

ATTACHMENT 1
INTERNATIONAL AND DOMESTIC SECTION 214
TRANSFER OF CONTROL APPLICATION

Wasserstein Cosmos Co-Invest, L.P. (“Wasserstein Cosmos” or “Transferor”) currently directly owns 95.5% of the outstanding shares of Cosmos Holdings Acquisition Corp. (“Cosmos Holdings”), which is the direct 100% parent of Globecomm Systems, Inc. (“Globecomm”) and Globecomm License Sub LLC (“Globecomm License Sub”). Globecomm is the direct 100% parent of Telaurus Communications LLC (“Telaurus”). Globecomm and Telaurus each hold international and domestic Section 214 authorizations. As described in further detail elsewhere in this exhibit, it is contemplated that control of Cosmos Holdings will be transferred from Wasserstein Cosmos to HCT Acquisition, LLC (“HCT” or “Transferee”). Accordingly, pursuant to Section 214 of the Communications Act of 1934, as amended,¹ and Sections 63.04, 63.18 and 63.24 of the Federal Communications Commission’s (“FCC” or “Commission”) rules,² the parties hereto hereby respectfully request Commission consent to the transfer of control of the international and domestic Section 214 authorizations held by Globecomm and Telaurus from Wasserstein Cosmos to HCT.³

ANSWER TO QUESTION 10

63.18(c) and (d) Information for Wasserstein Cosmos Co-Invest, L.P. – Transferor

- Contact Information for Wasserstein Cosmos

Company Contact

Wasserstein Cosmos Co-Invest, L.P.
c/o Wasserstein & Co., LP
Attention: Anup Bagaria
1185 Avenue of the Americas, 39th Floor
New York, NY 10036
Tel: (212) 702-5600
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E-mail: ab@eagletree.com

Legal Counsel

Andrew M. Levine
Jones Day
250 Vesey Street

¹ 47 U.S.C. § 214.

² 47 C.F.R. §§ 63.04, 63.18 and 63.24.

³ Wasserstein Cosmos and HCT (collectively, “Applicants”) are filing two applications to transfer control of international and domestic Section 214 authorizations (one for Globecomm and one for Telaurus). In addition, the Applicants are contemporaneously filing applications to transfer control of the fixed earth stations, VSAT networks, and private land mobile authorizations licensed to Globecomm License Sub.

New York, NY 10281-1047
Tel: (212) 326-8319
Fax: (212) 755-7306
Email: amlevine@jonesday.com

- Wasserstein Cosmos is a U.S. limited partnership organized under the laws of Delaware.

63.18(c) and (d) Information for Globecomm – Section 214 Authorization Holder

- Contact Information for Globecomm

Company Contact:

Julia Hanft
Vice President & General Counsel
Globecomm Systems, Inc.
45 Oser Avenue
Hauppauge, NY 11788-3816
Tel: (631) 457-1144
Fax: (631) 231-1557
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Legal Counsel

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- Globecomm is a U.S. corporation organized under the laws of Delaware.
- Globecomm holds Section 214 authority to provide international and domestic telecommunications services.⁴ Globecomm's wholly owned subsidiary, Telaurus, also holds Section 214 authority to provide international and domestic telecommunications services.⁵

63.18(c) and (d) Information for HCT – Transferee

- Contact information for HCT

⁴ See File No. ITC-214-20030811-00396 and 47 C.F.R. § 63.01.

⁵ See File No. ITC-214-20090717-00337 and 47 C.F.R. § 63.01.

Company Contact

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New York, NY 10019
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Legal Counsel

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- HCT is a U.S. limited liability company organized under the laws of the state of Delaware. Each of the members of HCT identified in this application is a U.S. corporation, limited partnership or limited liability company. The states of organization for each of the members of HCT are identified in response to Question 11 below.
- HCT has not previously received Section 214 authority.

ANSWER TO QUESTION 11

At the time the proposed transaction is consummated, the entities disclosed below will hold a ten percent or greater direct or indirect ownership or controlling interest in HCT. Other than the parties disclosed below, no other person or entity will have a ten percent or greater direct or indirect ownership or controlling interest in HCT at the time the proposed transaction is consummated. A chart depicting the proposed ownership structure is attached hereto.

Direct Ownership

The following entities will have a ten percent or greater direct ownership or controlling interest in HCT:

Lincoln Investment Solutions, Inc.
1300 S. Clinton Street, Fort Wayne, IN 46802
Citizenship: Delaware
Principal Business: Investment Holding Company
Direct Ownership Interest: 37.5% equity and voting interest in HCT

American United Life Insurance Company
One American Square
Indianapolis, IN 46206
Citizenship: Indiana
Principal Business: Insurance Company
Direct Ownership Interest: 25.01% equity and voting interest in HCT

No other person or entity will have a ten percent or greater direct ownership or controlling interest in HCT at the time the proposed transaction is consummated.

Lincoln Investment Solutions, Inc. and American United Life Insurance Company are parties to investment management agreements with HPS Investment Partners, LLC, pursuant to which HPS Investment Partners, LLC will exercise discretion and control over the investments by Lincoln Investment Solutions, Inc. and American United Life Insurance Company in HCT. HPS Investment Partners, LLC does not hold any equity interests in Lincoln Investment Solutions, Inc. or American United Life Insurance Company and will not hold an attributable ownership interest in HCT. However, to the extent the Commission may view HPS Investment Partners, LLC's investment management relationship with Lincoln Investment Solutions, Inc. and American United Life Insurance Company as conferring a controlling interest in HCT and, thus, relevant to the evaluation of the instant application, information concerning HPS Investment Partners, LLC is provided below in the section disclosing indirect ownership interests.

Cerberus ASRS Funding LLC, Cerberus Onshore II CLO-2 LLC, Cerberus N-1 Funding LLC and Cerberus Onshore II CLO LLC (collectively, the "Cerberus Funds") will individually hold direct ownership interests of less than ten percent in HCT, but collectively will hold a 16% direct ownership interest in HCT at the time the proposed transaction is consummated. Each of the Cerberus Funds is organized under the laws of the state of Delaware. Cerberus ASRS Funding LLC is managed by its sole member, Cerberus ASRS Holdings LLC ("ASRS Holdings"). Cerberus Onshore II CLO-2 LLC and Cerberus Onshore II CLO LLC are managed by their sole member, Cerberus Levered Loan Opportunities Fund II, L.P. ("CLLOF II"). Cerberus N-1 Funding LLC is managed by its sole member, Cerberus NJ Credit Opportunities Fund, L.P. ("NJ", together with ASRS Holdings and CLLOF II, collectively, the "Servicers"). The Servicers are parties to investment management agreements with Cerberus Capital Management II, LP and, through certain family trusts used for tax planning purposes,⁶ are ultimately controlled by Stephen Feinberg. Information for Cerberus Capital Management II, LP and Mr. Feinberg is provided below in the section disclosing indirect ownership interests.

Tennenbaum Waterman CLO, LLC, Tennenbaum Senior Loan Fund II, LP, Tennenbaum Senior Loan Funding III, LLC, Tennenbaum Senior Loan SPV IV-A, LLC, Tennenbaum Senior Loan Fund IV-B, LP and TCPC Funding I, LLC (collectively, the "Tennenbaum Funds") will individually hold direct ownership interests of less than ten percent in HCT, but collectively will hold a 21.49% direct ownership interest in HCT at the time the proposed transaction is consummated. Each of the Tennenbaum Funds is organized under the laws of the state of

⁶ Ownership information concerning these tax planning trusts is confidential and is not publicly disclosed, but will be provided to the Commission upon its request pursuant to a request for confidentiality.

Delaware. The Tennenbaum Funds are parties to investment management agreements with, and are ultimately controlled by, Tennenbaum Capital Partners, LLC. Information for Tennenbaum Capital Partners, LLC is provided below in the section disclosing indirect ownership interests.

Indirect Ownership

Lincoln Investment Solutions, Inc. Ownership

The sole shareholder of Lincoln Investment Solutions, Inc. (described above in the section disclosing direct ownership interests) is The Lincoln National Life Insurance Company. As noted above, Lincoln Investment Solutions, Inc. is a party to an investment management agreement with HPS Investment Partners, LLC, pursuant to which HPS Investment Partners, LLC will exercise discretion and control over Lincoln Investment Solutions, Inc.'s investment in HCT. The ownership of HPS Investment Partners, LLC is provided under a separate heading below.

The Lincoln National Life Insurance Company
1300 S. Clinton Street, Fort Wayne, IN 46802
Citizenship: Indiana
Principal Business: Insurance and Annuity Company
Direct Ownership Interest: Sole Shareholder of Lincoln Investment Solutions, Inc.
Note: The sole shareholder of The Lincoln National Life Insurance Company is Lincoln National Corporation.

Lincoln National Corporation
150 N. Radnor Chester Road, Radnor, PA 19087
Citizenship: Indiana
Principal Business: Holding Company
Direct Ownership Interest: Sole Shareholder of The Lincoln National Life Insurance Company
Note: No shareholder of Lincoln National Corporation will have an attributable ten percent or greater ownership or a controlling interest in HCT at the time the proposed transaction is consummated.

American United Life Insurance Company Ownership

The sole shareholder of American United Life Insurance Company (described above in the section disclosing direct ownership interests) is OneAmerica Financial Partners, Inc. As noted above, American United Life Insurance Company is a party to an investment management agreement with HPS Investment Partners, LLC, pursuant to which HPS Investment Partners, LLC will exercise discretion and control over American United Life Insurance Company's investment in HCT. The ownership of HPS Investment Partners, LLC is provided under a separate heading below.

OneAmerica Financial Partners, Inc.
One American Square
Indianapolis, IN 46206

Citizenship: Indiana
Principal Business: Insurance Holding Company
Direct Ownership Interest: Sole Shareholder of American United Life Insurance Company.
Note: The sole shareholder of OneAmerica Financial Partners, Inc. is American United Mutual Insurance Holding Company.

American United Mutual Insurance Holding Company
One American Square
Indianapolis, IN 46206
Citizenship: Indiana
Principal Business: Mutual Insurance Holding Company
Direct Ownership Interest: Sole Shareholder of OneAmerica Financial Partners, Inc.
Note: No shareholder of American United Mutual Insurance Holding Company will have an attributable ten percent or greater ownership or a controlling interest in HCT at the time the proposed transaction is consummated.

HPS Investment Partners, LLC Ownership

HPS Investment Partners, LLC
40 West 57th Street, 33rd Floor
New York, NY 10019
Citizenship: Delaware
Principal Business: Investment Company
Direct Ownership Interest: Investment manager for interests in HCT to be held by Lincoln Investment Solutions, Inc. and American United Life Insurance Company. As noted above, HPS Investment Partners, LLC does not hold any equity interests in Lincoln Investment Solutions, Inc. or American United Life Insurance Company, and will not hold an attributable ownership interest in HCT. As also noted above, HPS Investment Partners, LLC is being reported herein solely to the extent the Commission may view its investment management relationships with Lincoln Investment Solutions, Inc. and American United Life Insurance Company as conferring a controlling interest in HCT.
Note: The sole member of HPS Investment Partners, LLC is HPS Group Holdings II, LLC (described below). Accordingly, no other member of this entity will have a controlling interest in HCT at the time the proposed transaction is consummated.

HPS Group Holdings II, LLC
c/o HPS Investment Partners, LLC
40 West 57th Street, 33rd Floor
New York, NY 10019
Citizenship: Delaware
Principal Business: Investment Company
Direct Ownership Interest: Sole member and control of HPS Investment Partners, LLC
Note: The sole member of HPS Group Holdings II, LLC is HPS Group Holdings I, L.P. (described below). Accordingly, no other member of this entity will have a controlling interest in HCT at the time the proposed transaction is consummated.

HPS Group Holdings I, L.P.
c/o HPS Investment Partners, LLC
40 West 57th Street, 33rd Floor
New York, NY 10019
Citizenship: Delaware
Principal Business: Investment Company
Direct Ownership Interest: Sole member and control of HPS Group Holdings II, LLC
Note: HPS Group Holdings I, L.P. has one partner that will have a controlling interest in HCT at the time the proposed transaction is consummated – HPS Group GP, LLC (described below). No other partner of this entity will have a controlling interest in HCT at the time the proposed transaction is consummated.

HPS Group GP, LLC
c/o HPS Investment Partners, LLC
40 West 57th Street, 33rd Floor
New York, NY 10019
Citizenship: Delaware
Principal Business: General Partner of Holding Company
Direct Ownership Interest: Sole general partner and control of HPS Group Holdings I, L.P.
Note: The sole member of HPS Group GP, LLC is Scott Kapnick (described below). Accordingly, no other member of this entity will have a controlling interest in HCT at the time the proposed transaction is consummated.

Scott Kapnick
c/o HPS Investment Partners, LLC
40 West 57th Street, 33rd Floor
New York, NY 10019
Citizenship: U.S.
Principal Business: Individual
Direct Ownership Interest: Sole member and control of HPS Group GP, LLC.

Other than the parties disclosed above, no other individual or entity affiliated with HPS Investment Partners, LLC will have a controlling interest in HCT at the time the proposed transaction is consummated.

Cerberus Funds Ownership

The Cerberus Funds are ultimately controlled, through intervening entities, by Stephen Feinberg, who will have an attributable ten percent or greater ownership or a controlling interest in HCT at the time the proposed transaction is consummated. None of the Cerberus funds will individually hold an attributable ten percent or greater ownership or a controlling interest in HCT at the time the proposed transaction is consummated. In addition, with the exception of certain family trusts used for tax planning purposes and ultimately controlled by Stephen Feinberg,⁷ no intervening

⁷ See *supra* note 6.

entity within the Cerberus Funds' ownership structure will individually hold an attributable ten percent or greater ownership or a controlling interest in HCT at the time the proposed transaction is consummated. However, the Cerberus Funds will collectively hold a 16% ownership interest in HCT at that time.

Stephen Feinberg
c/o Cerberus Capital Management II, LP
875 Third Avenue
New York, NY 10022
Citizenship: U.S.
Principal Business: Individual
Direct Ownership Interest: Ultimate control of Cerberus Funds

As described above, each of the Cerberus Funds are managed by a Servicer, and each Servicer is a party to an investment management agreement with Cerberus Capital Management II, LP, pursuant to which Cerberus Capital Management II, LP will exercise discretion and control over the Cerberus Funds' investments in HCT which, as noted above, will collectively amount to a 16% ownership interest in HCT at the time the proposed transaction is consummated.

Cerberus Capital Management II, LP
875 Third Avenue
New York, NY 10022
Citizenship: Delaware
Principal Business: Investment Advisor
Direct Ownership Interest: Investment manager of the Servicers, which in turn manage the Cerberus Funds

Note: Cerberus Capital Management II, LP has one partner that will have an attributable ten percent or greater ownership or a controlling interest in HCT at the time the proposed transaction is consummated – Craig Court GP, LLC (described below). No other partner of this entity will have an attributable ten percent or greater ownership or a controlling interest in HCT at the time the proposed transaction is consummated.

Craig Court GP, LLC
875 Third Avenue
New York, NY 10022
Citizenship: Delaware
Principal Business: Investment Company
Direct Ownership Interest: General partnership interest representing 75% or greater equity interest and control of Cerberus Capital Management II, LP.
Note: The sole member of Craig Court GP, LLC is Craig Court, Inc. (described below). Accordingly, no other member of this entity will have an attributable ten percent or greater ownership or a controlling interest in HCT at the time the proposed transaction is consummated.

Craig Court, Inc.
875 Third Avenue

New York, NY 10022

Citizenship: Delaware

Principal Business: Investment Company

Direct Ownership Interest: Sole member and control of Craig Court GP, LLC.

Note: The sole shareholder of this entity is Stephen Feinberg (described above).

Accordingly, no other shareholder of this entity will have an attributable ten percent or greater ownership or a controlling interest in HCT at the time the proposed transaction is consummated.

Other than the parties disclosed above, no other individual or entity affiliated with the Cerberus Funds will have an attributable ten percent or greater ownership or a controlling interest in HCT at the time the proposed transaction is consummated.

Tennenbaum Funds Ownership

The Tennenbaum Funds are ultimately controlled, through intervening entities, by Tennenbaum Capital Partners, LLC. As described above, each of the Tennenbaum Funds is a party to an investment management agreement with Tennenbaum Capital Partners, LLC, pursuant to which Tennenbaum Capital Partners, LLC will exercise discretion and control over the Tennenbaum Funds' investments in HCT. None of the intervening entities or the Tennenbaum Funds will individually hold an attributable ten percent or greater ownership or a controlling interest in HCT at the time the proposed transaction is consummated, but the Tennenbaum Funds will collectively hold a 21.49% ownership interest in HCT at that time.

Tennenbaum Capital Partners, LLC

2951 28th Street

Suite 1000

Santa Monica, CA 90405

Citizenship: Delaware

Principal Business: Investment Advisor

Direct Ownership Interest: Investment manager of Tennenbaum Funds

Note: Tennenbaum Capital Partners, LLC is managed by the four voting members of its investment committee, none of whom will hold an attributable ten percent or greater ownership or a controlling interest in HCT at the time the proposed transaction is consummated.

Other than the parties disclosed above, no other individual or entity affiliated with the Tennenbaum Funds will have an attributable ten percent or greater ownership or a controlling interest in HCT at the time the proposed transaction is consummated.

ANSWER TO QUESTION 13

Description of the Proposed Transaction

The Applicants seek Commission consent to the transfer of control of the international and domestic Section 214 authorizations held by Globecomm and Telaurus (the "Globecomm Licensees"). As described below, the transaction will be in the public interest, as it will enable

the Globecom Licensees to be acquired by a new parent company with substantial financial wherewithal. The transaction will thus provide the Globecom Licensees with a solid financial platform to better enable them to compete within the highly competitive market for global communications.

Description of the Parties

Globecom is a global communications solutions provider, offering customers managed access services to the United States Internet backbone, video content, the public switched telephone network or their corporate headquarters or government offices. Globecom utilizes a combination of terrestrial connectivity, satellite bandwidth and teleports, along with a variety of remote very small aperture terminals, or VSATs, to provide end-to-end connectivity. Globecom also leases and resells more than one GHz of total satellite bandwidth across the globe for different frequencies, coverage areas and polarizations. Domestically, Globecom provides nationwide toll-based termination of voice calls. Globecom holds Section 214 authority to provide international and domestic telecommunications services.

Globecom's wholly owned subsidiary, Telaurus, a Delaware limited liability company, provides a secure and robust global maritime communications network. This network provides shipboard users with an easy to use, reliable and cost effective means by which they can communicate. Telaurus resells pre-paid and post-paid phone cards and voice services for Inmarsat and Iridium satellite phones. Telaurus holds Section 214 authority to provide international and domestic telecommunications services.

Globecom's sister company, Globecom License Sub, a Delaware limited liability company, holds licenses for non-common carrier fixed earth stations, VSAT networks and private wireless facilities, which support the operations of Globecom and Telaurus.⁸

As described above, the Transferee, HCT, is a Delaware limited liability company. Upon consummation of the transaction contemplated herein, HCT will be owned by a group of investors including: (1) Lincoln Investment Solutions, Inc., which is a full service financial services firm; (2) American United Life Insurance Company, which is a leading insurance company; and (3) various investment funds managed by Cerberus Capital Management II, LP and Tennenbaum Capital Partners, LLC, both of which are leading investment management firms. Both Lincoln Investment Solutions, Inc. and American United Life Insurance Company are parties to investment management agreements with HPS Investment Partners, LLC a leading investment management firm, pursuant to which HPS Investment Partners, LLC will exercise discretion and control over their investments in HCT.

Description of the Agreement

On August 7, 2017, Cosmos Holdings, HCT, and a subsidiary controlled by HCT, HCT Merger Sub Corporation ("Merger Sub"), entered into a definitive Agreement and Plan of

⁸ The Applicants are contemporaneously filing applications to transfer control of these licenses to HCT.

Merger (the “Merger Agreement”). Pursuant to the Merger Agreement, and subject to the conditions thereof, HCT Merger Sub will merge with and into Cosmos Holdings, leaving Cosmos Holdings as the surviving entity. Upon consummation of the proposed transaction, Cosmos Holdings (and, accordingly, all of its subsidiaries, including the Globecomm Licensees) will be 100% owned and controlled by HCT.

The transaction thus will result in the transfer of control of all of the FCC licenses and authorizations held by the Globecomm Licensees from Wasserstein Cosmos to HCT. Specifically, at closing, Globecomm (which wholly owns Telaurus) and Globecomm License Sub will each be direct 100% subsidiaries of Cosmos Holdings. Cosmos Holdings in turn will be owned by HCT and its members, all of whom are described above. Because the proposed transfer of control will be completed at the holding company level, the Applicants expect that the transaction will be entirely transparent to the Globecomm Licensees’ customers and will have no effect on the services those customers currently receive. As it affects only the ownership of the Globecomm Licensees’ parent company, the proposed transaction will not result in any adverse change in the assets that the Globecomm Licensees use to provide service or the Globecomm Licensees’ day-to-day operations, nor will the transaction itself have any adverse effect on the Globecomm Licensees’ rates, terms or conditions of service.

Public Interest Statement

The proposed transfer of control of the Globecomm Licensees to HCT serves the public interest and will cause no offsetting public interest harms. Therefore, the Commission should expeditiously approve the proposed transfer of control.

The proposed transfer of control will promote competition by enabling the Globecomm Licensees to be acquired by a reorganized parent company with substantial financial resources. The members of HCT are entities that either manage capital on behalf of institutional and individual investors or are leading financial services firms or insurance companies. The transaction will provide the Globecomm Licensees with a solid financial platform to better enable them to expand their customer base and develop new products and services to meet the evolving needs of their customers. As such, the transaction will better enable the Globecomm Licensees to compete in the highly competitive market for global communications.

At the same time, the proposed transfer of control does not raise any competitive concerns. Neither HCT nor any of its members are in the business of providing communications services. Accordingly, the transaction does not eliminate a competitor or in any way reduce competition in the market for global communications. In contrast, the transaction will likely increase competition by strengthening the Globecomm Licensees’ financial wherewithal, enabling them to become even more effective competitors.

ANSWER TO QUESTION 20

This application for transfer of control of international Section 214 authorization qualifies for streamlined processing pursuant to Section 63.12(c).⁹ None of the Transferees is a foreign

⁹ 47 C.F.R. § 63.12(c).

carrier nor affiliated with any foreign carriers. The parties will not consummate the proposed transaction until after all necessary Commission approvals are obtained.

INFORMATION REQUIRED BY SECTION 63.04 OF THE COMMISSION'S RULES IN RELATION TO DOMESTIC 214 AUTHORIZATIONS

In support of the Applicants' request for consent to transfer control of Globecom and Telaurus's domestic blanket Section 214 authority to HCT, the following information is submitted pursuant to Section 63.04 of the Commission's rules.¹⁰ Specifically, Section 63.04(b) provides that applicants submitting a joint domestic/international Section 214 transfer of control application should submit as an attachment to the international Section 214 application responses to the information requested in paragraphs (a)(6) through (a)(12) of Section 63.04.

RESPONSES TO SECTION 63.04(a)(6)-(12)

Section 63.04(a)(6):

See Answer to Question 13.

Section 63.04(a)(7):

Globecom is a global communications solutions provider, providing customers managed access services to the United States Internet backbone, video content, the public switched telephone network or their corporate headquarters or government offices. Domestically, Globecom provides nationwide toll-based termination of voice calls.

Telaurus, Globecom's wholly owned subsidiary, provides a secure and robust global maritime communications network. This provides shipboard users with an easy-to-use, reliable and cost effective means by which they can communicate. Telaurus resells pre-paid phone cards for Inmarsat and Iridium satellite phones. Although these services are intended for use on board vessels at sea, they can be used domestically if the card holder had access to an Inmarsat or Iridium satellite phone. Telaurus also resells post-paid voice services using Iridium and Inmarsat phones.

Neither HCT nor any of its members provide domestic telecommunications services. Several affiliates of Cerberus Capital Management II, LP¹¹ collectively hold a 24.32% interest in pdvWireless, Inc., which holds licenses for spectrum in the Part 90 900 MHz band on a nationwide basis and has deployed push-to-talk networks in Atlanta, Baltimore/Washington, Chicago, Dallas, Houston, New York and Philadelphia. None of the other members of HCT have affiliates that provide domestic telecommunications services.

¹⁰ 47 C.F.R. § 63.04.

¹¹ Those affiliates are: Cerberus Institutional Partners VI, L.P., Cerberus Institutional Partners V, L.P., Cerberus International II Master Fund, L.P., and Cerberus Partners II, L.P.

Section 63.04(a)(8):

This application for transfer of control of domestic Section 214 authority presumptively qualifies for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction: (1) Applicants and their affiliates (as defined in 47 U.S.C. § 153(1) – “Affiliates”) combined will hold less than a ten percent share of the interstate, interexchange market; (2) to the extent that Applicants or their Affiliates provide U.S. local exchange services or exchange access services, those services are provided only in geographic areas served by a dominant local exchange carrier that is not a party to this transaction; and (3) none of the Applicants or their Affiliates is dominant with respect to any U.S. domestic service. 47 C.F.R. § 63.03(b)(2)(i).

Section 63.04(a)(9):

See footnotes 3 and 8 above.

Section 63.04(a)(10):

The Applicants are not requesting special consideration because no party to the transaction is facing imminent business failure.

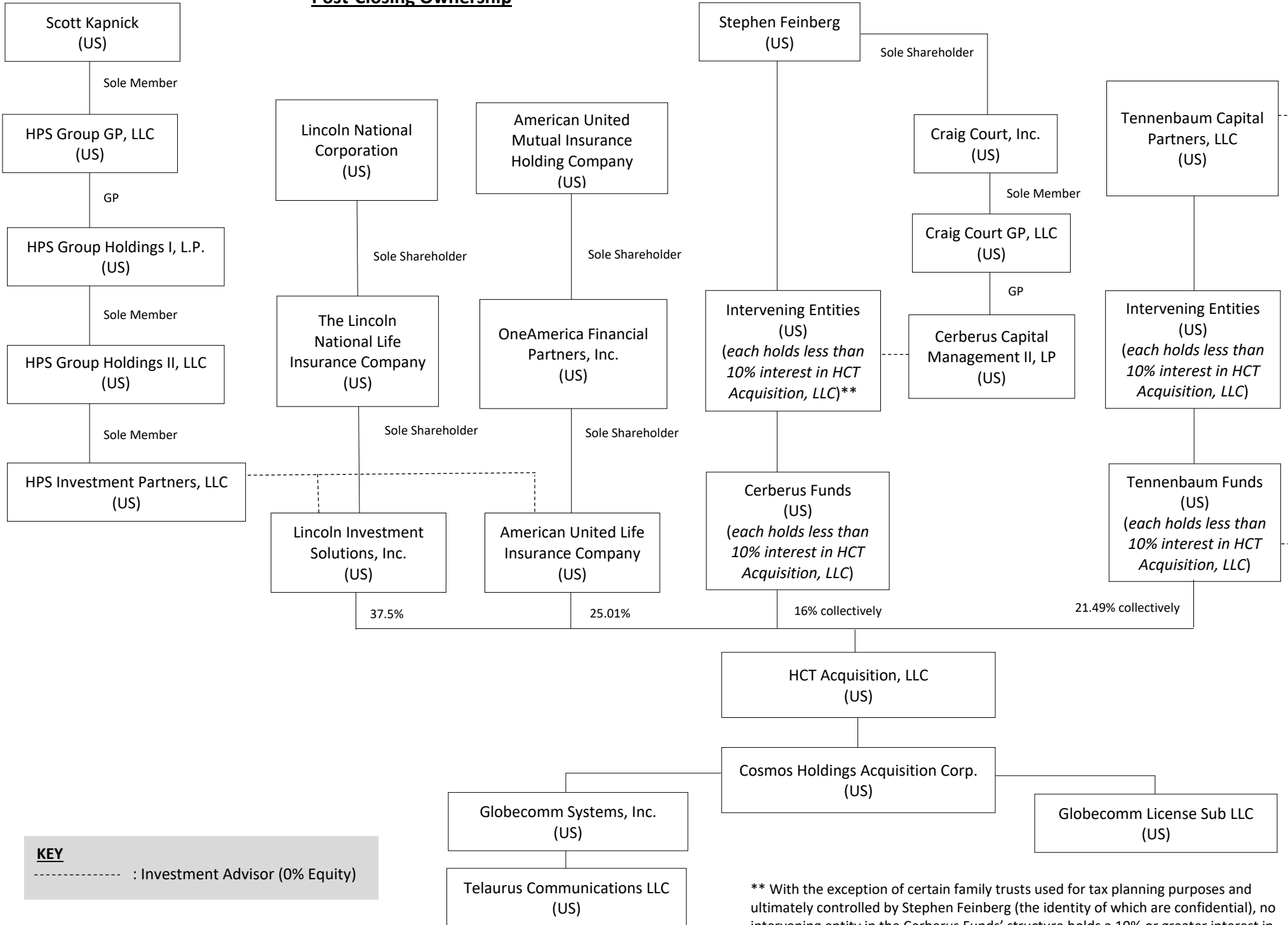
Section 63.04 (a)(11):

The Applicants are not separately filing any waiver requests in conjunction with the transaction.

Section 63.04 (a)(12):

See Answer to Question 13.

Post-Closing Ownership



KEY
 ----- : Investment Advisor (0% Equity)

** With the exception of certain family trusts used for tax planning purposes and ultimately controlled by Stephen Feinberg (the identity of which are confidential), no intervening entity in the Cerberus Funds' structure holds a 10% or greater interest in HCT Acquisition, LLC.