 voting shares, or 34.64% of the company. The remaining shares were held by other family members and the ITC Treasury (300 shares).⁷ The brothers' voting shares have been transferred to, and are currently being held by, their estates, pending distribution.

Stewart will acquire control of ITC through a combination of three factors:

- 1) Stewart currently owns a small share, 7.52%, of ITC.
- 2) Stewart intends to purchase 2075 of Bill George's voting shares from Bill George's estate for more than nominal value. That purchase will bring her total ownership to 2650 voting shares or 34.64% of ITC.
- 3) ITC plans to purchase and redeem 575 shares from Bill George's estate and 1825 shares from Allen George's estate. When ITC redeems these estate voting shares, all remaining shareholders of ITC (including Stewart) will have proportionately higher share ownership. Stewart's total ownership share will be 50.48%.

⁷ See Exhibit A.

Through these transactions, Stewart will acquire direct controlling interest of ITC and indirect controlling interest of ITCLD, ITC Global, and SET. A chart showing ownership interests in ITC post-Transactions is provided at Exhibit C.

IV. INFORMATION REQUIRED BY SECTION 63.04 IN RELATION TO TRANSFER OF DOMESTIC 214 AUTHORIZATIONS

In support of the Applicants' request for consent to transfer control of ITC's domestic Section 214 authorization, and indirect control of ITC Global's, ITCLD's, and SET's domestic Section 214 authorizations, the following information is submitted in accordance with the requirements of Section 63.04(a) of the Commission's Rules.

1. Name, address and telephone number of each applicant:

Ironton Telephone Company
Ironton Global Networks, LLC
Ironton Long Distance Company
Service Electric Telephone Company, LLC
4242 Mauch Chunk Road
Coplay, Pennsylvania 18037-9608
Phone: 610-799-3131
Fax: 610-799-0031

Patricia Stewart (Transferee) (U.S. Citizen)
President
Ironton Telephone Company
4242 Mauch Chunk Road
Coplay, Pennsylvania 18037-9608
Phone: 610-799-3131
Fax: 610-799-0031
Email: pstewart@ironon.com

William D. George, II (Deceased) (Transferor) (U.S. Citizen)
Ironton Telephone Company
4242 Mauch Chunk Road
Coplay, Pennsylvania 18037-9608
Phone: 610-799-3131
Fax: 610-799-0031

Allen M. M. George, Jr. (Deceased) (Transferor) (U.S. Citizen)
Ironton Telephone Company
4242 Mauch Chunk Road

Coplay, Pennsylvania 18037-9608
Phone: 610-799-3131
Fax: 610-799-0031

2. Government, state or territory under the laws of which each corporate or partnership applicant is organized:

ITC, ITC Global, ITCLD and SET are all organized under the laws of the Commonwealth of Pennsylvania.

3. Name, title, post office address, and telephone number of the officer or contact person to whom correspondence concerning the application is to be addressed:

James H. Lister, Esq.
Elisabeth H. Ross, Esq.
Birch Horton Bittner & Cherot, PC
1100 Connecticut Ave. N.W., Suite 825
Washington, D.C. 20036
Phone: (202) 659-5800
Fax: (202) 659-1027
Email: jlister@dc.bhb.com
eross@dc.bhb.com

With a copy to:

Ms. Patricia Stewart
President
Ironton Telephone Company
4242 Mauch Chunk Road
Coplay, Pennsylvania 18037-9608
Phone: 610-799-3131
Fax: 610-799-0031
Email: pstewart@ironton.com

4. Name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities:

Currently, as Exhibit A shows, the Estates are the only entities that own at least 10% of ITC. The Estates' names, addresses and citizenship are shown in IV (1) above.

ITC owns 100% of the equity of ITC Global, ITCLD and 50% of the equity of SET as shown on Exhibit B. For the ITC Global, SET and ITCLD names, addresses, citizenship and principal business, see Exhibit B and VI (1) above.

Additionally, SECTV currently owns 50% of the equity of SET. SECTV's principal business is cable, internet, data and voice service provider. SECTV's address and citizenship is below:

Service Electric Cable T.V. Inc. (United States Corporation – organized under Pennsylvania)
2200 Avenue A
Bethlehem, Pennsylvania 18017

See Exhibit D for a description of indirect ownership interests.

5. Certification pursuant to 47 C.F.R. §§1.2001 through 1.2003 that no party to the application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988:

The parties hereby certify, pursuant to 47 C.F.R. §§1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

6. Description of the transactions:

The proposed Transactions will involve the purchase by Stewart of shares of ITC voting common stock owned by Bill George's Estate. ITC also plans to purchase and redeem shares of the Bill George and the Allen George Estates. When ITC redeems these estate voting shares, all remaining ITC shareholders (including Stewart) will have proportionately higher share ownership. Upon the Transactions' consummation, Stewart will own 50.48% of ITC and will have indirect control of ITC Global, SET, and ITCLD. (*See* Section III above for additional details.)

7. Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:

Neither the Transferor nor Transferee offers telecommunications service.

ITC offers telecommunications services in Pennsylvania. It provides business and residential voice services, including local exchange and Digital Subscriber Line ("DSL") Broadband Internet. It provides local service both as an ILEC (in the Allentown area - Lehigh County) and as a CLEC (broader area) in Pennsylvania. The rate centers it serves are as follows:

<u>NPA-NXX</u>	<u>BLOCK</u>	<u>Rate Centre</u>	<u>Region</u>	<u>LATA</u>
<u>610-769</u>	<u>A</u>	<u>Ironton</u>	<u>PA</u>	<u>228</u>
<u>610-794</u>	<u>A</u>	<u>Allentown (Lehigh)</u>	<u>PA</u>	<u>228</u>
<u>610-799</u>	<u>A</u>	<u>Ironton</u>	<u>PA</u>	<u>228</u>

It also offers interexchange service to its customers through its affiliate ITCLD.

ITC Global provides local exchange telecommunications services as a CLEC in Pennsylvania and New Jersey, and interexchange services (reseller). It provides VoIP/SIP-TSIP services in Pennsylvania, New Jersey and 28 other states.

ITCLD provides intrastate/interstate interexchange telecommunications services to customers in Pennsylvania who are served by ITC and/or SET.

SET provides local exchange and interexchange telecommunications service in Pennsylvania and New Jersey. The rate centers that SET serves are shown on Exhibit E. SET also provides VOIP service.

8. Statement as to how the application fits into one or more of the presumptive streamlined categories in section 63.03 or why it is otherwise appropriate for streamlined treatment:

The Transactions qualify for streamlined treatment under Section 63.03(b)(1)(ii) of the Commission's Rules. Neither the Transferors, the Estates, nor the Transferee, Pat Stewart, provides telecommunications service. Further, Stewart's acquisition of controlling interest in ITC and indirect controlling interest in ITC Global, ITCLD and SET will not result in any changes to the operations of, including the geographic areas served and services offered by, ITC or its subsidiaries.

9. Identification of all other Commission applications related to the same transaction:

There are two applications here, for transfer of domestic Section 214 authority and international Section 214 authority. Besides those, there are no other Commission applications pending related to the same Transactions.

10. Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure:

No applicant is facing imminent business failure or requesting special consideration on that basis.

11. Identification of any separately filed waiver requests being sought in conjunction with the transaction:

No separately filed waivers or waiver requests are being sought in conjunction with the proposed Transactions.

12. A statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:

The proposed Transactions will serve the public interest, convenience and necessity by allowing ITC, ITC Global, ITCLD and SET to continue to provide high quality service to existing customers without interruption. The Transactions will ensure that the Ironton Companies will continue to be controlled and managed by individuals with extensive knowledge of operations and the needs of the communities they serve, thereby benefitting all area customers.

The Transactions will provide continuity and stability to the Ironton Companies after the death of Stewart's brothers Bill and Allen George. Bill George led ITC and its subsidiaries for many years. During that time, Stewart was integral to the operations and running of the businesses, and served in key leadership roles in its finance, administration and regulatory areas. After her brothers' deaths, Stewart has taken on even greater leadership roles, and is currently serving as the President of ITC, ITC Global, SET and ITCLD. With her acquisition of additional voting shares and control, Stewart will attain a greater leadership role on behalf of the family owners, complementing the corporate leadership role she holds in ITC, ITC Global, SET and ITCLD. The shares will transfer to a family member who is qualified and experienced in operating the businesses, and who is very knowledgeable about their operations.

Typically, family-owned businesses "pass the mantle" to a younger, experienced family member when older family members who have run the business pass on. That is exactly what is transpiring here. The Commission should view the Transactions as sound, appropriate and reasonable.

Additionally, the Transactions will have no impact on competition in domestic telecommunications markets. The Transactions will not impact the services ITC, ITC Global, ITCLD and SET provide, the areas they serve, or their customers. The Transactions will not impact the level of competition in the markets the Ironton Companies serve since the Transferors and the Transferee are not telecommunications providers.

V. INFORMATION REQUIRED BY 47 C.F.R. §§ 63.18 AND 63.24(e) RELATED TO ITC GLOBAL'S INTERNATIONAL SECTION 214 AUTHORIZATION

Pursuant to Section 63.24(e)(2) of the Commission's rules, the Applicants submit the following information requested in Sections 63.18(a)-(d) and (h)-(q) of the Commission's rules in support of their request to transfer indirect control of ITC Global's international Section 214 authority from the Estates to Pat Stewart. For a description of the means by which the Transactions will take place, see Section III above.

Responses to Section 63.18(a)-(d)

(a) Name, address and telephone number of each applicant:

Ironton Global Networks, LLC (Licensee)
4242 Mauch Chunk Road
Coplay, Pennsylvania 18037-9608
Phone: 610-799-3131
Fax: 610-799-0031

Patricia Stewart (Transferee) U.S. Citizen
President
Ironton Telephone Company
Ironton Global Networks, LLC
4242 Mauch Chunk Road
Coplay, Pennsylvania 18037-9608
Phone: 610-799-3131
Fax: 610-799-0031
Email: pstewart@ironton.com

William D. George, II (Deceased) (Transferor) U.S. Citizen
Ironton Telephone Company
4242 Mauch Chunk Road
Coplay, Pennsylvania 18037-9608
Phone: 610-799-3131
Fax: 610-799-0031

Allen M. M. George, Jr. (Deceased) (Transferor) U.S. Citizen
Ironton Telephone Company
4242 Mauch Chunk Road
Coplay, Pennsylvania 18037-9608
Phone: 610-799-3131
Fax: 610-799-0031

(b) Government, state or territory under the laws of which each corporate or partnership applicant is organized:

ITC Global is organized under the laws of the Commonwealth of Pennsylvania.

(c) Name, title, post office address, and telephone number of the officer or contact person to whom correspondence concerning the application is to be addressed:

James H. Lister, Esq.
Elisabeth H. Ross, Esq.
Birch Horton Bittner & Cherot, PC
1100 Connecticut Ave. N.W., Suite 825
Washington, D.C. 20036
Phone: (202) 659-5800
Fax: (202) 659-1027
Email: jlist@dc.bhb.com
eross@dc.bhb.com

With a copy to:

Ms. Patricia Stewart
President
Ironton Telephone Company
Ironton Global Networks, LLC
4242 Mauch Chunk Road
Coplay, Pennsylvania 18037-9608
Phone: 610-799-3131
Fax: 610-799-0031
Email: pstewart@ironton.com

(d) Statement as to whether applicants have previously received authority under Section 214. (Answer to Question 10)

Transferee: Stewart does not hold international or domestic Section 214 authority.

Transferor: The Estates do not hold international or domestic Section 214 authority.

Licensee: ITC Global holds international Section 214 authority to provide Global or Limited Global Facilities-based Service and Global or Limited Global Resale Services.⁸

⁸ ITC-214-20130416-00106.

Responses to Section 63.18(h)-(q)

(h) Post Transaction Ownership of Licensee ITC Global (Answer to Questions 11 & 12)

Upon completion of the Transactions, Stewart, a United States citizen, will have indirect control of ITC Global. She will own 50.48% of ITC voting common stock. ITC will continue to own 100% of ITC Global's voting common stock.

Pre-Transaction Ownership of Licensee ITC Global

Currently, ITC owns 100% of ITG Global. (*See* IV(1) and Exhibit B).

The Estates of Bill and Allen George each have 34.64% indirect ownership of ITC Global. (*See* IV(1) and Exhibit D).

None of the Applicants has an interlocking directorate with a foreign carrier.

(i) Foreign Carrier Affiliates (Answer to Question 14)

By her signature below, Transferee certifies that she, the Bill and Allen George Estates and ITC Global are not foreign carriers and are not affiliated with a foreign carrier.

(j) Service to Foreign Destinations

By her signature below, Transferee certifies that following the Transactions, ITC Global will not provide international telecommunications services to any destination country 1) where ITC Global is a foreign carrier, 2) where ITC Global controls a foreign carrier, 3) where an entity that owns or controls more than 25% of ITC Global controls a foreign carrier in that country or 4) where two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25% of ITC Global and are parties to, or the beneficiaries of, a contractual relation (*e.g.* a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the U.S.

(k) Foreign Carrier Certification

n/a (ITC Global, the Bill and Allen George Estates and Stewart are not affiliated with any foreign carrier)

(m) Non-dominant Status

n/a

(n) No Special Concessions

Applicants certify that they have not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route

where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future.

- (o) **Certification pursuant to 47 C.F.R. §§1.2001 through 1.2003 that no party to the application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988**

Applicants hereby certify, pursuant to 47 C.F.R. §§1.2001 through 1.2003, that no party to the application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

- (p) **Eligibility for Streamlined Processing**

The application qualifies for streamlined processing because none of the scenarios outlined in Section 63.12(c) of the Commission's rules apply. The Applicants are not affiliated with a foreign carrier. They are not affiliated with any dominant U.S. carrier whose international services they seek to resell. Accordingly, the Applicants request streamlined processing treatment for the application to transfer indirect control of ITC Global's international Section 214 authorization pursuant to Section 63.12 of the Commission's rules.

- (q) **Additional information**

Answer to Question 13: See Sections III and IV (6) above.

Please see the statement included at IV (12) above to show that the proposed transfer of indirect control of ITC Global's international Section 214 authorization to Stewart will serve the public convenience and necessity.

VIII. CONCLUSION

Applicants respectfully request that the Commission consent to the transfer of direct control of ITC's domestic Section 214 authorization, indirect control of SET's, ITC Global's and ITCLD's Section 214 domestic authorizations, and indirect control of ITC Global's international authorization, from the Estates to Pat Stewart.

Respectfully submitted,

By:



James H. Lister, Esq.
Elisabeth H. Ross, Esq.
Birch Horton Bittner & Cherot, P.C.
1100 Connecticut Avenue, NW, Suite 825
Washington, DC 20036-4165
Phone: 202-659-5800
Email: jlister@dc.bhb.com
Email: eross@dc.bhb.com

Counsel for Ironton Telephone Company, Pat Stewart, Ironton Long Distance Co., ITC Global Networks, LLC, and Service Electric Tel. Co., LLC, and the Estates of William D. George, II and Allen M. M. George, Jr.

Dated: 12/06/2019


DECLARATION OF SONIA E. FINK

I, Sonia E. Fink, am the Vice-President and Secretary of Ironton Telephone Company (“ITC”), ITC Global Networks (“ITC Global”), Ironton Long Distance (“ITCLD”) and Service Electric Telephone Company, LLC. (“SET”) and am authorized to make this Declaration on behalf of ITC, ITC Global, ITCLD, and SET.

I am also an Executor of the Estate of William D. George, II and the Estate of Allen M. M. George, Jr. I have been authorized by the other Executor of Allen M. M. George’s Estate (Patricia Stewart) and the three other Executors of William D. George’s estate (Patricia Stewart, Ricky Haring and Shirley Haring George) to make this Declaration on behalf of both the Estates.

The foregoing filing was prepared under my direction and supervision and the contents of the filing and the certifications contained therein are true and correct to the best of my knowledge, information and belief. I declare under penalty of perjury that the foregoing is true and correct.

Executed this 3 day of December 2019.



Sonia E. Fink

DECLARATION OF PATRICIA STEWART

I, Patricia Stewart, state that I am an owner of voting stock of ITC. I am making this Declaration in my individual capacity that the foregoing filing was prepared under my direction and supervision and the contents of the filing and the certifications contained therein are true and correct to the best of my knowledge, information and belief. I declare under penalty of perjury that the foregoing is true and correct.

Executed this 3 day of December, 2019



Patricia Stewart

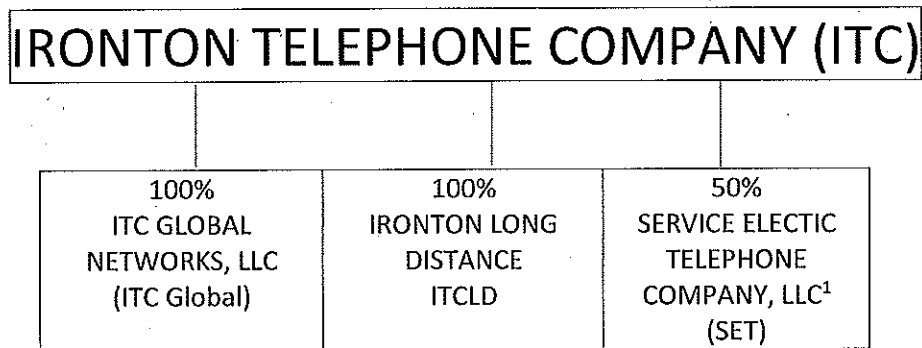
EXHIBIT A

Showing Existing ITC Ownership Shares Before Transaction ¹		
SHAREHOLDER	VOTING SHARE	OWNERSHIP SHARE
Allen M. George, Jr. (Estate)	2650	34.64%
William D. George (Estate)	2650	34.64%
Patricia L. Stewart	575	7.52%
Carolyn M. George	575	7.52%
Rose Marie Beck	300	3.92%
Nancy J. Werner	300	3.92%
Roberta F. George	300	3.92%
Sonia E. Fink	300	3.92%
GRAND TOTAL:	7650	100%

¹ In ITC Treasury: 300 non-voting shares (without ownership interest).

EXHIBIT B

Ironton Telephone Company Corporate Structure



ITC, ITC Global, ITCLD and SET are all United States corporations organized under the laws of Pennsylvania.

The principal businesses of ITC are Holding Company and telecommunications and information services provider. The principal business of ITCLD, ITC Global and SET is telecommunications and information service provider.

ITC Global is also an international telecommunications/information service provider.

¹ Service Electric Cable T.V., Inc. owns 50% of SET.

EXHIBIT C

Showing ITC Ownership Interests After: 1) The George Family Members' Direct Purchase of Stock from the Estates and 2) The ITC Treasury Redemption of Remaining Estate-owned Stock ¹		
SHAREHOLDER	VOTING SHARE	OWNERSHIP SHARE
Allen M. George, Jr. (Estate)	0	0.00%
William D. George (Estate)	0	0.00%
Patricia L. Stewart	2650	50.48%
Carolyn M. George	775	14.76%
Rose Marie Beck	300	5.71%
Nancy J. Werner	300	5.71%
Roberta F. George	300	5.71%
Sonia E. Fink	925	17.62%
GRAND TOTAL:	5250	100%

¹ New ITC Treasury Balance: 2700 non-voting shares (no one votes these shares) composed of 300 pre-transaction and 2400 shares purchased by ITC (i.e. redeemed) from Estates. As shown, the Family members' ownership shares increase proportionately when ITC redeems the remaining shares of the Estates.

EXHIBIT D

Persons/Entities Directly Owning at Least 10% Equity in ITC

Name: Allen M. George Estate ("Allen George Estate")
Address: 4242 Mauch Chunk Road
Coplay, PA 18037-9608
610-799-3131
Citizenship: United States (Deceased)
Business: Ironton Telephone Company
Interest: 34.64%

Name: William D. George Estate ("Bill George Estate")
4242 Mauch Chunk Road
Coplay, PA 18037-9608
610-799-3131
Citizenship: United States (Deceased)
Business: Ironton Telephone Company
Interest: 34.64%

Persons/Entities Directly Owning at Least 10% Equity in ITCLD, ITCG and SET

ITC owns 100% of ITCLD and ITC Global. ITC and SECTV own 50% of SET

Persons/Entities Indirectly Owning at Least 10% Equity in ITCLD, ITC Global and SET

Allen George Estate (34.64%); Bill George Estate (34.64%) in ITCLD and ITC Global

Allen George Estate (17.32%); Bill George Estate (17.32%) in SET

EXHIBIT E

Service Electric Telephone Company, LLC
OCN: 8320

NPA-NXX	BLOCK	Rate Centre	Region	LATA
215-252	8	Philadelphia Zone 2	PA	228
215-259	9	Philadelphia Suburban Zone 39	PA	228
215-344	0	Philadelphia Suburban Zone 37	PA	228
215-346	1	Philadelphia Suburban Zone 38	PA	228
215-376	9	Philadelphia Suburban Zone 34	PA	228
215-381	8	Philadelphia Zone 3	PA	228
215-469	8	Philadelphia Suburban Zone 33	PA	228
215-478	0	Philadelphia Suburban Zone 43	PA	228
215-488	0	Philadelphia Suburban Zone 45	PA	228
215-543	8	Philadelphia Zone 4	PA	228
215-604	8	Philadelphia Suburban Zone 41	PA	228
215-647	1	Lansdale	PA	228
215-795	1	Bedminster	PA	228
215-876	1	Philadelphia Suburban Zone 40	PA	228
215-948	1	Philadelphia Suburban Zone 32	PA	228
267-617	A	Perkasie	PA	228
267-617	0	Perkasie	PA	228
267-617	1	Perkasie	PA	228
267-617	2	Perkasie	PA	228
267-617	3	Perkasie	PA	228
267-617	4	Perkasie	PA	228
267-617	5	Perkasie	PA	228
267-617	6	Perkasie	PA	228
267-617	7	Perkasie	PA	228
267-617	8	Perkasie	PA	228
267-923	9	Pennsburg	PA	228
267-999	A	Quakertown	PA	228
267-999	0	Quakertown	PA	228
267-999	1	Quakertown	PA	228
267-999	2	Quakertown	PA	228
267-999	3	Quakertown	PA	228
267-999	4	Quakertown	PA	228
267-999	5	Quakertown	PA	228
267-999	6	Quakertown	PA	228
267-999	7	Quakertown	PA	228
267-999	8	Quakertown	PA	228
484-212	3	Eagle (Chester)	PA	228
484-217	A	New Tripoli	PA	228
484-217	0	New Tripoli	PA	228
484-217	1	New Tripoli	PA	228
484-217	2	New Tripoli	PA	228
484-217	3	New Tripoli	PA	228
484-217	4	New Tripoli	PA	228
484-217	5	New Tripoli	PA	228

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NPA-NXX	BLOCK	Rate Centre	Region	LATA
484-217	6	New Tripoli	PA	228
484-217	7	New Tripoli	PA	228
484-217	8	New Tripoli	PA	228
484-232	4	Emmaus	PA	228
484-248	6	Leesport	PA	228
484-273	4	Allentown (Lehigh)	PA	228
484-287	A	Bath	PA	228
484-287	0	Bath	PA	228
484-287	1	Bath	PA	228
484-287	2	Bath	PA	228
484-287	3	Bath	PA	228
484-287	4	Bath	PA	228
484-287	5	Bath	PA	228
484-287	6	Bath	PA	228
484-287	7	Bath	PA	228
484-287	8	Bath	PA	228
484-298	A	Nazareth	PA	228
484-298	0	Nazareth	PA	228
484-298	1	Nazareth	PA	228
484-298	2	Nazareth	PA	228
484-298	3	Nazareth	PA	228
484-298	4	Nazareth	PA	228
484-298	5	Nazareth	PA	228
484-298	6	Nazareth	PA	228
484-298	7	Nazareth	PA	228
484-298	8	Nazareth	PA	228
484-305	A	Upper Black Eddy	PA	228
484-305	0	Upper Black Eddy	PA	228
484-305	1	Upper Black Eddy	PA	228
484-305	2	Upper Black Eddy	PA	228
484-305	3	Upper Black Eddy	PA	228
484-305	4	Upper Black Eddy	PA	228
484-305	5	Upper Black Eddy	PA	228
484-305	6	Upper Black Eddy	PA	228
484-305	7	Upper Black Eddy	PA	228
484-305	8	Upper Black Eddy	PA	228
484-308	A	Riegelsville	PA	228
484-308	0	Riegelsville	PA	228
484-308	1	Riegelsville	PA	228
484-308	2	Riegelsville	PA	228
484-308	3	Riegelsville	PA	228
484-308	4	Riegelsville	PA	228
484-308	5	Riegelsville	PA	228
484-308	6	Riegelsville	PA	228
484-308	7	Riegelsville	PA	228

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OCN: 8320

NPA-NXX	BLOCK	Rate Centre	Region	LATA
484-308	8	Riegelsville	PA	228
484-320	1	Philadelphia Suburban Zone 28	PA	228
484-414	0	Philadelphia Suburban Zone 24	PA	228
484-425	5	Allentown (Lehigh)	PA	228
484-425	8	Allentown (Lehigh)	PA	228
484-504	A	New Smithville	PA	228
484-504	0	New Smithville	PA	228
484-504	1	New Smithville	PA	228
484-504	2	New Smithville	PA	228
484-504	3	New Smithville	PA	228
484-504	4	New Smithville	PA	228
484-504	5	New Smithville	PA	228
484-504	6	New Smithville	PA	228
484-504	7	New Smithville	PA	228
484-504	8	New Smithville	PA	228
484-514	2	Honey Brook	PA	228
484-516	3	Reading	PA	228
484-575	8	Fleetwood	PA	228
484-591	7	Easton	PA	228
484-600	3	Kempton	PA	228
484-641	5	Kutztown (Berks)	PA	228
484-656	A	Allentown (Lehigh)	PA	228
484-656	0	Allentown (Lehigh)	PA	228
484-656	2	Allentown (Lehigh)	PA	228
484-656	3	Allentown (Lehigh)	PA	228
484-656	4	Allentown (Lehigh)	PA	228
484-656	9	Allentown (Lehigh)	PA	228
484-660	8	Hamburg	PA	228
484-661	5	Allentown (Lehigh)	PA	228
484-682	1	Philadelphia Suburban Zone 30	PA	228
484-777	A	Bethlehem	PA	228
484-777	0	Bethlehem	PA	228
484-777	1	Bethlehem	PA	228
484-777	2	Bethlehem	PA	228
484-777	3	Bethlehem	PA	228
484-777	4	Bethlehem	PA	228
484-777	5	Bethlehem	PA	228
484-777	6	Bethlehem	PA	228
484-777	7	Bethlehem	PA	228
484-777	8	Bethlehem	PA	228
484-777	9	Bethlehem	PA	228
484-784	3	Coatesville	PA	228
484-817	A	Springtown	PA	228
484-817	0	Springtown	PA	228
484-817	1	Springtown	PA	228

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NPA-NXX	BLOCK	Rate Centre	Region	LATA
484-817	2	Springtown	PA	228
484-817	3	Springtown	PA	228
484-817	4	Springtown	PA	228
484-817	5	Springtown	PA	228
484-817	6	Springtown	PA	228
484-817	7	Springtown	PA	228
484-817	8	Springtown	PA	228
484-833	A	Ferndale (Bucks)	PA	228
484-833	0	Ferndale (Bucks)	PA	228
484-833	1	Ferndale (Bucks)	PA	228
484-833	2	Ferndale (Bucks)	PA	228
484-833	3	Ferndale (Bucks)	PA	228
484-833	4	Ferndale (Bucks)	PA	228
484-833	5	Ferndale (Bucks)	PA	228
484-833	6	Ferndale (Bucks)	PA	228
484-833	7	Ferndale (Bucks)	PA	228
484-833	8	Ferndale (Bucks)	PA	228
484-862	3	Allentown (Lehigh)	PA	228
484-862	4	Allentown (Lehigh)	PA	228
484-863	A	Coopersburg	PA	228
484-863	0	Coopersburg	PA	228
484-863	1	Coopersburg	PA	228
484-863	2	Coopersburg	PA	228
484-863	3	Coopersburg	PA	228
484-863	4	Coopersburg	PA	228
484-863	5	Coopersburg	PA	228
484-863	6	Coopersburg	PA	228
484-863	7	Coopersburg	PA	228
484-863	8	Coopersburg	PA	228
484-901	1	Pughtown	PA	228
570-218	6	Berwick	PA	232
570-221	2	Elysburg	PA	232
570-225	7	Tamaqua	PA	232
570-235	6	Wilkes-Barre	PA	232
570-246	5	Milton	PA	232
570-247	8	Rome	PA	232
570-252	3	Newfoundland	PA	232
570-254	3	Chapman Lake	PA	232
570-261	5	Mountaintop	PA	232
570-276	2	Girardville	PA	232
570-277	3	New Philadelphia	PA	232
570-284	4	Danville	PA	232
570-285	3	Kingston	PA	232
570-289	6	Brooklyn	PA	232

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OCN: 8320

NPA-NXX	BLOCK	Rate Centre	Region	LATA
570-317	2	Bloomsburg	PA	232
570-356	6	Catawissa	PA	232
570-358	8	Ulster	PA	232
570-359	3	Conyngham Drums	PA	232
570-369	A	Stroudsburg	PA	232
570-369	1	Stroudsburg	PA	232
570-371	3	Wilkes-Barre	PA	232
570-373	2	Kulpmont	PA	232
570-379	6	Wapwallopen	PA	232
570-381	6	South Canaan	PA	232
570-382	6	Olyphant	PA	232
570-386	0	Mantzville	PA	232
570-390	6	Hawley	PA	232
570-395	8	Warren Center	PA	232
570-397	6	Jermyn	PA	232
570-399	4	Minersville	PA	232
570-429	7	St Clair	PA	232
570-437	6	Washingtonville	PA	232
570-495	4	Sunbury	PA	232
570-497	4	Hazleton	PA	232
570-509	2	Shamokin	PA	232
570-513	3	Mansfield	PA	232
570-536	A	Carbondale	PA	232
570-536	6	Carbondale	PA	232
570-554	4	Mount Carmel	PA	232
570-571	6	Waymart	PA	232
570-580	6	Mount Pocono	PA	232
570-583	A	Portland	PA	232
570-583	3	Portland	PA	232
570-616	6	Honesdale	PA	232
570-623	6	Little Meadows	PA	138
570-624	2	Pottsville	PA	232
570-626	A	Trevorton	PA	232
570-626	6	Trevorton	PA	232
570-627	8	Towanda	PA	232
570-630	6	Lake Ariel	PA	232
570-636	8	Freeland	PA	232
570-649	3	Turbotville	PA	232
570-652	3	Tremont	PA	226
570-658	1	Beaver Springs	PA	232
570-678	4	Nuangola	PA	232
570-689	6	Hamlin (Wayne)	PA	232
570-701	A	Northumberland	PA	232
570-701	1	Northumberland	PA	232
570-706	9	Wilkes-Barre	PA	232

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NPA-NXX	BLOCK	Rate Centre	Region	LATA
570-731	6	Sayre	PA	138
570-734	A	Lakewood (Schuylkill)	PA	232
570-734	0	Lakewood (Schuylkill)	PA	232
570-734	3	Lakewood (Schuylkill)	PA	232
570-736	8	Nanticoke	PA	232
570-741	A	Ringtown	PA	232
570-741	0	Ringtown	PA	232
570-741	3	Ringtown	PA	232
570-744	6	Le Raysville	PA	232
570-765	7	Middleburg (Snyder)	PA	232
570-768	3	Lewisburg	PA	232
570-768	4	Lewisburg	PA	232
570-773	5	Mahanoy City	PA	232
570-794	6	Frackville	PA	232
570-795	7	Moscow	PA	232
570-799	6	Numidia	PA	232
570-816	A	Mifflinburg	PA	232
570-816	0	Mifflinburg	PA	232
570-816	6	Mifflinburg	PA	232
570-834	A	Valley View (Schuylkill)	PA	226
570-834	0	Valley View (Schuylkill)	PA	226
570-834	1	Valley View (Schuylkill)	PA	226
570-834	4	Valley View (Schuylkill)	PA	226
570-838	3	Watsonstown	PA	232
570-853	6	Susquehanna	PA	232
570-857	6	Wallenpaupack	PA	232
570-859	A	Shenandoah	PA	232
570-859	1	Shenandoah	PA	232
570-860	6	Hallstead	PA	232
570-861	8	Hazleton	PA	232
570-870	3	Troy	PA	232
570-877	6	Scranton	PA	232
570-884	3	Selinsgrove	PA	232
570-920	A	Mandata	PA	232
570-920	6	Mandata	PA	232
570-929	7	McAdoo	PA	232
570-942	3	Nicholson	PA	232
570-943	4	McKeansburg	PA	232
570-985	1	Ashland (Schuylkill)	PA	232
570-987	A	Nuremberg	PA	232
570-987	3	Nuremberg	PA	232
570-999	A	Forest City	PA	232
610-224	A	Slatington	PA	228
610-224	0	Slatington	PA	228

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NPA-NXX	BLOCK	Rate Centre	Region	LATA
610-224	1	Slatington	PA	228
610-224	2	Slatington	PA	228
610-224	3	Slatington	PA	228
610-224	4	Slatington	PA	228
610-224	5	Slatington	PA	228
610-224	6	Slatington	PA	228
610-224	7	Slatington	PA	228
610-224	8	Slatington	PA	228
610-227	8	Philadelphia Suburban Zone 23	PA	228
610-229	8	Philadelphia Suburban Zone 25	PA	228
610-234	8	Philadelphia Suburban Zone 31	PA	228
610-235	8	West Chester	PA	228
610-243	0	Lenape	PA	228
610-297	3	Bethlehem	PA	228
610-297	7	Bethlehem	PA	228
610-302	A	Boyertown	PA	228
610-302	3	Boyertown	PA	228
610-362	9	Philadelphia Suburban Zone 14	PA	228
610-379	8	Lehighton	PA	232
610-401	0	Reading	PA	228
610-403	A	Catasauqua	PA	228
610-403	0	Catasauqua	PA	228
610-403	1	Catasauqua	PA	228
610-403	2	Catasauqua	PA	228
610-403	3	Catasauqua	PA	228
610-403	4	Catasauqua	PA	228
610-403	5	Catasauqua	PA	228
610-403	6	Catasauqua	PA	228
610-403	7	Catasauqua	PA	228
610-403	8	Catasauqua	PA	228
610-423	9	Exton	PA	228
610-452	A	Bangor	PA	228
610-452	0	Bangor	PA	228
610-452	1	Bangor	PA	228
610-452	2	Bangor	PA	228
610-452	3	Bangor	PA	228
610-452	4	Bangor	PA	228
610-452	5	Bangor	PA	228
610-452	6	Bangor	PA	228
610-452	7	Bangor	PA	228
610-452	8	Bangor	PA	228
610-471	8	Philadelphia Suburban Zone 11	PA	228
610-480	0	Philadelphia Suburban Zone 12	PA	228
610-493	A	Oley	PA	228
610-493	0	Oley	PA	228

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NPA-NXX	BLOCK	Rate Centre	Region	LATA
610-493	1	Oley	PA	228
610-493	4	Oley	PA	228
610-535	1	Philadelphia Suburban Zone 26	PA	228
610-545	8	Philadelphia Suburban Zone 10	PA	228
610-553	1	Philadelphia Suburban Zone 17	PA	228
610-556	A	Uhlerstown	PA	228
610-556	6	Uhlerstown	PA	228
610-575	A	Birdsboro	PA	228
610-575	0	Birdsboro	PA	228
610-575	1	Birdsboro	PA	228
610-575	4	Birdsboro	PA	228
610-575	5	Birdsboro	PA	228
610-575	8	Birdsboro	PA	228
610-625	A	Bethlehem	PA	228
610-625	0	Bethlehem	PA	228
610-625	2	Bethlehem	PA	228
610-625	3	Bethlehem	PA	228
610-625	4	Bethlehem	PA	228
610-625	5	Bethlehem	PA	228
610-625	6	Bethlehem	PA	228
610-625	7	Bethlehem	PA	228
610-625	8	Bethlehem	PA	228
610-625	9	Bethlehem	PA	228
610-652	A	Sassamansville	PA	228
610-652	3	Sassamansville	PA	228
610-654	A	Pen Argyl	PA	228
610-654	0	Pen Argyl	PA	228
610-654	1	Pen Argyl	PA	228
610-654	2	Pen Argyl	PA	228
610-654	3	Pen Argyl	PA	228
610-654	4	Pen Argyl	PA	228
610-654	5	Pen Argyl	PA	228
610-654	6	Pen Argyl	PA	228
610-654	7	Pen Argyl	PA	228
610-654	8	Pen Argyl	PA	228
610-665	0	Philadelphia Suburban Zone 29	PA	228
610-674	4	Allentown (Lehigh)	PA	228
610-697	A	Northampton	PA	228
610-697	0	Northampton	PA	228
610-697	1	Northampton	PA	228
610-697	2	Northampton	PA	228
610-697	3	Northampton	PA	228
610-697	4	Northampton	PA	228
610-697	5	Northampton	PA	228
610-697	6	Northampton	PA	228

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NPA-NXX	BLOCK	Rate Centre	Region	LATA
610-697	7	Northampton	PA	228
610-697	8	Northampton	PA	228
610-702	A	Bally	PA	228
610-702	3	Bally	PA	228
610-707	0	Philadelphia Suburban Zone 22	PA	228
610-748	A	Hellertown	PA	228
610-748	0	Hellertown	PA	228
610-748	1	Hellertown	PA	228
610-748	2	Hellertown	PA	228
610-748	3	Hellertown	PA	228
610-748	4	Hellertown	PA	228
610-748	5	Hellertown	PA	228
610-748	6	Hellertown	PA	228
610-748	7	Hellertown	PA	228
610-748	8	Hellertown	PA	228
610-778	5	Allentown (Lehigh)	PA	228
610-829	A	Easton	PA	228
610-829	0	Easton	PA	228
610-829	1	Easton	PA	228
610-829	2	Easton	PA	228
610-829	3	Easton	PA	228
610-829	4	Easton	PA	228
610-829	5	Easton	PA	228
610-829	6	Easton	PA	228
610-829	7	Easton	PA	228
610-829	8	Easton	PA	228
610-841	A	Allentown (Lehigh)	PA	228
610-841	0	Allentown (Lehigh)	PA	228
610-841	1	Allentown (Lehigh)	PA	228
610-841	2	Allentown (Lehigh)	PA	228
610-841	3	Allentown (Lehigh)	PA	228
610-841	4	Allentown (Lehigh)	PA	228
610-841	5	Allentown (Lehigh)	PA	228
610-841	7	Allentown (Lehigh)	PA	228
610-841	8	Allentown (Lehigh)	PA	228
610-841	9	Allentown (Lehigh)	PA	228
610-849	4	Bethlehem	PA	228
610-850	8	Pottstown	PA	228
610-860	0	Philadelphia Suburban Zone 21	PA	228
610-875	A	Green Hills	PA	228
610-875	0	Green Hills	PA	228
610-875	1	Green Hills	PA	228
610-875	2	Green Hills	PA	228
610-875	3	Green Hills	PA	228
610-875	4	Green Hills	PA	228

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NPA-NXX	BLOCK	Rate Centre	Region	LATA
610-875	5	Green Hills	PA	228
610-899	A	Topton	PA	228
610-899	0	Topton	PA	228
610-899	1	Topton	PA	228
610-899	5	Topton	PA	228
610-901	A	Morgantown	PA	228
610-901	3	Morgantown	PA	228
610-919	A	Yellow House	PA	228
610-919	0	Yellow House	PA	228
610-919	4	Yellow House	PA	228
610-928	A	Emmaus	PA	228
610-928	0	Emmaus	PA	228
610-928	1	Emmaus	PA	228
610-928	2	Emmaus	PA	228
610-928	3	Emmaus	PA	228
610-928	4	Emmaus	PA	228
610-928	5	Emmaus	PA	228
610-928	6	Emmaus	PA	228
610-928	7	Emmaus	PA	228
610-928	8	Emmaus	PA	228
610-938	0	Philadelphia Suburban Zone 13	PA	228
610-953	A	Douglasville	PA	228
610-953	0	Douglasville	PA	228
610-953	3	Douglasville	PA	228
717-271	5	Ephrata	PA	226
717-335	5	Denver	PA	226
717-484	3	Adamstown	PA	226
717-568	A	Lititz	PA	226
717-568	4	Lititz	PA	226
717-859	9	Akron	PA	226
717-879	A	Manheim	PA	226
717-879	4	Manheim	PA	226