

## ANSWER TO QUESTION 10

### **Information for Transferor, Transferee and Section 214 Holder**

#### Transferor and Applicant (UTC-LD):

William H. Bradford  
120 Taylor Street  
P.O. Box 207  
Chapel Hill, TN 37034  
Phone: 931-364-4355  
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E-mail: [wbradford@gounited.net](mailto:wbradford@gounited.net)

#### Legal Counsel

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#### Transferee:

MTE Holdings, LLC  
555 New Salem Highway  
Murfreesboro, TN 37129  
Phone: 615-494-1507  
E-mail: [Denise.Miller@mtmc.com](mailto:Denise.Miller@mtmc.com)  
ATTN: Denise Miller, Secretary/Treasurer

- William H. Bradford, the Transferor, FRN: 0027693274, is a citizen of the United States.
- UTC Long Distance, LLC (“UTC-LD”), the International 214 holder, FRN: 0005023940, is a domestic limited liability company organized under the laws of the State of Tennessee. UTC-LD is a wholly-owned subsidiary of United Communications Holdings, LLC (“UCH”), FRN: 0020970117, a Delaware limited liability company.

- MTE Holdings, LLC (“MTEH”), the Transferee, FRN: 0027760065, is a Tennessee limited liability company. MTEH is a wholly-owned subsidiary of The Middle Tennessee Electric Membership Corporation (“MTEMC”), FRN: 0001775543, an electric utility that is organized as a Tennessee non-profit corporation. MTEMC is cooperatively organized and is owned by its member customers, none of whom hold an interest of 10% or more in MTEMC.
- UTC-LD has not previously received any International Section 214 authority other than the International Section 214 authority that is the subject of this application (ITC-214-19970205-00061). UCH has not previously received any International Section 214 authority on its own behalf. However, in 2011, the Commission approved the acquisition of control of UTC-LD by UCH (ITC-T/C-20110623-00175). None of William Bradford, MTEH or MTEMC has previously received any International Section 214 authority on its own behalf.

#### **ANSWER TO QUESTION 11**

UTC-LD, the International 214 holder is a wholly-owned subsidiary of UCH. The following information is provided for all entities that presently hold, or upon consummation of the transaction described herein will hold, an ownership interest of 10% or more in UCH:

William H. Bradford  
120 Taylor Street  
Chapel Hill, Tennessee 37034  
Citizenship: United States  
Principal Business: Telecommunications  
Pre-Consummation Ownership: 54.23% Equity / 82.0% Voting  
Post-Consummation Ownership: 23.8% Equity / 23.8% Voting

Eugene B. Johnson  
120 Taylor Street  
Chapel Hill, Tennessee 37034  
Citizenship: United States  
Principal Business: Telecommunications  
Pre-Consummation Ownership: 22.02% Equity / 18.0% Voting  
Post-Consummation Ownership: 7.6% Equity / 7.6% Voting

Community Investments Foundation  
220 North Tryon Street  
Charlotte, NC 28202  
Principal Business: Charitable Trust  
Pre-Consummation Ownership: 20.74% Equity / 0% Voting  
Post-Consummation Ownership: 0% Equity / 0% Voting

MTE Holdings, LLC  
555 New Salem Highway  
Murfreesboro, TN 37129  
Principal Business: Holding Company  
Pre-Consummation Ownership: 0% Equity / 0% Voting  
Post-Consummation Ownership: 68.6% Equity / 68.6% Voting

As indicated above, MTEH is a wholly-owned subsidiary of MTEMC. The following information is provided for MTEMC:

The Middle Tennessee Electric Membership Corporation is a cooperatively owned, Tennessee non-profit corporation. No individual or entity holds a 10% or greater ownership interest in MTEMC. The principal business of MTEMC is as an electric utility. Its principal office is located at 555 New Salem Highway, Murfreesboro, TN 37129.

### **ANSWER TO QUESTION 13**

UTC-LD is the holder of an International 214 authorization granted under file number ITC-214-19970205-00061. UTC-LD became a wholly-owned subsidiary of UCH in a transaction approved by the Commission in 2011 (*see* IBFS file no. ITC-T/C-20110623-00175, WC Docket No. 11-107). UCH is a limited liability company that was formed in 2011 by MSouth Equity Partners, LP (“MSouth”), William H. Bradford (President and Chief Executive Officer), and Eugene B. Johnson (Chairman) to acquire, *inter alia*, ownership of UTC-LD. In 2017, the Commission approved the redemption of MSouth’s ownership interest in UCH and the transfer of control of UCH, UTC-LD and their affiliates from MSouth to Messrs. Bradford (50% voting and 53.3% equity) and Johnson (50% voting and 40.8% equity) (*see* IBFS file no. ITC-T/C-20170908-00153, WC Docket No. 17-242 and ULS file no. 0007929738).

There are presently two classes of membership interests in UCH; Class A interests which carry voting rights and Class B interests which do not carry voting rights. On July 5, 2018, Messrs. Bradford and Johnson engaged in an exchange of ownership interests whereby Mr. Bradford received Class A voting interests in UCH from Mr. Johnson and Mr. Johnson received Class B non-voting interests in UCH from Mr. Bradford. As a result of this exchange, Mr. Bradford moved

from a position of negative control of UCH (50%) to a position of positive control (82%) with no substantial change to his overall equity position in the company. Mr. Johnson continues to hold the remaining 18% of the Class A voting membership interests in UCH. Additionally, on July 6, 2018 Mr. Johnson donated a portion of his Class B non-voting membership interests to the Community Investments Foundation (FRN: 0027667344) a Florida charitable trust, thereby reducing his overall equity position in UCH from approximately 42% to 22%. The Commission was timely notified of and granted this *pro forma* transfer of control with respect to the International 214 held by UTC-LD on August 1, 2018 (see IBFS file no. ITC-T/C-20180723-00151).

The present application seeks FCC consent for the transfer of control of UCH and its subsidiary UTC-LD, and the International 214 authorization held by UTC-LD from William H. Bradford to MTE Holdings, LLC (“MTEH”; FRN: 0027760065), a Tennessee limited liability company that was newly formed to acquire a controlling interest in UCH and its subsidiaries. A separate application is being filed through the ECFS to seek approval for the transfer of control to MTEH of the Domestic 214 authorizations held by UCH and its subsidiaries and affiliates. Additionally, an separate application is being filed through the Commission’s ULS to seek approval for the transfer of control to MTEH of the wireless authorizations held by UCH’s affiliate United Communications, Inc.

MTEH is a holding company with its principal office in Murfreesboro, Tennessee. MTEH is wholly-owned by The Middle Tennessee Electric Membership Corporation (“MTEMC”; FRN: 0001775543), an electric utility that is organized as a Tennessee non-profit corporation. The principal business of MTEMC is providing affordable, reliable, safe electricity and outstanding member service to Rutherford, Cannon, Wilson and Williamson counties in Middle Tennessee. Its principal office is located in Murfreesboro, Tennessee. Incorporated in 1939, MTEMC has more than 205,000 business and residential members and maintains more than 10,800 miles of transmission line. MTEMC is a member-owned cooperative that is governed by a Board of Directors elected by its member owners. None of the member owners holds an interest of 10% or more in MTEMC.

The proposed transaction will involve the purchase by MTEH of 875,000 newly-issued Class A membership interests in UCH. Contemporaneous with that purchase, UCH will redeem 137,000 Class A membership interests in UCH held by Mr. Bradford and all outstanding Class B membership interests in UCH. Upon consummation of this transaction, MTEH will hold 875,000 Class A membership interests in UCH which will represent 68.6% voting and equity, Mr. Bradford will hold 304,343 Class A membership interests in UCH which will represent 23.8% voting and equity, and Mr. Johnson will hold 96,891 Class A membership interests in UCH which will represent 7.6% voting and equity. The UCH Operating Agreement will be amended to eliminate Class B Membership interests and there will be no longer be any Class B interest holders. UCH will be directly controlled by a Board of Managers (“Board”). Initially, the Board will be composed of five members, with two members appointed by Mr. Bradford and Mr. Johnson and three members appointed by MTEH. There will be no change in the day-to-

day operations of the International 214 holder as William Bradford will remain in his current position as President and Chief Executive Officer of UCH and its subsidiaries and Eugene B. Johnson will remain in his current position as Chairman.

**ANSWER TO QUESTION 20**

This application qualifies for streamlined processing because none of the parties hereto is affiliated with any foreign carrier nor is any party affiliated with any dominant U.S. carrier whose international switched or private line services is being resold.