

Answer to Question 10

This notification is being submitted following conversion of Waverly Hall Communications, Inc. to a limited liability company and a *pro forma* reorganization of its parent companies.¹ Waverly Hall Communications, LLC (“Waverly Hall”) is a North Carolina limited liability company located at 7457 Hwy 208, Waverly Hall, GA 31831. Waverly Hall is wholly owned by USConnect Acquisitions II, LLC, which is in turn a wholly owned subsidiary of USConnect Holdings, LLC (“USConnect”). Waverly Hall is authorized by the Commission to provide interstate and international telecommunications services² and provides those services in and around the local exchange areas of its affiliated company, Waverly Hall Telephone, LLC. Waverly Hall was among the subsidiaries included in 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”). Waverly Hall’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 no. ITC-214-20070328-00125. See also file nos. ITC-T/C-20090717-00334; ITC-T/C-20130927-00270; and ITC-T/C-20210622-00098.

subsidiary of ITC Holdings. As a result, ITC Holdings held ultimate indirect control of Waverly Hall and other 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, including Waverly Hall, 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 conversions, 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, including Waverly Hall.

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

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

⁴ Waverly Hall’s conversion to an LLC became effective on August 23, 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 Waverly Hall:

Name: USConnect Acquisitions II, LLC
Address: 9 Cedarwood Drive, Suite 4
Bedford, NH 03110
Citizenship: United States (DE)
Principal Business: Holding Company
Percentage Owned: USConnect Acquisitions II, LLC is a wholly owned direct subsidiary of USConnect Holdings, LLC. USConnect Acquisitions II, LLC is the immediate parent of and indirectly owns 100% equity interest in Waverly Hall.

Name: USConnect Holdings, LLC
Address: 9 Cedarwood Drive, Suite 4
Bedford, NH 03110
Citizenship: United States (DE)
Principal Business: Holding Company
Percentage Owned: USConnect Holdings, LLC is a wholly owned direct subsidiary of ITC Broadband Operating, LLC. USConnect Holdings, LLC indirectly owns 100% equity interest in Waverly Hall.

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 direct subsidiary of ITC Rural Connect, Inc. ITC Broadband Operating, LLC indirectly owns 100% equity interest in Waverly Hall.

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 Waverly Hall.

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 indirectly owns a 100% equity interest (98% common equity interest held directly, and a 2% common equity and 100% preferred equity held indirectly) in Waverly Hall.

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 Waverly Hall.

Name: ITC Broadband 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 Broadband Holdings, LLC is the ultimate parent of and indirectly owns 100% equity interest in Waverly Hall.

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 Waverly Hall.

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 Waverly Hall.

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 Waverly Hall.

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 Waverly Hall.

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 Waverly Hall.

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, LP indirectly holds 15% of the voting and equity interest in Waverly Hall.

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 Waverly Hall Communications, LLC.

Answer to Question 13

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