

Response to Question 10:

(a) 47 C.F.R. § 63.18(c)

The name, title, post office address and telephone number of the officer to whom correspondence concerning the application is to be addressed:

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(a) 47 C.F.R. § 63.18(d)

A statement regarding previous authority under Section 214 and a general description of the facilities and services authorized:

UTC LD has existing Section 214 authority under FCC License No. ITC-214-19970205-00061 to provide resold international toll telecommunications services. UTC LD also has implicit Section 214 authority to provide resold

domestic toll telecommunications services. UCH is not a telecommunications provider.

Response to Question 11:

(a) 47 C.F.R. § 63.18(h)

The name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent (10%) of the equity of UTC LD is:

The ten percent (10%) or more direct owners of UTC LD are as follows:

<u>Name</u>	<u>Percentage Ownership</u>	<u>Citizenship</u>	<u>Principal Business</u>
Mildred W. Nunn Residuary Trust, Investments Warren Nunn, Trustee	16.7%	U.S.	
James Cabaniss Investments	16.7%	U.S.	

Response to Question 13:

A description of the transaction:

UCH, UTC LD and certain related parties have entered into a June 6, 2011 Agreement and Plan of Merger (“UTC LD Agreement”), through which UCH will acquire 100% of the issued and outstanding equity interests of UTC LD by way of a reverse subsidiary merger in which a wholly-owned subsidiary of UCH will merge with and into UTC LD, with UTC LD surviving as a wholly-owned

subsidiary of UCH. UCH is a limited liability company newly formed by MSouth Equity Partners, LP (“MSouth”), William H. Bradford (President and Chief Executive Officer), and Eugene B. Johnson (Chairman) for purposes of consummating the transactions described herein and will be the holding company for UTC LD and its affiliate, UTC, after the close of the transactions. UTC LD is an independent, privately-owned telecommunications company providing long distance service to customers of UTC, an independent, incumbent local exchange carrier (“ILEC”) providing service to customers in certain areas of Middle Tennessee, who choose UTC LD as their long distance provider.

In a related transaction, UCH and UTC have entered into an April 28, 2011 Agreement and Plan of Merger (“UTC Agreement”). UTC provides local telephone and Internet services to several rural communities in Middle Tennessee. Under the terms of the UTC Agreement, UCH will acquire UTC in a reverse subsidiary merger, in which UTC Acquisition Company, Inc., a newly created, wholly-owned subsidiary of UCH, will merge with and into UTC, with UTC as the surviving company. UTC will then become a direct, wholly-owned subsidiary of UCH. A separate application has been filed with the FCC seeking approval of this change of control.

MSouth, the majority owner of UCH, is a private equity investment firm that provides equity capital and expertise to support management teams in acquisitions and recapitalizations of companies typically valued at \$25 – \$125 million. Based in Atlanta, Georgia, MSouth invests primarily in the South with a consistent focus on management buyouts. Each of MSouth’s partners has

extensive experience in acquiring and successfully growing businesses. MSouth will control the board of directors of UCH.

MSouth is controlled by its general partner, MSouth Equity Partners, GP, LLC. The managing members of MSouth Equity Partners, GP, LLC are Mark L. Feidler, Michael D. Long, Bart A. McLean and Peter S. Petit. None of the managing members has a 50% or greater interest in the general partnership. All of the managing members are U.S. citizens – neither MSouth Equity Partners, LP nor MSouth Equity Partners, GP, LLC has any foreign ownership interests, and neither has any direct or indirect ownership interests in any incumbent and/or competitive local exchange carriers or other telecommunications providers, including wireless interests.

As a result of the transactions, UCH will own 100% of UTC LD and will acquire control of UTC LD's international and domestic Section 214 authorizations. UTC LD will continue to exist and will provide service to its customers at the same rates, terms and conditions as immediately prior to the transaction. Customers will experience no disruption of service or apparent change in service, as UTC LD's service is already and will continued to be billed on UTC's customer bill, and because UTC LD's customers already utilize the same business line and customer service line to communicate with both UTC and UTC LD.

Response to Question 20:

(b) 47 C.F.R. § 63.18(p)

The application meets the requirements for streamlined processing under 47 C.F.R. § 63.12, in that UCH is a small reseller of interexchange telephone service which is (1) not affiliated with a foreign carrier in a destination market; (2) not affiliated with a dominant U.S. carrier whose international switched or private line services it either directly or indirectly seeks to resell; and (3) it is not requesting authority to provide switched service over private lines to countries not previously authorized for service by this Commission.