

ATTACHMENT 1 TO FCC ELECTRONIC FORM
Notification of *Pro Forma* Assignment

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. §214 and Section 63.24(f) of the Federal Communications Commission’s (“Commission”) Rules, 47 C.F.R. § 63.24(f), MTel Long Distance, LLC notifies the Commission of the *pro forma* assignment of an international Section 214 authorization to provide global or limited global resale service. The present *pro forma* assignment arises because the licensee MTel Long Distance, Inc. has been converted to a limited liability company, resulting in the *pro forma* assignment of the license from the former corporation to the newly converted limited liability company—MTel Long Distance, LLC.¹ Attached hereto as Attachment 2 is a chart showing the ownership of the licensee following the conversion and the closing of the separate, substantial transfer of control that was authorized by the Commission on October 17, 2019 (DA 19-1042). The conversion did not change the ultimate ownership or control of the international 214 authorization at issue, and was therefore *pro forma* in nature. The conversion was completed on October 28, 2019.

Answer to Question 10 - Section 63.18(c)-(d):

Because ultimate ownership and control of the international 214 authorization did not change as a result of the conversion to an LLC of the licensee, the Assignor and the Assignee for the present *pro forma* assignment notification have the same contact information.

Contact Information:

For MTel Long Distance, LLC:

Danielle C. Burt
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Ave., NW
Washington, DC 20004-2541
Tel: (202) 739-3000
Fax: (202) 739-3001
danielle.burt@morganlewis.com

with a copy to:

Susan Christian
E. Ritter & Company
2400 Ritter Drive
Jonesboro, AR 72401
Tel: (870) 336-2323
susan.christian@rittercommunications.com

¹ Notice is also being provided to the Wireline Competition Bureau regarding the *pro forma* assignment of blanket domestic Section 214 authorizations held by E. Ritter Telephone Company, Inc., E. Ritter Communications, Inc., Millington Telephone Company, Inc., MTel Long Distance, Inc., and Tri-County Telephone Company, Inc., which have been converted to limited liability companies—Ritter Telephone Company, LLC, E. Ritter Communications, LLC, Millington Telephone Company, LLC, MTel Long Distance, LLC, and Tri-County Telephone Company, LLC.

Place of Formation:

MTel Long Distance, LLC is a Delaware limited liability company.

Domestic and International 214 Authority:

The Assignor, MTel Long Distance, Inc., held domestic and international 214 authorizations which have been assigned to MTel Long Distance, LLC, a newly converted limited liability company.

Answer to Question 11 - Section 63.18(h):

A list of the persons or entities holding, directly or indirectly, a 10% or greater interest in Licensee as calculated pursuant to the Commission's ownership attribution rules for wireline and international telecommunications carriers follows:

1. MTel Long Distance, LLC is wholly owned by:

Name: Millington Telephone Company, LLC
Address: 2400 Ritter Drive
Jonesboro, AR 72401
Ownership: 100%
Citizenship: United States (Delaware)
Principal Business: Telecommunications

2. Millington Telephone Company, LLC is wholly owned by

Name: E. Ritter Communications Holdings, LLC
Address: 2400 Ritter Drive
Jonesboro, AR 72401
Ownership: 100%
Citizenship: United States (Delaware)
Principal Business: Telecommunications

3. E. Ritter Communications Holdings, LLC is wholly owned by:

Name: Ritter Communications Intermediate Holdings LLC
("Ritter Intermediate")
Address: 1900 K Street NW, Suite 1130 Washington, DC 20006
Ownership: 100%
Citizenship: United States (Delaware)
Principal Business: Holding Company

4. Ritter Intermediate is wholly owned by:

Name: Ritter Communications Ultimate Holdings LLC

(“Ritter Ultimate”)
Address: 1900 K Street NW, Suite 1130 Washington, DC 20006
Ownership: 100%
Citizenship: United States (Delaware)
Principal Business: Holding Company

5. Ritter Ultimate is owned by:

Name: E. Ritter & Company
Address: 2400 Ritter Drive
Jonesboro, AR 72401
Ownership: 25% (directly in Ritter Ultimate)
Citizenship: U.S.
Principal Business: Holding Company

Name: GCOF II (RC), LLC
 (“GCOF II (RC)”)
Address: 1900 K St. NW., Suite 1130, Washington, DC 20006
Ownership: 74.5% (directly in Ritter Ultimate)
Citizenship: United States (Delaware)
Principal Business: Investment Fund

6. GCOF II (RC) is owned by:

Name: Grain Communications Opportunity Fund II, L.P.
 (“GCO Fund II”)
Address: 1900 K St. NW., Suite 1130, Washington, DC 20006
Ownership: 86.4% (directly in GCOF II (RC)); Managing Member
Citizenship: United States (Delaware)
Principal Business: Investment Fund

Name: GCOF II Co-Invest (RC), L.P.
 (“GCOF II Co-Invest (RC)”)
Address: 1900 K St. NW., Suite 1130, Washington, DC 20006
Ownership: 13.2% (directly in GCOF II (RC))
Citizenship: United States (Delaware)
Principal Business: Investment Fund

7. The limited partnership interests in GCO Fund II are held by passive financial investors. The limited partnership interests are fully insulated in accordance with the Commission’s Rules. Two such limited partners hold a ten percent (10%) or greater equity interest in GCO Fund II:

Name: Board of Regents of The University of Texas System
Address: 210 W. 7th Street, Suite 1700, Austin, TX 78701

Ownership: 11.1% of the economic interests based on capital commitments (directly in GCO Fund II)
Citizenship: United States (Texas)
Principal Business: University Endowment

Name: The New York State Common Retirement Fund
Address: 59 Maiden Lane, New York, NY 10038
Ownership: 16.7% of the economic interests based on capital commitments (directly in GCO Fund II)
Citizenship: United States (New York)
Principal Business: Investment Fund

No entities hold a 10% or greater interest in either Board of Regents of The University of Texas System or The New York State Common Retirement Fund, and neither of these entities is controlled by a board or general member. No other individual or entity directly or indirectly holds a ten percent (10%) or greater interest in GCO Fund II.

8. GCOF II Co-Invest (RC) is owned by:

Name: Board of Regents of The University of Texas System
Address: 210 W. 7th Street, Suite 1700, Austin, TX 78701
Ownership: 78.6% (directly in GCOF II Co-Invest (RC))
Citizenship: United States (Texas)
Principal Business: University Endowment

Control of GCOF II Co-Invest (RC) resides in its general partner:

Name: GCOF II Co-Invest GenPar, LLC
("GCOF II Co-Invest GenPar")
Address: 1900 K St. NW., Suite 1130, Washington, DC, 20006
Ownership: Sole general partner of GCO Fund II
Less than 10% equity interest in GCOF II Co-Invest (RC)
Citizenship: United States (Delaware)
Principal Business: Investments

No other entity holds a substantial enough ownership interest in GCOF II Co-Invest (RC), such that it has a 10% or greater interest in the licensee.

9. Control of GCO Fund II resides in its general partner, and control of GCOF II Co-Invest GenPar resides in its general partner:

Name: Grain GP IV, LLC
Address: 1900 K St. NW., Suite 1130, Washington, DC 20006
Ownership: Sole general partner of GCO Fund II
Less than 10% equity interest in GCO Fund II

Citizenship: United States (Delaware)
Principal Business: Investments

10. Grain GP IV, LLC is controlled by its sole managing member:

Name: Grain Capital II, LLC
Address: 1900 K St. NW., Suite 1130, Washington, DC 20006
Ownership: Sole managing member of Grain GP IV, LLC with 64.5%
of the membership interests in GP IV, LLC
Less than 10% equity interest in GCO Fund II
Citizenship: United States (Delaware)
Principal Business: Investments

11. Grain Capital II, LLC is wholly held by:

Name: Grain Capital, LLC
Address: 1900 K St. NW., Suite 1130, Washington, DC 20006
Ownership: Sole member of Grain Capital II, LLC
Less than 10% equity interest in GCO Fund II
Citizenship: United States (Florida)
Principal Business: Investments

12. Grain Capital, LLC is wholly held by:

Name: David Grain
Address: 100 North Washington Boulevard, Suite 201, Sarasota, FL
34236
Ownership: Holds 100% of the limited liability company interest in
Grain Capital, LLC
Less than 10% equity interest in GCO Fund II
Citizenship: United States
Principal Business: Investments

Answer to Question 13:

E. Ritter Communications Holdings, LLC notifies the Commission of the *pro forma* assignment of an international Section 214 authorization to provide global or limited global facilities-based service. The present *pro forma* assignment arises because the licensee E. Ritter Communications Holdings, Inc. has been converted to a limited liability company, resulting in the *pro forma* assignment of the license from the former corporation to the newly converted limited liability company— E. Ritter Communications Holdings, LLC. The conversion was completed on October 28, 2019.

The conversion did not change the ultimate ownership or control of the international 214 authorization at issue, and was therefore *pro forma* in nature.

ATTACHMENT 2

Post- Conversion Ownership Charts

