

**Attachment 1**  
**to**  
**Application for International Section 214**  
**Authorization for Transfer of Control**  
**of**  
**UniCap, Inc.**  
**ITC-214-20040607-00219**

**Answer to Question 10**

**Question 10: In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee.**

**§ 63.18(c): The name, title, post office address and telephone number of each of the officers and any other contact point.**

*Transferor:*

Laurie L. Osgood  
President/CEO/UniTek, UniTel & UniCap  
129 Main Street  
P.O. Box 835  
Unity, ME 04988  
Telephone: (207) 948-9952  
Email: losgood@unitel.me

*Transferee:*

Direct Communication Rockland, Inc.  
Timothy May  
President/Manager  
150 S Main  
PO Box 270  
Rockland, ID 83271  
Telephone: (208) 548-2345  
Email: tim@directcom.com

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

Joseph G. Donahue  
Preti Flaherty  
45 Memorial Circle  
P.O. Box 1058

Augusta, ME 04330  
Telephone: (207) 791-3293  
Email: jdonahue@preti.com  
*Attorney for Laurie L. Osgood, UniTek, Inc., UniTel Inc. and UniCap, Inc.*

Curry D. Andrews  
Estate Protection & Planning, PLLC  
202 Idaho Street  
American Falls, ID 83211  
Telephone: (208) 226-5138  
Email: curryandrews@gmail.com  
*Attorney for Direct Communications Rockland, Inc. (DCR)*

**§ 63.18(d): Statement whether applicant has previously received authority under §214 and description of categories of facilities and services authorized.**

UniCap, Inc. holds an International Telecommunications Certification for global and/or limited global resale service, File No. ITC-214-20040607-00219. *See* Public Notice, DA 09-1821, released June 24, 2004.

**Answer to Question 11**

**Question 11: Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules? If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent).**

**Transferor:**

Laurie L. Osgood, U.S. Citizen, in her capacity as trustee of Osgood Trust, has direct ownership interest in UniTek, Inc. ("UniTek") (100%), by means of Common Stock Voting Interest. UniTek is the parent company of, and has a direct ownership interest in, UniTel, Inc. ("UniTel") (100%) and UniCap, Inc. ("UniCap") (100%).

**Transferee:**

Direct Management Company, LLC ("DMC") has a 100% direct ownership of Direct Communications Rockland, Inc. ("DCR"), by means of Common Stock Voting Interest. DCR has a direct ownership interest in Star Telephone, Inc. ("Star") (100%) and Direct Communications Cedar Valley, LLC, ("DCCV") (62.50%). DCCV has a direct ownership interest in Rico Telephone Company ("Rico") (100%). Telecommunications is the principal business of DCR, Star, DCCV and Rico. DMC's Members have an indirect ownership interest in DCR, along with

its subsidiaries and affiliates, by and through their DMC membership, which is broken down into the following shares:

**DMC Members:**

1. Member Name: Timothy May  
Type of Ownership Interest: Membership Share (41.50%)  
Address: 150 S Main, PO Box 269, Rockland, ID 83271, United States  
Citizenship: U.S. Citizen
2. Member Name: Scott Hendrickson  
Type of Ownership Interest: Membership Share (18.50%)  
Address: PO Box 269, Rockland, ID 83271, United States  
Citizenship: U.S. Citizen
3. Name: Jeremy Smith  
Type of Ownership Interest: Membership Share (18.50%)  
Address: PO Box 324, Rockland, ID 83271, United States  
Citizenship: U.S. Citizen
4. Name: Kip Wilson  
Type of Ownership Interest: Membership Share (18.50%)  
Address: PO Box 324, Rockland, ID 83271, United States  
Citizenship: U.S. Citizen

The equity interests noted above, when rounded to the nearest 1%, are as follows:

DMC has direct ownership of DCR (100%) Common Stock: Voting. DMC Members: Timothy May (42%), U.S. Citizen; Scott Hendrickson (19%), U.S. Citizen; Jeremy Smith (19%), U.S. Citizen; Kip Wilson (19%), U.S. Citizen. DCR has a direct ownership interest in Star (100%) and DCCV (63%). DCCV has a direct ownership interest in Rico (100%).

**Answer to Question 13**

**Question 13: Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name.**

The proposed transfer of control of international section 214 authorization, ITC-214-20040607-00219, held by UniCap, Inc. ("UniCap"), will take place by means of a proposed Stock Purchase Agreement, transferring control from current owner of UniCap's 100% parent, UniTek,

Inc. ("UniTek"), to Direct Communications Rockland, Inc. ("DCR"), an Idaho corporation with U.S. citizen interest holders.

Pursuant to the proposed agreement for the purchase of UniTek, between Laurie L. Osgood, in her capacity as trustee of the Revocable Trust Declaration of Laurie L. Osgood dated February 1, 2019 (Seller) and DCR (Buyer) (the "Stock Purchase Agreement"), UniTek will be purchased by DCR (the "Stock Purchase"). Upon consummation of the Stock Purchase, the ownership of the common stock of UniTek will be transferred from Laurie L. Osgood to DCR. Accordingly, upon consummation of the Stock Purchase, DCR will own all of the common stock of UniTek, and UniTek will continue to be the sole owner of UniCap.

### **Answer to Question 20**

**Question 20: If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.**

This application qualifies for streamlined processing under Sections 63.12(a) and (b) of the Commission's Rules.

Neither UniCap, Inc. or its affiliated companies nor Direct Communications Rockland, Inc. is affiliated with any foreign carrier in any destination market.

Neither UniCap, Inc. or its affiliated companies nor Direct Communications Rockland, Inc. has an affiliation with a dominant U.S. long distance carrier who's international switched or private line services the applicants seek authority to resell.

Rather, UniTek, Inc. and Direct Communications Rockland, Inc. propose only to engage in the proposed Stock Purchase Agreement transaction referenced in the response to the Answer to Question 13 where the ultimate control over UniCap, Inc. will be transferred from the owner of UniTek, Inc. to Direct Communications Rockland, Inc.

UniCap, Inc. will continue to operate as a non-dominant carrier that resells the international switched services of one or more U.S. unaffiliated long-distance carriers.