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

In the Matter of the Joint Application of	)	
	)	
Sacred Wind Enterprises, Inc, Transferor,	)	
	)	
and	)	WC Docket No. 22-______
	)	
Alloy, Inc., Transferee,	)	IB File No. ITC-T/C-2022-_____
	)	
For Consent to Transfer Control of Companies Holding Domestic and International Authorizations Pursuant to Section 214 of the Communications Act of 1934, As Amended	))))	

JOINT APPLICATION FOR CONSENT TO TRANSFER CONTROL OF DOMESTIC AND INTERNATIONAL SECTION 214 AUTHORIZATIONS

Pursuant to Section 214 of the Communications Act of 1934, as amended, ("the Act")[1] and Sections 63.04, 63.18, and 63.24 of the Commission's rules,[2] Sacred Wind Enterprises, Inc. ("Sacred Wind" or "Transferor") and Alloy, Inc. ("Alloy" or "Transferee") (together, the "Applicants") request Commission consent to transfer control of the domestic and international Section 214 authorizations (the "Section 214 Authorizations") held by Sacred Wind's operating subsidiaries (the "Section 214 Holders")[3] from Sacred Wind to Alloy. As detailed herein, Applicants have entered into a Stock Purchase Agreement pursuant to which Alloy will acquire Sacred Wind and indirect control of the Section 214 Holders (the "Transaction").

In support of this Application, Applicants provide the following information:

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1 47 U.S.C. § 214.

2 47 C.F.R. §§ 63.04, 63.18, and 63.24.

3 The Section 214 Holders are Sacred Wind Communications, Inc. ("SWC"); SWC Telesolutions, Inc. ("SWC Telesolutions"); and SW DinehNet, LLC ("SWC DinehNet").

I. DESCRIPTION OF THE APPLICANTS

A. Sacred Wind and the Section 214 Holders

Sacred Wind is a privately-owned, New Mexico-based corporation formed in 2006 to provide, through its operating companies, telephone and broadband services to unserved and underserved homes on the Navajo Reservation and near-Reservation lands in New Mexico, as well as to Navajo schools, businesses, and government locations, such as local Navajo Chapter houses. Sacred Wind's mission is to provide the highest quality telecommunications and broadband services in New Mexico at affordable pricing to allow those within Sacred Wind's expanding footprint to gain access to telephone and broadband services so that they may maximize the benefits associated with access to education, higher-paying remote workplaces, telehealth services, communication channels and family entertainment.

Overall, Sacred Wind, through the Section 214 Holders, provides broadband services at speeds up to 50 Mbps, and in portions of its service area at speeds of 100 Mbps and 1 Gbps, to approximately 2,000 residential subscribers, quintupling its broadband speeds in the last two years, and voice services to approximately 2,500 residential subscribers. The company also provides business broadband throughout its service area, as well as transport services to business and carrier customers.

SWC is Sacred Wind's Incumbent Local Exchange Carrier ("ILEC") and an Eligible Telecommunications Carrier ("ETC") that receives support from the federal Universal Service Fund ("USF"). SWC's ILEC service territory is in a portion of northwestern New Mexico on the Navajo Reservation and near-Reservation lands known as the "checkerboard," comprising approximately 3,200 square miles. This service territory was acquired from Qwest Corporation ("Qwest") in 2006 together with limited Qwest copper loop and other facilities in this territory.

At that time, only 26% of the households in the acquired service territory had access to emergency 911 telephone service and none had high-speed Internet.

SWC is the only non-Tribally owned rural local exchange carrier in the country wholly dedicated to serving a Tribal community, having developed a basic local and broadband infrastructure over a vast unserved Tribal area of Northwestern New Mexico. SWC serves a population of approximately 23,300, ninety-eight (98) percent of whom are Navajo citizens. SWC's service territory's average population density is approximately 7.3 people per square mile, one of the most sparsely populated areas in the country. Additionally, the customers that SWC serves are generally low-income and reside in extremely rural, remote areas.

Since the 2006 acquisition, the company has systematically replaced and upgraded the infrastructure it acquired from Qwest throughout SWC's service territory with a hybrid fixed wireless and copper last mile system built atop an all Internet Protocol ("IP") platform, supported by fiber optic and microwave backhaul, more suitable to serving widely scattered homes dispersed over a vast area separated by five mountain chains and difficult desert terrain. In the last two years, SWC introduced fiber to the premises ("FTTP") to several Navajo Housing Authority developments and is still the only broadband provider in the Navajo Nation's three-state area that has installed FTTP. Today, voice and broadband service is available to over 85% of its customer base.

SW DinehNet, a wholly-owned subsidiary of SWC, is a competitive telecommunications and broadband provider providing services in New Mexico outside SWC's ILEC territory. SW DinehNet is also an ETC in its service area. SW DinehNet receives Connect America Fund Phase II ("CAF II") funding and Rural Digital Opportunity Fund ("RDOF") funding to expand broadband service to over 300 square miles of mostly Navajo Lands in areas adjacent to SWC's regulated service territory, bringing 53 fiber miles and fixed wireless technology to an estimated 2,000 new locations in its CAF II and RDOF areas.

Finally, SWC Telesolutions provides interexchange services to SWC and SW DinehNet customers, and also provides competitive high-speed broadband services under the Connect 66 trade name in Grants, Milan, and Bluewater, New Mexico, adjacent to SWC's service territory, as well as under the Ethos Broadband trade name in areas of underserved Sierra County in southwest New Mexico in collaboration with a local electric cooperative. SWC Telesolutions also holds an international Section 214 authorization.

B. Alloy

Alloy, a Delaware corporation, is a newly formed holding company created for the purpose of acquiring Sacred Wind and the Section 214 Holders. Alloy is a direct wholly owned subsidiary of ATN International, Inc. ("ATN"). Founded in 1987, ATN is a Delaware corporation headquartered in Beverly, Massachusetts. ATN's shares trade publicly on NASDAQ (Ticker Symbol: ATNI). ATN, operating through its domestic and international subsidiaries, is an experienced and financially disciplined retail and wholesale facilities-based carrier and telecommunications infrastructure provider. Working closely with the local management of its subsidiaries, ATN has a long and successful history of providing communications service to insular and underserved markets in the United States, the Caribbean region, and Bermuda, including rural, tribal, and insular areas.

Through its operating subsidiaries, ATN provides communications services to retail residential and enterprise customers with a particular focus on markets that need significant infrastructure investment and improvements. These services include a wide range of mobile wireless solutions, local exchange services, broadband services, and video services, as well as wholesale communications infrastructure services such as terrestrial and submarine fiber optic transport, mobile wireless solutions, communications tower facilities, information technology managed services, and in-building systems. ATN also holds interests in several submarine cable systems serving the United States, the Caribbean region, and Bermuda.

As a publicly traded company, ATN and certain of its stockholders routinely file publicly available reports and financial statements with the Securities and Exchange Commission, which reflect that two persons hold an interest in ATN of ten percent or more: Cornelius B. Prior, Jr., a U.S. citizen and ATN's founder, holds 26.59 percent of ATN's issued and outstanding stock, and Blackrock Fund Advisors, a U.S. global investment manager, holds 11.84 percent of ATN's issued and outstanding stock. To the best of ATN's knowledge, based on publicly available information filed by such stockholders, no other entity or individual holds a direct or indirect voting or equity interest in ATN of ten percent or more.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to a Stock Purchase Agreement dated July 26, 2022, by and among Alloy, Sacred Wind, Sacred Wind's stockholders (the "Company Stockholders"), and the representative of the Company Stockholders (the "Agreement"), Alloy will acquire all the issued and outstanding shares of Sacred Wind's common stock (the "Transaction").

Immediately prior to the consummation of the Transaction, ATN will contribute, via a contribution agreement, all of the issued and outstanding shares held by ATN in each of Commnet Wireless, LLC and Commnet Broadband, LLC (collectively, "Commnet"), which are wholly owned by ATN. Commnet provides fixed and mobile broadband and commercial mobile radio services ("CMRS") in the Southwestern United States. Commnet does not provide local exchange service, exchange access service, or any other telecommunications service for which Section 214 authorization is required. Because ATN will continue to have ultimate control of Commnet after the contribution of Commnet shares, the contribution is a pro forma transaction, notice of which will be provided separately pursuant to Section 63.03(d) and Section 623.24(f) of the Commission's rules.

Sacred Wind's common stock is currently held by the Sacred Wind Employee Stock Ownership Trust ("ESOT"); Sacred Wind Holdings, LLC, a Delaware limited liability company ("SW Holdings");[4] and other Company Stockholders. Pursuant to the Agreement, the Company Stockholders will transfer a portion of their shares of Sacred Wind's common stock to Alloy and the remaining portion of their shares of Sacred Wind's common stock to SW Holdings. In consideration, SW Holdings will issue its membership interests to Sacred Wind stockholders and will sell to Alloy all the Sacred Wind shares of common stock that it owns in connection with the transaction. In exchange, SW Holdings will receive shares of Alloy's preferred stock, whereas other Company Stockholders that sell their Sacred Wind common stock directly to Alloy will receive cash.

As a result, Sacred Wind and the Section 214 Holders will become wholly owned subsidiaries of Alloy, which also will be the sole owner of Commnet. ATN will hold an ownership interest in Alloy of approximately 94.4 percent, and SW Holdings will hold an ownership interest in Alloy of approximately 5.6 percent. In addition, the direct ownership structures of SWC, SW DinehNet, and SWC Telesolutions will remain unchanged. SWC and SWC Telesolutions will remain wholly owned subsidiaries of SWE, and SW DinehNet will remain a wholly owned subsidiary of SWC. Organizational diagrams depicting the pre- and

[4] Pursuant to the Agreement and prior to the date thereof, certain Company Stockholders transferred shares representing approximately 35 percent of Sacred Wind's issued and outstanding common stock to SW Holdings in exchange for a corresponding number of units of SW Holdings.

post-closing ownership structure of Sacred Wind and the Section 214 Holders are attached as Exhibit A.

III. INFORMATION REQUIRED BY SECTION 63.24

Pursuant to Section 63.24(e)(2) of the Commission's rules, Applicants submit the following information required by Sections 63.18(a)-(d) and (h)-(p) in support of this Application:

(a) Name, address, and telephone number of each Applicant

Transferor and the Section 214 Holders:

Sacred Wind Enterprises, Inc.	**FRN:** 0027223817
Sacred Wind Communications, Inc.	**FRN**: 0014860530
SWC Telesolutions, Inc.	**FRN**: 0017742107
SW DinehNet, LLC	**FRN**: 0028072346

7801 Academy Road, NE
Building #2, Suite 103
Albuquerque, NM 87109
Tel: (505) 908-2670

Transferee:

Alloy, Inc.	**FRN**: 0032695082

c/o ATN International, Inc.
500 Cummings Center, Suite 2450
Beverly, MA 01915
Tel: (978) 619-1300

(b) Jurisdiction of Organization

Transferor and the Section 214 Holders:

Sacred Wind Enterprises, Inc.; Sacred Wind Communications, Inc.; and SWC Telesolutions, Inc. are each New Mexico corporations.

SW DinehNet, LLC is a New Mexico limited liability company.

Transferee:

Alloy, Inc. is a Delaware corporation.

(c) Contact Information (Answer to Question 10)

Correspondence concerning this Application should be directed to:

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(d) Section 214 Authorizations

Transferor and the Section 214 Holders:

Sacred Wind is a holding company that does not hold any domestic or international Section 214 authorizations.

SWC Telesolutions holds international Section 214 authority to provide global or limited global resale service. *See* IB File No. ITC-214-20080507-00212. SWC Telesolutions also holds blanket domestic Section 214 authority pursuant to 47 C.F.R. § 63.01.

SWC and SW DinehNet hold blanket domestic Section 214 authority pursuant to 47 C.F.R. § 63.01. SWC and SW DinehNet do not hold any international Section 214 authorizations.

Transferee:

Alloy is a holding company that does not hold any domestic or international Section 214 authorizations.

(h) Ten percent Equity Shareholders and Interlocking Directorates (Answers to Questions 11 and 12)

Upon completion of the Transaction, and assuming no sales of ATN's publicly traded stock prior to the consummation of the Transaction, the following persons or entities will hold, directly or indirectly, a 10 percent or greater direct or indirect interest in Sacred Wind and the Section 214 Holders:

Name:	Alloy, Inc. ("Alloy")
Address:	500 Cummings Center, Suite 2450 Beverly, MA 01915
Citizenship:	Delaware
Principal Business:	Investment Activities
Ownership Interest:	100% (directly in Sacred Wind)

Name:	ATN International, Inc. ("ATN")
Address:	500 Cummings Center, Suite 2450 Beverly, MA 01915
Citizenship:	Delaware
Principal Business:	Telecommunications
Ownership Interest:	94.4% (directly in Alloy)

Name:	Cornelius B. Prior, Jr.
Address:	c/o ATN International, Inc. 500 Cummings Center, Suite 2450 Beverly, MA 01915
Citizenship:	U.S.
Principal Business:	Investment Activities
Ownership Interest:	26.59% (directly in ATN)

Name:	BlackRock Fund Advisors
Address:	55 East 52nd Street New York, NY 10055
Citizenship:	California
Principal Business:	Investment Activities
Ownership Interest:	11.84% (directly in ATN)

To the best of Applicants' knowledge, no other person or entity will hold a direct or indirect interest in Sacred Wind or the Section 214 Holders upon completion of the Transaction. Organizational diagrams depicting the pre- and post-closing ownership structure of Sacred Wind and the Section 214 Holders are attached as Exhibit A.

The sole interlocking officers and directors responsive to Section 63.18(h) of the Commission's rules are set forth below:

Director or Officer	Role with Alloy	Role with Foreign Carrier
Michael Prior	Director	Director – One Communications Ltd.
Brad Martin	Director	Vice President – One Communications Ltd. Director – Guyana Telephone and Telegraph Company Limited
Justin Benincasa	Director	Director, Vice President, and Treasurer – One Communications Ltd. Director – Guyana Telephone and Telegraph Company Limited
Mary Mabey	Secretary	Director, Secretary – Guyana Telephone and Telegraph Company Limited

(i)-(m) Foreign Carrier Affiliates (Answers to Questions 14-17)

None of Alloy, ATN, Sacred Wind, or the Section 214 Holders are foreign carriers. Sacred Wind and the Section 214 Holders also are not currently affiliated with any foreign carriers. ATN, and therefore Alloy, are currently affiliated with the following foreign carriers serving the markets set forth below:

Country	Affiliated Carrier
Bermuda	Bermuda Digital Communications Ltd.
Bermuda	Cable Co., Ltd.
Bermuda	Cedar Cable Ltd.
Bermuda	One Communications Ltd.
Cayman Islands	WestTel Limited d/b/a Logic
Guyana	Guyana Telephone and Telegraph Company Limited

Upon consummation of the Transaction, Sacred Wind and the Section 214 Holders also will become affiliated with these foreign carriers.

Pursuant to 47 C.F.R. § 63.10(a), Applicants request that the Section 214 Holder with international Section 214 authorization – SWC Telesolutions – be given non-dominant regulatory treatment on all international routes except the U.S.-Guyana route. With respect to the U.S.-Bermuda and U.S.-Cayman Island routes, the Commission should classify SWC Telesolutions as presumptively non-dominant. None of the foreign carrier affiliates in these markets has a market share of 50 percent or more in the respective international transport or local access markets in any of these jurisdictions. Moreover, none of these carriers appears on the Commission's list of foreign carriers presumed to have market power in foreign telecommunications markets.[5] The Commission has long treated Bermuda and the Cayman Islands as effective World Trade Organization ("WTO") members, as the U.S. Government treats all British overseas territories as subject to U.K. WTO commitments.[6]

With regard to the U.S.-Guyana route, Guyana is a WTO member, and the Commission already regulates ATN as dominant on that route. Applicants agree that SWC Telesolutions also

5 *International Bureau Revises and Reissues the Commission's List of Foreign Telecommunications Carriers that Are Presumed to Possess Market Power in Foreign Telecommunications Markets*, Public Notice, DA 07-233, 22 FCC Rcd 945 (Jan. 26, 2007).

6 *See, e.g.*, *Cable & Wireless USA, Inc.*, Order, Authorization & Certificate, 15 FCC Rcd 3050, 3052 n.14 (IB 2000) (finding that Bermuda is subject to U.K. WTO commitments), citing Letter from Robert E. Dalton, Assistant Legal Adviser for Treaty Affairs, U.S. Department of State, to Rebecca Arbogast, Chief, Telecommunications Division, FCC International Bureau, File No. ITC-214-19990709-00412 (Feb. 16, 2000) (stating that "it remains the Department's position that, consistent with the Vienna Convention on the Law of Treaties and actions taken by the United Kingdom in accepting the WTO Agreement, the WTO Agreement applies to all British territories, including Bermuda and Gibraltar. The Office of the U.S. Trade Representative concurs in this view.").

will be regulated as dominant on the U.S.-Guyana route following the consummation of the Transaction, without prejudice to its right to petition for reclassification at a later date.[7]

(n) Applicants certify that they 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 market power on the foreign end of the route and will not enter into such agreements in the future.

(o) Applicants certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C. § 853a.

(p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a) of the Commission's rules. As noted above, ATN, and therefore Alloy, are currently affiliated with foreign carriers serving markets in Bermuda, the Cayman Islands, and Guyana, and upon consummation of the Transaction, Sacred Wind and the Section 214 Holders also will become affiliated with these foreign carriers. For the reasons explained in Section III.(i)-(m) above, however, ATN's foreign carrier affiliates serving the Bermuda and Cayman Islands markets qualify for the exception in Section 63.12(c)(1)(iv) of the Commission's rules, and ATN's foreign carrier affiliate serving the Guyana market qualifies for the exception Section 63.12(c)(1)(v) of the Commission's rules. Additionally, none of the other scenarios outlined in Section 63.12(c) of the Commission's rules applies.

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[7] This approach is consistent with the regulatory treatment afforded ATN's other U.S. subsidiaries. *See, e.g.*, *International Authorizations Granted*, Public Notice, File No. ITC-214-20081113-00496, 23 FCC Rcd 18027 (2008).

IV. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Section 63.04(b) of the Commission's rules, Applicants submit the following information in support of their request for consent to transfer control of the Section 214 Holders to address the requirements set forth in Section 63.04(a)(6)-(12) of the Commission's rules:

(6) Description of the Transaction

A description of the Transaction is set forth in Section II above.

(7) Geography of Applicants

A description of the geographic areas served by the Section 214 Holders is set forth in Section I.A, above (Description of Sacred Wind and the Section 214 Holders). Sacred Wind is a holding company and does not provide any telecommunications services.

Alloy does not provide any telecommunications services. While ATN itself does not offer any domestic telecommunications services, its affiliates provide wholesale wireless or domestic fixed wireless as well as consumer broadband services in the U.S. Virgin Islands, Arizona, Colorado, Montana, Nevada, New Mexico, Texas, Utah, and Wyoming, and interstate and intrastate telecommunications services and local exchange services in the U.S. Virgin Islands ("USVI") and Alaska**.**

(8) Streamlined Treatment

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 of the Commission's rules. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(iii).

First, the proposed transaction would result in the Transferee's affiliates having a market share in the interstate, interexchange market of less than 10 percent.

Second, the Transferee's affiliates would provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction. Specifically, ATN's operating subsidiaries only operate as CLECs in geographic areas outside of: (1) the areas served by SWC; and (2) Alaska and the USVI, which are the only two geographic areas where an ATN operating subsidiary serves as an ILEC.

Third, ATN's ILEC subsidiaries and SWC have, in combination, approximately 76,000 subscriber lines, which is considerably fewer than two percent of the nation's subscriber lines installed in the aggregate nationwide.[8] And ATN's ILEC subsidiaries and SWC do not have any overlapping or adjacent service areas, as the former serves Alaska and the USVI, while the latter serves New Mexico.

Although Commnet offers fixed and mobile broadband and CMRS in some of the same or adjacent geographic areas served by SWC, the FCC has interpreted the "overlapping or adjacent service areas" language in Section 63.03(b)(2)(iii) to mean "local exchange areas."[9] As a CMRS and broadband provider, Commnet does not have local exchange areas that would trigger the "overlapping or adjacent service areas" proviso.

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[8] According to the FCC, there were approximately 32 million switched access lines in service as of June 2021, the most recent date for which information is available. *See* Voice Telephone Service: Status as of June 30, 2021, Industry Analysis Division – Office of Economics and Analytics, Figure 2 (Aug. 2022), *available at* https://docs.fcc.gov/public/attachments/DOC-385814A1.pdf.

[9] *See, e.g., Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, Report and Order, 17 FCC Rcd 5517, ¶ 32 (2002) (noting that "transactions are unlikely to raise public interest concerns if the applicants do not actually compete in each other's local exchange area and do not have incumbent local exchange areas that are adjacent to each other").

(9) Other Related Applications Before the Commission

By this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations. Applicants are filing separate applications seeking Commission authority for the transfer control of (1) certain common carrier and non-common carrier wireless licenses held by SWC and (2) a *de facto* transfer lease of Educational Broadband Service spectrum pursuant to which SWC is the lessee.

(10) Statement of Imminent Business Failure

The Applicants are not requesting special treatment because no party to the Transaction is facing imminent business failure.

(11) Separately Filed Waiver Requests

No separately filed waiver requests are being sought in conjunction with the Transaction.

(12) Public Interest Statement

Applicants respectfully submit that the Transaction will serve the public interest. The change in ultimate control of the Section 214 Holders will not involve the assignment of operating authority, assets, or customers. Moreover, the Section 214 Holders will be able to draw upon the extensive financial, managerial, and operational experience of ATN and its operating subsidiaries. Additionally, the management, operations and customer-facing team of the Section 214 Holders will continue to manage their day-to-day business following completion of the Transaction. The Section 214 Holders will therefore continue to be operated by highly experienced, well-qualified personnel. The transaction, bringing together ATN's resources and Sacred Wind's unique and unparalleled experience in bringing broadband to Tribal lands, will also further enhance Sacred Wind's expansion of broadband to many unserved and underserved areas of the Navajo Nation, as well as those of neighboring Tribes.

The Transaction will be seamless to the Section 214 Holders' customers. Immediately following the Transaction, the Section 214 Holders will continue to provide service to their customers at the same rates, terms, and conditions and without interruption. Any future changes in the rates, terms, or conditions of service will be undertaken in response to market conditions and consistent with any applicable federal and state requirements. The Transaction will not trigger any federal or state anti-slamming or bulk customer transfer rules because the certificated, customer-facing service providers will be unchanged.

Importantly, the Transaction will not diminish competition. The only services offered in New Mexico by Transferee's affiliates are fixed and mobile broadband services and CMRS, which are offered by Commnet. While the Section 214 Holders also provide broadband services in New Mexico, other broadband providers compete in these same geographic areas in the State. Indeed, any geographic area that may be served by both Commnet and the Section 214 Holders is also served by at least two additional broadband providers, while more than 80 percent are served by at least three other broadband providers. Therefore, the Transaction will not harm competition in the markets currently served by the Section 214 Holders.

Finally, consistent with the recommendation of the Wireline Competition Bureau,[10] Applicants provide USF-related information in Exhibit B that may be helpful to the Commission's review of this Application.

V. CONCLUSION

For the reasons stated above, Applicants submit that the public interest, convenience, and necessity would be furthered by a grant of this Application to transfer ownership and control of

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[10] *Wireline Competition Bureau Lists Best Practices for Addressing Universal Service Fund Information in Section 214 Transfer of Control Applications*, Public Notice, DA 22-436 (Apr. 19, 2022) ("*Section 214 Public Notice*").

the Section 214 Holders to Transferee. Accordingly, Applicants respectfully request that the Commission promptly grant this Application.

Respectfully submitted,

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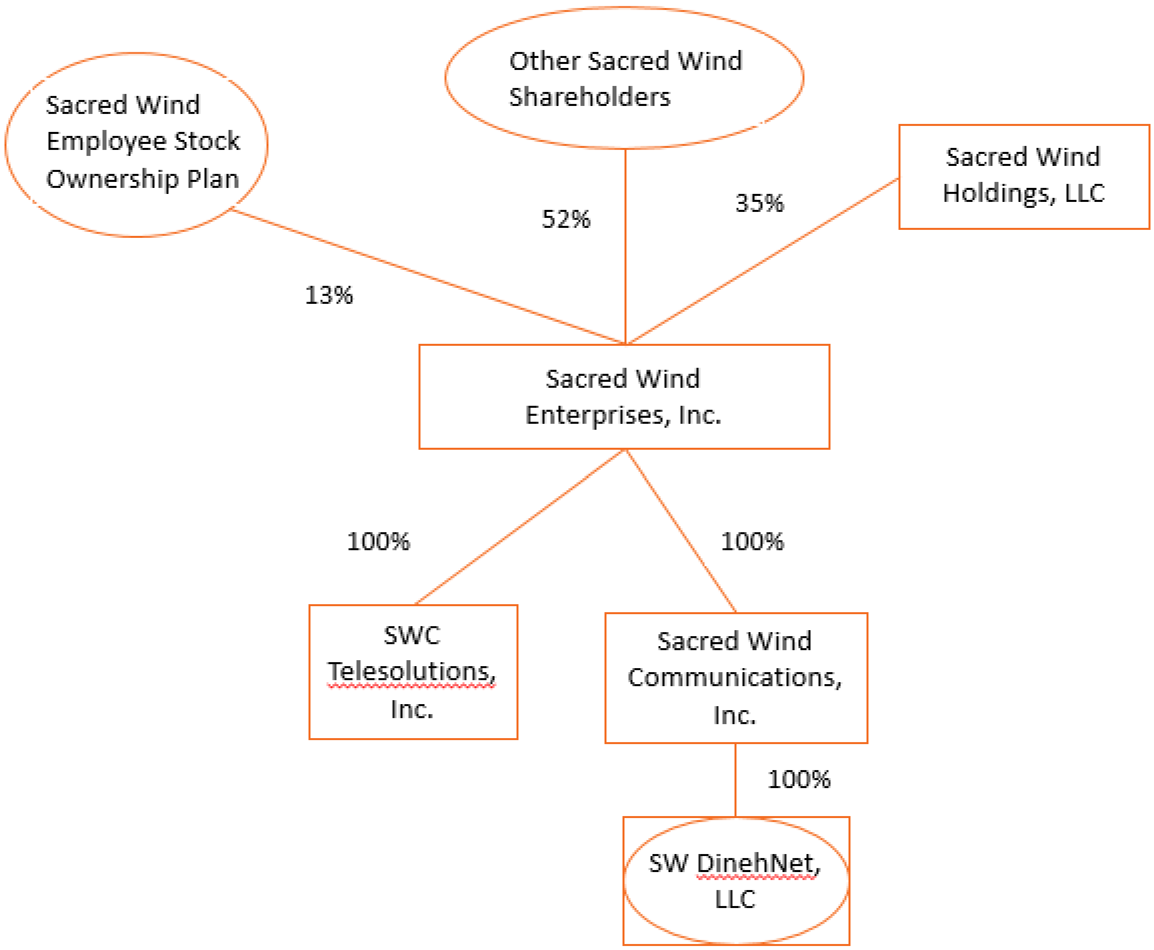
Counsel for Sacred Wind Enterprises, Inc.

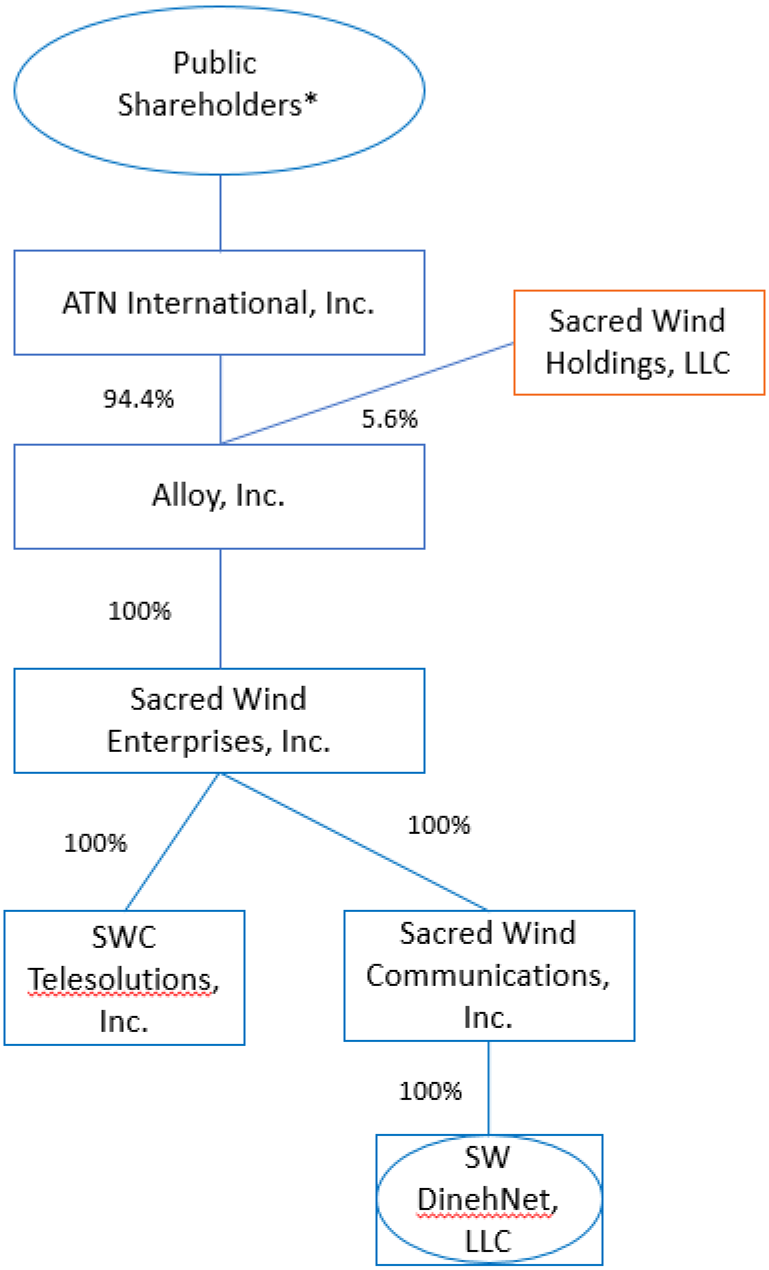
Dated: August 3, 2022

Exhibit A

Pre-Closing Ownership Structure of Sacred Wind and the Section 214 Holders



Post-Closing Ownership Structure of Sacred Wind and the Section 214 Holders



*Based on publicly available reports and financial statements, Cornelius B. Prior, Jr., a U.S. citizen, holds 26.59 percent of ATN's issued and outstanding stock, and Blackrock Fund Advisors, a U.S. global investment manager, holds 11.84 percent of ATN's issued and outstanding stock. To the best of ATN's knowledge, no other entity or individual holds a direct or indirect voting or equity interest in ATN of ten percent or more.

Exhibit B

High-Cost USF Information

Consistent with the *Section 214 Public Notice,* Applicants provide the following USF-related information that may be helpful to the Commission's review of this Application:

Transferor USF Information

- High-Cost USF Support for each entity to be transferred:
  - SWC currently receives High-Cost Loop Support (HCLS) and Connect America Fund Broadband Loop Support (CAF-BLS).
  - SW DinehNet receives Connect America Fund Phase II Auction (CAF II-Auction) Support and Rural Digital Opportunity Fund (RDOF) Support.
- Both SWC and SW DinehNet are Eligible Telecommunications Carriers (ETCs). SWC's service area is in northwestern New Mexico. SW DinehNet's service area is comprised of CAF II and RDOF census blocks in New Mexico.
- SW DinehNet receives both CAF II-Auction and RDOF funding. There will be no changes to management, technology, or debt that would result from the proposed transaction. Nor will there be any changes that might occur that would compromise SW DinehNet's ability to meet its service obligations.
- Both SWC and SW DinehNet currently participate in the FCC Lifeline, Emergency Broadband Benefit ("EBB") and the Affordable Connectivity Program ("ACP") programs. This will continue without change after the transaction is consummated.
- A list of study area codes (SACs) for each entity to be transferred and their affiliates is provided below:

Entity Name	SAC
Sacred Wind Communications	493403
SW DinehNet	499019

Transferee USF Information

- Transferee does not receive High-Cost USF Support, but the following Affiliates of Transferee receive such support:
  - Commnet Four Corners, LLC – CAF II Auction Support, RDOF Auction Support
  - Commnet of Nevada, LLC – CAF II Auction Support, Frozen High Cost Support

- Commnet Wireless, LLC – Frozen High Cost Support, CAF II Auction Support, RDOF Auction Support

- Commnet Wireless, LLC d/b/a Commnet Four Corners, LLC – RDOF Auction Support

- Vitelcom Cellular, Inc. d/b/a Viya, and Choice Communications, LLC – Connect USVI Mobile support

- Vitelco-Innovative – Frozen High Cost Support (fixed),

- ACS of Anchorage – CAF Phase II Model Support

- NTUA Wireless, LLC DBA Choice Wireless – CAF II Auction Support

* A list of study area codes (SACs) for the Transferee and its affiliates is provided below:

Entity Name	SAC
Elbert County Wireless, LLC	469010
Commnet Four Corners, LLC	469011
Commnet Wireless, LLC	499011
Commnet of Nevada, LLC	559005
Commnet of Nevada, LLC	559007
Choice Communications, LLC	649002
NTUA Wireless, LLC	459024
NTUA Wireless, LLC	499016
NTUA Wireless, LLC	509014
Commnet Four Corners, LLC	468001
Commnet of Nevada, LLC	558001
Commnet of Nevada, LLC	558002
Commnet of Nevada, LLC	558003
Commnet of Nevada, LLC	558004
Commnet of Nevada, LLC	558005
Commnet of Nevada, LLC	558006
Commnet Wireless, LLC	498023
Commnet Wireless, LLC	488013
Commnet Wireless, LLC	489014
VITELCO - Innovative	643300
Vitelcom Cellular Inc.	649005
Commnet Four Corners, LLC	459029
Commnet Four Corners, LLC	509021
Commnet Four Corners, LLC	519017
ACS of Anchorage	613000