

Attachment 1
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Answer to Question 10

In Attachment 1, please respond to paragraphs (c) and (d) of [Section 63.18](#) with respect to the assignor/transferor and the assignee/transferee.

63.18(c)

Assignor: **Yukon-Waltz Communications, Inc.**
c/o
James J. Kail
President and CEO
Laurel Highland Total Communications, Inc.
4157 Main Street
P.O. Box 168
Stahlstown, Pennsylvania 15687

Telephone: (724) 593-2411
Facsimile: (724) 593-2423

Assignee: **Laurel Highland Long Distance Company**
James J. Kail
President and CEO
4157 Main Street
P.O. Box 168
Stahlstown, Pennsylvania 15687

Telephone: (724) 593-2411
Facsimile: (724) 593-2423

Copies of all correspondence, notices, and inquiries should also be addressed to:

Thomas J. Moorman
Woods & Aitken LLP
5335 Wisconsin Avenue, NW, Suite 950
Washington, DC 20007
Telephone: (202) 944-9502
Facsimile: (202) 944-9501

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63.18(d)

Yukon-Waltz Communications, Inc. holds an International Telecommunications Certification for global and/or limited global resale service, File No. ITC-214-20080307-00140.

Answer to Question 11

Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to [Section 63.18\(h\)](#) of the rules?

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent).

The following information is provided with respect to shareholders of 10% or greater of the equity interests of Laurel Highland Long Distance Company ("Laurel Highland LD"). Like Yukon-Waltz Communications, Inc., Laurel Highland LD is a wholly-owned subsidiary of Laurel Highland Total Communications, Inc. ("LHTOC"). LHTOC is a holding company organized under the laws of the State of Pennsylvania. No shareholder owns Ten Percent (10%) or more of the issued and outstanding stock of LHTOC. Operational control of LHTOC rests with its Board of Directors and its President and CEO. The individuals comprising the Board of Directors and the President and CEO of LHTOC, are as follows:

| <u>Name</u> | <u>Title</u> | <u>Occupation</u> | <u>Citizenship</u> |
|-------------------|----------------------------|--------------------|--------------------|
| Morgan D. Withrow | Chairman of the Board | Retired | USA |
| J. Harold Saylor | Vice Chairman of the Board | Retired | USA |
| Connie B. Beam | Secretary & Board Member | Retired | USA |
| Dennis Piper | Board Member | CPA | USA |
| John E. Shaffer | Board Member | Retired | USA |
| James J. Kail | President and CEO | Telecommunications | USA |

The address for each of these individuals is: 4157 Main Street, Stahlstown, Pennsylvania 15687.

There are not interlocking directorates with a foreign carrier.

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Answer to Question 13

Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to [Section 63.24\(e\)](#), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Laurel Highland Total Communications, Inc. ("LHTOC") is the ultimate owner of four (4) providers of resold international and domestic long distance services: Yukon-Waltz Communications, Inc. ("YWCI") (a direct wholly-owned subsidiary of LHTOC); Laurel Highland Long Distance Company ("Laurel Highland LD") (also a direct wholly-owned subsidiary of LHTOC; South Canaan Long Distance Company ("South Canaan LD") (likewise a direct wholly-owned subsidiary of LHTOC) and Lackawaxen Long Distance Company ("Lackawaxen LD") (an indirect wholly-owned subsidiary of LHTOC).

Each of the four resellers – YWCI, Laurel Highland LD, South Canaan LD and Lackawaxen LD – holds a valid and effective international authorization to provide international global resale from the Commission:

YWCI: ITC-214-20080307-00140;
Laurel Highland LD: ITC-96-196;
South Canaan LD: ITC-214-20010719-00386; and
Lackawaxen LD: ITC-214-19961105-00554.

In an effort to streamline the corporate structure, on January 1, 2020 LHTOC merged and consolidated the operations of YWCI, South Canaan LD and Lackawaxen LD into Laurel Highland LD, and has eliminated the wholly-owned subsidiary holding companies between LHTOC and Lackawaxen LD. As part of this pro forma transaction, Laurel Highland LD previously submitted and complied with the necessary assignment of the customer bases of YWCI, South Canaan LD and Lackawaxen LD as required by Section 64.1120(e) of the Commission's Rules in CC Docket 00-257.

Thus, on January 1, 2020, Laurel Highland LD became the surviving resale long distance service provider. Post consummation, YWCI, South Canaan LD and Lackawaxen LD are now in the process of winding down their operations and will then go out of business.

Similar pro forma notifications to this one being provided by YWCI are also being filed by South Canaan LD and Lackawaxen LD.

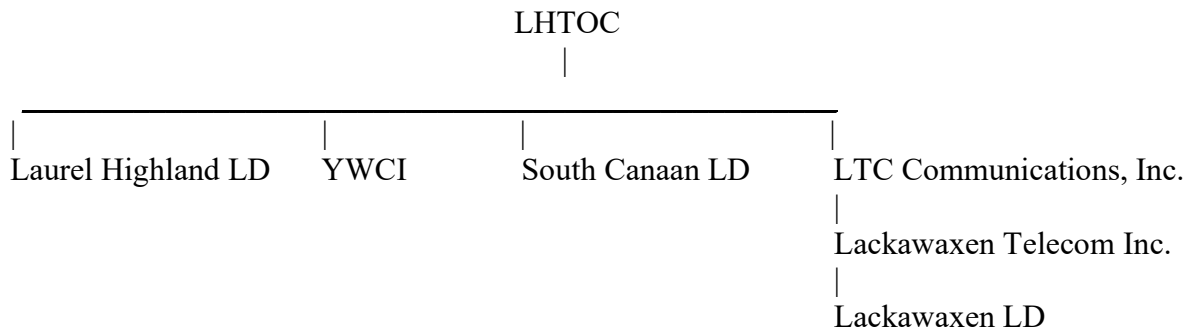
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As a result, the transfer described herein was pro forma in that it was part of a streamlining of the corporate reorganization that involves no substantial change in the beneficial ownership of the corporation [YWCI]. . .” (47 C.F.R. §63.24(d) Note 2. Prior to the instant reorganization, LHTOC was and remained the ultimate 100% owner of YWCI.

Pictorially, the pro-forma reorganization is reflected below:

Pre-Pro Forma Organization



Post-Pro Form Organization

