

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

In the Matter of Joint Application)	
)	
USConnect Holdings, Inc. , Transferor)	
USConnect Acquisitions V, LLC dba)	
CMS IP Technologies , Licensee)	
The Livingston Telephone Company , Licensee)	
Telcom Supply, Inc. , Licensee)	WC Docket No. _____
Waverly Hall Communications, Inc. , Licensee)	
Waverly Hall Telephone, LLC , Licensee)	ITC-T/C – 2021 _____
S&A Communications, Inc. , Licensee)	ITC-T/C – 2021 _____
S&A Telephone Company, Inc. , Licensee)	ITC-T/C – 2021 _____
South Park LLC , Licensee)	ITC-T/C – 2021 _____
The Rye Telephone Company , Licensee)	ITC-T/C – 2021 _____
CableCo, LLC , Licensee)	ITC-T/C – 2021 _____
Dalton Telephone Company, Inc. , Licensee)	ITC-T/C – 2021 _____
Dalton Telecommunications, Inc. , Licensee)	
Elsie Communications, Inc. , Licensee)	
)	
and)	
)	
ITC Broadband Holdings, LLC , Transferee)	
)	
for Authorization to Transfer Control of)	
USConnect Holdings, Inc. and its Subsidiaries to)	
ITC Broadband Holdings, LLC pursuant to)	
Section 214 of the Communications Act of 1934,)	
as Amended)	

JOINT APPLICATION

USConnect Holdings, Inc. (“USConnect Holdings” or “Transferor”), together with its direct and indirect subsidiaries identified in Section I(a), including the Licensees,¹ (collectively with USConnect Holdings, “Transferors”) and ITC Broadband Holdings, LLC (“ITC” or “Transferee”) (USConnect Holdings, Licensees, and ITC collectively, “Applicants”), hereby

¹ The Licensees are: (1) The Livingston Telephone Company; (2) Telecom Supply, Inc.; (3) Waverly Hall Communications, Inc.; (4) Waverly Hall Telephone LLC; (5) S&A Telephone Company, Inc.; (6) S&A Communications, Inc.; (7) South Park LLC; (8) The Rye Telephone Company; (9) CableCo, LLC; (10) Dalton Telephone Company, Inc.; (11) Dalton Communications, Inc.; (12) Elsie Communications, Inc.; and (13) USConnect Acquisitions V, LLC dba CMS IP Technologies.

respectfully requests authority from the Federal Communications Commission (the “Commission”) for ITC to acquire control of USConnect Holdings and the Licensees (the “Transaction”).² Applicants have entered into a stock purchase agreement in which ITC will purchase the outstanding stock of USConnect Holdings. Control of USConnect Holdings and its subsidiaries, including the Licensees, will thereby be transferred to ITC. Accordingly, this Joint Application (“Application”) is being filed pursuant to 47 U.S.C. § 214 and 47 C.F.R. §§ 1.763, 63.03, 63.04, 63.18, and 63.24.

As described herein, the proposed Transaction will promote the public interest by enabling ITC, USConnect Holdings, and the Licensees to achieve economies of scale and expand their offerings and services to a broader customer base. The proposed Transaction will strengthen the Licensees’ combined competitive position by allowing the Licensees to leverage ITC’s financial, technical and managerial resources, to continue to provide high-quality services and to compete effectively in the telecommunications marketplace. The Transaction only entails a change in ownership at the parent level and, therefore, will be seamless to consumers and will not result in any discontinuance or impairment of the Licensees’ services. Additionally, the Transaction will have no adverse effects on competition in the areas served by the Licensees since there is no overlap between the service areas currently served by ITC (and by its affiliates) and the Licensees’ incumbent independent local exchange service territories in Texas, Georgia, Kansas, Colorado, and Nebraska. Applicants therefore request streamlined treatment for this Transaction.

I. APPLICANTS

a. USConnect Holdings, Inc., (FRN: 0022834212) USConnect Services Co., Inc., (FRN: N/A)

² Applicants also will be filing separate applications and/or notices with the Commission for the transfer of control of the earth station registrations, wireless authorizations, antenna structure registrations, and community unit identification (“CUID”) registrations held by the Licensees and by other subsidiaries of USConnect Holdings that are not the subject of this Application.

USConnect Acquisitions II, Inc., (FRN: 0022931307)
USConnect Acquisitions III, Inc., (FRN: 0015273956)
USConnect Acquisitions IV, Inc., (FRN: 0014772487)
USConnect Acquisitions V, LLC dba CMS IP Technologies, (FRN: 0030837041)
The Livingston Telephone Company (FRN: 0003738739)
Telcom Supply, Inc. (FRN: 0004974598)
Waverly Hall Communications, Inc. (FRN: 0015987985)
Waverly Hall Telephone, LLC (FRN: 0004333043)
S&A Communications, Inc. (FRN: 0015987969)
S&A Telephone Company, Inc. (FRN: 0002329662)
Mid-South Cellular, Inc. (FRN: N/A)
Corona Holdings, Inc. (FRN: 0014480198)
South Park, LLC d/b/a South Park Telephone Company (FRN: 005070933)
The Rye Telephone Company (FRN: 0001615665)
CableCo, LLC (FRN: 0007485386)
Dalton Telephone Company, Inc. (FRN: 0003745791)
Newcastle Holdings, Inc. (FRN: 0014480362)
Dalton Telecommunications, Inc. (FRN: 0016032815)
Elsie Communications, Inc. (FRN: 0004327417)

USConnect Holdings is a Delaware corporation with headquarters located at 9 Cedarwood Drive, Suite 4, Bedford New Hampshire 03110. Through its direct and indirect wholly-owned rural incumbent local exchange carriers and subsidiaries, USConnect Holdings provides video, broadband internet access, telecommunications and interconnected Voice over Internet Protocol (“VoIP”) services in Texas, Georgia, Kansas, Colorado and Nebraska. USConnect itself is a holding company and does not provide any services. USConnect Holding’s subsidiaries holding domestic and/or international Section 214 authorizations include the following companies:

USConnect Services Co., Inc. (“USConnect Services”) is a Delaware corporation located at 9 Cedarwood Drive, Suite 4, Bedford New Hampshire 03110. USConnect Services is a wholly owned subsidiary of USConnect Holdings. USConnect Services does not provide any telecommunications services but does provide administrative services to USConnect Holdings and its direct and indirect wholly-owned rural incumbent local exchange carriers and subsidiaries.

USConnect Acquisitions II, Inc. (“Acquisitions II”) is a Delaware corporation located at 9 Cedarwood Drive, Suite 4, Bedford New Hampshire 03110. Acquisitions II is a wholly owned subsidiary of USConnect Holdings. Acquisitions II itself is a holding company and does not provide any services.

USConnect Acquisitions III, Inc. (“Acquisitions III”) is a Delaware corporation located at 9 Cedarwood Drive, Suite 4, Bedford New Hampshire 03110. Acquisitions III is a wholly owned subsidiary of USConnect Holdings. Acquisitions III itself is a holding company and does not provide any services.

USConnect Acquisitions IV, Inc. (“Acquisitions IV”) is a Delaware corporation located at 9 Cedarwood Drive, Suite 4, Bedford New Hampshire 03110. Acquisitions IV is a wholly owned subsidiary of USConnect Holdings. Acquisitions IV itself is a holding company and does not provide any services.

USConnect Acquisitions V, LLC dba CMS IP Technologies (“Acquisitions V”) is a Delaware limited liability company located at 9 Cedarwood Drive, Suite 4, Bedford New Hampshire 03110. Acquisitions V is a wholly owned subsidiary of USConnect Holdings. Acquisitions V does not provide any telecommunications services but will resell VoIP services. Additionally, Acquisitions V provides managed information technology services, cloud services, and security solutions to USConnect Holdings and its direct and indirect wholly-owned rural incumbent local exchange carriers and subsidiaries, as well as other third-parties throughout the United States.

The Livingston Telephone Company (“Livingston”) is a Texas corporation located at 701 West Church Street, Livingston, Texas 77351. Livingston is wholly owned by USConnect Holdings. Livingston is authorized to provide interstate telecommunications service by virtue of blanket Section 214 authority. Livingston is an incumbent local exchange carrier providing local

exchange, interconnected VoIP, and broadband Internet access services to residential and business customers in the Livingston exchange located in Polk County, Texas.³

Telcom Supply, Inc. (“Telcom Supply”) is a wholly-owned subsidiary of Livingston located at 701 West Church Street, Livingston, Texas 77351. Telcom Supply has authority from the Commission to provide interstate and international telecommunications services and provides those services within the local exchange areas of its parent company, Livingston.⁴

Waverly Hall Telephone, LLC (“Waverly Hall Telephone”) is a Georgia limited liability company located at 7457 Hwy 208, Waverly Hall, Georgia 31831. Waverly Hall Telephone is wholly owned by Acquisitions II. Waverly Hall Telephone is authorized to provide interstate telecommunications service by virtue of blanket Section 214 authority. Waverly Hall Telephone is an incumbent local exchange carrier providing local exchange and broadband Internet access services to residential and business customers in west central Georgia in the Waverly Hall exchange located in portions of Harris and Talbot counties.⁵

Waverly Hall Communications, Inc. (“Waverly Hall Comm”) is a North Carolina corporation located at 7457 Hwy 208, Waverly Hall, Georgia 31831. Waverly Hall Comm is wholly owned by Acquisitions II. Waverly Hall Comm has authority from the Commission to provide interstate and international telecommunications services and provides those services in and around the local exchange areas of its affiliated company, Waverly Hall Telephone.⁶

S&A Telephone Company, Inc. (“S&A Telephone”) is a Kansas corporation located at 413 Main Street, Allen, Kansas 66833. S&A Telephone is wholly owned by Acquisitions II. S&A Telephone is authorized to provide interstate telecommunications service by virtue of blanket

³ FCC Filer ID: 802017

⁴ FCC Filer ID: 822916/ IBFS File No. ITC-214-20001026-00630

⁵ FCC Filer ID 807006.

⁶ FCC Filer ID 827047 / IBFS File No. ITC-214-20070328-00125

Section 214 authority. S&A Telephone is an incumbent local exchange carrier providing local exchange and broadband Internet access services to residential and business customers in the Kansas exchanges of Allen-Admire and Scranton in Lyon and Osage Counties.⁷

S&A Communications, Inc. (“S&A Communications”) is a North Carolina corporation located at 413 Main Street, Allen, Kansas 66833, and an affiliate of S&A Telephone. S&A Communications is wholly owned by Acquisitions II. S&A Communications has authority from the Commission to provide interstate and international telecommunications services and provides those services in and around the Kansas local exchange areas of its affiliated company, S&A Telephone.⁸

Mid-South Cellular, Inc. (“Mid-South”) is a Kansas corporation located at 112 SW 7th Street, Suite 3C, Topeka, KS 66603. Mid-South is a wholly-owned subsidiary of S&A Telephone. Mid-South itself is a holding company and does not provide any services.

South Park LLC d/b/a South Park Telephone Company. (“South Park”) is a Colorado limited liability company located at 60 Beckwith Drive, Colorado City, Colorado 81019 and is wholly owned by Corona Holdings, Inc. (“Corona”) (a U.S. corporation under the law of North Carolina located at [160 Mine Lake Ct, Ste 200 Raleigh, NC 27615]) which, in turn, is wholly-owned by Acquisitions III. Corona itself is a holding company and does not provide any services. South Park is authorized to provide interstate telecommunications service by virtue of blanket Section 214 authority. South Park is an incumbent local exchange carrier providing local exchange, interconnected VoIP and broadband Internet access services to residential and business customers in and around the South Park exchange in a portion of Park County, Colorado.⁹

⁷ FCC Filer ID 804630.

⁸ FCC Filer ID 826597/ IBFS File No. ITC-214-20000310-00140

⁹ FCC Filer ID 817630

The Rye Telephone Company (“Rye”) is a Colorado corporation located at 60 Beckwith Drive, Colorado City, Colorado 81019. Rye is wholly owned by Corona which, in turn, is a wholly-owned subsidiary of Acquisitions III. Rye is authorized to provide interstate telecommunications service by virtue of blanket Section 214 authority. Rye is an incumbent local exchange carrier providing local exchange, interconnected VoIP and broadband Internet access services to residential and business customers in and around the Rye, Kim and Colorado City exchanges in south central Colorado.¹⁰

CableCo, LLC (“CableCo”) is a Colorado limited liability company located at 60 Beckwith Drive, Colorado City, Colorado 81019. CableCo is wholly owned by Corona which, in turn, is a wholly-owned subsidiary of Acquisitions III. CableCo has authority from the Commission to provide interstate and international telecommunications and video services and provides those services in and around the local exchange areas of its affiliates, Rye and South Park.¹¹

Newcastle Holdings, Inc. (“Newcastle”) is a North Carolina corporation whose address is 60 Beckwith Drive, Colorado City, Colorado 81019. Newcastle is a wholly-owned subsidiary of Acquisitions IV. Newcastle holds a Section 214 international global resale authorization which is used by Newcastle's wholly-owned subsidiary DTI to provide international telecommunications services. Newcastle is a holding company and does not itself provide any services. Commission authorization held by Newcastle is limited to the international 214 authorization under which DTI provides international long distance service.¹²

Dalton Telephone Company, Inc. (“Dalton Telephone”) is a Nebraska corporation located at 413 Elliot Street, Dalton, Nebraska 69131. Dalton Telephone is a wholly owned subsidiary of Newcastle, which, in turn, is a wholly-owned subsidiary of Acquisitions IV. Dalton Telephone is

¹⁰ FCC Filer ID 805392

¹¹ FCC Filer ID 824138/ IBFS File No. ITC-214-20040609-00224

¹² IBFS File No. ITC-214-20060113-00039

authorized to provide interstate telecommunications service by virtue of blanket Section 214 authority. Dalton Telephone is an incumbent local exchange carrier providing local exchange, interconnected VoIP and broadband Internet access services to residential and business customers in and around the Dalton, Gurley, Lodgepole, Dix and Bushnell exchanges in southwestern Nebraska.¹³

Dalton Telecommunications, Inc. (“DTI”) is a North Carolina corporation located at 413 Elliot Street, Dalton, Nebraska 69131. DTI is a wholly owned subsidiary of Newcastle which, in turn is a wholly owned subsidiary of Acquisitions IV. DTI has authority from the Commission to provide interstate and international telecommunications services and provides those services in and around the local exchange areas of its affiliated companies, Dalton Telephone and Elsie Communications. DTI relies upon the International Section 214 authorization held by its parent company, Newcastle, to resell international telecommunications services.¹⁴

Elsie Communications, Inc. (“Elsie”) is a Nebraska Corporation located at 101 Perkins Avenue, Elsie, Nebraska 69134. Elsie is a wholly-owned subsidiary of Newcastle which, in turn, is a wholly-owned subsidiary of Acquisitions IV. Elsie is authorized to provide interstate telecommunications service by virtue of blanket Section 214 authority as well as international telecommunications service. Elsie is an incumbent local exchange carrier providing local exchange, long distance and broadband Internet access services to residential and business customers in and around the Elsie exchange in Perkins County in southwestern Nebraska.¹⁵

b. ITC Broadband Holdings, LLC (FRN: 0030581177)

¹³ FCC Filer ID 808972

¹⁴ FCC Filer ID 827075/IBFS File No. ITC-214-20060113-00039

¹⁵ FCC Filer ID 808731/ IBFS File No. ITC-214-20000317-00144

ITC is a Delaware corporation with headquarters located at 1791 O.G. Skinner Drive Suite A, West Point, GA 31833. Formed in February 2021, its principal business is investing in companies providing communications services and it is in the process of building its business. ITC itself is a holding company. Neither ITC nor any of its direct and indirect wholly-owned subsidiaries hold any Commission authorizations or provide any telecommunications services.

ITC owns one hundred percent (100%) of the equity interests of ITC Broadband Capital, LLC (“ITC Broadband Capital”), a Delaware limited liability company that will guarantee the financing for the Transaction. Unless otherwise noted, ITC Broadband Capital and the other ITC companies identified below have headquarters located at 1791 O.G. Skinner Drive Suite A, West Point, GA 31833. ITC Broadband Capital is a holding company and does not provide any services. ITC Broadband Capital owns one hundred percent (100%) of the equity interests in ITC Fiber Holdings, LLC (“ITC Fiber”), a Delaware limited liability company that will receive the proceeds of the financing. ITC Fiber is a holding company and does not provide any services. ITC Fiber owns one hundred percent (100%) of the equity interests of ITC Broadband Operating, a Delaware corporation. ITC Fiber also owns one hundred percent (100%) of the common stock of ITC Rural Connect, Inc. (“ITC Rural”), a Delaware corporation. ITC Rural is a holding company and does not provide any services.

Neither ITC nor any of ITC’s direct and indirect wholly-owned subsidiaries hold domestic and/or international 214 authorizations.

II. REQUEST FOR STREAMLINED TREATMENT OF APPLICATION

Under Section 63.04(b) of the Commission’s rules, the Applicants are filing a combined domestic and international application. The Applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.03, 63.10, and 63.12 of the Commission’s Rules.

The Application is eligible for streamlined processing pursuant to Section 63.03(b)(1)(ii) of the Commission's rules because the Transferee is not a telecommunications provider. ITC is not a telecommunications provider and ITC has no direct or indirectly wholly-owned subsidiaries that are telecommunications providers. The Application is also eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's rules because immediately following the Transaction: (1) ITC will have a market share in the interstate interexchange market of less than ten percent (10%); (2) ITC has no direct or indirectly wholly-owned subsidiaries that provide competitive telephone exchange services; and (3) all of the ILECs involved in the Transaction are rural "incumbent independent local exchange carriers" as defined in Rule 64.1902 that have fewer than two percent (2%) of the nation's subscriber lines installed in the aggregate nationwide.

This Application also qualifies for streamlined treatment under Sections 63.10 and 63.12 of the Commission's rules because: (1) none of the Applicants or any of their affiliates are affiliated with a foreign carrier; (2) as a result of the Transaction, none of the Applicants or any of their affiliates will be affiliated with any foreign carrier; and (3) none of the other scenarios outlined in Section 63.12(c) of the Commission's rules apply.

III. DESCRIPTION OF THE TRANSACTION

On April 30, 2021, Applicants entered into a Stock Purchase Agreement pursuant to which ITC is to acquire USConnect Holdings ("Agreement"). Prior to the closing of the Agreement, ITC shall assign its rights to purchase the stock of USConnect Holdings to ITC Rural. Immediately following the closing of the Agreement, ITC Rural shall contribute the stock of USConnect Holdings to ITC Broadband Operating as a capital contribution in exchange for one hundred percent (100%) of the preferred equity interests of ITC Broadband Operating. Following such contributions, ITC Broadband Operating will convert USConnect Holdings and all of its

subsidiaries that are corporations, including the Licensees, to limited liability companies under relevant state laws.¹⁶

The ultimate result of the Transaction will be that ITC, through ITC Broadband Operating and ITC Rural, will indirectly own one hundred percent (100%) of the equity interests of, and thus control, USConnect Holdings, which in turn will still own one hundred percent (100%) of the equity interests of each of the Licensees. For the Commission's convenience, pre- and post-Transaction corporate organizational charts depicting the entities involved in the transfer of control are provided as **Exhibit A**. Consummation of the Transaction is contingent upon, among other things, receipt of all necessary regulatory approvals.

IV. PUBLIC INTEREST STATEMENT

The proposed Transaction furthers the public interest, convenience, and necessity. Approval of the Transaction will advance economic efficiency by enabling ITC, USConnect Holdings, and the Licensees to achieve economies of scale and expand their offerings and services to a broader customer base. The Transaction will enable ITC, USConnect Holdings, and the Licensees to strengthen their competitive position to the benefit of consumers and the communications marketplace. The Transaction will serve the public interest by adding ITC's financial, technical, and managerial resources to those already available to the Licensees. Additionally, ITC will provide invaluable management and strategic business skills to USConnect Holdings and the Licensees through ITC's experienced management team and technical staff, a description of which is attached hereto as **Exhibit B**. These resources will strengthen USConnect

¹⁶ These changes are pro forma in nature and will not change the ultimate post-Transaction ownership and control of the Licensees. These changes will not have any effect on the customers of the Licensees but will streamline recordkeeping and reporting among other benefits. To the extent necessary, additional regulatory filings will be made with the Commission to address these organizational changes in the future.

Holdings and the Licensees' ability to provide high-quality communications throughout the Licensees' service areas.

Through this Transaction, increased resources will be available to USConnect Holdings and the Licensees thereby permitting the Licensees to roll out innovative and cost-effective broadband communications services more quickly to existing and new customers. Consequently, the Licensees will be able to provide a more complete and robust variety of services to their customers. Furthermore, ITC's experienced management team will assist USConnect Holdings and the Licensees in anticipating technology changes, building facilities for an evolving marketplace, and avoiding unproductive investments. In short, the proposed Transaction will positively benefit the Licensees' operations and customers throughout their operating areas.

Furthermore, the proposed change in ownership will occur at the parent level and, therefore, the Transaction will be transparent to current customers of the Licensees. The proposed Transaction will have no adverse impact on any customers and will not alter their service or billing. Customers will continue to receive the same services they currently receive. The Transaction will not result in any immediate change of carrier for customers or any assignment of authorizations and will not result in the discontinuance, reduction, loss, or impairment of service to customers. Accordingly, customer notice is not required under Section 64.1120(e) of the Commission's rules because there will be no change in service provider from the customer's perspective

Following consummation of the Transaction, the Licensees will continue to provide high-quality communications services to their customers in the same geographic areas as currently provided without interruption. Additionally, given that neither ITC nor any of its direct and indirect wholly-owned subsidiaries provide any telecommunications services, there will be no overlap

with the Licensees' incumbent independent local exchange service territories in Texas, Georgia, Kansas, Colorado, and Nebraska.

Finally, the Transaction does not present any anticompetitive issues. After consummation of the Transaction, Applicants' total share of the interstate interexchange market will be less than ten percent (10%), and there are many other interexchange and international carriers operating on a nationwide basis. The Transaction will not reduce the number of service providers in the applicable geographic area. Additionally, the Transaction will not result in any overlap of fiber facilities in the markets where ITC and its subsidiaries and the Licensees operate. Therefore, the Transaction will not provide the Applicants with any competitive advantage as a result of concentration of fiber assets and will not harm consumers or negatively impact the market for facilities-based service.

The Transaction will serve the public interest by enhancing USConnect Holding's strengths without any threat of anticompetitive effects or other public interest harms. Moreover, the Transaction will be transparent to consumers. The Commission should therefore approve the proposed Transaction.

V. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE COMMISSION'S RULES

In support of this Application, the Applicants submit the following information pursuant to Section 63.24(e) of the Commission's rules, which is the information requested in paragraphs (a)-(d) and (o)-(p) of Section 63.18 for all Applicants and the information requested in paragraphs (h)-(n) of Section 63.18 for ITC.

a. Name, contact address, and telephone number.

Jerry Elliott
Chief Executive Officer
ITC Broadband Holdings, LLC

1791 O.G. Skinner Drive Suite A
West Point, GA 31833
706-645-8714 (telephone)
Jelliott@itchold.com

Deborah Rand
Secretary
USConnect Holdings, Inc.
9 Cedarwood Drive, Suite 4
Bedford, NH 03110
drand@usch.com
603-472-9786 (telephone)¹⁷

b. Citizenship.

ITC is a Delaware corporation. All if ITC's subsidiaries, identified in Section I(b) above, are also incorporated or organized in the state of Delaware.

USConnect Holdings, Inc. is a Delaware corporation.
USConnect Services Co., Inc. is a Delaware corporation.
USConnect Acquisitions II, Inc. is a Delaware corporation.
USConnect Acquisitions III, Inc. is a Delaware corporation.
USConnect Acquisitions IV, Inc. is a Delaware corporation.
USConnect Acquisitions V, LLC dba CMS IP Technologies is a Delaware limited liability company.
The Livingston Telephone Company is a Texas corporation.
Telcom Supply, Inc. is a Texas corporation.
Waverly Hall Communications, Inc. is a North Carolina corporation.
Waverly Telephone, LLC is a Georgia limited liability company.
Corona Holdings, Inc. is a North Carolina corporation.
S&A Communications, Inc. is a North Carolina corporation.
S&A Telephone Company, Inc. is a Kansas corporation.
Mid-South Cellular, Inc. is a Kansas corporation.
South Park LLC is a Colorado corporation limited liability company.
The Rye Telephone Company is a Colorado corporation.
CableCo, LLC is a Colorado limited liability company.
Dalton Telephone Company, Inc. is a Nebraska corporation.
Dalton Communications, Inc. is a North Carolina corporation.
Newcastle Holdings, Inc. is a North Carolina corporation.
Elsie Communications, Inc. is a Nebraska corporation.

¹⁷ This contact information is shared by the USConnect Holdings Licensees: (1) USConnect Services Co., Inc.; (2) USConnect Acquisitions II, Inc.; (3) USConnect Acquisitions III, Inc.; (4) USConnect Acquisitions IV, Inc.; (5) USConnect Acquisitions V, LLC dba CMS IP Technologies; (6) The Livingston Telephone Company; (7) Telecom Supply, Inc.; (8) Waverly Hall Communications, Inc.; (9) Waverly Hall Telephone, LLC; (10) S&A Communications, Inc.; (11) S&A Telephone Company, Inc.; (12) Corona Holdings, Inc.; (13) South Park LLC; (14) The Rye Telephone Company; (15) CableCo, LLC; (16) Dalton Telephone Company, Inc.; (17) Newcastle Holdings, Inc.; (18) Dalton Telecommunications, Inc. and; (19) Elsie Communications, Inc.

c. Correspondence concerning this Application should be sent to (Answer to IBFS Main Form Question 10):

For USConnect Holdings and the Licensees

George Lyon, Jr, Esq.
Lukas, LaFuria, Gutierrez & Sachs, LLP
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with a copy to:

Deborah Rand
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For ITC

Walt Saprnov, Esq.
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with a copy to:

Jerry Elliott
Chief Executive Officer
ITC Broadband Holdings, LLC
1791 O.G. Skinner Drive
West Point, GA 31833
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d. International Section 214 Authorization (Answer to IBFS Main Form Question 10).

Given that neither ITC nor any of its direct and indirect wholly-owned subsidiaries provide telecommunications services, neither ITC nor any of its direct and indirect wholly-owned subsidiaries hold Section 214 authorization to provide international telecommunications services.

USConnect Holding's wholly owned subsidiaries hold Section 214 authority to provide international telecommunications services as described below. USConnect Holding's wholly owned subsidiaries will continue to provide international service under existing entity authority post-Transaction.

Telcom Supply is authorized to provide international global switched resale services pursuant to File No. ITC-214-20001026-00630. Transfer of Control of the foregoing authorization to USConnect Holdings, Inc. was granted pursuant to ITC-T/C-20130719-00191.

Waverly Hall Communications, Inc. is authorized to provide international global switched resale services pursuant to File No. ITC-214-20070328-00125. Transfer of control of the foregoing authorization to Acquisitions II was granted in 2009 pursuant to ITC-T/C-20090717-00334. Transfer of control to USConnect Holdings was granted in 2013 pursuant to ITC-T/C-20130927-00270.

S&A Communications was authorized to provide international global switched resale services pursuant to File No. ITC-214-20000310-00140. S&A currently provides services under the authority held by USConnect Holdings pursuant to File No. ITC-ASG-20130927-00269.

Elsie Communications, Inc. holds Section 214 authority to provide international global switched resale services pursuant to File No. ITC-214-20000317-00144. Transfer of control from SK Ventures, Inc. to Newcastle Holdings, Inc. was granted in 2006 pursuant to ITC-T/C-20060302-00133. Transfer of control from Newcastle Holdings, Inc. to Acquisitions IV was granted in 2013 pursuant to ITC-T/C-20131106-00308, and from Acquisitions IV to USConnect Holdings pursuant to ITC-T/C-20131115-00314.

Newcastle Holdings, Inc. holds international global switched resale authority pursuant to File No. ITC-214-20060113-00039 which is used by Newcastle's wholly-owned subsidiary, Dalton Telecommunications, Inc., to provide international telecommunications services. By letter dated December 20, 2006, Newcastle notified the Commission that DTI would provide services under File Number ITC-214-20060113-00039 pursuant to § 63.21(h).

CableCo, LLC holds international global switched resale authority pursuant to File No. ITC-214-20040609-00224. Transfer of control from Southern Colorado Telecommunications, Inc. to Corona Holdings, Inc. was granted in 2006 pursuant to ITC-T/C-20060113-00041, and also in 2006 from Cableco's indirect parent American Broadband Communications, LLC to SSF Partners, LLC pursuant to ITC-T/C-20061107-00508. Transfer of control was granted in 2009 for

transfer of control of Majority Member of the Controlling Entity interest in the Ultimate Parent of CableCo from DB Zwirn Special Opportunities Fund, L.P. to ZM Private Equity Fund II, LP pursuant to ITC-T/C-20090116-00031. Finally, transfer of control from CableCo to USConnect Holdings was granted pursuant to ITC-T/C-20130920-00259.

e. Ten Percent Or Greater Interest Holders/Interlocking Directorates (Answer to IBFS Main Form Question 11 and Question 12).

After consummation of the Transaction, the following entities and individuals will hold a ten percent (10%) or greater direct or indirect ownership interest in USConnect Holdings (and a corresponding indirect ownership interest in the Licensees):

(1) ITC Rural Connect, Inc., a Delaware corporation, will hold 100% of the membership interests of USConnect Holdings. The address for ITC Rural Connect, Inc. and the other ITC entities identified below is 1791 O.G. Skinner Drive Suite A, West Point, GA 31833.

(2) ITC Broadband Capital, LLC, a Delaware corporation, will indirectly hold 100% of the membership interests of USConnect Holdings.

(3) ITC Fiber Holdings, LLC, a Delaware corporation, will indirectly hold 100% of the membership interests of USConnect Holdings.

(4) ITC Broadband Holdings, LLC, a Delaware corporation, will indirectly hold 100% of the membership interests of USConnect Holdings and exercise ultimate control over the Licensees.

(5) The following stockholders will beneficially own a ten percent (10%) or greater share of ITC's membership interest and indirectly an equal percentage of the ownership interest in each of the Licensees. None is a publicly traded entity.

HF Direct Investments Pool LLC
502 Union Avenue, Knoxville, TN 37902
Citizenship: TN

Principal Business: Investments
Percentage ownership: 12%
Contact: Jennifer Oswalt 865.500.4327 x102

4612-Broadband Holdco, LLC
3345 Peachtree Road Northeast, Suite 175
Atlanta, GA 30326
Citizenship: DE
Principal Business: Investment Fund
Percentage ownership: 12%
Contact: Anna Summerlin 205.529.1378

ITC Broadband Investments, LLC
1791 O.G. Skinner Drive
West Point, GA 31833
Citizenship: DE
Principal Business: Investments
Percentage ownership: 12%
Contact: Tim Knight 762.888.0648

Kinetic - ITC Broadband Investments, LLC
c/o Kinetic Ventures, LLC
Two Wisconsin Circle, Suite 660
Chevy Chase, MD 20815
Citizenship: DE
Principal Business: Investments
Percentage ownership: 12%
Contact: Sydney Shepherd 301.652.8066

Atlantic Engineering Group, Inc.
Post Office Box 349
Buford, GA 30515
Citizenship: GA
Principal Business: Engineering
Percentage ownership: 28%
Contact: James H. Salter 770.361.6622

ITC Broadband Management, L.P.
1791 O.G. Skinner Drive
West Point, GA 31833
Citizenship: DE
Principal Business: Investments
Percentage ownership: 15%
Contact: Tim Knight 762.888.0648

Other than as set forth in this Application, to ITC's knowledge, no other entity or individual will own a ten percent (10%) or greater direct or indirect equity or voting interest in ITC or the Licensees after consummation of the Transaction.

ITC does not hold a ten percent (10%) or greater direct or indirect equity or voting interests in any other telecommunications-related entities.

To ITC's knowledge and other than as set forth in this Application, no other person or entity listed in this Application as having an ownership interest in ITC currently owns or controls ten percent (10%) or more of any other telecommunications-related entity.

No officer or director of ITC is also an officer or director of any foreign carrier. ITC does not have any interlocking directorates with a foreign carrier, and ITC will not have any such directorates after consummation of the Transaction.

f. Foreign Carrier Affiliation Certification (Answer to IBFS Main Form Questions 14-17)

ITC certifies that it is not a foreign carrier, it is not affiliated with a foreign carrier, and it will not become affiliated with a foreign carrier as a result of this Transaction.

g. Foreign Carrier and Destination Countries (Answer to IBFS Main Form Questions 14-17)

ITC certifies that, upon consummation of the Transaction, neither ITC, nor its subsidiaries, nor the Licensees will provide international telecommunications services to any destination country in which: (1) they are foreign carriers in the destination market; (2) they control a foreign carrier in the destination market; (3) any entity that owns more than 25% of ITC, or that controls ITC, controls a foreign carrier in that country; and (4) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25% of ITC and are parties to, or the beneficiaries of, a contractual relationship affecting the provision or marketing of international basic telecommunications services in the United States.

h. WTO Membership of Destination Countries (Answer to IBFS Questions 14-17)

Not applicable.

i. International Telecommunications Services (Answer to IBFS Questions 14-17)

Neither ITC, nor its affiliates, nor the Licensees will resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country where they are foreign carriers or are affiliated with a foreign carrier.

j. Non-dominant Regulatory Classification (Answer to IBFS Main Form Questions 14-17)

Not applicable.

k. Special Concessions Certification (Answer to IBFS Main Form Question 21)

The Applicants 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 sufficient market power on the foreign end of the route to adversely affect competition in the U.S. market, and will not enter into such agreements in the future.

l. Federal Benefits/Anti-Drug Act of 1988 Certification (Answer to IBFS Main Form Question 25)

The Applicants certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's rules, that they are not subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

m. Eligibility for Streamlined Processing (Answer to IBFS Main Form Question 20)

The Applicants request streamlined processing of this Application pursuant to Sections 63.03, 63.10 and 63.12 of the Commission's rules for the reasons set forth in Section II above.

VI. INFORMATION REQUIRED BY SECTION 63.04(b) OF THE COMMISSION'S RULES FOR TRANSFER OF CONTROL

Pursuant to Commission Rule 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority to transfer indirect control of the Licensees to ITC in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

(a)(6) A description of the proposed Transaction is set forth in Section III above.

(a)(7) (i) See Section I above. Collectively, the Licensees provide telecommunications services pursuant to authorizations to provide incumbent local exchange, competitive local exchange, and/or interexchange telecommunications services in Texas, Georgia, Kansas, Colorado and Nebraska.

(ii) See Section I above. Neither ITC nor any of its direct or indirect wholly owned subsidiaries provide telecommunications services.

(a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing for the reasons set forth in Section II of the Application.

(a)(9) Applicants also will be filing separate applications and/or notices with the Commission for the transfer of control of the earth station registrations, wireless authorizations, antenna structure registrations, and community unit identification ("CUID") registrations held by the Licensees and other subsidiaries of USConnect Holdings that are not the subject of this Application.

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

(a)(11) Not applicable; no waiver requests are being sought in conjunction with the Transaction.

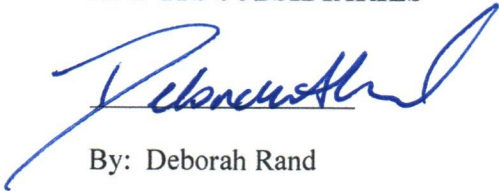
(a)(12) The Transaction is in the public interest for the reasons set forth in Section IV of the Application.

VII. CONCLUSION

For the foregoing reasons, the Applicants respectfully request that the Commission act expeditiously to approve the Transaction.

Respectfully Submitted,

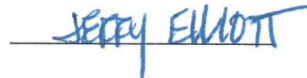
**USCONNECT HOLDINGS, INC.
AND ITS SUBSIDIARIES**



By: Deborah Rand

Secretary
USConnect Holdings, Inc.
9 Cedarwood Drive, Suite 4
Bedford, NH 03110

ITC BROADBAND HOLDINGS, LLC



By: Jerry Elliott

Chief Executive Officer
ITC Broadband Holdings, LLC
1791 O.G. Skinner Drive
West Point, GA 31833

Dated: May 20, 2021

DECLARATION OF JERRY ELLIOTT
ITC BROADBAND HOLDINGS, LLC

I, Jerry Elliott, Chief Executive Officer of ITC Broadband Holdings, LLC, do hereby declare under penalty of perjury that the statements made in this Joint Application for Domestic Section 214 Transfer of Control are true and accurate to the best of my knowledge, information and belief.

Dated this 20th day of May, 2021.

ITC Broadband Holdings, LLC

JERRY ELLIOTT

By: Jerry Elliott, Chief Executive Officer

DECLARATION OF DEBORAH RAND
USCONNECT HOLDINGS, INC

I, Deborah Rand, Secretary of USConnect Holdings, Inc., do hereby declare under penalty of perjury that the statements made in this Joint Application for Domestic Section 214 Transfer of Control are true and accurate to the best of my knowledge, information and belief.

Dated this 20th day of May, 2021.

USConnect Holdings, Inc.

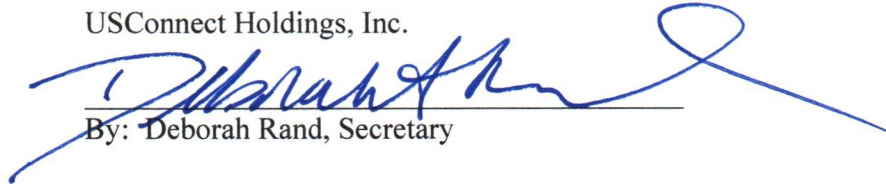
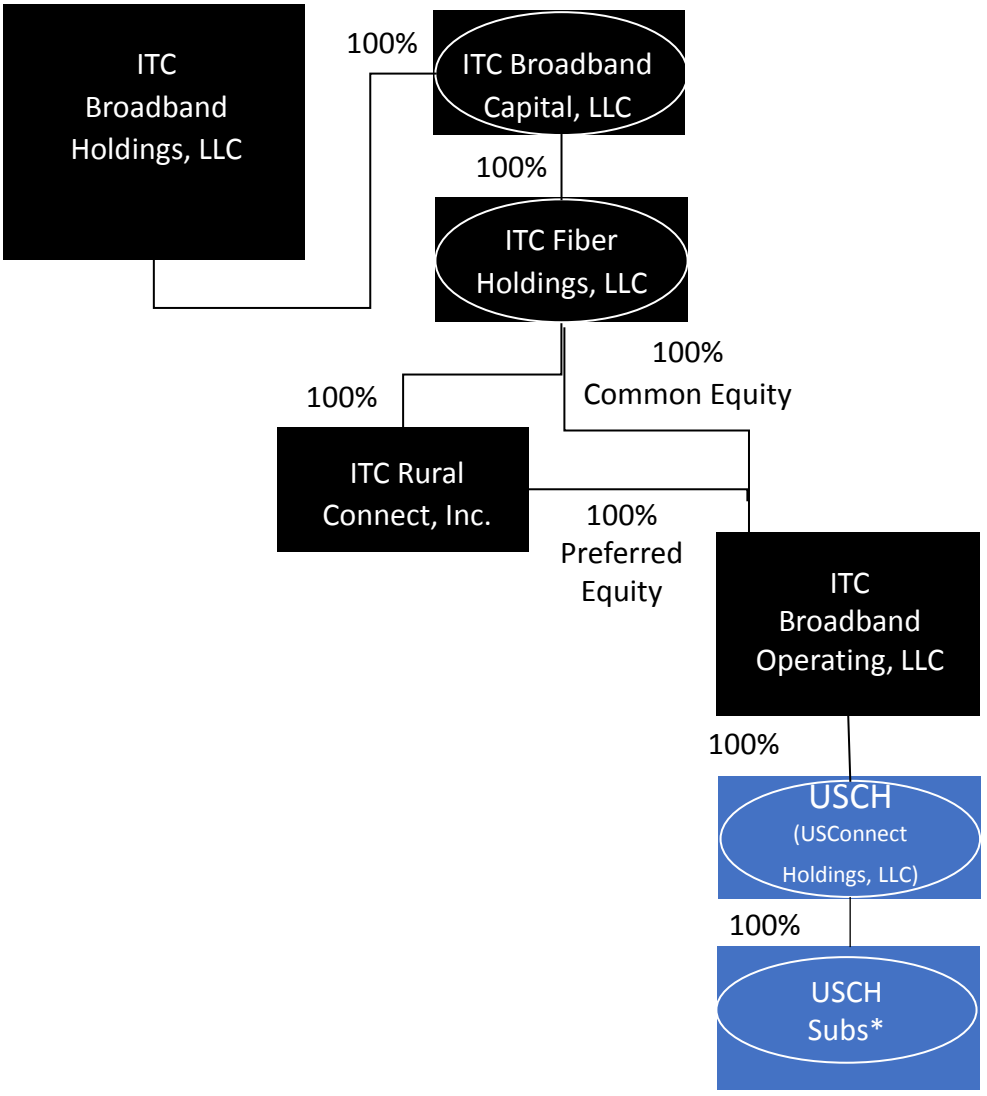

By: Deborah Rand, Secretary

EXHIBIT A-1

PRE-TRANSACTION

OWNERSHIP OF ITC

Organizational Chart for ITC Entities



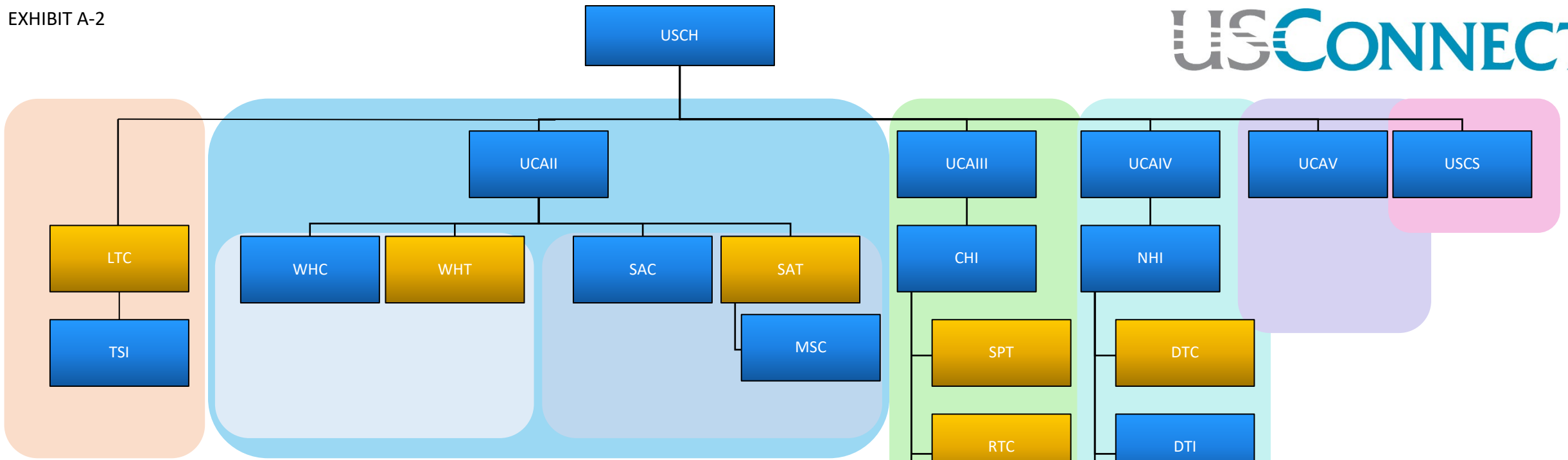
Companies shown in black are existing subsidiaries of ITC and will continue to exist post-transaction. Entities in blue are USCH and its subsidiaries, which will become ITC subsidiaries post-transaction.

*Subsidiaries listed on following page

EXHIBIT A-2

PRE-TRANSACTION

OWNERSHIP OF USCONNECT HOLDINGS, LLC



- USCH** – USConnect Holdings, Inc.
- USCS** – USConnect Services Co., Inc.
- LTC** – The Livingston Telephone Company
- TSI** – TelCom Supply Inc.
- UCAII** – USConnect Acquisitions II, Inc.
- WHC** – Waverly Hall Communications, Inc.
- WHT** – Waverly Hall Telephone LLC
- SAC** – S&A Communications, Inc.
- SAT** – S&A Telephone Company, Inc.
- MSC** – Mid-South Cellular, Inc.
- UCAIII** – USConnect Acquisitions III, Inc.
- CHI** – Corona Holdings, Inc.
- SPT** – South Park LLC
- RTC** – The Rye Telephone Company
- CBC** – CableCo, LLC
- UCAIV** – USConnect Acquisitions IV, Inc.
- NHI** – Newcastle Holdings, Inc.
- DTC** – Dalton Telephone Company, Inc.
- DTI** – Dalton Communications, Inc.
- ECI** – Elsie Communications, Inc.
- UCAV** – USConnect Acquisitions V, LLC

Represents a Regulated Company

EXHIBIT A-3

POST-TRANSACTION

Anticipated Post-Transaction Changes to USCH Subsidiaries

<u>Name of Entity Before Conversion in Step 2</u>	<u>Name of Entity After Conversion in Step 2</u>
USCONNECT HOLDINGS, INC.	USCONNECT HOLDINGS, LLC
USCONNECT SERVICES CO., INC.	USCONNECT SERVICES CO., LLC
The Livingston Telephone Company	The Livingston Telephone Company, LLC
Telcom Supply, Inc.	Telcom Supply, LLC
USCONNECT ACQUISITIONS II, INC.	USCONNECT ACQUISITIONS II, LLC
Waverly Hall Communications, Inc.	Waverly Hall Communications, LLC
Waverly Hall Telephone, L.L.C.	Waverly Hall Telephone, L.L.C.
S&A Communications, Inc.	S&A Communications, LLC
S & A Telephone Company, Inc.	S & A Telephone Company, LLC
Mid-South Cellular, Inc.	Mid-South Cellular, LLC
USCONNECT ACQUISITIONS III, INC.	USCONNECT ACQUISITIONS III, LLC
Corona Holdings, Inc.	Corona Holdings, LLC
South Park L.L.C.	South Park L.L.C.
The Rye Telephone Company	The Rye Telephone Company, LLC
CableCo, LLC	CableCo, LLC
USCONNECT ACQUISITIONS IV, INC.	USCONNECT ACQUISITIONS IV, LLC
Newcastle Holdings, Inc.	Newcastle Holdings, LLC
Dalton Telephone Company, Inc.	Dalton Telephone Company, LLC
Dalton Telecommunications, Inc.	Dalton Telecommunications, LLC
Elsie Communications, Inc.	Elsie Communications, LLC
USCONNECT ACQUISITIONS V, LLC	USCONNECT ACQUISITIONS V, LLC

EXHIBIT B

DESCRIPTION OF ITC'S SENIOR MANAGEMENT TEAM

EXHIBIT B
ITC SENIOR MANAGEMENT TEAM

Campbell B. Lanier III, Chairman

Mr. Lanier is the Chairman of ITC Broadband Operating, LLC. Mr. Lanier has more than 30 years of investment experience focused on early stage companies in communications, technology, financial services, restaurant management solutions, and canine detection services. Mr. Lanier has served as a Director of ITC Holding Company (a predecessor entity of ITC) since the company's inception in 1989 as a corporation.

Mr. Lanier currently serves as Senior Director of Kinetic Ventures, a leading venture capital investor in high growth information, communications, and power/clean technology companies. Mr. Lanier also serves as Chairman and CEO of Magnolia Holding Company and has previously served as Chairman or Director of numerous operating companies.

Prior to joining ITC Broadband Operating, Mr. Lanier co-founded Interstate Communications (Telecom*USA), which was acquired by MCI for \$1.2 billion in 1990. Mr. Lanier was the founding investor and Chairman of Powertel (now T-Mobile), which was acquired by Deutsche Telecom for \$4.2 billion in 2000. He was also the founding investor for Mindspring, which was valued at \$1 billion at the time of its merger with Earthlink. Additionally, he was the founding investor of ITC^DeltaCom, InterCall, Knology, Firethorn and Point Broadband. He has previously served as Managing Director of South Atlantic Private Equity Fund, IV, Limited Partnership.

Mr. Lanier holds a B.S. in Business Administration from Presbyterian College.

Jerry Elliott, Chief Executive Officer

Jerry Elliott is the Chief Executive Officer of ITC Broadband Operating, LLC. Mr. Elliott has more than 27 years of investment and operating experience in the telecommunications and technology sectors.

Prior to joining ITC, Mr. Elliott was the President of Cricket Wireless from 2012 until it was acquired by AT&T for \$4.6 billion, during which time Cricket's stock price increased by 250%. At Cricket, Mr. Elliott turned around an industry-lagging company by significantly growing gross subscriber adds through ground-breaking new product and service offerings, dramatically reducing churn by providing extraordinary customer service, and reallocating spending from poorly-performing projects to growth opportunities.

Prior to Cricket, Mr. Elliott was the Chief Executive Officer of Global Signal from 2006 until it was acquired by Crown Castle for \$5.1 billion, overseeing a period of growth to shareholders of 47% IRR. At Global Signal, Mr. Elliott more than doubled the rate of revenue growth and helped the company improve from last to first in the industry in customer satisfaction scores.

Prior to Global Signal, Mr. Elliott was the President of Frontier Communications during its years of organic growth that drove a total shareholder return of 156%. While he was President of Frontier, the

company led the industry in organic revenue growth, while also achieving the highest EBITDA margins among its competitors.

Mr. Elliott has been a member of the Board of Directors of five publicly-traded telecom and technology companies, the Chief Financial Officer of Virgin Cable UK, a Managing Director at Morgan Stanley and a Partner at Shearman & Sterling. Jerry has also served as an Adjunct Professor of Management and Leadership at The United States Military Academy at West Point.

Mr. Elliott holds a B.B.A. in Accounting and Finance from Baylor University, a J.D. in Tax Law from Baylor University School of Law and an L.L.M. in Taxation from New York University.

Robert Mills, Chief Financial Officer

Rob Mills is the Chief Financial Officer of ITC Broadband Operating, LLC. Mr. Mills has more than 25 years of experience as a financial officer in the telecom and technology sectors across both private and public companies. Mr. Mills has served in various roles with the ITC family of companies since 1994, including as CFO of Teklinks and CFO of Knology. Prior to joining ITC, Mr. Mills spent seven years as an auditor with Arthur Andersen & Co.

Mr. Mills holds a B.A. in Economics and Art History from Emory University and an M.B.A. from Tulane University.