

**Answer to Question 10**

In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee.

63.18(c).

Transferor:

Newcastle Holdings, Inc.  
Charles T. Lake, II  
Treasurer  
c/o SSF Advisors, LLC  
805 Third Avenue, Suite 1202 New York, NY 10022  
Tel: 646-580-3195  
E-mail: CLake@signal-equity.com

Transferee:

Newcastle Holdings, Inc.  
Charles T. Lake, II  
Treasurer  
c/o SSF Advisors, LLC  
805 Third Avenue, Suite 1202 New York, NY 10022  
Tel: 646-580-3195  
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Copies of all correspondence, notices, and inquiries should also be addressed to:

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and

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### Answer to Question 10 (cont'd)

63.18(d)

Elsie Communications, Inc. (“Elsie”) holds an International Telecommunications Certification for global and/or limited global resale service, File No. ITC-214-2000-0317-00144. Elsie Communications, Inc. notes that no operations are being conducted pursuant to this authority.

### Answer to Question 11

Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules?

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent).

Elsie Communications, Inc. is a wholly-owned subsidiary of Newcastle Holdings, Inc. (“Newcastle”). As explained below, the instant filing corrects Newcastle’s ownership interest information from that reported in a 2006 transfer of control application regarding Elsie Communications, Inc. *See* Public Notice, Report No. TEL—01010, DA No. 06-700, released March 30, 2006.

Specifically, the ownership error was identified in the context of preparing for the sale of ABAC IV (which is the direct parent of Newcastle) by Signal Secondary Fund, L.P. (“SSF”),<sup>1</sup> the controlling shareholder of ABAC IV. SSF seeks to correct these reporting errors by submitting this Application seeking formal approval of the Newcastle ownership structure as it exists today, which, except for the redemption of a minority interest by SSF, is the same as that which existed on the June 2006 consummation date.<sup>2</sup>

Newcastle’s then President, Patrick L. Eudy, supervised the preparation and filing of the original transfer of control application for international global resale authority held by Elsie Communications, Inc. In that application, Mr. Eudy reported that Newcastle’s parent, ABAC IV, was owned 49% by American Broadband Communications, LLC (a company then owned equally by Mr. Eudy and William H. Tucker), and 40% by an SSF affiliate, Signal Equity

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<sup>1</sup> *See generally* Request for Special Temporary Authorization, IB Submission ID IB2013002360.

<sup>2</sup> The redemption that occurred was a 4.7% minority interest raising SSF interests in Newcastle from the reported 38.2% to 42.9%.

**Answer to Question 11 (cont'd)**

Partners II, LP. That information was incorrect. The correct ownership information, with the redemption of the minority interest by SSF noted above and updating the ownership of American Broadband Communications, Inc., is reflected below:

**The 10% or greater shareholder of Newcastle Holdings, Inc.:**

	% Equity	Citizenship	Principal Business
American Broadband Acquisition Corp. IV	100%	USA	Telecom

**The 10% or greater shareholders of American Broadband Acquisition Corp. IV (“ABAC IV”):**

	% Equity	Citizenship	Principal Business
American Broadband Communications, LLC	40%	USA	Telecom
Signal Secondary Fund LP (“SSF”)	42.9% <sup>3</sup>	USA	Investments

Although holding only 42.9% of ABAC IV’s equity, SSF controlled ABAC IV by virtue of a shareholders’ agreement that grants SSF the right to appoint three (3) of the five (5) members of the ABAC IV board of directors.

**The 10% or greater shareholder of American Broadband Communications, LLC (“ABB”):**

	% Equity	Citizenship	Principal Business
The Estate of Patrick L. Eudy <sup>4</sup>	100%	USA	Testamentary Distribution

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<sup>3</sup> In 2012, SSF acquired an additional 4.7% minority interest in Newcastle resulting in SSF’s current ownership percentage in Newcastle of 42.9%. This is the only ownership change in SSF’s ownership interest in Newcastle since the June 2006 consummation date.

<sup>4</sup> It is the understanding of SSF that, at some time after the consummation of the transaction in June of 2006, Mr. Eudy became the sole owner of American Broadband Communications, LLC. Mr. Eudy passed away in June of 2013, and, subsequently, his ownership interest has become the property of his estate.

**Answer to Question 11 (cont'd)**

**The 10% or greater shareholders and controlling entity of Signal Secondary Fund LP (“SSF”) that have a derivative ownership of 10% or greater in Newcastle are as follows:**

	% Equity	Citizenship	Principal Business
Ostin Revocable Trust	33.0%	US	Investments
Louisa Stud Sarofim Revocable Trust	33.0%	US	Investments

SSF’s operations are controlled by its single General Partner, Signal Secondary Advisors, LLC (“SSA”). SSA has a 1% General Partnership interest in SSF. SSA is wholly owned by SSF Advisors, LLC (“SSF Advisors”). SSF Advisors therefore controls SSF by virtue of SSF Advisors owning 100% of SSA.

The 10% or greater owners of SSF Advisors are Timothy P. Bradley (36.8%); Alfred J. Puchala, Jr. (36.8%); and Charles T. Lake II (18.4%); each a citizen of the United States whose principal business is investments.

Each of the individuals and entities noted above may be contacted through SSF Advisors, LLC, 805 Third Avenue, Suite 1202, New York, New York, 10002.

**Answer to Question 13**

Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name.

The instant application for transfer of control is required to address errors in the ownership of Elsie Communications, Inc. (“Elsie”) as described herein.

In light of these facts, Elsie responded “no” to Question 22 in the FCC electronic form with respect to the transfer of control requiring the consent of the Commission.

### **Answer to Question 20**

If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

This application qualifies for streamlined processing under Sections 63.12(a) and (b) of the Commission's Rules.

Elsie Communications, Inc. ("Elsie") is not affiliated with any foreign carrier in any destination market.

Elsie has no an affiliation with a dominant U.S. long distance carrier whose international switched or private line services the applicants seek authority to resell.

Rather, Elsie proposes through this application to correct errors in its ownership as reported in the original grant of global resale authority to it. As noted above, Elsie conducts no current international global resale operations.