ATTACHMENT 1

Notification of *Pro Forma* Assignment

Introduction

Santa Rosa Communications Ltd. ("SRC Ltd.") holds an International 214 Authorization ("Authorization") from the International Bureau of the Federal Communications Commission ("Commission" or "FCC") for the resale of international services (ITC-214-19981125-00827).[1] Pursuant to FCC Rule Section 63.24(f)(2), SRC Ltd. provides notice of: (1) the *pro forma* assignment of the Authorization from SRC Ltd., a Texas limited partnership, to Santa Rosa Communications, LLC ("SRC LLC") a Texas limited liability company, by conversion under Texas law; and (2) the *pro forma* assignment of the Authorization from SRC LLC to a newly created operating company, Syntrio Solutions, LLC ("Syntrio"), a Delaware limited liability company. Both transactions were completed as part of an internal corporate reorganization and the real party in interest never changed; the entities are all wholly owned by Santa Rosa Telephone Cooperative, Inc. ("SRTC"), a Texas corporation and telephone cooperative. Accordingly, as SRTC remains the real party in interest to both SRC LLC and Syntrio, the transactions were *pro forma* in nature.

In conducting due diligence on the recent corporate reorganization and consolidation of SRTC's operating assets, due to an inadvertent oversight, the parties realized that the notification of the *pro forma* assignments, first from SRC Ltd. to SRC LLC, which was a result of a conversion from a limited partnership to a limited liability company and automatic under state law on March 1, 2019, and the subsequent *pro forma* assignment from SRC LLC to a newly created operating company, Syntrio, on December 31, 2022, were not timely filed with the Commission. The instant notification of the *pro forma* changes in ownership structure is submitted to ensure that the FCC's records are correct and complete.

[1] The Authorization was originally granted to Santa Rosa Communications, Inc ("SRC Inc.") in 1999. On August 7, 2014, SRC Inc. notified the Commission of the *pro forma* assignment of its assets to Santa Rosa Communications, Ltd. ("SRC Ltd.") following a corporate reorganization and change in the form of the business entity from a corporation to a limited partnership for business purposes. *See* File No. ITC-ASG-20140730-00229.

SRTC and Syntrio request a waiver of the thirty-day requirement as in the public interest. The parties recognize the intent of this rule is for licensees to provide notice of ownership changes to the FCC so that it may ensure that the licensee is qualified, the public interest will be served, and the Commission's records are accurate. As demonstrated herein, the conversion to a limited liability company did not constitute an assignment under State law because neither the legal identity nor the ownership of the licensee changed; rather, just the name and form of the Licensee changed. In addition, the *pro forma* assignment from SRC LLC to Syntrio involved no change in the real party in interest of the Authorization holder. The FCC has already found that SRTC is qualified to be an FCC licensee and therefore the waiver would serve the public interest. Accordingly, a waiver is consistent with the underlying purpose of the rule. Because the transfers have already occurred, the parties have no reasonable alternative to seeking a waiver.

Description of the Parties

SRTC is a telephone cooperative owned by its member/subscribers that provides telecommunications services in northern Texas and southern Oklahoma. SRTC was created in 1950 to bring telephone communications to farmers, ranchers, and businesses in rural areas of Texas and Oklahoma. SRTC and its subsidiaries now provide telephone and wireless internet services to residential and business subscribers. The subject *pro forma* transactions were completed for internal business purposes. Specifically, the change in business form from SRC Ltd. to SRC LLC was completed pursuant to Texas law for business purposes and the recent *pro forma* assignment of SRTC's customer base to Syntrio was the result of a consolidation to simplify SRTC's operating assets by moving them to one operating entity. As SRC LLC, is wholly owned by the ultimate assignee, Syntrio, which is wholly owned by SRTC, the real party in interest remains the same.

Information Required by FCC Rule Section 63.24(f)

Pursuant to FCC Rule Section 63.24(f), the Assignee information requested in Rule Sections 63.18(a)-(d) and 63.18(h) is as follows:

(a) Name, address, and telephone number of Assignee:

Santa Rosa Communications, LLC[2]
7110 U.S. Hwy 287 E.
Vernon, Texas 76384
United States
(940) 886-2014
jason.tole@santarosafiber.com

Syntrio Solutions, LLC
7110 U.S. Hwy 287 E.
Vernon, Texas 76384
United States
(940) 886-2014
jason.tole@santarosafiber.com

(b) Santa Rosa Communications, LLC is a Texas limited liability company. Syntrio Solutions, LLC is a Delaware limited liability company.

Answer to Question 10

(c) Correspondence concerning this filing should be sent to:

Assignor:

Jason Tole
Santa Rosa Communications, Ltd. (predecessor in interest to Santa Rosa Communications, LLC)
7110 U.S. Hwy 287 E.
Vernon, Texas 76384.
United States
(940) 886-2014
jason.tole@santarosafiber.com

Jason Tole
Santa Rosa Communications, LLC
7110 U.S. Hwy 287 E.
Vernon, Texas 76384
United States
(940) 886-2014
jason.tole@santarosafiber.com

[2] SRC LLC is both an Assignee and Assignor.

Assignnee:

Jason Tole
Syntrio Solutions, LLC
7110 U.S. Hwy 287 E.
Vernon, Texas 76384
United States
(940) 886-2014
jason.tole@santarosafiber.com

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(d) The ultimate Assignee, Syntrio, is a newly created operating company and does not hold an International Section 214 Authorization. The subject International Section 214 was granted under File No. ITC-214-19981125-00827. No other International Section 214 authorizations have been granted to the parties.

Answer to Question 11

(h) The following lists the name, address, citizenship, and principal businesses of persons/entities that directly or indirectly own at least ten percent of the equity of the applicant:

SRTC owns 100 percent of the Assignee, Syntrio, and Syntrio holds 100 percent of SRC LLC.

SRTC is a Texas corporation and telephone cooperative owned by its member/subscribers. No single member/subscriber owns or controls more than 5% of the Cooperative's equity.

Answer to Question 12

The Assignee has no interlocking directorates with a foreign carrier.

Certification of *Pro Forma* Assignment of Interests

The parties certify that the assignment from: (1) SRC Ltd. to SRC LLC; and, (2) the subsequent assignment from SRC LLC to Syntrio, were *pro forma*, as defined in FCC Rule Section 63.24(d), and did not result in a change of the Authorization's ultimate control. In short, the Assignor and Assignee are both ultimately wholly owned by SRTC. In addition, the *pro forma* assignments did not result in any new member holding a majority interest in the Assignee. The first assignment, from SRC Ltd. to

SRC LLC, was a conversion of a business entity form from a limited partnership to a limited liability company under state law without any ownership change. The second assignment, SRC LLC to Syntrio, was the result of a reorganization and consolidation of SRTC's operating assets into one company without any change in the ultimate control of the entity that holds the Authorization. Accordingly, the transactions were *pro forma* in nature because the ownership and control of the Authorization remains the same.

Answer to Question 13

Description of the Transaction and Public Interest Statement

On March 1, 2019, pursuant to the provisions of Chapter l0 of the Texas Business Organizations Code, SRC Ltd., a Texas limited partnership, was converted into a Texas limited liability company, SRC, LLC. Under Texas law, upon the filing a certificate of conversion, an entity may convert from one type of organizational structure to another. The conversion does not involve the liquidation of one company and the recapitalization of another, but rather allowed SRC Ltd. to convert to an LLC as a matter of state law. The converted domestic limited liability company is deemed to be the same entity as the converting business entity. All assets previously held by the limited partnership continue to be held by the limited liability company without any reversion or impairment and without any transfer or assignment having occurred. The converting entity, SRC Ltd. continues its existence in the organizational form of the converted entity, SRC LLC.

Pursuant to FCC Rule Section 63.24(d), assignments that do not result in a change in the actual controlling party are considered non-substantial or *pro forma*.[3] In addition, a change in the form of a business entity is listed as a type of transaction that does not involve a substantial change in beneficial ownership and is considered presumptively *pro forma*. *See* Note 2 to 47 CFR § 63.24(d), specifically listing a change in the form of business entity as presumptively *pro forma*. Thus, the assignment from

[3] 47 CFR § 63.24(d).

SRC Ltd. to SRC LLC is considered *pro forma*.[4]

The *pro forma* assignment of Authorization from SRC LLC to Syntrio was the result of SRTC's internal reorganization and consolidation whereby all operating assets owned and controlled by SRTC were contributed to Syntrio. Syntrio was created on December 5, 2022, as a Delaware limited liability company formed as a wholly owned subsidiary of SRTC. Pursuant to an Asset Contribution Agreement dated December 31, 2022, all operating assets of SRTC were contributed to Syntrio. In addition, Syntrio wholly owns SRC LLC, and both entities are ultimately wholly owned and controlled by SRTC. Pursuant to FCC Rule Section 63.24(d), assignments that do not result in a change in the actual controlling party are considered non-substantial or *pro forma*.[5] In addition, the FCC considers an assignment from a corporation to a wholly owned or indirect subsidiary, or vice versa, as presumptively *pro forma*. *See* Note 2 to FCC rule section 63.24(d) listing as presumptively *pro forma* corporate reorganizations that involves no substantial change in the beneficial ownership and listing assignments or transfers from a corporation to a wholly owned direct or indirect subsidiary thereof or vice versa as presumptively *pro forma*.[6] Accordingly, the assignment of the Authorization from SRC LLC to Syntrio is considered *pro forma.*

For the reasons set forth herein, the parties respectfully submit that the subject transactions serve the public interest, convenience, and necessity. The licensee qualifications of the SRTC have been established by grant of the subject Authorization to SRTC's wholly owned subsidiary. The FCC has previously stated, in situations "where no substantial change of control will result from the transfer or assignment, grant of the application is deemed presumptively in the public interest."[7] Accordingly, the subject transactions are in the public interest.

[4] 47 CFR § 63.24(d), Note 2.

[5] 47 CFR § 63.24(d).

[6] 47 CFR § 63.24(d), Note 2.

[7] *Federal Communications Bar Association's Petition for Forbearance from Section 310(d) of the Communications Act*, 13 FCC Rcd. 6293, 6297 (1998) ("*FCBA Forbearance Order*").