

ATTACHMENT 1

Response to Item 9 – Description

Pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), and Section 63.24 of the Commission’s rules, 47 C.F.R. § 63.24, Fretel Communications, LLC (“Fretel” or “Assignor”) and Blackfoot Communications, Inc. (“BCI” or “Assignee,” and together with Fretel, the “Applicants”) hereby notify the Commission of the pro forma assignment of the international Section 214 authorization held by Fretel from Fretel to BCI. The assignment was effective as of October 1, 2014, pursuant to Articles of Merger and the accompanying Plan of Merger (collectively, “Plan of Merger”) by which Fretel merged into BCI, with BCI remaining as the surviving entity. Pursuant to the Plan of Merger, BCI assumed all of the assets and liabilities of Fretel in their entirety and without exception.

The assignment was pro forma because there was no change in the ultimate ownership or control of the authorization. Fretel is a wholly-owned subsidiary of BTC Holdings, Inc. (“BTH”). BTH also wholly owns BCI, and remains the sole owner of the merged entity, BCI. This transaction is the type of transaction listed in Note 2 to Rule § 63.24(d) as being considered presumptively pro forma and not requiring prior approval from the Commission, specifically an “[a]ssignment or transfer from a corporate to a wholly owned direct or indirect subsidiary thereof or vice versa, or where there is an assignment from a corporation to a corporation owned or controlled by the assignor stockholders without substantial change in their interests.”¹

Answer to Question 10 (Information Required by Rule Sections 63.18(a) through (d))

Name, Address, and Telephone Number of Assignor and Assignee

The name, address, and telephone number of Assignor and Assignee are set forth in Items 6 and 7, respectively, of the accompanying Form 214TC.

State Under the Laws of Which Each Applicant Is Organized:

Fretel is a limited liability company organized under the laws of Idaho. BCI is a Montana corporation.

Contact Information for All Parties to This Application:

The name, title, address, and telephone number of the internal corporate contact person for the Assignor and Assignee are set forth in Items 6 and 7, respectively, of the accompanying Form 214TC. All correspondence, notices, and inquiries regarding this transaction should be addressed to:

¹ See 47 C.F.R. § 63.24(d), Note 2 to subsection (d).

Assignor:

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Herman & Whiteaker, LLC
3204 Tower Oaks Boulevard
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Rockville, MD 20852
Phone: (202) 600-7274
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Assignee:

Gregory W. Whiteaker
Herman & Whiteaker, LLC
3204 Tower Oaks Boulevard
Suite 180
Rockville, MD 20852
Phone: (202) 600-7274
Fax: (202) 706-6056
greg@hermanwhiteaker.com

Prior International Section 214 Authorization:

Fretel holds International Section 214 authorization File No. ITC-214-19990125-00037 (acquired pursuant to File No. ITC-ASG-2010614-00248). Fretel's International Section 214 authorizes it to provide global or limited global resale services.

BCI holds International Section 214 authorization File No. ITC-214-19970718-00414 (old File No. ITC-97-393). BCI's International Section 214 authorizes it to provide global resale services.

Answer to Question 11 (Information Required by Rule Section 63.18(h))

The name, address, citizenship, and principal business of the two entities that own at least ten (10) percent of the equity of Assignee are:

BTH holds 100% of the stock of BCI. Blackfoot Telephone Cooperative, Inc. ("BTC") holds 100% of the stock of BTH. BTC is a cooperative wholly-owned by its member-subscribers. No member-subscriber owns a ten (10) percent or greater interest in BTC.

<u>Name & Address</u>	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
BTC Holdings, Inc. 1221 N. Russell St. Missoula, MT 59808	100%	Montana Corporation	Holding Company
Blackfoot Telephone Cooperative, Inc. 1221 N. Russell St. Missoula, MT 59808	100%	Montana Corporation	Telecommunications

Answer to Question 13

The pro forma assignment of Fretel's International Section 214 authorization to BCI was accomplished pursuant to a Plan of Merger by which Fretel merged into BCI, with BCI remaining as the surviving entity. Pursuant to the Plan of Merger, BCI assumed all of the assets and liabilities of Fretel in their entirety and without exception. This merger was effective as of October 1, 2014.