

**EXHIBIT F - ITEM A21**  
**DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST EXHIBIT**

ITC Global USA, LLC (“ITC USA” or “Licensee”) files this application for Commission consent to the transfer of control of its licenses (E850127, E020297, E040123, E040166, E040284, E990070, E040444, E050131, E070119, E070239, E100007, E920639, E920640) from ITC Global, Inc. (“ITC” or “Transferor”) to Riverside Fund IV, L.P. (“Riverside” or “Transferee”).<sup>1</sup> ITC USA, a Florida limited liability company with corporate office located at One Progress Plaza, Suite 700, St. Petersburg, FL 33701, is a wholly-owned subsidiary of ITC, a Delaware corporation. ITC provides comprehensive networking solutions for business operating anywhere in the world, and provides communications in some of the world’s most difficult regions, including remote and otherwise unreachable mining locations; offshore platforms; floating production, storage, and offloading vessels; and service vessels. Riverside, a Delaware limited partnership, has its principal offices at 699 Boylston Street, 14th Floor, Boston, MA 02116. Riverside is controlled by Riverside Partners, a Boston-based private investment firm that invests in healthcare and technology oriented companies.

ITC and Riverside entered into a Securities Purchase and Redemption Agreement (“Agreement”) dated November 11, 2011, pursuant to which Riverside will acquire control of ITC USA. Specifically, Riverside plans to acquire approximately 57.5% of ITC’s stock. As a result, immediately following the consummation of the proposed transaction, Riverside will ultimately control ITC USA. Applicants therefore request authority for the transfer of control of ITC USA to Riverside. The transfer of control will not involve a change in the name under which ITC USA currently operates nor a change in the manner in which ITC USA currently offers service.

The proposed transaction will serve the public interest. The transfer of control of ITC USA to Riverside will provide ITC USA with access to the financial and operational support of Riverside. Such support will allow ITC USA to strengthen its ability to compete. Also, the transaction will not have any adverse impact on competition. No existing or potential competitors will be eliminated as a result of the proposed transaction. Instead, ITC USA will continue to provide service to its customers, furthering the Commission’s policies favoring competition and diversity of services. In sum, the proposed transaction should strengthen the ability of ITC USA to compete within its service areas.

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<sup>1</sup> ITC USA also holds international Section 214 authorization and is concurrently seeking approval for the transfer of control of that authorization.