

ATTACHMENT 1
Description of Transaction and Public Interest Statement

Pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 63.24 of the Commission's rules,¹ Metro Optical Holdings, LLC ("Metro Holdings" or "Transferor") and MBS Holdings, Inc. ("MBS Holdings" or "Transferee") seek Commission consent to transfer control of Metro Optical Solutions, Inc. ("Licensee" or "Metro Optical") and its international Section 214 authorization from Metro Holdings to MBS Holdings. The proposed transaction also contemplates *pro forma* changes to Licensee's ownership structure prior to completion of the substantial transfer of control. As further explained below, grant of this application ("Application") serves the public interest.

Answer to Question 10

63.18(c) - Correspondence concerning this Application should be sent to the following:

If to Metro Optical Holdings, LLC:

FRN: 0028241354

Metro Optical Holdings, LLC
FDR Station
P.O. Box 7246
New York, New York 10150
Attn. Jason Hornig, President
Tel: (212) 655-4444
Email: jasonh@metrooptical.com

If to Metro Optical Solutions, Inc.:

Metro Optical Solutions, Inc.
FDR Station
P.O. Box 7246
New York, New York 10150
Attn. Jason Hornig, President
Tel: (212) 655-4444
Email: jasonh@metrooptical.com

FRN: 0022981351

If to MBS Holdings, Inc.:

MBS Holdings, Inc.
222 Chastain Meadows Court, Suite 100
Kennesaw, GA 30144
Attn. Robert F. Hagan, Chief Financial Officer

FRN: 0023247638

¹ 47 U.S.C. § 214; 47 C.F.R. § 63.24.

Tel: (470) 632-3979
Email: bob.hagan@momentumtelecom.com

With a copy to:

Wilkinson Barker Knauer, LLP
1800 M Street, N.W., Suite 800N
Washington, DC 20036
Attn. Paige K. Fronabarger
Tel: (202) 783-4141
Fax: (202) 783-5851
Email: pfronabarger@wbklaw.com

63.18(d) – International 214 Authority

Metro Optical holds one international Section 214 authorization: ITC-214-20130916-00248.

Transferee has not previously received an international Section 214 authorization, but the following indirect subsidiaries of Transferee each hold one international Section 214 authorization: (i) Alteva of Warwick, LLC (“Alteva of Warwick”) holds international Section 214 authority, File No. ITC-214-19931022-00192 and (ii) Momentum Telecom, Inc. holds international Section 214 authority, File No. ITC-214-20000814-00480.²

In addition, the following entities, which are operated outside of Transferee’s ownership chain but share common upstream ownership and control parties with Transferee, also hold international Section 214 authority: (i) BFI Licenses, LLC holds international Section 214 authority, File No. ITC-214-19940411-00382 and (ii) Smart City Telecommunications LLC holds international Section 214 authority, File No. ITC-214-19940830-00265.

Answer to Question 11 – Section 63.18(h)

Ownership of the Applicants:

The following persons or entities currently hold and upon completion of the transaction, will hold, directly or indirectly, a 10% or greater interest in Licensee.³

² See also File No. ITC-ASG-20180413-00075. Alteva of Warwick is a wholly-owned direct subsidiary of Alteva, Inc., which, in turn, is a wholly-owned direct subsidiary of MBS Intermediate Holdings, LLC and a wholly-owned indirect subsidiary Transferee. Alteva, Inc., MBS Intermediate Holdings, LLC and Transferee are holding companies and do not hold any telecommunications authorizations.

³ While the Commission’s rules for international applications require this information only for the Transferee, see 47 C.F.R. §63.24(e)(2), Applicants are providing ownership information for all parties.

The following persons or entities currently hold a 10% or greater interest in Metro Optical (the Licensee):

Name: Andrew Hornig
Address: FDR Station
P.O. Box 7246
New York, New York 10150
Citizenship: U.S.
Percentage Owned: 100% equity and voting in Metro Optical
Principal Business: Investor/Founder

The following persons or entities currently hold a 10% or greater interest in Metro Holdings (Transferee):

Name: Andrew Hornig
Address: FDR Station
P.O. Box 7246
New York, New York 10150
Citizenship: U.S.
Percentage Owned: 100% equity and voting in Metro Holdings⁴
Principal Business: Investor/Founder

The following persons or entities will each directly or indirectly hold a 10% or greater interest in Licensee upon completion of the proposed transaction:

- (1) At closing, the following entity will own or control ten percent (10%) or more of Metro Optical (the Licensee):

Name: MBS Intermediate Holdings, LLC
Address: 880 Montclair Road, Suite 400
Birmingham, Alabama 35242
Citizenship: U.S.
Percentage Owned: 100% equity and voting in Metro Optical
Principal Business: Holding Company

- (2) At closing, the following entity will own or control ten percent (10%) or more of MBS Intermediate Holdings, LLC:

⁴ Prior to completion of the substantial transfer of control, Licensee will complete a *pro forma* transfer of control whereby Andrew Hornig will contribute 100% of the outstanding shares of capital stock of Metro Optical to Metro Holdings, resulting in Metro Holdings becoming the sole stockholder of Metro Optical.

Name: MBS Holdings, Inc. (Transferee)
Address: 880 Montclair Road, Suite 400
Birmingham, Alabama 35242
Citizenship: U.S.
Percentage Owned: 100% equity and voting
Principal Business: Holding Company

- (3) At closing, the following entity will own or control ten percent (10%) or more of MBS Holdings, Inc.:

Name: Castle Intermediate Holdings, Inc.
Address: c/o Court Square Capital Partners
Park Avenue Plaza, 34th Floor
55 East 52nd Street
New York, New York 10055
Citizenship: U.S.
Percentage Owned: 100% equity and voting
Principal Business: Holding Company

- (4) At closing, the following entities will own or control ten percent (10%) or more of Castle Intermediate Holdings, Inc.:

Name: Castle Holding Company, LLC
Address: c/o Court Square Capital Partners
Park Avenue Plaza, 34th Floor
55 East 52nd Street
New York, New York 10055
Citizenship: U.S.
Percentage Owned: 100% equity and voting
Principal Business: Finance/ Investment Fund

- (5) At closing, the following entities will own or control ten percent (10%) or more of Castle Holding Company, LLC (Castle Parent):

Name: CSC Castle Holdings, L.P.
Address: c/o Court Square Capital Partners
Park Avenue Plaza, 34th Floor
55 East 52nd Street
New York, New York 10055
Citizenship: U.S.
Percentage Owned: 87.5% equity/voting
Principal Business: Finance/ Investment Fund

Name: Court Square Capital GP III, LLC
Address: c/o Court Square Capital Partners
Park Avenue Plaza, 34th Floor
55 East 52nd Street
New York, New York 10055
Citizenship: U.S.
Percentage Owned: 87.5% voting (as sole general partner of CSC Castle Holdings, L.P.)
Principal Business: Finance/ Investment Manager

(6) At closing, the following entities will own or control ten percent (10%) or more of CSC Castle Holdings, L.P.:

Name: Court Square Capital Partners III, L.P.
Address: c/o Court Square Capital Partners
Park Avenue Plaza, 34th Floor
55 East 52nd Street
New York, New York 10055
Citizenship: U.S.
Percentage Owned: 96.82% equity and 0% voting
Principal Business: Finance/ Investment Fund

Name: Court Square Capital GP III, LLC
Address: c/o Court Square Capital Partners
Park Avenue Plaza, 34th Floor
55 East 52nd Street
New York, New York 10055
Citizenship: U.S.
Percentage Owned: 0% equity/ 100% voting (as sole general partner of Court Square Capital Partners III, L.P. and Court Square Capital Partners (Executive) III, L.P.)
Principal Business: Finance/ Investment Manager

Other than the foregoing, following the completion of the transaction, no other person or entity (including any limited partner in Court Square Capital Partners III, L.P.) will directly or indirectly own or control ten percent (10%) or more (in the aggregate) of the equity or voting interest of Licensee. Organizational charts depicting the current and proposed ownership structure of Licensee are attached as Exhibit A hereto.

Answer to Question 13

Metro Optical is a carrier-neutral company that specializes in providing customized managed network, high capacity data transport and internet solutions to enterprise and carrier customers globally. By this Application, Metro Optical, Metro Holdings and MBS Holdings (collectively,

the “Applicants”), respectfully request the Commission’s approval for the transfer of control of Metro Optical from Metro Holdings to MBS Holdings. The Applicants also contemplate certain *pro forma* changes to Metro Optical’s ownership structure, though not its operations, in order to facilitate the transaction.

As described in more detail below, the transaction will transfer ultimate control of Metro Optical to MBS Holdings, a portfolio company owned by investment funds managed by the investment principals at Court Square Capital Partners (“Court Square”), a leading New York middle market private equity firm with one of the most experienced investment teams in the telecommunications industry.

The proposed transaction will result only in a change in the ultimate equity ownership of Metro Optical – no assignment of licenses, assets or customers will occur as a consequence of the proposed transaction. Metro Optical will continue to provide service to its existing customers under the same rates, terms and conditions. Accordingly, this transaction will be, for all practical purposes, transparent to the customers of Metro Optical. The transaction also will not adversely affect competition for the provision of telecommunications in the jurisdictions currently served by Metro Optical because all of the customers served by Metro Optical have, and following consummation of the transaction will continue to have, access to competitive alternatives.

Pursuant to a Membership Interest Purchase Agreement (“Purchase Agreement”) executed on February 15, 2019 among Metro Holdings, MBS Intermediate Holdings, LLC (“MBS Intermediate Holdings”), a wholly-owned subsidiary of Transferee, and Mr. Andrew Hornig, MBS Intermediate Holdings will acquire one hundred percent of the equity and voting interests in Licensee. In order to facilitate the transaction, prior to closing, Mr. Hornig will contribute 100% of the outstanding shares of capital stock of Metro Optical to Metro Holdings, resulting in Metro Holdings becoming the sole stockholder of Metro Optical and Metro Optical becoming a wholly-owned subsidiary of Metro Holdings. Metro Optical will thereafter convert from a corporation to a limited liability company under applicable Wyoming law. At closing of the proposed transaction, (1) Mr. Hornig will cause Metro Holdings to contribute a portion of the issued and outstanding membership interests of Metro Optical to Transferee’s ultimate parent company, Castle Holding Company, LLC (“Castle Parent”), in exchange for units of ownership interests in Castle Parent that will be held by Mr. Hornig; and (2) MBS Intermediate Holdings will acquire the remaining issued and outstanding membership interests of Metro Optical from Metro Holdings. As a result, Licensee will become a wholly-owned direct subsidiary of MBS Intermediate Holdings and a wholly-owned indirect subsidiary of Transferee. The current and proposed ownership structure of Licensee is depicted in Exhibit A hereto.

No changes in management or operational personnel are planned as a result of the proposed transaction. The Licensee’s existing management team (including Mr. Hornig) will continue to actively manage the day-to-day operations of Licensee following completion of the proposed transaction. The Licensee will also gain access to the operational and managerial resources of MBS Holdings and Court Square. Accordingly, the resources of MBS Holdings

and Court Square will augment Licensee's existing management team and help strengthen the Licensee's competitive position of in the telecommunications marketplace.

Moreover, the proposed transaction will result only in a change in the ultimate equity ownership of the Licensee. No changes to Licensee's operations or the rates, terms and conditions of service Licensee offers its customers are expected to occur as a consequence of the transaction. As a result, the transfer of control will be seamless and virtually invisible to customers. Consummation of the transaction proposed herein will serve the public interest.

Upon completion of the substantial transfer of control, Castle Parent, a Delaware limited liability company will hold 100% of the total equity and voting interests in Castle Intermediate Holdings, Inc., a Delaware limited liability company ("Castle Intermediate Holdings"). Castle Intermediate Holdings will hold 100% of the total equity and voting interests in Transferee. Transferee will in turn directly hold 100% of the total equity and voting interests in MBS Intermediate Holdings and indirectly hold 100% of the total equity and voting interests in Licensee.

Castle Parent is a holding company which holds the aggregate investments of investment funds managed by Court Square (the "Funds"), MBS Holdings' management team and certain other investors in Castle Intermediate Holdings. The Funds jointly invest their money through aggregator fund CSC Castle Holdings, L.P., a Delaware limited partnership ("Castle Aggregator"). At closing, Castle Aggregator will directly hold approximately 87.5% of the equity and voting interests in Castle Parent and indirectly hold approximately 87.5% of the equity and voting interests in Castle Intermediate Holdings, MBS Holdings, MBS Intermediate Holdings, and, thereby, the Licensee. The largest Fund, Court Square Capital Partners III, L.P. ("CSC Fund III"), holds 96.82% of the membership interests in Castle Aggregator and upon completion of the transaction will indirectly own approximately 84.72% of Licensee.

Each Fund is owned by numerous "insulated" limited partners who include pension funds, high net worth individuals, and other institutional investors. The Funds do not have any uninsulated limited partners within the meaning of § 1.992(b)(2)(ii)(A) of the Commission's rules, 47 C.F.R. § 1.992(b)(2)(ii)(A).

No limited partner in any Fund (including CSC Fund III) will hold a 10% or greater direct or indirect interest in Castle Aggregator, Castle Parent, Castle Intermediate Holdings, MBS Holdings (Transferee), MBS Intermediate Holdings or the Licensee. Except for CSC Fund III, Castle Aggregator and Castle Parent, no other investor (through its ownership in any of the Funds, Castle Aggregator, Castle Parent or in combination with any other interest) will individually or in the aggregate hold a 10% or greater direct or indirect equity or voting interest in MBS Holdings, MBS Intermediate Holdings or the Licensee.

Castle Aggregator and the Funds (including CSC Fund III) are managed and controlled by a sole general partner, Court Square Capital GP III, LLC, a Delaware limited liability company (the "GP"). The GP is owned by the investment professionals at Court Square, each of whom is a

United States citizen. No member of the GP (through its ownership in the GP or in combination with any other interest) will hold a 10% or greater interest in Licensee.⁵

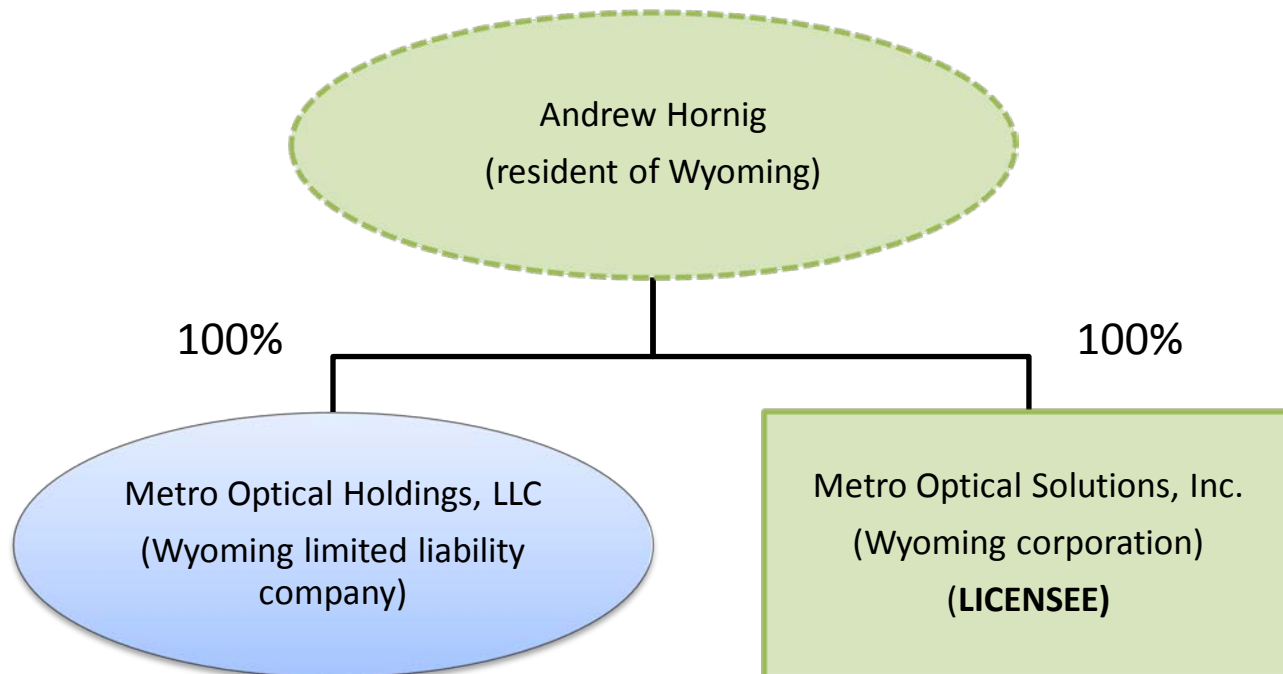
Transferee is well-qualified to obtain ultimate control of Licensee. Operating under the trade name “Momentum Telecom”, Transferee and its subsidiaries are leading providers of cloud, voice, broadband management and unified communications solutions. Transferee’s existing management team and Court Square have significant experience operating telecommunications service providers and investing in the telecommunications industry.

Answer to Question 20 – Streamlined Processing

The Application qualifies for streamlined processing pursuant to Section 63.12 because none of the Applicants is a foreign carrier, or is affiliated with any foreign carrier. Accordingly, Licensee qualifies for a presumption of non-dominance under Section 63.10 of the Commission’s rules on all U.S.-international routes.

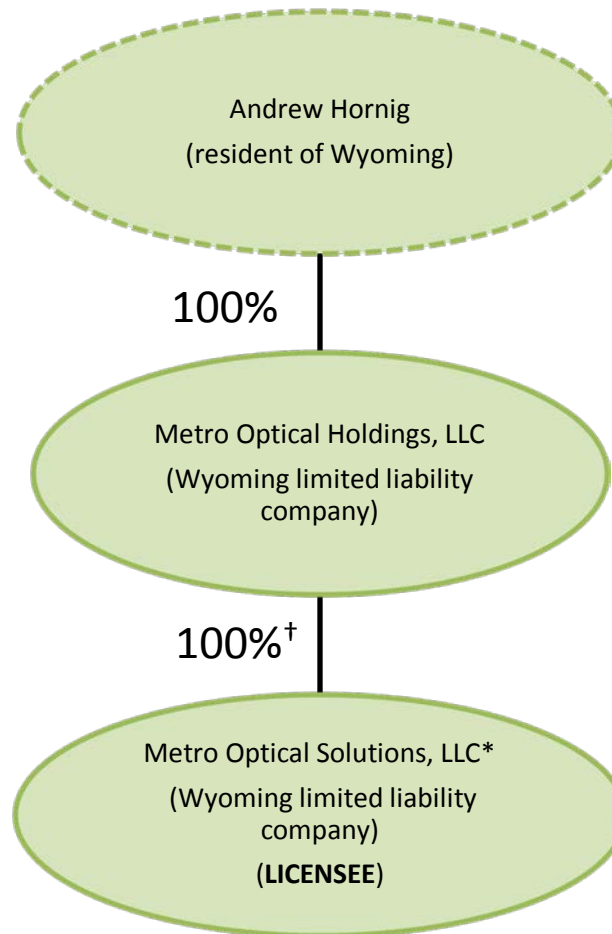
⁵ The GP is managed and controlled by a Board of Managers (“Board”) comprised of the following members of the GP, all of whom are U.S. citizens: William Comfort, David Thomas, Michael Delaney, Joseph Silvestri, Ian Highet and John Weber, each of whom was appointed in the limited liability company agreement of the GP and each of whom will continue to serve on the Board so long as they remain investment professionals at Court Square. Decisions of the Board, including designation of replacement members, are made by the approval of a majority of the Board members.

Current Structure
Metro Optical Solutions, Inc.



STEP 1

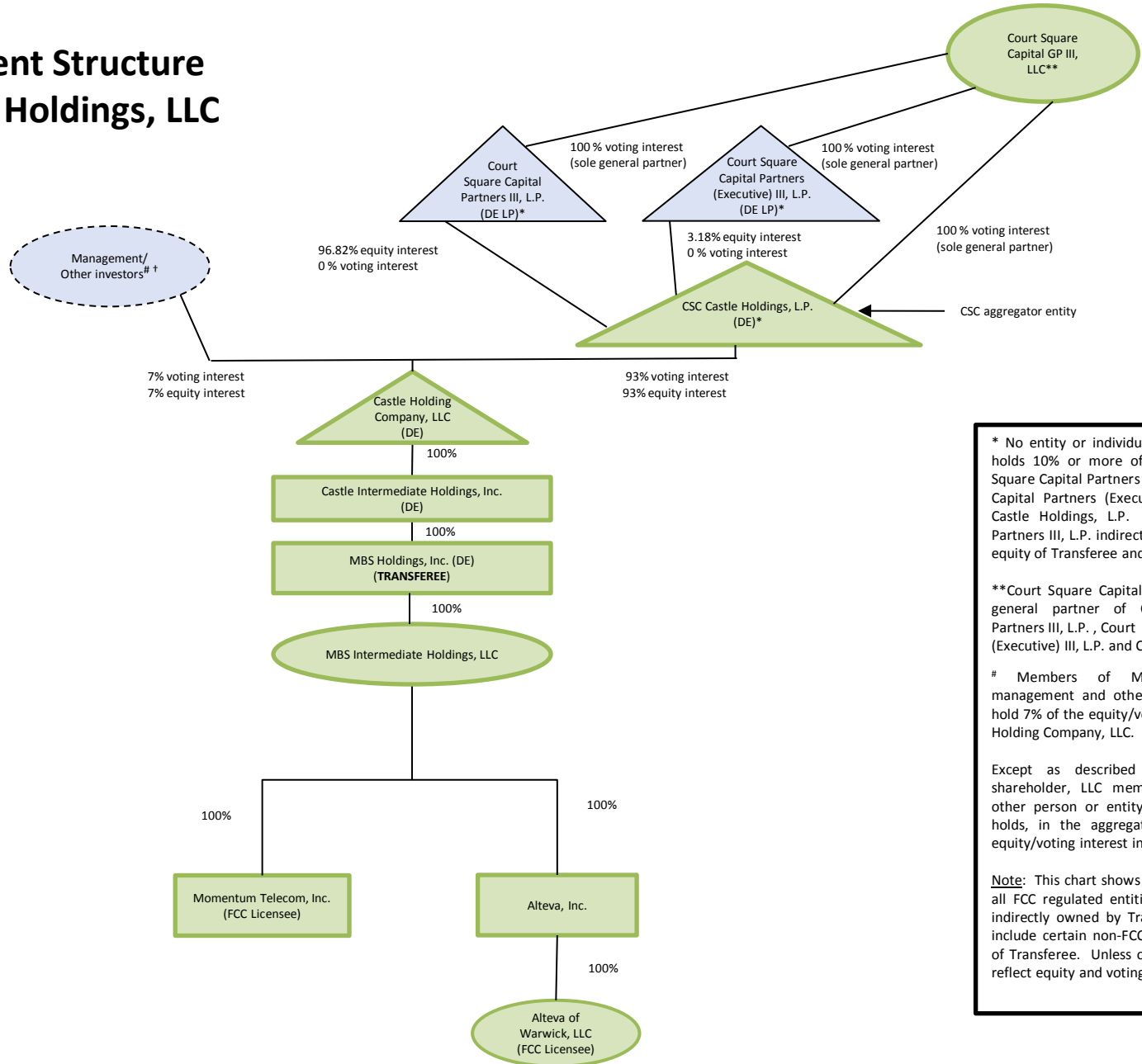
Pre-Closing Restructuring and Conversion of Metro Optical Solutions, LLC



† Prior to the closing of the Transaction, Mr. Hornig will contribute 100% of the outstanding shares of capital stock of Metro Optical to Metro Holdings, resulting in Metro Holdings becoming the sole stockholder of Metro Optical and Metro Optical becoming a wholly-owned direct subsidiary of Metro Holdings.

* Following the contribution by Mr. Hornig, Metro Optical will file a Form 8869 with the Internal Revenue Service to make a qualified subsidiary election ("QSub Election"). Following the QSub Election, Metro Optical will convert from a corporation to a limited liability company under applicable Wyoming law.

Current Structure MBS Holdings, LLC



* No entity or individual directly or indirectly holds 10% or more of the equity of Court Square Capital Partners III, L.P. or Court Square Capital Partners (Executive) III, L.P. or CSC Castle Holdings, L.P. Court Square Capital Partners III, L.P. indirectly holds 90.04% of the equity of Transferee and the FCC licensees .

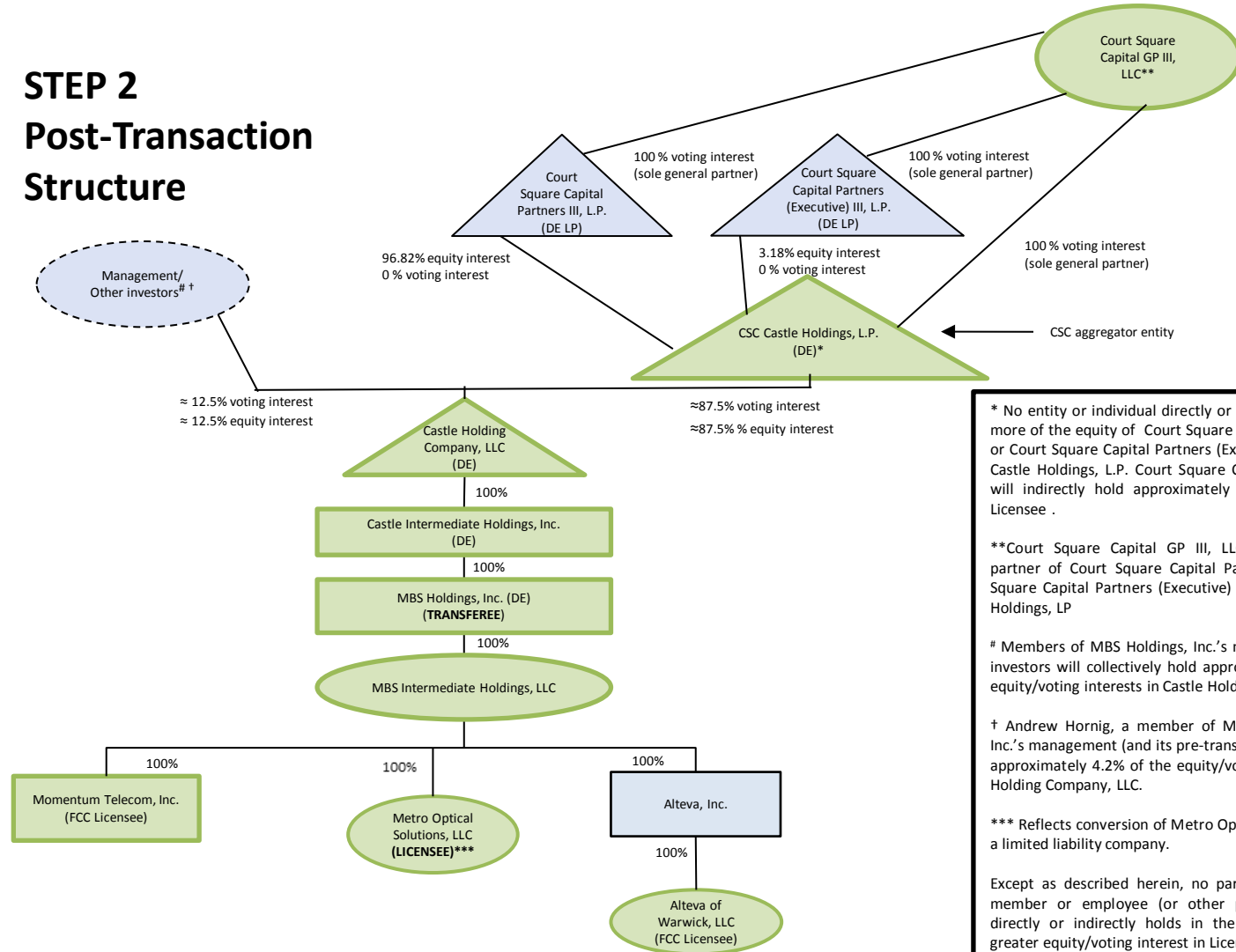
**Court Square Capital GP III, LLC is the sole general partner of Court Square Capital Partners III, L.P. , Court Square Capital Partners (Executive) III, L.P. and CSC Castle Holdings, LP

Members of MBS Holdings, Inc.'s management and other investors collectively hold 7% of the equity/voting interests in Castle Holding Company, LLC.

Except as described herein, no partner, shareholder, LLC member or employee (or other person or entity) directly or indirectly holds, in the aggregate, a 10% or greater equity/voting interest in any FCC licensee.

Note: This chart shows the ownership chain of all FCC regulated entities that are directly or indirectly owned by Transferee, but does not include certain non-FCC regulated subsidiaries of Transferee. Unless otherwise noted, all %'s reflect equity and voting interests.

STEP 2 Post-Transaction Structure



* No entity or individual directly or indirectly holds 10% or more of the equity of Court Square Capital Partners III, L.P. or Court Square Capital Partners (Executive) III, L.P. or CSC Castle Holdings, L.P. Court Square Capital Partners III, L.P. will indirectly hold approximately 84.72% equity of the Licensee .

**Court Square Capital GP III, LLC is the sole general partner of Court Square Capital Partners III, L.P. , Court Square Capital Partners (Executive) III, L.P. and CSC Castle Holdings, LP

Members of MBS Holdings, Inc.'s management and other investors will collectively hold approximately 12.5% of the equity/voting interests in Castle Holding Company, LLC

† Andrew Hornig, a member of Metro Optical Solutions, Inc.'s management (and its pre-transaction owner) will hold approximately 4.2% of the equity/voting interests in Castle Holding Company, LLC.

*** Reflects conversion of Metro Optical Solutions, Inc. into a limited liability company.

Except as described herein, no partner, shareholder, LLC member or employee (or other person or entity) will directly or indirectly holds in the aggregate, a 10% or greater equity/voting interest in Licensee post-closing.

Note: This chart shows the ownership chain of all FCC regulated entities that will be directly or indirectly owned by Transferee post-closing, but does not include certain non-FCC regulated subsidiaries of Transferee. Unless otherwise noted, all %'s reflect equity and voting interests.