

Union Telephone Company (“UTC”) holds Section 214 authorization for Global or Limited Global Resale Service, File No. ITC-214-20100319-00117. Pursuant to Section 63.24(f) of the Commission’s Rules (47 C.F.R. § 63.24(f)), notification is hereby provided of a *pro forma* (i.e., non-substantial) transfer of control of UTC that occurred on April 15, 2010. This filing is submitted within thirty days of the subject transactions and is timely filed.

On April 15, 2010, UTC, a Wyoming corporation, was merged into Union Merger Subsidiary Corp. (“Union Merger Subsidiary”), a Delaware corporation whose address is the same as that of UTC. UTC was the surviving corporation upon the merger. Union Merger Subsidiary was a wholly owned subsidiary of Union Holding Corp., a Delaware corporation which is owned, in identical percentage amounts, by all of the same persons and entities as owned UTC prior to its merger with Union Merger Subsidiary. None of those persons or entities held a controlling interest in UTC prior to the merger. The largest stockholder was Union Limited Partnership, with a 45.9% ownership interest in UTC.

The end result is that UTC is now organized under the laws of Delaware and is a wholly subsidiary of Union Holding Corp. which, in turn, is wholly owned, in identical percentage amounts, by all of the same persons and entities as owned UTC before the transactions described herein were completed. Accordingly, Union Limited Partnership holds the largest stock position in Union Holding Corp., with a non-controlling 45.9% interest in that company.

Information responsive to the format of the IBFS Main Form application follows:

ANSWER TO QUESTION 10 - Section 63.18(c)-(d):

(c) Correspondence concerning this application relating to UTC, the transferors and the transferee should be sent to:

John G. Woody, President
Union Telephone Company
PO Box 160
850 North Highway 414
Mountain View, WY 82939
Tel: 336-374-5021

With a copy to:

David L. Nace, Esq.
Lukas, Nace, Gutierrez & Sachs, LLP
8300 Greensboro Drive, Suite 1200
McLean, VA 22102
Tel: 703-584-8661
Email: dnace@fcclaw.com

(d) UTC holds international Section 214 authorization other than the authorization granted in File No. ITC-214-20100319-00117. There is no known record of any other international Section 214 authorization granted to UTC.

ANSWER TO QUESTION 11 – Section 63.18(h)

The Transferee, Union Holding Corp., is a corporation organized under the laws of Delaware. The following entities and individuals hold direct or indirect interests of at least 10% in Union Holding Co. The principal business of each is telecommunications, each is a United States citizen or an entity organized under the laws of Wyoming, and none has any interlocking directorates with a foreign carrier:

<u>Name and Address</u>	<u>Percent Interest</u>
Union Limited Partnership PO Box 237 Mountain View, WY 82939	45.9%
John G. Woody PO Box 496 Mountain View, WY 82939	10.4%
James H. Woody PO Box 181 Mountain View, WY 82939	10.4%
Lee J. Woody Revocable Trust Dated 12/12/07 ¹ PO Box 160 Mountain View, WY 82939	5.2%
Bonnie J. Shannon PO Box 160 Mountain View, WY 82939	1.94%
Gloria D. Woody Trust ² PO Box 188	5.38%

¹ Lee J. Woody died 12/21/07. His interests in UTC and Union Limited Partnership passed at that time to the Lee J. Woody Revocable Trust dated December 12, 2007. James H. Woody is the Trustee and the Beneficiaries are Lee J. Woody’s widow, Mildred Woody, and son, Thomas Woody.

² Stacey A. Aughe is the sole trustee and beneficiary of the Gloria D. Woody Trust.

Mountain View, WY 82939

Stacey A. Aughe³ 0.41%
PO Box 188
Mountain View, WY 82939

All of the above-listed individuals are members of the same family. Union Limited Partnership, the Lee J. Woody Revocable Trust dated 12/12/07 and the Gloria D. Woody Trust were organized under the laws of Wyoming.

Union Limited Partnership (“ULP”) is a limited partnership organized under the laws of Wyoming. There is one general partner of ULP named Woody Management, Inc. (“WMI”), a corporation organized under the laws of Wyoming whose address is PO Box 237, Mountain View, WY 82939.

The following are stockholders of WMI, most of whom also hold limited partnership interests in ULP as indicated:

1. 50% of WMI’s stock is held by the Esther P. Woody Revocable Trust U/A 12/27/90. The trust also holds a 14.1911% limited partner interest in ULP. The trust is organized under the laws of Wyoming and its address is PO Box 237, Mountain View, WY 82939. Esther P. Woody is deceased. The trust has one trustee, Howard D. Woody, a United States citizen. Howard D. Woody has a lifetime interest in all income from the trust. The following are beneficiaries of the trust, each with a 20% interest: John G. Woody, James H. Woody, Lee J. Woody Revocable Trust dated 12/12/07, Bonnie J. Shannon and the Gloria D. Woody Trust.
2. 10% of WMI’s stock is held by John G. Woody. Mr. Woody also holds a 1.03% limited partner interest in ULP.
3. 10% of WMI’s stock is held by James H. Woody. Mr. Woody also holds a 1.03% limited partner interest in ULP.
4. 10% of WMI’s stock is held by Robert Brian Woody.
5. 10% of WMI’s stock is held by Eric J. Woody.
6. 10% of WMI’s stock is held by Stacey A. Aughe. Ms. Aughe also holds a 1.03% limited partner interest in ULP; and Ms. Aughe is a trustee and beneficiary of the Gloria D. Woody Trust which holds a 0.8652% limited partner interest in ULP.

³ Stacey A. Aughe votes the shares of stock owned personally and of those owned by the Gloria D. Woody Trust.

Other than the Esther P. Woody Revocable Trust U/A 12/27/90, the following hold the only limited partner interests in ULP of at least 10%:

1. Howard Woody Union Trust U/A 3/1/04: The trust holds a 29.6651% limited partner interest in ULP. The trust is organized under the laws of Wyoming and its address is PO Box 237, Mountain View, WY 82939. The trust has one trustee: Union Fiduciary Management Corporation (“UFMC”) whose address is PO Box 237, Mountain View, WY 82939. UFMC is a corporation organized under the laws of Wyoming. It has five stockholders, each with a 20% share: John G. Woody, James H. Woody, Lee J. Woody Revocable Trust dated 12/12/07, Bonnie J. Shannon and the Gloria D. Woody Trust. The five stockholders of UFMC are also the beneficiaries of the trust, each with a 20% interest.
2. Esther P. Woody Union Trust U/A 3/1/04: The trust holds a 29.6651% limited partner interest in ULP. The trust is organized under the laws of Wyoming and its address is PO Box 237, Mountain View, WY 82939. UFMC is the sole trustee. (Please see UFMC ownership information above.) The five stockholders of UFMC are also the beneficiaries of the trust, each with a 20% interest.

The following also hold limited partner interests in ULP. While less than 10% each, they are identified and listed below because each also holds indirect interests in UTC through trusts named above:

1. Lee J. Woody Revocable Trust Dated 12/12/07: 1.03% limited partner interest in ULP.
2. Bonnie J. Shannon: 1.03% limited partner interest in ULP.

While UTC and Union Holding Corp. have directors in common there are no interlocking directorates between UTC or Union Holding Corp. with a foreign carrier.

ANSWER TO QUESTION 13 – Brief Summary

The transfer of control of UTC occurred on April 15, 2010 in the manner described in the second and third paragraphs of this Attachment 1. Because Union Holding Corp. is owned by the same persons and entities, in the same percentage amounts, as owned UTC prior to the transactions, the change in ownership was *pro forma* in nature.