

OWNERSHIP EXHIBIT

As discussed in the Description of Transaction and Public Interest Statement exhibit, ITC Global Holdings, LLC (“Holdings”) will be inserted between ITC Global, Inc. (“ITC Parent”), the parent company of ITC Global USA, LLC (“Licensee”), and the current equity holders of ITC Parent (the “*Pro Forma* Insertion”). As a result of the *Pro Forma* Insertion, ITC Parent will be a wholly owned direct subsidiary of Holdings and Riverside Fund IV, L.P. (“Riverside”), which is currently the majority owner of ITC Parent, and will be the majority owner of Holdings. Set forth below is a post-*Pro Forma* Insertion description of the entities with a ten percent (10%) or greater direct or indirect interest¹ in Licensee.

The following entity will hold a ten percent or greater direct interest in **ITC Global USA, LLC**:

Name: ITC Global, Inc. (“ITC Parent”)
Address: 53 Central Avenue
Needham, Massachusetts 02494
Citizenship: U.S. (Delaware)
Interest Held: 100%
Principal Business: Communications

The following entity will hold a ten percent or greater direct interest in **ITC Global USA, LLC**:

Name: ITC Global Holdings, LLC (“Holdings”)
Address: 53 Central Avenue
Needham, Massachusetts 02494
Citizenship: U.S. (Delaware)
Interest Held: 100%
Principal Business: Holding Company

¹ Unless specifically indicated, the interest held represents both equity and voting interest.

The following entities will hold a ten percent or greater direct interest in **ITC Global Holdings, LLC**:

Name: Riverside Fund IV, L.P. (“Riverside”)
Address: c/o Riverside Partners, LLC
699 Boylston Street, 14th Floor
Boston, MA 02116
Citizenship: U.S. (Delaware)
Interest Held: 59.50% Equity; 64.24% Voting
Principal Business: Investments

Name: Riverside Fund IV Offshore, L.P. (“Riverside Offshore”)
Address: c/o Riverside Partners, LLC
699 Boylston Street, 14th Floor
Boston, MA 02116
Citizenship: U.S. (Delaware)
Interest Held: 20% Equity; 0% Voting
Principal Business: Investments

The general partner of Riverside Offshore is Riverside Partners IV, L.P., which is also the general partner of Riverside and whose information is provided below.

To Transferee’s knowledge, no person or entity will own or control a 10% or greater indirect interest in Licensee through Riverside Fund IV Offshore, L.P.

Name: Fine Spotted Partners, LLC (“FSP”)
Address: c/o ITC Global, Inc.
53 Central Avenue
Needham, Massachusetts 02494
Citizenship: U.S.
Interest Held: less than 10% Equity; 11.09% Voting
Principal Business: Investment

The sole member of FSP is Michael Monier, a U.S. citizen, who can also be reached through ITC Global, Inc. To Transferee’s knowledge, no other person or entity will hold a 10% or greater indirect interest in Licensee through an ownership interest in Fine Spotted Partners, LLC.

The following entities currently hold a ten percent (10%) or greater interest in **Riverside Fund IV, L.P.**:

- (1) Name: Riverside Partners IV, L.P.
Address: c/o Riverside Partners, LLC
699 Boylston Street, 14th Floor
Boston, MA 02116
Citizenship: U.S. (Delaware)
Interest Held: General Partner
Principal Business: Investment
- (2) Name: Yale University
Address: 55 Whitney Avenue, 5th Floor
New Haven, Connecticut
Citizenship: U.S.
Interest Held: 14.81% Limited Partner
Principal Business: Education
- (3) Name: Arkansas Teacher Retirement System
Address: 1400 West Third Street
Little Rock, Arkansas
Citizenship: U.S.
Interest Held: 13.16% Limited Partner
Principal Business: Investment
- (4) Name: West Virginia Investment Management Board
Address: 500 Virginia Street, Suite 200
Charleston, West Virginia 25301
Citizenship: U.S.
Interest Held: 13.16% Limited Partner
Principal Business: Investment

No individual or entity holds a ten percent (10%) or greater interest in **Yale University**, **Arkansas Teacher Retirement System** or the **West Virginia Investment Management Board**.

The following individuals or entities currently hold a ten percent (10%) or greater interest in **Riverside Partners IV, L.P.**:

- (1) Name: David Belluck
Address: c/o Riverside Partners, LLC
699 Boylston Street, 14th Floor
Boston, MA 02116
Citizenship: U.S.
Interest Held: Less than 50%
Principal Business: Individual

- (2) Name: Brian Guthrie
Address: c/o Riverside Partners, LLC
699 Boylston Street, 14th Floor
Boston, MA 02116
Citizenship: U.S.
Interest Held: Less than 50%
Principal Business: Individual

- (3) Name: Steve Kaplan
Address: c/o Riverside Partners, LLC
699 Boylston Street, 14th Floor
Boston, MA 02116
Citizenship: U.S.
Interest Held: Less than 50%
Principal Business: Individual

- (4) Name: Riverside Partners IV, LLC
Address: c/o Riverside Partners, LLC
699 Boylston Street, 14th Floor
Boston, MA 02116
Citizenship: U.S. (Delaware)
Interest Held: General Partner
Principal Business: Investment

Riverside Partners IV, L.P. is controlled by an investment committee composed of six members, who are: David Belluck, Philip Borden, Frank Do, Brian Guthrie, Steve Kaplan, and Jon Lemelman. All members of the investment committee are United States citizens and the business address for each member of the investment committee is:

c/o Riverside Partners, LLC
699 Boylston Street, 14th Floor
Boston, MA 02116

The sole members of **Riverside Partners IV, LLC** are:

- (1) Name: David Belluck
Address: c/o Riverside Partners, LLC
699 Boylston Street, 14th Floor
Boston, MA 02116
Citizenship: U.S.
Interest Held: Greater than 50%
Principal Business: Individual
- (2) Name: Brian Guthrie
Address: c/o Riverside Partners, LLC
699 Boylston Street, 14th Floor
Boston, MA 02116
Citizenship: U.S.
Interest Held: Less than 50%
Principal Business: Individual