

Answer to Question 10

This notification is being submitted following conversion of Elsie Communications, Inc. to a limited liability company and a *pro forma* reorganization of its parent companies.¹ Elsie Communications, LLC is a Nebraska limited liability company located at 101 Perkins Ave., Elsie, NE 69134. It is a wholly owned subsidiary of Newcastle Holdings, LLC, which is a wholly owned subsidiary of USConnect Acquisitions IV, LLC, which is in turn a wholly owned subsidiary of USConnect Holdings, LLC (“USConnect”). Elsie Communications, LLC is authorized to provide interstate and international telecommunications service.² It 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. Elsie Communications, LLC (“Elsie Communications”) was among the subsidiaries included in the application for transfer of control filed in *In the Matter of Joint Application of USConnect Holdings, Inc. et al*, WC Docket No. 21-229, ITC-T/C-20210521-00087 (the “Application”). Elsie Communications’ ultimate parent company, ITC Broadband Holdings, LLC (“ITC Holdings”), is a Delaware limited liability company located at 1791 O.G. Skinner Drive Suite A, West Point, GA 31833. ITC Holdings provides domestic and international telecommunications services through its subsidiaries but does not itself hold any Commission authorizations.

Pursuant to the Commission’s rules, the Application was granted as of July 31, 2021. The parties consummated the transaction on August 16, 2021. At that time, direct control of

¹ On September 16, 2021, ITC Broadband Holdings, LLC filed a *pro forma* notification regarding the above-described transactions in IBFS File No. ITC-T/C-20210916-00138. This filing supplements that notification.

² See file no. ITC-214-20000317-00144. See also file nos. ITC-T/C-20060302-00133; ITC-T/C-20131106-00308; ITC-T/C-20131115-00314; and ITC-T/C-20210622-00101.

USConnect was transferred to ITC Rural Connect, Inc. (“ITC Rural”), a wholly owned subsidiary of ITC Holdings. As a result, ITC Holdings held ultimate indirect control of Elsie Communications and other subsidiary licensees (collectively, the “Licensees”³).

Subsequent to the August closing and as explained at pages 10-11 of the Application, certain subsidiaries of ITC Holdings were reorganized. First, ITC Rural converted USConnect and all of its subsidiaries that were corporations, including Elsie Communications, to limited liability companies under relevant state laws.⁴ A chart listing the original USConnect subsidiaries and their post-reorganization names and entity types has been provided as part of Attachment 2 to this notification.

Following those conversions, on August 30, 2021, ITC Rural contributed the equity interests of USConnect to ITC Broadband Operating, LLC (“ITC Operating”) as a capital contribution in exchange for 100% of the preferred membership interests of ITC Operating. ITC Fiber Holdings, LLC also contributed certain assets and capital to ITC Operating in exchange for the common membership interests in ITC Operating. The ultimate result of the two-step reorganization is that ITC Holdings, through ITC Operating and ITC Rural, still indirectly owns 100% of the equity interests of, and thus controls, USConnect, which in turn still owns 100% of the equity interests of each of the Licensees, including Elsie Communications.

Pre- and post-reorganization charts depicting the LLC conversion and relationship among the entities involved in the *pro forma* transfer of control are provided in Attachment 2 to this notification.

³ The other licensees include: The Livingston Telephone Company, LLC; Telcom Supply, LLC; Waverly Hall Communications, LLC; Waverly Hall Telephone LLC; S&A Telephone Company, LLC; S&A Communications, LLC; South Park LLC; The Rye Telephone Company; CableCo, LLC; Newcastle Holdings, LLC; Dalton Telephone Company, LLC; Dalton Communications, LLC; and USConnect Acquisitions V, LLC dba CMS IP Technologies.

⁴ Elsie Communications’ conversion to an LLC became effective on August 20, 2021.

Answer to Question 11

After the conversion and *pro forma* reorganization, the following entities continue to hold directly or indirectly a ten (10) percent or greater equity or voting interest in Elsie

Communications:

Name: Newcastle Holdings, LLC
Address: 60 Beckwith Drive
Colorado City, CO 81019
Citizenship: United States (NC)
Principal Business: Holding Company
Percentage Owned: Newcastle Holdings, LLC is a wholly owned direct subsidiary of USConnect Acquisitions IV, LLC. Newcastle Holdings, LLC is the immediate parent of and directly owns 100% equity interest in Elsie Communications.

Name: USConnect Acquisitions IV, LLC
Address: 9 Cedarwood Drive, Suite 4
Bedford, NH 03110
Citizenship: United States (DE)
Principal Business: Holding Company
Percentage Owned: USConnect Acquisitions IV, LLC is a wholly owned direct subsidiary of USConnect Holdings, LLC. USConnect Acquisitions II, LLC indirectly owns 100% equity interest in Elsie Communications.

Name: USConnect Holdings, LLC
Address: 9 Cedarwood Drive, Suite 4
Bedford, NH 03110
Citizenship: United States (DE)
Principal Business: Holding Company
Percentage Owned: USConnect Holdings, LLC is a wholly owned direct subsidiary of ITC Broadband Operating, LLC. USConnect Holdings, LLC indirectly owns 100% equity interest in Elsie Communications.

Name: ITC Broadband Operating, LLC
Address: 1791 O.G. Skinner Drive Suite A
West Point, GA 31833
Citizenship: United States (DE)
Principal Business: Holding Company
Percentage Owned: ITC Broadband Operating, LLC is a wholly owned direct

subsidiary of ITC Rural Connect, Inc. ITC Broadband Operating, LLC indirectly owns 100% equity interest in Elsie Communications.

Name: ITC Rural Connect, Inc.
Address: 1791 O.G. Skinner Drive Suite A
West Point, GA 31833
Citizenship: United States (DE)
Principal Business: Holding Company
Percentage Owned: ITC Rural Connect, Inc. is a wholly owned direct subsidiary of ITC Fiber Holdings, LLC. ITC Rural Connect, Inc. indirectly owns an equity interest (2% common and 100% preferred) in Elsie Communications.

Name: ITC Fiber Holdings, LLC
Address: 1791 O.G. Skinner Drive Suite A
West Point, GA 31833
Citizenship: United States (DE)
Principal Business: Holding Company
Percentage Owned: ITC Fiber Holdings, LLC is a wholly owned direct subsidiary of ITC Broadband Capital, LLC. ITC Fiber Holdings, LLC indirectly owns a 100% equity interest (98% common equity interest held directly, and a 2% common equity and 100% preferred equity held indirectly) in Elsie Communications.

Name: ITC Broadband Capital, LLC
Address: 1791 O.G. Skinner Drive Suite A
West Point, GA 31833
Citizenship: United States (DE)
Principal Business: Holding Company
Percentage Owned: ITC Broadband Capital, LLC is a wholly owned direct subsidiary of ITC Broadband Holdings, LLC. ITC Broadband Capital, LLC indirectly owns 100% equity interest in Elsie Communications.

Name: ITC Broadband Holdings, LLC
Address: 1791 O.G. Skinner Drive Suite A
West Point, GA 31833
Citizenship: United States (DE)
Principal Business: Holding Company
Percentage Owned: ITC Broadband Holdings, LLC is the ultimate parent of and indirectly owns 100% equity interest in Elsie Communications.

Name: HF Direct Investments Pool LLC
Address: 502 Union Avenue
Knoxville, TN
Citizenship: United States (TN)

Principal Business: Special Purpose Vehicle Investment
Percentage Owned: HF Direct Investments Pool LLC indirectly holds 14.5% of the voting and equity interest in Elsie Communications.

Name: 4612-Broadband Holdco, LP
Address: 3345 Peachtree Road Northeast, Suite 175
Atlanta, GA 30326
Citizenship: United States (DE)
Principal Business: Special Purpose Vehicle Investment
Percentage Owned: 4612-Broadband Holdco, LP indirectly holds 14.5% of the voting and equity interest in Elsie Communications.

Name: ITC Broadband Investments (QP), LLC
Address: 1791 O.G. Skinner Drive Suite A
West Point, GA 31833
Citizenship: United States (DE)
Principal Business: Investment
Percentage Owned: ITC Broadband Investments (QP), LLC indirectly holds 17.8% of the voting and equity interest in Elsie Communications.

Name: Kinetic – ITC Broadband Investments, LLC
Address: c/o Kinetic Ventures LLC
Two Wisconsin Circle, Suite 660
Chevy Chase, MD 20815
Citizenship: United States (DE)
Principal Business: Special Purpose Vehicle Investment
Percentage Owned: Kinetic- ITC Broadband Investments, LLC indirectly holds 13.9% of the voting and equity interest in Elsie Communications.

Name: Atlantic Engineering Group, Inc.
Address: 4465 Commerce Drive
Buford, GA 30515
Citizenship: United States (GA)
Principal Business: Network construction
Percentage Owned: Atlantic Engineering Group, Inc. indirectly holds 16.2% of the voting and equity interest in Elsie Communications.

Name: ITC Broadband Management, LP
Address: 1791 O.G. Skinner Drive Suite A
West Point, GA 31833
Citizenship: United States (DE)
Principal Business: Investment
Percentage Owned: ITC Broadband Management, LP indirectly holds 15% of the voting and equity interest in Elsie Communications.

Other than as noted above, following the reorganization no other entity or individual holds a ten percent (10%) or greater direct or indirect equity or voting interest in Elsie Communications.

Answer to Question 13

This information is provided in the answer to Question 10 above.