

Pro forma transfer of Jaguar
Communications, Inc. from
MetroNet Holdings, LLC to
MetroNet Systems Holdings, LLC

ATTACHMENT 1

Answer to Question 10

Contact Information:

John M. Campbell
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MetroNet Holdings, LLC
8837 Bond Street
Overland Park, Kansas 66214
Telephone: (913) 794-3114

Other Section 214 authorizations:

Applicant, MetroNet Holdings, LLC holds an international Section 214 authorization that its wholly owned subsidiaries Metro FiberNet, LLC and CMN-RUS, Inc. use to provide global or limited global resale service. IB File No. ITC-214-20110114-00005. Its wholly owned subsidiaries Metro FiberNet, LLC and CMN-RUS, Inc. hold blanket domestic Section 214 authority pursuant to 47 C.F.R. § 63.01. The transferred licensee, Jaguar Communications, Inc., holds blanket domestic Section 214 authority pursuant to 47 C.F.R. § 63.01.

Answer to Question 11:

The assignee is 100 percent owned by MetroNet Holdings, LLC. The owners of MetroNet Holdings, LLC were described in the granted application, Transfer of Control of James T. Ward to MetroNet Holdings, LLC, ITC-T/C-20200207-0026 (Jun. 17, 2020), TEL-02025, DA No. 20-662 (Jun. 25, 2020). Appended to this attachment is a copy of that ownership description from the granted application, which was cleared by Team Telecom. This description shows the ownership at the time the pro forma transaction was consummated.

Answer to Question 13:

With respect to the instant pro forma transfer MetroNet Holdings, LLC transferred 100 percent of the stock of Provincial Real Estate Holdings, LLC, which in turn owns 100 percent of the stock of Jaguar Communications, Inc., the Licensee, to MetroNet Holdings, LLC's direct wholly owned subsidiary, MetroNet Systems Holdings, LLC. The transaction is thus pro forma.

The transaction was inadvertently not reported within the time specified in the rules because of miscommunication between responsible personnel and outside counsel.

Transferee: MetroNet Holdings holds the international Section 214 authorization that its wholly owned subsidiaries Metro FiberNet, LLC and CMN-RUS, Inc. use to provide global or limited global resale service. IB File No. ITC-214-20110114-00005. Its wholly owned subsidiaries Metro FiberNet, LLC and CMN-RUS, Inc. hold blanket domestic Section 214 authority pursuant to 47 C.F.R. § 63.01.

(h) Ten percent Equity Shareholders (Answers to Questions 11 and 12)

Upon completion of the Transaction, Licensee will remain a direct, wholly owned subsidiary of Provincial. The following entities will hold, directly or indirectly, a 10% or greater interest² in Licensee through Provincial upon completion of the Transaction as calculated pursuant to the Commission’s ownership attribution rules for wireline and international telecommunications carriers:

1. Direct Ownership and Control of Provincial: Upon completion of the Transaction, Transferee will directly own 100% of Provincial:

Name:	MetroNet Holdings, LLC (“Transferee”)
Address:	8837 Bond Street Overland Park, Kansas 66214
Citizenship:	U.S. (Delaware)
Principal Business:	Holding Company
Interest Held:	100%

2. Direct Ownership and Control of Transferee: The following entities directly own 10% or more of the membership interests in Transferee:

² The ownership interests provided herein represent both equity and voting interests unless otherwise indicated or if the entity is a limited partner. Limited partners only have equity interests and do not have voting interests in the limited partnership unless otherwise indicated.

Name: Albert E. Cinelli and Sharon A. Cinelli 2012 Revocable Trust, dated January 20, 2014 (“Cinelli Revocable Trust”)
Address: c/o Albert E. Cinelli
13800 West 116th Street, Apt 1412
Olathe, KS 66062
Citizenship: U.S. (Texas)
Principal Business: Trust
Interest Held: 19.6%

Name: OH Metro Holdings, LLC (“OH-MH”)
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: U.S. (Delaware)
Principal Business: Investment Activities
Interest Held: 32.7%

Name: OH Metro Holdings 2, LLC (“OH-MH2”)
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: U.S. (Delaware)
Principal Business: Investment Activities
Interest Held: 16.7%

MetroNet Holdings is a U.S. company that operates pursuant to a limited liability company agreement (“LLC Agreement”).³ Under the LLC Agreement, MetroNet Holdings is governed by a Board comprised of six managers. The “Cinelli Investors”⁴ appoint three of the managers including the Chairman of the Board. The “Oak Hill Investors”⁵ appoint the other three managers. Except for specifically enumerated matters that constitute major actions of

³ Third Amended and Restated Limited Liability Company Agreement of MetroNet Holdings, LLC (Aug. 15, 2018).

⁴ The “Cinelli Investors” currently include: the Cinelli Revocable Trust, which as the largest member interest holder of the Cinelli Investors controls the decisions of the Cinelli Investors; Albert E. Cinelli; John Cinelli; and other family members. All the Cinelli Investors are U.S. citizens. Albert E. Cinelli and Sharon A. Cinelli (a U.S. citizen) are the Trustees and therefore control the Cinelli Revocable Trust.

⁵ The “Oak Hill Investors” include: OH-MH; OH-MH2; OHCP III (as defined below); and OHCP IV Onshore (as defined below).

MetroNet Holdings (such as engaging in a substantially different line of business, approving an annual budget, and incurring indebtedness of over \$500,000, etc.), the Chairman of the Board has the authority to cast one additional vote in order to break a tie vote of the Board. Thus, the Cinelli Investors have control of the day-to-day management of MetroNet Holdings.

3. Control of the Cinelli Revocable Trust: The Cinelli Revocable Trust is controlled by its Trustees: Albert E. Cinelli,⁶ a U.S. citizen; and Sharon A. Cinelli, a U.S. citizen. The Trustees is 13800 West 116th Street, Apt 1412, Olathe, Kansas 66062. Mr. and Mrs. Cinelli are the primary beneficiaries in the event of the death of one of them and their following children are the secondary beneficiaries in the event of the death of both of them: Albert E. Cinelli, Jr.; Janet Cinelli; Cheryl Cinelli-Palmero. Each of these individuals is a U.S. citizen.

4. Ownership and Control of OH-MH: The following persons and entities hold, directly or indirectly, a 10% or greater interest Transferee through OH-MH:

Name:	Oak Hill Capital Partners III, L.P. (“OHCP III”)
Address:	One Stamford Plaza 263 Tresser Blvd., 15th floor Stamford, CT 06901
Citizenship:	Cayman Islands
Principal Business:	Investment Activities
Interest Held:	32.7% (indirectly in Transferee as the 95.9% direct owner of OH-MH)

No limited partner of OHCP III is attributed a 10% or greater interest in Transferee.

Name:	OHCP GenPar III, L.P. (“GenPar III”)
Address:	One Stamford Plaza 263 Tresser Blvd., 15th floor Stamford, CT 06901
Citizenship:	Cayman Islands
Principal Business:	Investment Activities

⁶ Albert E. Cinelli also directly owns a 0.1% membership interest in MetroNet Holdings.

Interest Held: 32.7% (indirectly in Transferee as the general partner of OHCP III and the other member of OH-MH)

No limited partner of GenPar III is attributed a 10% or greater interest in Transferee.

Name: OHCP Principal Investors III, L.P. ("PI III")
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: Cayman Islands
Principal Business: Investment Activities
Interest Held: 32.7% (as approximately 84.5% limited partner in GenPar III)

Except as described in paragraph 6 below, no limited partner of PI III is attributed a 10% or greater ownership interest in Transferee.

Name: OHCP MGP Partners III, L.P.
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: Cayman Islands
Principal Business: Investment Activities
Interest Held: 32.7% (indirectly in Transferee as the general partner of GenPar III)

No limited partner of OHCP MGP Partners III, L.P. is attributed a 10% or greater interest in Transferee.

Name: OHCP MGP III, LTD ("MGP III")
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: Cayman Islands
Principal Business: Investment Activities
Interest Held: 42.0% (indirectly in Transferee as the general partner of (i) OHCP MGP Partners III, L.P. and PI III and (ii) two other investment funds that together control an indirect approximately 9.2% interest in Transferee)

Except as described in paragraph 6 below, none of the seven shareholders⁷ of MGP III is attributed a 10% or greater interest in Transferee. MGP III is controlled by a Board comprised of Tyler J. Wolfram, a U.S. citizen; Brian N. Cherry, a U.S. citizen, and Steven G. Puccinelli, a U.S. citizen.

The limited partnership interests in OHCP III, GenPar III, OHCP MGP Partners III, L.P. and the other related funds (collectively, the “Oak Hill III Entities”) whose ultimate controlling entity is MGP III are held through passive limited partnership interests held by numerous, primarily U.S.-based investors, including individuals, trusts, institutions and business entities. As stated above and except (i) the limited partner in GenPar III listed above and (ii) as described in paragraph 6 below, no limited partner of the Oak Hill III Entities or shareholder of MGP III is attributed a 10% or greater direct or indirect interest in Transferee through their investments in one or more of these entities.

5. Ownership and Control of OH-MH2: The following persons and entities hold, directly or indirectly, a 10% or greater interest in Transferee through OH-MH 2:

Name:	Oak Hill Capital Partners IV (Onshore), L.P. (“OHCP IV Onshore”)
Address:	One Stamford Plaza 263 Tresser Blvd., 15th floor Stamford, CT 06901
Citizenship:	Cayman Islands
Principal Business:	Investment Activities
Interest Held:	16.7% (indirectly in Transferee as the 60.15% direct owner of OH-MH2)

No limited partner of OHCP IV Onshore is attributed a 10% or greater ownership interest in Transferee.

Name:	OHCP GenPar IV, L.P. (“GenPar IV”)
Address:	One Stamford Plaza 263 Tresser Blvd., 15th floor Stamford, CT 06901
Citizenship:	Cayman Islands
Principal Business:	Investment Activities

⁷ All shareholders are all U.S. citizens or U.S. trusts controlled by a U.S. citizen.

Interest Held: 16.7% (indirectly in Transferee as (a) the managing member of OH-MH2 and (b) the general partner of (i) OHCP IV Onshore and (ii) four other investment funds that each individually indirectly controls less than a 10% membership interests in Transferee but collectively indirectly control 39.85% of the membership interests of OH-MH2)

Name: OHCP Principal Investors IV, L.P. (“PI IV”)
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: Cayman Islands
Principal Business: Investment Activities
Interest Held: 16.7% (as 93.9% limited partner in GenPar IV)

Except as described in paragraph 6 below, no limited partner of PI IV Onshore is attributed a 10% or greater ownership interest in Transferee.

Name: OHCP MGP IV, Ltd. (“MGP IV”)
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: Cayman Islands
Principal Business: Investment Activities
Interest Held: 16.7% (as the general partner (less than 1% equity) of GenPar IV and PI IV)

The shares in MGP IV are distributed equally (100 shares each) among twelve individuals. Except as described in paragraph 6 below, none of the shareholders is attributed a 10% or greater interested in Transferee. Each shareholder is a U.S. citizen.

The limited partnership interests in OHCP IV Onshore and the other related funds (collectively, the “Oak Hill IV Entities”) whose ultimate controlling entity is MGP IV is held through passive limited partnership interests held by numerous, primarily U.S.-based investors, including individuals, trusts, institutions and business entities. Except (i) the limited partner in GenPar IV listed above and (ii) as described in paragraph 6 below, no limited partner of the Oak Hill IV Entities or shareholder of MGP IV owns or controls a 10% or greater direct or indirect interest in Transferee through their investments in one or more of these funds.

6. Additional Ownership Information Regarding the Oak Hill III Entities and Oak Hill IV Entities: The following individuals each holds interests in one or more of the Oak Hill III Entities and/or Oak Hill IV Entities that, when aggregated, may exceed a 10% attributable interest in Transferee: Tyler J Wolfram, Brian N. Cherry, Steven G. Puccinelli, and Steven B. Gruber. Each of these individuals is a U.S. citizen and can be reached at c/o Oak Hill Capital Partners, One Stamford Plaza, 263 Tresser Blvd., 15th floor, Stamford, Connecticut 06901.

There are no other individuals or entities that directly or indirectly hold a 10% or greater interest in MetroNet Holdings.

(i) Foreign Carrier Affiliation (Answer to Question 14)

Transferee certifies that it is not a foreign carrier or an affiliate with any foreign carrier as defined in 47 C.F.R. § 63.09.

(j) Destination Country Certification

Transferee certifies that it does not seek to provide international telecommunications services to any destination country where (1) an Applicant is a foreign carrier in that country, (2) an Applicant controls a foreign carrier in that country, (3) any entity that owns more than 25% of an Applicant, or that controls an Applicant, 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% of an Applicant 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.

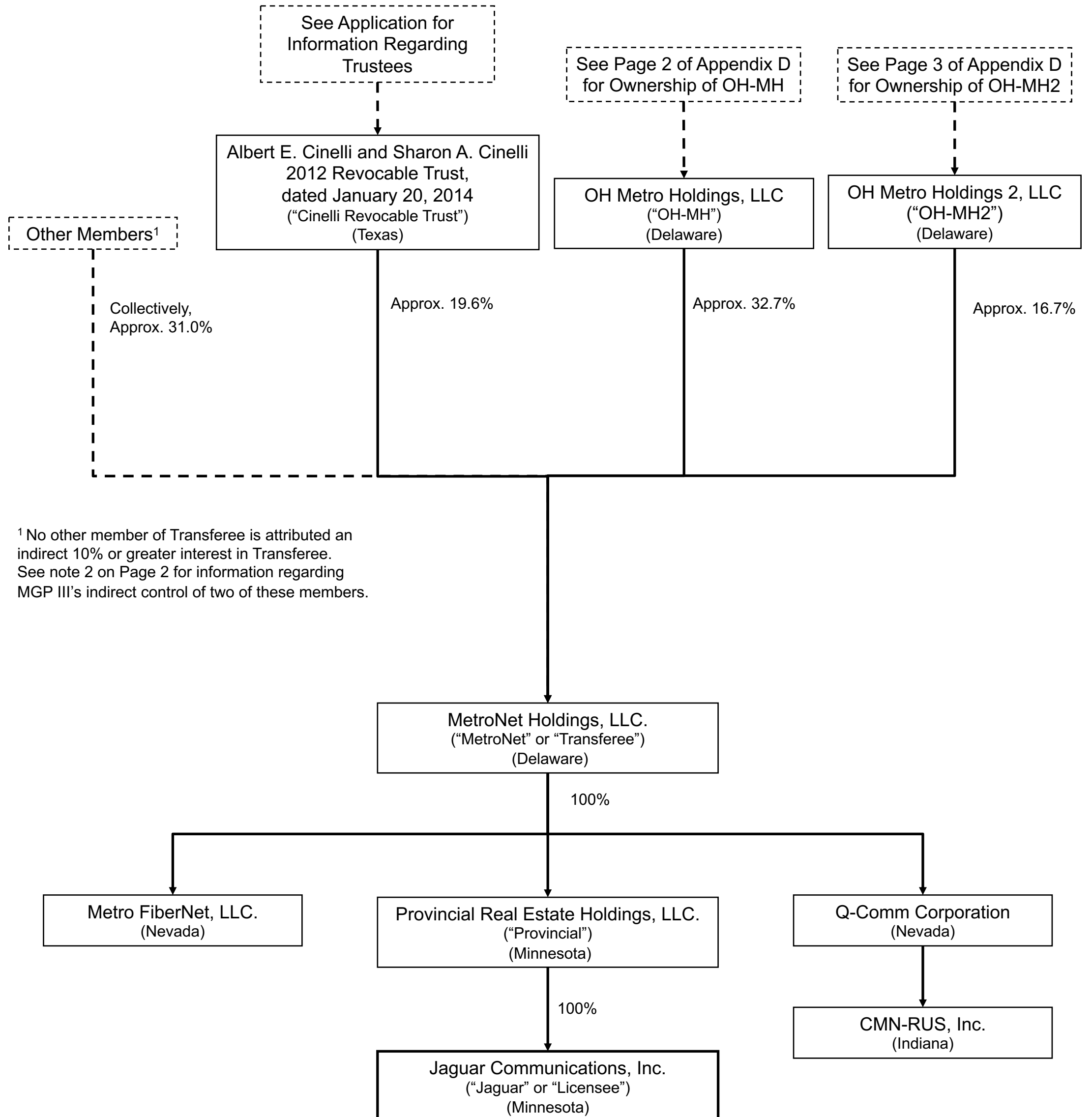
(k) Not applicable.

(m) Not applicable.

APPENDIX D

Post-Transaction Corporate Ownership Structure of Jaguar*

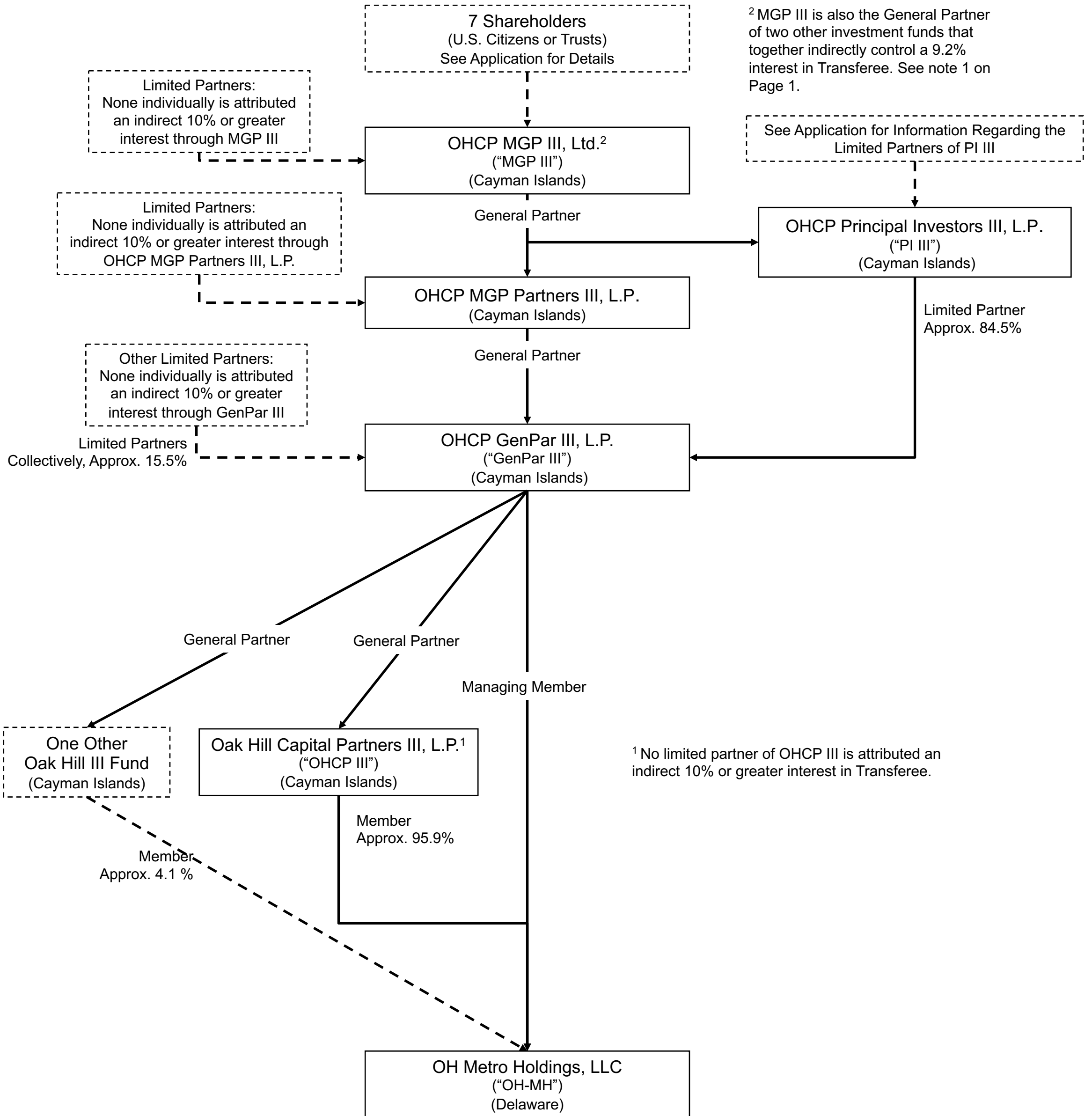
* The entities listed herein only include (1) Jaguar and those entities that will be in the chain of ownership of Jaguar and (2) subsidiaries of Transferee that hold an authorization or license to provide intrastate, interstate, international or wireless telecommunications services and those entities that will be in their chain of ownership. The chart excludes subsidiaries of Transferee and Provincial that do not hold an authorization or license to provide intrastate, interstate, international or wireless telecommunications services.



¹ No other member of Transferee is attributed an indirect 10% or greater interest in Transferee. See note 2 on Page 2 for information regarding MGP III's indirect control of two of these members.

APPENDIX D (Cont'd)

Corporate Ownership Structure of OH-MH



APPENDIX D (Cont'd)

Corporate Ownership Structure of OH-MH2

