

Notification of *Pro Forma* Transfer of Control  
By LigTel Communications, Inc.  
International 214 Authority – ITC-214-20000270-00064

**Attachment 1**  
**(Page 1 of 6)**

**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: Ligonier Telephone Company, Inc.  
c/o  
Meshell L. Schloss  
President  
414 South Cavin Street  
Ligonier, Indiana 46767  
Telephone: (260) 894-7161

Transferee: Heartland Innovations, Inc.  
c/o  
Donald E. Johnson  
Secretary  
414 South Cavin Street  
Ligonier, Indiana 46767  
Telephone: (260) 894-7161

Copies of all correspondence, notices, and inquiries should also be addressed to:

Thomas J. Moorman  
Woods & Aitken LLP  
5151 Wisconsin Avenue, NW, Suite 310  
Washington, DC 20016  
Telephone: (202) 944-9502

*63.18(d)*

LigTel Communications, Inc. (“LCI”) holds an International Telecommunications Certification for global and/or limited global resale service, File No. ITC-214-20000207-00064.

LCI requests that its name be corrected on the Commission’s records as “LigTel Communications, Inc.”

Notification of *Pro Forma* Transfer of Control  
By LigTel Communications, Inc.  
International 214 Authority – ITC-214-20000270-00064

**Attachment 1**  
**(Page 2 of 6)**

**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).

The following information is provided with respect to the current shareholders of 10% or greater of the equity interests of LigTel Communications, Inc. ("LCI").<sup>1</sup>

The address for each of the individuals or entities below is 414 South Cavin Street, Ligonier, Indiana 46767.

**Current ownership of LCI:**

<u>Name</u>	<u>Percentage Ownership</u>	<u>Principal Business</u>
Heartland Innovations, Inc. ("Heartland") <sup>2</sup>	100%	Telecommunications

The 10% or greater derivative owners of Heartland are as follows:

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<sup>1</sup> The 10% or greater ownership of LCI noted herein reflects current ownership and prior ownership that meets the 10% reporting requirement. In LCI's granted original application (*see* Public Notice DA No. 00-664, Report No. TEL-00205, released March 23, 2000), the derivative 10% or greater owners of Ligonier Telephone Company, Inc. ("LTC") were inadvertently omitted and LCI provides that information now.

<sup>2</sup> At the time of the transfer of control, LTC was the parent company of LCI and is now, along with LCI, a wholly owned subsidiary of Heartland arising from a January 1, 2017 pro forma transfer of control. As a result of the Companies' planned corporate reorganization, Heartland was formed and, on January 1, 2017, Heartland established LTC and LCI as separate wholly-owned subsidiaries. The ownership of Heartland, an Indiana corporation formed for the purpose of reorganization, is the same as that previously for LTC. Specifically, the former shareholders of LCI's parent company, LTC, exchanged their shares of LTC for shares of Heartland. As a result of the reorganization, both LCI and LTC are wholly owned subsidiaries of Heartland, and the shareholders of Heartland, after the reorganization, are identical to the previous shareholders of LTC.

Notification of *Pro Forma* Transfer of Control  
 By LigTel Communications, Inc.  
 International 214 Authority – ITC-214-20000270-00064

**Attachment 1  
 (Page 3 of 6)**

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

**Current ownership of LCI: (Cont'd)**

<u>Name</u>	<u>Percentage Ownership</u>	<u>Principal Business</u>
Meshell L. Schloss (U.S. Citizen)	Approx. 40.6%	Telecommunications
Robert P. Schloss Family Credit Shelter Trust Organized under laws of the State of Indiana, Meshell L. Schloss, Trustee and Sole Beneficiary	Approx. 10.2%	Investments
Phil Schloss Trust Organized under laws of the State of Indiana, IAB Bank, Trustee (Sherri Chaney)	Approx. 28.8%	Investments

**Prior ownership of LTC:**

At all times prior to January 1, 2017, LCI was a wholly-owned subsidiary of LTC.

**As of August, 2000 --**

<u>Name</u>	<u>Percentage Ownership</u>	<u>Principal Business</u>
Dr. Robert P. Schloss, U.S. Citizen <sup>3</sup>	Approx. 30%	Telecommunications
Meshell L. Schloss, US Citizen	Approx. 17.8%	Telecommunications
The Phil Schloss Family Trust, Organized under the Laws of State of Indiana (Trustee BankOne)	Approx. 28.8%	Investment

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<sup>3</sup> Dr. Robert P. Schloss was President and Chief Executive Office of LTC, and Chairman of the Board. Dr. Schloss controlled the daily operations of LTC and LCI.

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 International 214 Authority – ITC-214-20000270-00064

**Attachment 1  
 (Page 4 of 6)**

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

<u>Name</u>	<u>Percentage Ownership</u>	<u>Principal Business</u>
BankOne for the benefit of Robert P. Schloss, held by BankOne with periodic partial redemption rights by Dr. Schloss to purchase such shares	Approx. 12.7%	Investment
<b>As of January 1, 2007 -- Dr. Robert P. Schloss dies on January 15, 2005 (Meshell L. Schloss is Executor); Transfer of Stock Held by Dr. Robert P. Schloss Estate on January 1, 2007 to Meshell L. Schloss.</b>		

<u>Name</u>	<u>Percentage Ownership</u>	<u>Principal Business</u>
Meshell L. Schloss, US Citizen (Additional 640 shares transferred on January 1, 2007 arising from the January 15, 2005 death of Dr. Robert P. Schloss who, at the time of his death owned 926 shares of LTC or approx. 33%)	Approx. 40.6%	Telecommunications
Robert P. Schloss Family Credit Shelter Trust Organized under laws of the State of Indiana, Meshell L. Schloss, Trustee and Sole Beneficiary. The trust was funded on January 1, 2007	Approx. 10.2%	Investments
The Phil Schloss Family Trust, Organized under the Laws of the State of Indiana (Trustee BankOne)	Approx. 28.8%	Investments

With Dr. Robert P. Schloss' death, his wife, Meshell L. Schloss, became President of LTC. Ms. Schloss controlled the daily operations of LTC and LCI.

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By LigTel Communications, Inc.  
International 214 Authority – ITC-214-20000270-00064

**Attachment 1**  
**(Page 5 of 6)**

**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. Label your response "Answer to Question 13."

On January 1, 2017, Ligtel Communications, Inc. ("LCI") was part of a corporate reorganization where the existing shareholders of its parent company, Ligonier Telephone Company, Inc. ("LTC") exchanged their shares of LTC for shares of Heartland Innovations, Inc. ("Heartland"). As a result of the reorganization, LCI is now a wholly owned subsidiary of Heartland, and the shareholders of Heartland after the reorganization are identical to the previous shareholders of LTC.

Charts depicting the proposed reorganization applicable to controlled carriers are provided below. The reorganization for which consent is herein sought is designed to facilitate the estate planning for the prior shareholders of LTC, and to provide for the orderly continuation of the public services provided by the LigTel corporate family in the future. Accordingly, and as demonstrated herein, the *pro forma* transfer of control outlined herein was part of a "transfer from a corporation to wholly owned direct or indirect subsidiary thereof or vice versa. . . ." 47 C.F.R. §63.24(d) Note 2.

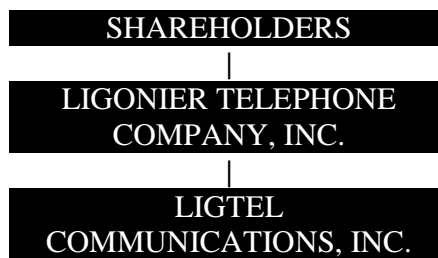
Notification of *Pro Forma* Transfer of Control  
By LigTel Communications, Inc.  
International 214 Authority – ITC-214-20000270-00064

**Attachment 1**  
**(Page 6 of 6)**

**Answer to Question 13 (Cont'd)**

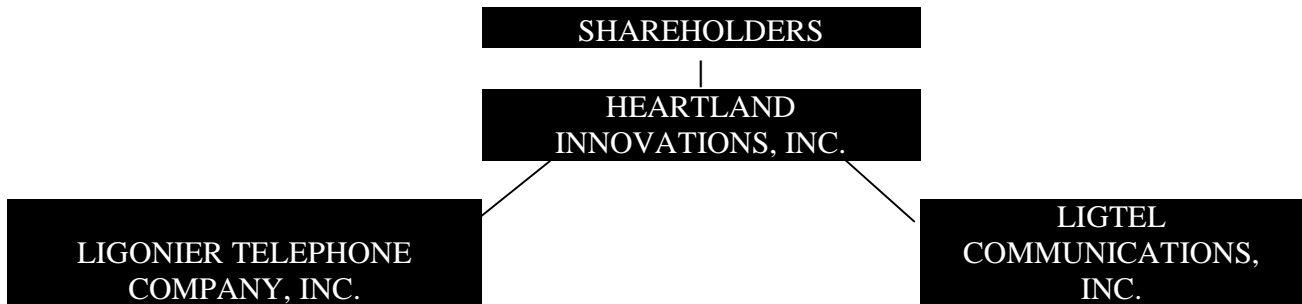
**PRIOR ORGANIZATION STRUCTURE**

For Controlled Carriers



**POST REORGANIZATION STRUCTURE**

For Controlled Carriers



**Answer to Question 23**

If this filing is a notification of a *pro forma* assignment or transfer of control, the undersigned certify that the assignment or transfer of control was *pro forma* and that, together with all previous *pro forma* transactions, does not result in a change in the actual controlling party.

As reflected herein, a transfer of control occurred with Dr. Schloss's death. Out of an abundance of caution, LCI notes that the affirmative response provided for Question 23 in the associated FCC Form is only with respect to the instant submission.