

Answer to Question 10

This notification is being submitted following conversion of USConnect Holdings, Inc. to a limited liability company and a *pro forma* reorganization of its parent companies.¹ USConnect Holdings, LLC (“USConnect”) is a Delaware limited liability company with headquarters located at 9 Cedarwood Drive, Suite 4, Bedford, NH 03110. USConnect is a holding company for its various subsidiaries. Through its subsidiary licensees, USConnect provides video, broadband internet access, telecommunications, and interconnected Voice over Internet Protocol (“VoIP”) services in Texas, Georgia, Kansas, Colorado, and Nebraska. USConnect also has authority from the Federal Communications Commission to provide interstate and international telecommunications services,² which are provided through its wholly owned subsidiary S&A Communications, LLC. USConnect and its subsidiaries were the subject of the application for transfer of control filed in *In the Matter of Joint Application of USConnect Holdings, Inc. et al*, WC Docket No. 21-229, ITC-T/C-20210521-00087 (the “Application”). USConnect’s ultimate parent company, ITC Broadband Holdings, LLC (“ITC Holdings”), is a Delaware limited liability company located at 1791 O.G. Skinner Drive Suite A, West Point, GA 31833. ITC Holdings provides domestic and international telecommunications services through its subsidiaries but does not itself hold any Commission authorizations.

Pursuant to the Commission’s rules, the Application was granted as of July 31, 2021. The parties consummated the transaction on August 16, 2021. At that time, direct control of USConnect was transferred to ITC Rural Connect, Inc. (“ITC Rural”), a wholly owned

¹ On September 16, 2021, ITC Broadband Holdings, LLC filed a *pro forma* notification regarding the above-described transactions in IBFS File No. ITC-T/C-20210916-00138. This filing supplements that notification.

² See file nos. ITC-214-20000310-00140 and ITC-214-20130927-00303. See also file nos. ITC-ASG-20130927-00269; ITC-MOD-20170224-00023; and ITC-T/C-20210521-00087.

subsidiary of ITC Holdings. As a result, ITC Holdings now holds ultimate indirect control of USConnect and its subsidiary licensees (collectively, the “Licensees”³).

Subsequent to the August closing and as explained at pages 10-11 of the Application, certain subsidiaries of ITC Holdings were reorganized. First, ITC Rural converted USConnect and all of its subsidiaries that were corporations to limited liability companies under relevant state laws.⁴ A chart listing the original USConnect subsidiaries and their post-reorganization names and entity types has been provided as part of Attachment 2 to this notification.

Following those conversion, on August 30, 2021, ITC Rural contributed the equity interests of USConnect to ITC Broadband Operating, LLC (“ITC Operating”) as a capital contribution in exchange for 100% of the preferred membership interests of ITC Operating. ITC Fiber Holdings, LLC also contributed certain assets and capital to ITC Operating in exchange for the common membership interests in ITC Operating. The ultimate result of the two-step reorganization is that ITC Holdings, through ITC Operating and ITC Rural, still indirectly owns 100% of the equity interests of, and thus controls, USConnect, which in turn still owns 100% of the equity interests of each of the Licensees.

Pre- and post-reorganization charts depicting the LLC conversion and relationship among the entities involved in the *pro forma* transfer of control are provided as part of Attachment 2 to this notification.

³ USConnect’s licensees include: The Livingston Telephone Company, LLC; Telcom Supply, LLC; Waverly Hall Communications, LLC; Waverly Hall Telephone LLC; S&A Telephone Company, LLC; Newcastle Holdings, LLC; S&A Communications, LLC; South Park LLC; The Rye Telephone Company; CableCo, LLC; Dalton Telephone Company, LLC; Dalton Communications, LLC; Elsie Communications, LLC; and USConnect Acquisitions V, LLC dba CMS IP Technologies.

⁴ USConnect’s conversion to an LLC became effective on August 27, 2021.

Answer to Question 11

After the conversion and *pro forma* reorganization, the following entities continue to hold directly or indirectly a ten (10) percent or greater equity or voting interest in USConnect:

Name: ITC Broadband Operating, LLC
Address: 1791 O.G. Skinner Drive Suite A
West Point, GA 31833
Citizenship: United States (DE)
Principal Business: Holding Company
Percentage Owned: ITC Broadband Operating, LLC is a wholly owned subsidiary of ITC Rural Connect, Inc. It is the immediate parent of and directly owns 100% equity interest in USConnect.

Name: ITC Rural Connect, Inc.
Address: 1791 O.G. Skinner Drive Suite A
West Point, GA 31833
Citizenship: United States (DE)
Principal Business: Holding Company
Percentage Owned: ITC Rural Connect, Inc. is a wholly owned direct subsidiary of ITC Fiber Holdings, LLC. ITC Rural Connect, Inc. indirectly owns an equity interest (2% common and 100% preferred) in USConnect.

Name: ITC Fiber Holdings, LLC
Address: 1791 O.G. Skinner Drive Suite A
West Point, GA 31833
Citizenship: United States (DE)
Principal Business: Holding Company
Percentage Owned: ITC Fiber Holdings, LLC is a wholly owned direct subsidiary of ITC Broadband Capital, LLC. ITC Fiber Holdings, LLC directly and indirectly owns a 100% equity interest (98% common equity interest held directly, and a 2% common equity and 100% preferred equity held indirectly) in USConnect.

Name: ITC Broadband Capital, LLC
Address: 1791 O.G. Skinner Drive Suite A
West Point, GA 31833
Citizenship: United States (DE)
Principal Business: Holding Company
Percentage Owned: ITC Broadband Capital, LLC is a wholly owned direct subsidiary of ITC Broadband Holdings, LLC. ITC Broadband Capital, LLC indirectly owns 100% equity interest in USConnect.

Name: ITC Broadband Holdings, LLC
Address: 1791 O.G. Skinner Drive Suite A

Citizenship: West Point, GA 31833
United States (DE)
Principal Business: Holding Company
Percentage Owned: ITC Broadband Holdings, LLC is ultimate parent of and indirectly owns 100% equity interest in USConnect.

Name: HF Direct Investments Pool LLC
Address: 502 Union Avenue
Knoxville, TN
Citizenship: United States (TN)
Principal Business: Special Purpose Vehicle Investment
Percentage Owned: HF Direct Investments Pool LLC indirectly holds 14.5% of the voting and equity interest in USConnect.

Name: 4612-Broadband Holdco, LP
Address: 3345 Peachtree Road Northeast, Suite 175
Atlanta, GA 30326
Citizenship: United States (DE)
Principal Business: Special Purpose Vehicle Investment
Percentage Owned: 4612-Broadband Holdco, LP indirectly holds 14.5% of the voting and equity interest in USConnect.

Name: ITC Broadband Investments (QP), LLC
Address: 1791 O.G. Skinner Drive Suite A
West Point, GA 31833
Citizenship: United States (DE)
Principal Business: Investment
Percentage Owned: ITC Broadband Investments (QP), LLC indirectly holds 17.8% of the voting and equity interest in USConnect.

Name: Kinetic – ITC Broadband Investments, LLC
c/o Kinetic Ventures LLC
Address: Two Wisconsin Circle, Suite 660
Chevy Chase, MD 20815
Citizenship: United States (DE)
Principal Business: Special Purpose Vehicle Investment
Percentage Owned: Kinetic- ITC Broadband Investments, LLC indirectly holds 13.9% of the voting and equity interest in USConnect.

Name: Atlantic Engineering Group, Inc.
Address: 4465 Commerce Drive
Buford, GA 30515
Citizenship: United States (GA)
Principal Business: Network construction

Percentage Owned: Atlantic Engineering Group, Inc. indirectly holds 16.2% of the voting and equity interest in USConnect.

Name: ITC Broadband Management, LP

Address: 1791 O.G. Skinner Drive Suite A
West Point, GA 31833

Citizenship: United States (DE)

Principal Business: Investment

Percentage Owned: ITC Broadband Management indirectly holds 15% of the voting and equity interest in USConnect.

Other than as noted above, following the reorganization no other entity or individual holds a ten percent (10%) or greater direct or indirect equity or voting interest in USConnect.

Answer to Question 13

This information is provided in the answer to Question 10 above.