

ANSWER TO QUESTION 10

Information for Transferor, Transferee and Section 214 Holder

- Contact Information for Transferor, Transferee and Section 214 holder:

Company Contact

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120 Taylor Street
Chapel Hill, Tennessee 37034
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E-mail: wbradford@united.net

Legal Counsel

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- United Communications Holdings, LLC (“UCH”), the Transferor/Transferee, FRN: 0020970117, is a domestic limited liability company organized under the laws of the State of Delaware.
- UTC Long Distance, LLC (“UTC-LD”), the International 214 holder, FRN: 0005023940, is a domestic limited liability company organized under the laws of the State of Tennessee.
- UTC-LD has not previously received any International Section 214 authority other than the International Section 214 authority that is the subject of this application (ITC-214-19970205-00061). UCH has not previously received any International Section 214 authority in its own behalf. However, in 2011, the Commission approved the acquisition of control of UCT-LD by UCH (ITC-T/C-20110623-00175).

ANSWER TO QUESTION 11

UTC-LD, the International 214 holder is a wholly-owned subsidiary of UCH. The following information is provided for all entities that hold an ownership interest of 10% or more in UCH:

William H. Bradford
United Communications
120 Taylor Street
Chapel Hill, Tennessee 37034
Citizenship: United States
Principal Business: Telecommunications
Percentage Equity: 29.3%
Percentage Voting: 20.9%

Eugene B. Johnson
United Communications
120 Taylor Street
Chapel Hill, Tennessee 37034
Citizenship: United States
Principal Business: Telecommunications
Percentage Equity: 22.5%
Percentage Voting: 20.9%

MSouth Equity Partners, L.P.*
Two Buckhead Plaza
3050 Peachtree Road NW, Suite 550
Atlanta, Georgia 30305
Principal Business: Private Equity Investment
Percentage Equity: 48.2%
Percentage Voting: 58.2%

*MSouth Equity Partners, L.P., the controlling interest holder in UCH and UTC-LD, is a domestic limited partnership whose sole general partner is MSouth Equity Partners, GP, LLC, a domestic limited liability company. The managing members of MSouth Equity Partners, GP, LLC are Mark L. Feidler, Michael D. Long, Bart A. McLean, Peter S. Petit, Barry Boniface and Charles Stubbs. None of the managing members has a 50% or greater interest in the general partner and all are U.S. citizens.

ANSWER TO QUESTION 13

UTC-LD is the holder of an International 214 authorization granted under file number ITC-214-19970205-00061. UTC-LD became a wholly-owned subsidiary of UCH in a transaction approved by the Commission in 2011 (see file no. ITC-T/C-20110623-00175). Pursuant to section 63.24(f) of the Commission's rules, UTC-LD and UCH hereby notify the Commission of a *pro forma* reorganization of UCH representing a non-substantial change in UTC-LD's ownership that became effective as of December 15, 2016.

UCH is a limited liability company that was formed in 2011 by MSouth Equity Partners, LP ("MSouth"), William H. Bradford (President and Chief Executive Officer), and Eugene B. Johnson (Chairman) to acquire, *inter alia*, ownership of UTC-LD. There are two classes of membership interests in UCH; Class A carries voting rights and Class B does not carry voting rights. Pursuant to unanimous action of UCH's Board of Managers, UCH entered into an agreement with MSouth to partially redeem some of the membership interests in UCH held by MSouth. This redemption occurred on December 15, 2016. As a result of this partial redemption, MSouth's voting interest in UCH was reduced from 61.2% to 58.2% and its equity interest was reduced from 51.3% to 48.2%. Mr. Bradford's voting interest increased slightly from 19.4% to 20.9% and his equity interest increased slightly from 27.6% to 29.3%. Likewise, Mr. Johnson's voting interest increased slightly from 19.4% to 20.9% and his equity interest increased slightly from 21.1% to 22.5%.

Section 63.24(c) of the Commission's rules states that "[a] change from 50 percent or more ownership to less than 50 percent ownership shall always be considered a transfer of control." Accordingly, this application is being filed to reflect the reduction of MSouth's equity ownership in UCH below 50% in connection with the partial redemption as required by the Commission's rules.

Section 63.24(d) of the Commission's rules also makes clear that: "[t]ransfers of control or assignments that do not result in a change in the actual controlling party are considered non-substantial or *pro forma*." In the present case, MSouth has retained its controlling interest in UCH through its ownership of a majority of the voting interests in that company. The present transaction involves a "corporate reorganization that involves no substantial change in the beneficial ownership of the corporation" as set forth in Note 2 accompanying section 63.24(d) of the Commission's rules and thus falls squarely within the classification of a *pro forma* non-substantial change in ownership. As indicated above, transfers of control or assignments that do not result in a change in the actual controlling party are considered non-substantial or *pro forma*.

As required by section 63.24(f)(2) of the Commission's rules, notification of consummation of this *pro forma* assignment is being filed with the Commission within 30 days from consummation. By submission of this application the parties certify that the transfer of control was *pro forma* in nature and that, together with all previous *pro forma* transactions, did not result in a change in the actual controlling parties of the Section 214 holder.