Pro Forma Transfer of Control Notification re International 214 Authorization filed by Shenandoah Long Distance Company and Shentel Communications, LLC FCC File No. ITC-214-19970721-00420

## **Attachment 1**

## 1. Answer to Question 10 (Transferor/Transferee Contact Information)

Information required by 47 C.F.R. 63.18(c) - For both the transferor and the transferee, the Commission should address correspondence regarding this notification to:

Ms. Ann Flowers
General Counsel
Shenandoah Telecommunications Company
500 Shentel Way
PO Box 459
Edinburg, VA 22824
Ann.Flowers@emp.shentel.com
540-984-5320

With a copy to:

K.C. Halm Davis Wright Tremaine, LLP 1919 Pennsylvania Ave., NW Suite 800 Washington, DC 20006 kchalm@dwt.com 202-973-4287

Information required by 47 C.F.R. 63.18(d) – The Commission previously has authorized Shenandoah Long Distance Company to provide international global resale services that is the subject of this *pro forma* transfer notification. *See* FCC File No. ITC-214-19970721-00420.

## 2. Answer to Question 11 (Ownership Information)

Shenandoah Telecommunications Company owns 100% of both the transferor and transferee.

## 3. Answer to Question 13 (Narrative of Proposed Transfer of Control)

Pursuant to a plan of reorganization Shenandoah Long Distance Company ("Long Distance Company") and Shentel Communications, LLC ("Shentel Communications") completed an intra-corporate reorganization that simplified the organizational structure of both companies' parent company, Shenandoah Telecommunications Company. This transaction allows Shenandoah Telecommunications Company to significantly consolidate the number of its subsidiaries providing telecommunications services in various states in the Mid-Atlantic region. The reorganization resulted in Long Distance Company's merger with, and into, Shentel Communications, including all authorizations held by Long Distance Company. Shentel Communications shall continue to provide service to customers under existing rates, terms and conditions, and pursuant to the international 214 authorization granted by the Commission.

This transaction is *pro forma* in nature because both Long Distance Company, and Shentel Communications, were independent operating companies wholly owned by the same parent company, Shenandoah Telecommunications Company. Further, the transfer of control of the international 214 authorization is the product of a corporate reorganization that involves no change in the beneficial ownership of the licensed entity. *See* 47 C.F.R. § 63.24(d), Note 2.