

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Joint Application of)	
)	
E. Ritter & Company)	
<i>Transferor</i>)	
)	
and)	WC Docket No. 19-_____
)	
Ritter Communications Ultimate Holdings LLC)	IB File No. ITC-T/C_____
<i>Transferee</i>)	
)	
For Grant of Authority Pursuant to Section 214)	
of the Communications Act of 1934, as Amended, and)	
Section 63.04 and 63.24 of the Commission’s Rules)	
to Complete a Transfer of Control)	
)	
)	

JOINT DOMESTIC AND INTERNATIONAL APPLICATION

E. Ritter & Company (“Transferor”) and Ritter Communications Ultimate Holdings LLC (“Ritter Ultimate” or “Transferee”) (and jointly, “Applicants”) hereby respectfully request authorization, pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the “Act”), and Sections 63.03 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.03, 63.24(e), to transfer control of E. Ritter & Company’s direct subsidiary E. Ritter Communications Holdings Inc. (“Ritter Holdings”), and the wholly-owned subsidiaries of Ritter Holdings: E. Ritter Telephone Company (“Ritter Telephone”), E. Ritter Communications, Inc. (“Ritter Communications”), Millington Telephone Company, Inc. (“Millington”), MTel Long Distance, Inc. (“MTel”), and Tri-County Telephone Company, Inc. (“Tri-County”) (collectively, Ritter Holdings, Ritter

Telephone, Ritter Communications, Millington, MTel, and Tri-County are referred to as the “Ritter Companies” or “Licensees”) to Ritter Ultimate.¹

Each of Ritter Telephone, Ritter Communications, Millington, MTel, and Tri-County holds blanket domestic Section 214 authorization. Ritter Holdings holds an international Section 214 authorization to provide global or limited global facilities-based service granted by the Commission under File No. ITC-214-19950818-00065. MTel holds an international Section 214 authorization to provide global or limited global resale service granted by the Commission under File No. ITC-214-20000616-00366. Applicants are filing contemporaneously with the Wireless Telecommunications Bureau a Form 603 application seeking consent for the transfer of control of the wireless radio licenses held by Ritter Telephone (Call Sign WXH933), Tri-County (Call Sign KDM990, WQTC435, WQTC436), and Millington (Call Sign KIW854). Ritter Ultimate is a newly formed U.S. holding company.

As discussed in more detail below, the Applicants have entered into an agreement whereby Ritter Ultimate will acquire full ownership interest in the Ritter Companies. The transaction will not result in any loss or impairment of service for any of the Ritter Companies’ customers, and will have no adverse effects upon competition in Arkansas, Tennessee, Texas or the rest of the United States. Indeed, the proposed transaction will create operational efficiencies, will provide the Ritter Companies with access to Ritter Ultimate’s financial resources, and will not result in

¹ As part of the transaction, each of Ritter Holdings, Ritter Telephone, Ritter Communications, Millington, MTel, and Tri-County will convert from a corporation to a limited liability company prior to closing. As a result, references herein to Ritter Holdings, Ritter Telephone, Ritter Communications, Millington, MTel, and Tri-County should be construed as references to these entities as limited liability companies upon completion of the transaction. Licensees will submit the appropriate *pro forma* notification in connection with the conversions following their completion.

any harms to customers. Accordingly, although the transaction will result in a change in the ultimate ownership of the Ritter Companies, the Commission should find that the transaction will serve the public interest.

Pursuant to Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04(b), the Applicants are filing a combined domestic and international application for the proposed transfer of control of the Ritter Companies. The Applicants provide below the information required by Sections 63.24(e)(2) and 63.04(a)(6) through (a)(12) of the Commission's Rules, 47 C.F.R. §§ 63.24(e)(2), 63.04(a)(6-12).

The Applicants respectfully request streamlined treatment for this Application, pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03, 63.12. This Application is eligible for streamlined processing pursuant to Section 63.03 because (i) Ritter Ultimate, the Transferee, and its affiliates, do not provide domestic telecommunications services and will not provide domestic telecommunications services in Arkansas, Tennessee, or Texas; (ii) the Applicants serve fewer than two percent of nationwide U.S. subscriber lines; and (iii) combined, Transferee will hold less than a ten percent share of the interstate interexchange market. Thus, the transaction presents no risk of competitive harm in Arkansas, Tennessee, Texas, or elsewhere. The Application also 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, and thus, none of the scenarios outlined in Section 63.12(c) of the Commission's Rules applies. Alternatively, for the reasons set forth above, Applicants request streamlined treatment on a case-by-case approach, and

for the Commission to process this Application using similar timeframes for comments and approvals as would be used for an Application granted streamlined processing.²

I. DESCRIPTION OF THE APPLICANTS

A. Ritter Holdings, Ritter Telephone, Ritter Communications, Millington, MTel, and Tri-County

Ritter Holdings is an Arkansas corporation with principal offices at 2400 Ritter Drive, Jonesboro, Arkansas 72401. Ritter Holdings is a wholly owned subsidiary of Transferor, an Arkansas corporation, which has no majority owner, but as set forth in Section IV below, certain individuals directly or indirectly own more than 10% of Transferor.

Ritter Holdings is a holding company which has operating subsidiaries that provide telecommunications services in Arkansas and Tennessee, and a subsidiary that is authorized to provide telecommunications services in Texas. Ritter Holdings has three incumbent independent local exchange company subsidiaries: Ritter Telephone, Tri-County, and Millington. Ritter Telephone and Tri-County provide circuit switched local and long distance telephone services and broadband internet access services to residential and business subscribers. Tri-County also provides cable television services in its service areas. Millington provides local exchange and Internet access services throughout its service area.

Ritter Holdings also provides cable television and IP-based telephone services outside of its incumbent local telephone services areas through Ritter Communications and MTel, its CLEC subsidiaries, and Ritter Cable Corporation (“Ritter Cable”) and Millington CATV, Inc. (“Millington CATV”), its cable television subsidiaries.

² See *Implementation of Further Streamlining Measures for Domestic 214 Authorizations*, Report and Order, 17 FCC Rcd. 5517, para. 34 (2002).

B. Ritter Ultimate

Ritter Ultimate is a limited liability company organized under the laws of Delaware. Its principal place of business is located at 1900 K Street NW, Suite 1130, Washington, DC 20006. Ritter Ultimate is managed by Grain Management, LLC (“Grain Management”), which invests in and manages communications infrastructure projects in North America.³ Grain Management’s private equity funds focus on investing in communications infrastructure including fiber, towers, spectrum, small cells, and satellites. Collectively, Grain Management’s investment team has over 100 years of experience as industry operators and private equity professionals. Its Founder and CEO, David Grain, has over 25 years of experience in industry and 15 years in private equity. Among other positions that he held prior to founding Grain Management, Mr. Grain served from 2002 to 2006 as President of Global Signal, Inc., the largest communication tower owner/operator at the time. He has also served as Senior Vice President of AT&T Broadband’s New England Region.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to the terms of a Purchase Agreement (“Agreement”) dated August 11, 2019, Ritter Ultimate will acquire control of the Ritter Companies. Applicants expect to close the transaction in the fourth quarter of 2019. After consummation of the transaction, the Ritter Companies will continue to exist and operate under the same names, and will continue to provide service pursuant to then-existing rates, terms, and conditions for the near term. Any future changes to the rates, terms, and conditions of service will be undertaken pursuant to customers’ contracts, tariffs, and applicable law. No carrier change charges will result from the transaction, and no customer service or billing contact information will change as a result of the transaction.

³ See Grain Management, Overview, www.graingp.com/team.

The transaction will be transparent to the customers of the Ritter Companies. All existing customers of the Ritter Companies will continue to be served by the Ritter Companies pursuant to their existing authorizations as well as their existing tariffs and contracts. The Applicants intend that the Ritter Companies' existing management team and personnel will remain in place, ensuring that their managerial, technical, and operational standards will be maintained. The only change resulting from the transaction will be that the Ritter Companies will be owned by Ritter Ultimate. Following closing, the Ritter Companies will enjoy access to the financial resources of Ritter Ultimate and its owners, in particular Grain Management. Ritter Ultimate is financially well-qualified to become the new owner of the Ritter Companies, and the Ritter Companies will be able to maintain and advance their state-of-the-art infrastructure and bring even more innovative service offerings to customers in Arkansas, Tennessee, and Texas.

A diagram of the pre- and post-closing corporate structure of the Applicants is attached hereto as **Exhibit A**.

III. PUBLIC INTEREST STATEMENT

Pursuant to Section 214 of the Act, the Commission will approve a proposed transfer of control of an authorization if it concludes that, after considering the record before it, doing so would serve the public interest, convenience, and necessity.⁴ The Commission will inquire whether the proposed transaction complies with relevant provisions of the Act, other applicable statutes, and the Commission's Rules, including whether the proposed transferee is qualified to hold the authorizations.

⁴ 47 U.S.C. § 214. *See, e.g., Applications of Level 3 Communications, Inc. and CenturyLink, Inc., Memorandum Opinion and Order, WC Docket No. 16-403, FCC 17-142, paras. 8-11 (rel. Oct. 30, 2017) (describing the Commission's standard of review for proposed transfers of control).*

Consistent with its rules and precedents, the Commission should find that the proposed transaction is in the public interest and approve this Application. Ritter Ultimate is well qualified to become the new owner of the Ritter Companies. Ritter Ultimate benefits from financial and managerial resources of its direct and indirect owners, including Grain Management. As a result of its proposed new ownership, the Ritter Companies will enjoy access to these resources as well.

The Applicants intend to maintain the Ritter Companies' managerial, technical, and operational standards and enhance them as a result of the transaction. Following closing, the Ritter Companies will enjoy operational efficiencies, the transaction will not result in any harms to customers, and the Ritter Companies will be able to maintain and advance their infrastructure and bring even more innovative service offerings to customers in Arkansas, Tennessee, and Texas. The Ritter Companies will maintain and gain renewed momentum to improve their quality of service and will continue to operate pursuant to existing service arrangements and authority. The transaction also poses no threat to competition in Arkansas, Tennessee, or Texas. Ritter Ultimate is a holding company and does not operate as a carrier in Arkansas, Tennessee, Texas, or elsewhere. Thus, there will be no elimination of competitors, and, as a result of this transaction, there will be no negative impact on competition in the communications market in these states or elsewhere in the country.

IV. INFORMATION REQUIRED BY COMMISSION RULE SECTION 63.24(e)

The Applicants submit the following information pursuant to Section 63.24(e) of the Commission's Rules, including the information requested in Section 63.18:

(a) Name, address and telephone number of each Applicant:

Transferor:

E. Ritter & Company
2400 Ritter Drive
Jonesboro, AR 72401

FRN: 0007446719

Tel: (870) 336-3434

Transferee:

Ritter Communications Ultimate Holdings LLC
1900 K Street NW, Suite 1130
Washington, DC 20006
Tel: (202) 779-9043

FRN: 0028731685

(b) Government, State, or Territory Under the Laws of Which Each Applicant is Organized.

Ritter Ultimate is a Delaware limited liability company. Ritter Holdings, Ritter Telephone, Ritter Communications, and Tri-County are Arkansas corporations. Millington and MTel are Tennessee corporations.

(c) Correspondence concerning the Application should be sent to:

E. Ritter & Company:

Ronald W. Del Sesto, Jr.
Danielle Burt
Stephany Fan
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Ave., NW
Washington, DC 20004-2541
Tel: (202) 739-3000
Fax: (202) 739-3001
ronald.delsesto@morganlewis.com
danielle.burt@morganlewis.com
stephany.fan@morganlewis.com

with a copy to:

Susan Christian
E. Ritter & Company
2400 Ritter Drive
Jonesboro, AR 72401
Tel: (870) 336-2323
susan.christian@rittercommunications.com

For Ritter Ultimate:

Matthew S. DelNero
Thomas G. Parisi
Covington & Burling LLP
One CityCenter
850 Tenth Street, NW
Washington, DC 20001-4956
Tel: (202) 662-6000
mdelnero@cov.com
tparisi@cov.com

with a copy to:

Letti de Little
Ritter Communications Ultimate Holdings
LLC
1900 K Street NW, Suite 1130
Washington, D.C. 20006
Tel: 202) 779-9043
ldelittle@graingp.com

(d) Section 214 Authorizations.

Each of Ritter Telephone, Ritter Communications, Millington, MTel, and Tri-County holds blanket domestic Section 214 authorization pursuant to 47 C.F.R. § 63.01. Ritter Holdings holds an international Section 214 authorization to provide global or limited global facilities-based service granted by the Commission under File No. ITC-214-19950818-00065. MTel holds an international Section 214 authorization to provide global or limited global resale service granted by the Commission under File No. ITC-214-20000616-00366. Ritter Ultimate does not hold Section 214 authority.

(e)-(g) Not Applicable.

(h) Ownership Information.

The following persons or entities hold or will hold, directly or indirectly, a 10% or greater interest in Licensees as calculated pursuant to the Commission’s ownership attribution rules for wireline and international telecommunications carriers:

Pre-Transaction Ownership

The following individuals hold a ten percent (10%) or greater direct interest in **Ritter Holdings**:

Name: E. Ritter & Company (“Transferor”)
Address: 2400 Ritter Drive
Jonesboro, AR 72401
Ownership: 100% (directly in Ritter Holdings)
Citizenship: U.S.
Principal Business: Holding Company

Name: Jane Ritter Clawson
Address: 11005 Seville Quarters
Shreveport, LA 71106-7768
Citizenship: U.S.
Principal Business: Individual

% Interest: 14.2% (directly in Transferor and indirectly in Ritter Holdings)⁵

Name: Ann Ritter Johnston
Address: 100 Bristol Road
Wellesley Hills, MA 02481-2729

Citizenship: U.S.
Principal Business: Individual
% Interest: 18.46% (directly in Transferor and indirectly in Ritter Holdings)

Post-Transaction Ownership

1. Ritter Holdings will be wholly owned by:

Name: Ritter Communications Intermediate Holdings LLC
("Ritter Intermediate")
Address: 1900 K Street NW, Suite 1130 Washington, DC 20006
Ownership: 100%
Citizenship: United States (Delaware)
Principal Business: Holding Company

2. Ritter Intermediate will be wholly owned by:

Name: Ritter Communications Ultimate Holdings LLC
("Ritter Ultimate")
Address: 1900 K Street NW, Suite 1130 Washington, DC 20006
Ownership: 100%
Citizenship: United States (Delaware)
Principal Business: Holding Company

3. Ritter Ultimate will be owned by:

Name: E. Ritter & Company
Address: 2400 Ritter Drive
Jonesboro, AR 72401
Ownership: 25% (directly in Ritter Ultimate)
Citizenship: U.S.
Principal Business: Holding Company

Name: GCOF II (RC), LLC
("GCOF II (RC)")
Address: 1900 K St. NW., Suite 1130, Washington, DC 20006

⁵ Ms. Clawson is also a co-Trustee of the Charles and Jane Clawson Trust 0901, which directly holds a 5.92% interest in Ritter Holdings.

Ownership: 74.6% (directly in Ritter Ultimate)
Citizenship: United States (Delaware)
Principal Business: Investment Fund

4. GCOF II (RC) will be owned by:

Name: Grain Communications Opportunity Fund II, L.P.
("GCO Fund II")
Address: 1900 K St. NW., Suite 1130, Washington, DC 20006
Ownership: 82.2% (directly in GCOF II (RC)); Managing Member
Citizenship: United States (Delaware)
Principal Business: Investment Fund

Grain Management, LLC ("Grain Management") manages and is affiliated with GCO Fund II. Grain Management owns a controlling interest in WANRack, LLC ("WANRack"), WANRack is a competitive provider that builds private fiber networks for K-12 school districts. This ownership existed and was disclosed in connection with the transaction in which Great Plains Communications Holdings LLC acquired ownership of Great Plains Communications LLC. Since WANRack only offers services on a competitive basis, there is no risk of ILEC overlap as a result of the present transaction.

GCO Fund II holds 88.5% of the ownership interests in Great Plains Communications Holdings LLC, which in turn holds 100% of the ownership interests in Great Plains Communications LLC, which in turn holds 100% of the ownership interests in Great Plains Communications Long Distance LLC, Great Plains Broadband LLC, and InterCarrier Networks, LLC. No other persons or entities hold a 10% or greater ownership interest in Great Plains Communications Holdings LLC, and thus the entities below. None of these entities offer service in Arkansas, Tennessee, or Texas, which are the jurisdictions where the Ritter Companies offer service, thus there is no risk of ILEC overlap as a result of the present transaction.

Each of Great Plains Communications LLC, Ritter Holdings, and Millington have opted into Alternative Connect American Model ("A-CAM") support. Accordingly, the Transaction will not result in common ownership of companies that receive high-cost universal service support under different mechanisms.

Name: GCOF II Co-Invest (RC), L.P.
("GCOF II Co-Invest (RC)")
Address: 1900 K St. NW., Suite 1130, Washington, DC 20006
Ownership: 17.8% (directly in GCOF II (RC))
Citizenship: United States (Delaware)
Principal Business: Investment Fund

5. The limited partnership interests in GCO Fund II are held by passive financial investors. The limited partnership interests are fully insulated in accordance with the Commission's Rules. Two such limited partners hold a ten percent (10%) or greater equity interest in GCO Fund II:

Name: Board of Regents of The University of Texas System
Address: 210 W. 7th Street, Suite 1700, Austin, TX 78701
Ownership: 11.1% of the economic interests based on capital commitments (directly in GCO Fund II)
Citizenship: United States (Texas)
Principal Business: University Endowment

Name: The New York State Common Retirement Fund
Address: 59 Maiden Lane, New York, NY 10038
Ownership: 16.7% of the economic interests based on capital commitments (directly in GCO Fund II)
Citizenship: United States (New York)
Principal Business: Investment Fund

No entities hold a 10% or greater interest in either Board of Regents of The University of Texas System or The New York State Common Retirement Fund, and neither of these entities is controlled by a board or general member. No other individual or entity directly or indirectly holds a ten percent (10%) or greater interest in GCO Fund II.

6. GCOF II Co-Invest (RC) will be owned by:

Name: Board of Regents of The University of Texas System
Address: 210 W. 7th Street, Suite 1700, Austin, TX 78701
Ownership: 66.7% (directly in GCOF II Co-Invest (RC))
Citizenship: United States (Texas)
Principal Business: University Endowment

Control of GCOF II Co-Invest (RC) resides in its general partner:

Name: GCOF II Co-Invest GenPar, LLC
("GCOF II Co-Invest GenPar")
Address: 1900 K St. NW., Suite 1130, Washington, DC, 20006
Ownership: Sole general partner of GCO Fund II
Less than 10% equity interest in GCOF II Co-Invest (RC)
Citizenship: United States (Delaware)
Principal Business: Investments

No other entity holds a substantial enough ownership interest in GCOF II Co-Invest (RC), such that it will have a 10% or greater interest in Licensees.

7. Control of GCO Fund II resides in its general partner, and control of GCOF II Co-Invest GenPar resides in its general partner:

Name: Grain GP IV, LLC
Address: 1900 K St. NW., Suite 1130, Washington, DC 20006
Ownership: Sole general partner of GCO Fund II
Less than 10% equity interest in GCO Fund II
Citizenship: United States (Delaware)
Principal Business: Investments

8. Grain GP IV, LLC is controlled by its sole managing member:

Name: Grain Capital II, LLC
Address: 1900 K St. NW., Suite 1130, Washington, DC 20006
Ownership: Sole managing member of Grain GP IV, LLC with 64.5%
of the membership interests in GP IV, LLC
Less than 10% equity interest in GCO Fund II
Citizenship: United States (Delaware)
Principal Business: Investments

9. Grain Capital II, LLC is wholly held by:

Name: Grain Capital, LLC
Address: 1900 K St. NW., Suite 1130, Washington, DC 20006
Ownership: Sole member of Grain Capital II, LLC
Less than 10% equity interest in GCO Fund II
Citizenship: United States (Florida)
Principal Business: Investments

10. Grain Capital, LLC is wholly held by:

Name: David Grain
Address: 100 North Washington Boulevard, Suite 201, Sarasota, FL
34236
Ownership: Holds 100% of the limited liability company interest in
Grain Capital, LLC
Less than 10% equity interest in GCO Fund II
Citizenship: United States
Principal Business: Investments

No other person or entity, directly or indirectly, will control or own a ten percent or greater equity interest in Licensees upon the closing of the proposed transaction. Except as disclosed above, no other entities in the ownership chain report a 10% or greater ownership interest in any telecommunications provider.⁶

Neither the Ritter Companies nor Ritter Ultimate has any interlocking directorates with any foreign carrier.

(i) Applicants certify that they are not foreign carriers, nor are they affiliated with foreign carriers, nor will they become affiliated with foreign carriers as a result of this transaction.

(j) Applicants certify that they do not seek to provide international telecommunications services to any destination country where:

(1) An Applicant is a foreign carrier in that country; or

(2) An Applicant controls a foreign carrier in that country; or

(3) Any entity that owns more than 25 percent of Applicants, or that controls Applicants, controls a foreign carrier in that country; or

(4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of Applicants and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

⁶ Certain of the entities with ownership interest in Transferee have entered into two other agreements for transfer of control of other communications providers subject to the Commission's jurisdiction. The companies involved in these other transactions provide telecommunications services in Florida, Oregon, and California. Thus there is no risk of overlap with any of the service areas or jurisdictions that are subject of the present application. This application is completely independent of the other two pending transactions, and once approval is received for this application, the Applicants plan to close, regardless of the outcome of the other pending transactions. Accordingly, the Applicants request that this application be reviewed independent of the other two proposed transactions.

(k) Not applicable.

(l) Not applicable.

(m) Not applicable.

(n) As evidenced by the signatures of Applicants' representatives to this Application, Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route, and they will not enter into such agreements in the future.

(o) As evidenced by the signatures of Applicants' representatives to this Application, Applicants certify that, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, they are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(p) Applicants respectfully request streamlined processing of this Application pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. § 63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is or is affiliated with any foreign carriers and none of the scenarios outlined in Section 62.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

V. INFORMATION REQUIRED BY COMMISSION RULE SECTION 63.04(b)

The Applicants submit the following information pursuant to Section 63.04(b) of the Commission's Rules, which are the categories of information required by Sections 63.04(a)(6)-(12):

(a)(6): The proposed transaction is described in Section II of the Application above.

(a)(7): A description of the geographic service areas and services provided in each area is included in Section I of the Application above.

(a)(8): Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. With respect to domestic authority, this Application is eligible for streamlined processing because, immediately following the transaction,

- Transferee will have a market share in the interstate, interexchange market of less than ten percent.
- Ritter Ultimate and its affiliates do not provide telecommunications services in the Arkansas, Tennessee, or Texas telecommunications markets, thus there is no risk of anticompetitive concentration.
- Applicants will have fewer than two percent of U.S. subscriber lines nationwide.

(a)(9): In addition to its Section 214 authorizations, Ritter Telephone, Tri-County and Millington also hold private wireless licenses. The Applicants are filing contemporaneously herewith applications seeking consent from the Wireless Telecommunications Bureau to transfer control of the wireless licenses to Ritter Ultimate.

(a)(10): No party is requesting special consideration because it is facing imminent business failure.

(a)(11): Not applicable.

(a)(12): Consummation of the proposed transaction will serve the public interest for the reasons detailed in Section III of the Application above.

VI. CONCLUSION

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

**RITTER COMMUNICATIONS
ULTIMATE HOLDINGS LLC**

/s/

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Dated: August 23, 2019

E. RITTER & COMPANY

/s/

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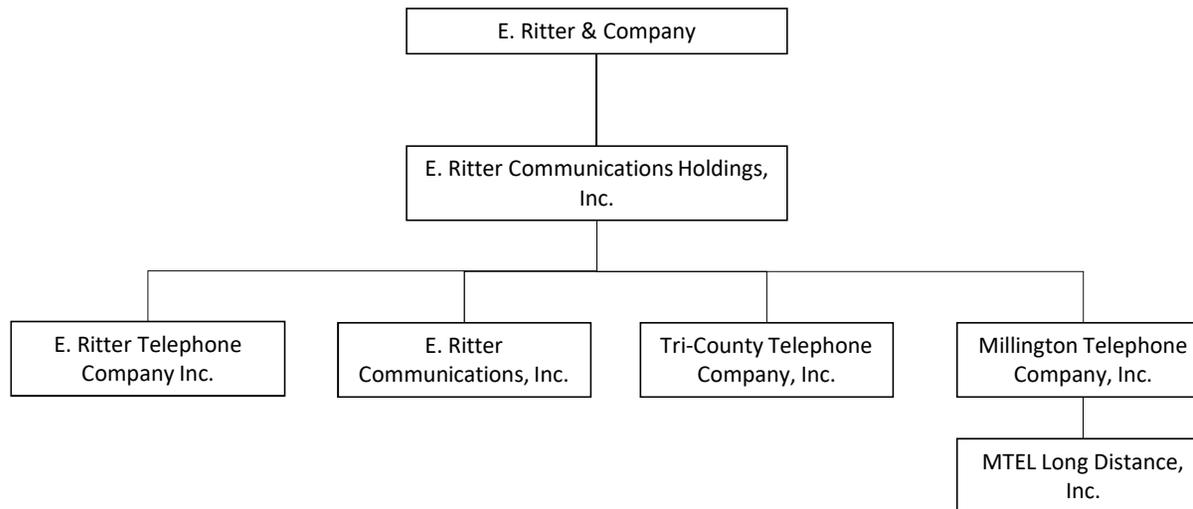
Counsel for E. Ritter & Company

LIST OF EXHIBITS

EXHIBIT A – Pre- and Post-Transaction Ownership Charts

VERIFICATIONS

Pre-Transaction Ownership Chart



All ownership is 100% unless otherwise noted.

The entities listed only include the holders of FCC and/or state PUC authorizations and those entities that are in their chain of ownership. The chart excludes all other subsidiaries of E. Ritter & Company.

VERIFICATION

I, Alan Morse, state that I am the Vice President, Communications at E. Ritter & Company; that I am authorized to make this Verification on behalf of E. Ritter & Company; that the foregoing application was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 23 day of August, 2019.

A handwritten signature in blue ink, appearing to read "Alan Morse", is written over a horizontal line.

Alan Morse
Vice President, Communications
E. Ritter & Company

VERIFICATION

I, Chad Crank, state that I am Chief Executive Officer of Ritter Communications Ultimate Holdings LLC; that I am authorized to make this Verification on behalf of Ritter Communications Ultimate Holdings LLC; that the foregoing application was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 21 day of August, 2019.



Chad Crank
CEO
Ritter Communications Ultimate
Holdings LLC