

ATTACHMENT 1 TO FCC ELECTRONIC FORM
Application for Transfer of Control

This application seeks authority pursuant to 47 C.F.R. §§ 63.24(c) and 63.24(e), to transfer control of Consumer Cellular, Incorporated. (“Consumer Cellular” or “Licensee”), the holder of an International Section 214 authorization, from the shareholders of Consumer Cellular (“Transferor”) to CCI Buyer, Inc. (“Transferee”).

Answer to Question 10 - Section 63.18(c)-(d):

Correspondence concerning this application should be addressed as follows:

Contact Information:

For Licensee and Transferor:

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With a copy to:

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For Transferee:

Stephen Jeschke
Vice President and Secretary
CCI Buyer, Inc.
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Place of Formation:

Consumer Cellular is an Oregon Corporation. The principal majority shareholder, JTM, LLC, is a Nevada limited liability company. CCI Buyer, Inc. is a Delaware Corporation.

International Section 214 Authority:

The Licensee holds an International 214 Authorization to provide Global or Limited Global Resale Service granted pursuant to File No. ITC-214-20130503-00230. The Transferee has not previously received – and does not currently hold – authority under Section 214 of the Communications Act.

Answer to Question 11 - Section 63.18(h):

The following individuals or entities will directly or indirectly own at least ten percent of the equity of Licensee upon consummation of the proposed transaction:

1. Consumer Cellular Incorporated will be wholly owned by:

Name: CCI Buyer, Inc.
Address: 300 North LaSalle St., Suite 5600, Chicago, IL 60654
Ownership: 100%
Citizenship: United States (Delaware)
Principal Business: Holding Company

2. CCI Buyer, Inc. is wholly owned by:

Name: CCI Parent, Inc.
Address: 300 North LaSalle St., Suite 5600, Chicago, IL 60654
Ownership: 100%
Citizenship: United States (Delaware)
Principal Business: Holding Company

3. CCI Parent, Inc. is wholly owned by:

Name: CCI Intermediate, Inc.
Address: 300 North LaSalle St., Suite 5600, Chicago, IL 60654
Ownership: 100%
Citizenship: United States (Delaware)
Principal Business: Holding Company

4. CCI Intermediate, Inc. is wholly owned by:

Name: CCI Topco, Inc.
Address: 300 North LaSalle St., Suite 5600, Chicago, IL 60654
Ownership: 100%
Citizenship: United States (Delaware)
Principal Business: Holding Company

5. CCI Topco, Inc. will be owned by:

Name: Cellular Holdings, LLC
Address: 300 North LaSalle St., Suite 5600, Chicago, IL 60654
Ownership: Approx. 85%
Citizenship: United States (Delaware)
Principal Business: Holding Company

Name: HPS Investment Partners, LLC
Address: 40 West 57th Street, Floor 33, New York, NY 10019
Ownership: Approx. 11.25%
Citizenship: United States (Delaware)
Principal Business: Investment Management

Through a series of holding companies, HPS Investment Partners, LLC is controlled by HPS Group GP, LLC, a Delaware LLC with an address of 40 West 57th Street, Floor 33, New York, NY 10019. HPS Group GP, LLC is 100% owned and controlled by Scott Kapnick, a U.S. Citizen, who can be reached through HPS Investment Partners, LLC.

6. Cellular Holdings, LLC will be owned by:

Name: GTCR (CC) Investment LP
Address: 300 North LaSalle St., Suite 5600, Chicago, IL 60654
Ownership: Approx. 80%
Citizenship: United States (Delaware)
Principal Business: Holding Company

Name: JTM, LLC
Address: 4465 S. Jones Blvd. Las Vegas, NV 89103
Ownership: Approx. 20%
Citizenship: United States (Nevada)
Principal Business: Holding Company

JTM, LLC's sole member is the JTBK Family NING Trust, a Nevada trust with an address of 4465 S. Jones Blvd. Las Vegas, NV 89103, with permissible beneficiaries John and Tami Marick and their two children (all U.S. Citizens). John Marick is the Manager of JTM, LLC, and can be reached through JTM, LLC.

7. GTCR (CC) Investment LP is owned by:

Name: GTCR Fund XII/A LP
Address: 300 North LaSalle St., Suite 5600, Chicago, IL 60654
Ownership: 49.55%
Citizenship: United States (Delaware)
Principal Business: Investment Fund

Name: GTCR Fund XII/C LP
Address: 300 North LaSalle St., Suite 5600, Chicago, IL 60654
Ownership: 12.57%
Citizenship: United States (Delaware)
Principal Business: Investment Fund

8. The General Partner of GTCR Fund XII/A LP and GTCR Fund XII/C LP is:

Name: GTCR Partners XII/A&C LP
Address: 300 North LaSalle St., Suite 5600, Chicago, IL 60654
Ownership: General Partner of GTCR Fund XII/A LP and GTCR Fund XII/C LP
Citizenship: United States (Delaware)
Principal Business: Fund Management

9. The General Partner of GTCR Partners XII/A&C LP is:

Name: GTCR Investment XII LLC
Address: 300 North LaSalle St., Suite 5600, Chicago, IL 60654
Ownership: General Partner of GTCR Partners XII/A&C LP
Citizenship: United States (Delaware)
Principal Business: Fund Management

The following individuals are members of the board of managers of GTCR Investment XII LLC, all are U.S. citizens, and all can be reached through GTCR Investment XII LLC:

- Mark M. Anderson
- Craig A. Bondy
- Aaron D. Cohen
- Sean L. Cunningham
- Benjamin J. Daverman
- David A. Donnini
- Constantine S. Mihas
- Collin E. Roche

No other individual or entity, directly or indirectly, will control or own a ten percent or greater equity interest in Licensee upon the closing of the proposed Transaction.

Answer to Question 13:

Pursuant to the terms of a Stock Purchase Agreement dated as of October 22, 2020, Transferee will purchase all of the issued and outstanding shares of the Licensee from the existing shareholders, resulting in the transfer of control of Licensee from the existing shareholders to the Transferee.

Answer to Question 20:

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 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.

Public Interest Statement:

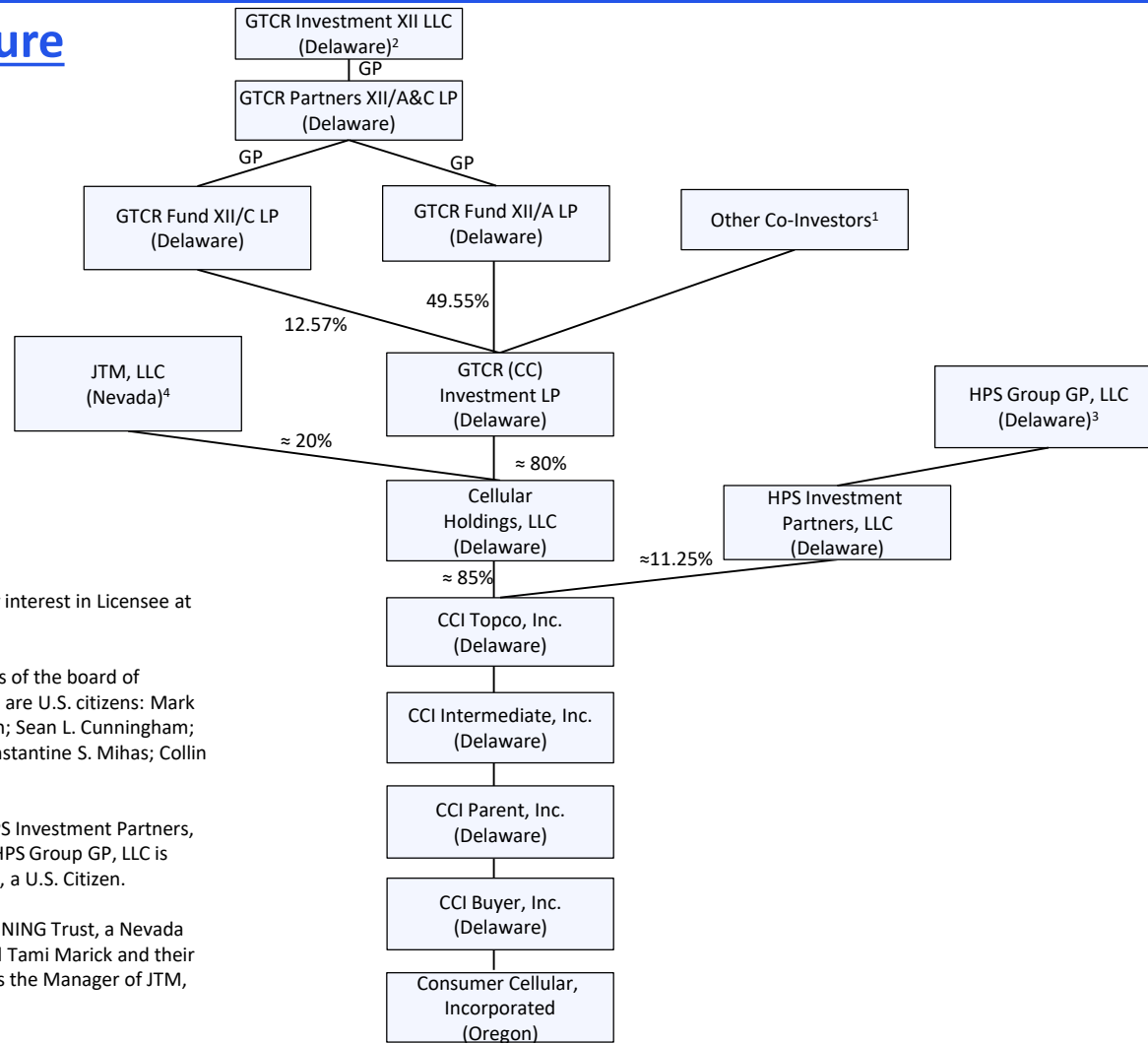
Commission consent to the proposed transaction will serve the public interest. Transferee is well-qualified to become the new owner of Consumer Cellular. Transferee benefits from the financial and managerial resources of its direct and indirect owners. As a result of its proposed new ownership, the Licensee will enjoy access to these resources as well. At the same time, Consumer Cellular will maintain and gain renewed momentum to improve its quality service offerings and will continue to operate pursuant to existing service arrangements and authority. The transaction will be effectively transparent to the customers of Consumer Cellular, and those customers will incur no loss or diminishment of service whatsoever. Indeed, the transaction will provide an infusion of capital that has the potential to enhance the quality of Consumer Cellular's well-regarded service offerings.

The transaction also poses no threat to competition in the communications market, as Transferee is neither a provider of communications services nor an FCC licensee. Thus, because of the substantial economic and managerial benefits of the transaction, and the lack of any harms to competition, consent to the proposed transaction would serve the public interest.

Attachment 2

Post- Transaction Ownership Chart

Post-Closing Structure



1) No other entity will hold a 10% or greater interest in Licensee at closing.

2) The following individuals are the members of the board of managers of GTCR Investment XII LLC, and all are U.S. citizens: Mark M. Anderson; Craig A. Bondy; Aaron D. Cohen; Sean L. Cunningham; Benjamin J. Daverman; David A. Donnini; Constantine S. Mihos; Collin E. Roche.

3) Through a series of holding companies, HPS Investment Partners, LLC is controlled by HPS Group GP, LLC, and HPS Group GP, LLC is 100% owned and controlled by Scott Kapnick, a U.S. Citizen.

4) JTM, LLC's sole member is the JTBK Family NING Trust, a Nevada trust with permissible beneficiaries John and Tami Marick and their two children (all U.S. Citizens). John Marick is the Manager of JTM, LLC.