

**APPLICATION FOR TRANSFER OF CONTROL OF C-BAND RECEIVE-ONLY  
EARTH STATION**

The instant application seeks Federal Communications Commission (“FCC”) consent for the transfer of control of one C-band receive-only earth station authorization (callsign E130160) from the J. Michel Guité 2011 Descendants Trust to the Guité Brothers and Sisters Trust, as described below.

**Response to Question A20: Ownership Information**

The sole owner of Vermont Telephone Company, Inc. (“Vermont Telephone”) is Vermont National Telephone Company, Inc. (“Vermont National”).

Name:	Vermont National Telephone Company, Inc.
Place of Organization:	Delaware
Type of Business Organization:	Corporation
Percentage Held:	Vermont National holds a 100 percent direct ownership interest in Vermont Telephone.
Principal Business:	Telecommunications

The sole owner of Vermont National, in turn, is the J. Michel Guité 2011 Descendants Trust (“Descendants Trust”).

Name:	The Descendants Trust
Place of Organization:	New York
Type of Business Organization:	Trust
Percentage Held:	The Descendants Trust holds a 100 percent direct ownership interest in Vermont National, which, in turns, holds a 100 percent direct ownership interest in Vermont Telephone, VTel Wireless, VTel Data Networks, Inc., and Four Winds Farms, Inc.
Principal Business:	Telecommunications

The grantor of the Descendants Trust is J. Michel Guité, and the trustee is Norman H. Koch—both U.S. citizens. As trustee of the Descendants Trust, Norman H. Koch votes the shares of the Descendants Trust and thus currently holds a ten percent or greater indirect ownership interest in Vermont Telephone. The Descendants Trust is irrevocable, but the grantor can replace the Trustee. The Descendants Trust is a generation-skipping trust, and the owner/beneficiaries for IRS tax purposes are the children of the children of the grantor. No such owners/beneficiaries currently exist.

Name:	Norman H. Koch
Address:	354 River Street, Springfield, Vermont 05156
Citizenship:	United States
Percentage Held:	Norman H. Koch has a 100 percent indirect voting interest in Vermont National.

For estate planning purposes, Mr. Guité has created a new entity, The Guité Brothers and Sisters Trust. Like the Descendants Trust, the Guité Brothers and Sisters Trust is an irrevocable, generation-skipping trust. The owner/beneficiaries for IRS tax purposes will continue to be the children of the children of the grantor. The Guité Brothers and Sisters Trust will have two trustees with equal voting rights: Diane R. Guité and Sophie E. Guité.

Upon receiving the necessary regulatory approvals, all of the Vermont National shares currently held by the Descendants Trust will be decanted into the Guité Brothers and Sisters Trust. The Descendants Trust, which no longer will hold any shares in Vermont National, will be dissolved. As trustees, Diane Guité and Sophie Guité each will vote 50 percent of the shares of the Guité Brothers and Sisters Trust. As such, each of the new trustees will have a 50 percent indirect voting interest in Vermont National and its subsidiaries. Norman Koch will resign as trustee of the Descendants Trust and no longer will hold any equity or voting interest in the Applicants.

Name:	The Guité Brothers and Sisters Trust
Place of Organization:	New York
Type of Business Organization:	Trust
Percentage Held:	The Guité Brothers and Sisters Trust will hold a 100 percent direct ownership interest in Vermont National, which, in turns, holds a 100 percent direct ownership interest in Vermont Telephone, VTel Wireless, VTel Data Networks, Inc., and Four Winds Farms, Inc.
Principal Business:	Telecommunications

Name:	Diane R. Guité
Address:	354 River Street, Springfield, Vermont 05156
Citizenship:	United States
Percentage Held:	Diane R. Guité will hold a 50 percent indirect voting interest.

Name:	Sophie E. Guité
Address:	354 River Street, Springfield, Vermont 05156
Citizenship:	United States
Percentage Held:	Sophie E. Guité will hold a 50 percent indirect voting interest.

No other individual or entity holds a direct or indirect ten percent or greater interest in Vermont National. A chart depicting Vermont Telephone's ownership after the proposed ownership changes is attached as Exhibit 1.

### **Response to Question A21: Description of Transaction and Public Interest Statement**

This application is one of a series of filings (the "Applications") seeking Federal Communications Commission ("Commission") consent pursuant to Section 1.948(c) of its rules, 47 C.F.R. § 1.948(c), for the proposed transfer of control of the licenses, leases, and authorizations held by Vermont National Telephone Company, Inc. ("Vermont National") and its subsidiaries Vermont Telephone Company, Inc. ("Vermont Telephone") and VTel Wireless, Inc.

(“VTel Wireless and together, the “Applicants”). As explained herein, the proposed transfer of control involves the planned internal reorganization of the Applicants. Upon receiving the appropriate Commission approvals, a newly created trust will replace the J. Michel Guité 2011 Descendants Trust (Descendants Trust) as the ultimate controlling parent of Vermont National and its subsidiaries. The new trust will be substantially similar to the Descendants Trust, except that two new trustees with equal voting rights will vote the shares of Vermont National on behalf of the trust. The proposed ownership changes raise no competition issues and will have no impact on customers. For these reasons, the Commission should promptly grant the Applications.

Currently, the sole owner of Vermont National is the Descendants Trust. The grantor of the Descendants Trust is J. Michel Guité and the trustee is Norman H. Koch. As trustee, Mr. Koch votes the shares of the Descendants Trust and, as such, has a 100 percent indirect voting interest in Vermont National. The Descendants Trust is irrevocable, but the grantor can replace the Trustee. The Descendants Trust is a generation-skipping trust, and the owner/beneficiaries for IRS tax purposes are the children of the children of the grantor. No such owners/beneficiaries currently exist.

For estate planning purposes, Mr. Guité has created a new entity, The Guité Brothers and Sisters Trust. Like the Descendants Trust, the Guité Brothers and Sisters Trust is an irrevocable, generation-skipping trust. The owner/beneficiaries for IRS tax purposes will continue to be the children of the children of the grantor. The Guité Brothers and Sisters Trust will have two trustees with equal voting rights: Diane R. Guité and Sophie E. Guité.<sup>1</sup>

Upon receiving the necessary regulatory approvals, all of the Vermont National shares currently held by the Descendants Trust will be decanted into the Guité Brothers and Sisters Trust. The Descendants Trust, which no longer will hold any shares in Vermont National, will be dissolved. As trustees, Diane Guité and Sophie Guité each will vote 50 percent of the shares of the Guité Brothers and Sisters Trust. As such, each of the new trustees will have a 50 percent indirect voting interest in Vermont National and its subsidiaries. Norman Koch will resign as trustee of the Descendants Trust and no longer will hold any equity or voting interest in the Applicants.

The Applicants respectfully submit that the public interest will be served by a grant of the Applications. Commission consent to the proposed ownership changes will substantially benefit U.S. consumers and serve the public interest by facilitating and enhancing the Applicants’ continued operations in rural and underserved markets in Vermont. The proposed changes to the ownership of Vermont National will have no impact on its operations or the operations of its subsidiaries. The Applicants will continue to operate in all respects as they currently operate, and will continue to provide service to their customers. The day-to-day operations of the Applicants will continue to be managed by their existing boards of directors and officers.

In addition, these Applications raise no competition-related concerns. Vermont National continues to be attributed with the same amount of spectrum both before and after the transfer of

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<sup>1</sup> Diane R. Guité and Sophie E. Guité both are U.S. citizens and already serve on the Board of Directors of Vermont National. As such, they previously have been disclosed on Vermont National’s ownership filings to the Commission. *See, e.g.*, VTel Wireless, Inc., Ownership Disclosure Filing, FCC Form 602, File No. 0006815606 (filed May 26, 2015).

control, because ultimate control over the subject licenses, leases, and authorizations remains with Vermont National. The transfer of control has not changed (increased or decreased) Vermont National's overall spectrum holdings, created new overlaps in any geographic area or market, or reduced the number of entities providing service in any market. Accordingly, additional information on spectrum overlaps for the geographic markets involved is not provided.

Accordingly, the Applicants respectfully request that the Commission grant the necessary approvals to permit the proposed transfer of control of licenses, leases, and authorizations held by the Applicants.

**EXHIBIT 1  
POST-CONSUMMATION OWNERSHIP CHART**

