

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, Chariton Valley Communications Corporation (“CV Communications” or “Assignee,” f/k/a Chariton Valley Telecom Corporation (“TCOM”),¹ hereby notifies the Commission of the *pro forma* assignment of the international Section 214 authorization held by Chariton Valley Communication Corporation, Inc. (“CVCC” or “Assignor”) from CVCC to CV Communications. The *pro forma* assignment resulted from the merger of CVCC into its wholly owned subsidiary, TCOM, effective December 31, 2016. TCOM was the surviving entity, and was renamed Chariton Valley Communications Corporation. Pursuant to the Plan of Merger, TCOM assumed all of the assets and liabilities of CVCC in their entirety and without exception.²

Prior to the merger, CVCC was a wholly owned subsidiary of Chariton Valley Telephone Corporation (“Chariton Valley Telephone”), and post-merger, CV Communications remains a wholly owned subsidiary of Chariton Valley Telephone. The assignment was *pro forma* because CVCC merged with its wholly owned subsidiary in an internal corporate restructuring, and Chariton Valley Telephone continues to have ultimate control of the international Section 214 authorization. There was no change in the ultimate ownership or control of the authorization. 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 corporation 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.”³

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:

CVCC was a Missouri corporation. CV Communications is a Missouri corporation.

¹ The distinction between the Assignor’s name, Chariton Valley Communication Corporation, Inc., and the Assignee’s name, Chariton Valley Communications Corporation, is the addition of an “s” to the word “Communication” and the deletion of the identifier “Inc.”

² Because CVCC was merged into CV Communications and no longer exists as a separate legal entity, the Assignor/Transferor sections of the application are certified by a duly authorized representative of CV Communications, the surviving entity.

³ See 47 C.F.R. § 63.24(d), Note 2 to subsection (d).

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:

Assignor:

Gregory W. Whiteaker
Herman & Whiteaker, LLC
6720-B Rockledge Drive
Suite 150
Bethesda, MD 20817
Phone: (202) 600-7274
Fax: (202) 706-6056
greg@hermanwhiteaker.com

Assignee:

Gregory W. Whiteaker
Herman & Whiteaker, LLC
6720-B Rockledge Drive
Suite 150
Bethesda, MD 20817
Phone: (202) 600-7274
Fax: (202) 706-6056
greg@hermanwhiteaker.com

Prior International Section 214 Authorization:

CVCC held International Section 214 authorization File No. ITC-214-19960409-00146 (old File Number ITC-96-225), which authorizes individual switched resale service.

CV Communications has not previously held an International Section 214 authorization. However, CVCC notified the Commission on January 6, 2016, that its wholly owned subsidiary, TCOM (now named CV Communications), had begun providing international long distance services under CVCC's international 214 authorization, File No. ITC-214-19960409-00146.

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

The name, address, citizenship, and principal business of the only entity that own at least ten percent of the equity of the Assignee is:

Chariton Valley Communications Corporation
International Section 214
Pro Forma Assignment Application
ITC-214-19960409-00146

Chariton Valley Telephone holds 100% of the stock of CV Communications. Chariton Valley Telephone is a cooperative wholly owned by its member-subscribers. No member-subscriber owns a ten (10) percent or greater interest in Chariton Valley Telephone.

<u>Name & Address</u>	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Chariton Valley Telephone Corporation 1213 East Briggs Drive Macon, MO 63552	100%	Missouri Corporation	Telecommunications

Answer to Question 13

The *pro forma* assignment of CVCC's International Section 214 authorization to CV Communications resulted from the merger of CVCC into TCOM, with TCOM being the surviving entity. TCOM was then renamed CV Communications. Pursuant to the Plan of Merger, TCOM assumed all of the assets and liabilities of CVCC in their entirety and without exception, which assets and liabilities are now held by CV Communications. This merger was effective as of December 31, 2016.

Prior to the merger, CVCC was a wholly owned subsidiary of Chariton Valley Telephone, and post-merger, CV Communications remains a wholly owned subsidiary of Chariton Valley Telephone. The assignment was *pro forma* because CVCC merged with its wholly owned subsidiary in an internal corporate restructuring, and Chariton Valley Telephone continues to have ultimate control of the Section 214 authorization. There was no change in the ultimate ownership or control of the authorization.