

16 September 2025

Vanessa Johns  
Bureau of Technical Utility Services  
Pennsylvania Public Utility Commission

Re: Joint Application of Baltimore-Washington Telephone Company and  
Uptown Moose, Inc. for Consent to the Transfer of Control of  
Baltimore-Washington Telephone Company. Docket No.  
A-2025-3056581

Dear Ms. Johns:

On behalf of Baltimore-Washington Telephone Company and Uptown  
Moose, Inc., please find attached the above-referenced response to Data  
Request TUS 1.

Should you have any questions regarding this Response, please contact me.

Respectfully submitted,

/s/ Justin B Newman  
Justin B Newman  
Uptown Moose, Inc.  
Baltimore-Washington Telephone Company

**Response to Request TUS 1:  
Docket No. A-2025-3056581  
Staff Inquiries for Review of Transactions  
under 52 Pa. Code §§ 63.321-63.325**

1. *Identify the ultimate parent of each party to the transaction and the valuation of each.*

Baltimore-Washington Telephone Company (“BWT”) is currently a wholly-owned subsidiary of Voxology Group, Inc. (“VGI”). The applicants are seeking Commission approval for a purchase transaction whereby Uptown Moose, Inc. (“Moose”) acquires one hundred percent (100%) of BWT.

As privately owned small business, Moose does not have an objectively calculable valuation. VGI has received a recent valuation for compliance with IRS regulations, but wishes to not make such a matter of public record at this time.

2. *Identify the Pennsylvania jurisdictional revenue of each party to the transaction and its Pennsylvania proportion of total revenue.*

None of the parties have jurisdictional revenue in Pennsylvania.

3. *Affirm that the transaction has not already taken place (i.e. is not Nunc Pro Tunc in nature) and that the transaction will not be consummated prior to receiving Commission approval. If not included in the filing, provide the known or anticipated transaction closing date.*

Applicants affirm that the Transaction has not already taken place. Applicants anticipate closing the transaction in the fourth quarter of 2025; pending state regulatory approvals.

4. *Identify all jurisdictions where this or a related transaction has been filed and where approval is being sought. Provide the status of each filing. While pending in Pennsylvania, identify any jurisdiction that acts on the transaction and describe the action taken. Provide updates as necessary.*

In addition to Pennsylvania, approval for the Transaction has been sought from regulatory authorities in Maryland and Pennsylvania. The parties will also file transfer of control application in New York.

The parties continue to evaluate their obligations with regards to Canadian operations.

5. *If any conditions are under consideration, imposed, or agreed to in any jurisdiction in which this or a related transaction is pending, please update the filing to include that information as it occurs.*

No conditions have been considered, imposed, or agreed to in any jurisdiction where the Transaction has been approved or is pending. The Applicants will update their Application regarding any conditions that are under consideration, imposed, or agreed to in any other jurisdiction, although they currently do not expect any such conditions to be sought.

6. *Identify all Pennsylvania-specific impacts known, anticipated, or considered that will or may result in any fashion from the transaction.*

The applicants do not anticipate any Pennsylvania-specific impacts from the transaction. The key executive responsible for BWT operations will continue to be responsible for those operations under the new ownership.

7. *If synergies as to scope or scale, or merger savings, are posed as a substantial public benefit overall, identify each anticipated synergy and/or savings. Identify the financial or other value of those synergies and/or savings and explain how such value was calculated.*

Moose anticipates the transaction will provide new focus to BWT, allowing it to improve and enhance its services. It is not possible to ascribe any specific value to those enhancements, but Moose expects BWT's increased visibility and focus to bring benefit to Pennsylvania.

8. *Identify whether any of the anticipated benefits of the transaction are expected to arise from the loss or potential loss of Pennsylvania jobs, tax revenues, facilities, or downsizing, or consolidation that affects Pennsylvania, or any other impact in Pennsylvania.*

None of the anticipated benefits of the Transaction will arise from the loss or potential loss of Pennsylvania jobs, tax revenues, or facilities. In addition, none of the anticipated benefits will arise from

any downsizing or consolidation that will affect Pennsylvania or have any other impact in Pennsylvania.

9. *Identify the location and number of any employees, offices, or facilities of each party to the transaction that are located in Pennsylvania.*

None.

10. *Identify any functions, operations, or activities of any nature currently performed in or affecting Pennsylvania that may be impacted as a result of the transaction. Specifically, identify any operations that will be eliminated and any impact on Pennsylvania employment.*

There are no current customers in Pennsylvania. There are no employees, offices, or facilities located within Pennsylvania. The transaction is not expected to impact any functions, operations, or activities or Pennsylvania employment.

11. *Identify the number of Pennsylvania customers served by each of party to the transaction.*

There are no current customers in Pennsylvania.

12. *Identify all service markets (e.g., local exchange market, special access market) in Pennsylvania in which each party to the transaction or any affiliates participate.*

BWT is certificated to provide services within Verizon Pennsylvania, Inc. and Verizon North Inc territories within Pennsylvania. It does not currently serve any customers within those markets.

13. *Identify all geographic areas in Pennsylvania in which the Applicant(s), affiliates, or any other entities affected by the transaction offer services.*

BWT offers services throughout Verizon Pennsylvania, Inc. and Verizon North Inc. territories within Pennsylvania, but does not currently have any customers within those territories.

14. *Identify any and all unaffiliated providers offering the same or competitive services as those of the Applicant(s) in the same geographic locales within Pennsylvania. Reference to all*

*certificated carriers on file at the Commission will not be considered an acceptable or complete response.*

BWT has identified the following unaffiliated providers that offer the same or competitive services in approximately the same locales within Pennsylvania as BWT: Verizon of Pennsylvania, Verizon North Incorporated.

15. *If the transaction is pending before the Federal Communications Commission (FCC), the U.S. Department of Justice (DOJ), or any other federal agency, please provide unexpurgated copies of responses provided to the FCC, DOJ, or other staff inquiries and data requests.*

The FCC has approved the transaction. As part of the FCC's review of the transaction, they requested two clarifications, to be provided by email. The clarifications provided were:

- Neither I [Justin Newman] nor Uptown Moose, Inc. hold any interest in any telecommunications firm (Domestic or otherwise) other than as disclosed in the Application.
- All percentiles of ownership disclosed in the Application and its exhibits reflect both voting and equity interests.

16. *While the transaction remains pending before the Commission, provide updates to the status of the transaction or of any changes to the application at the federal level as soon as they occur.*

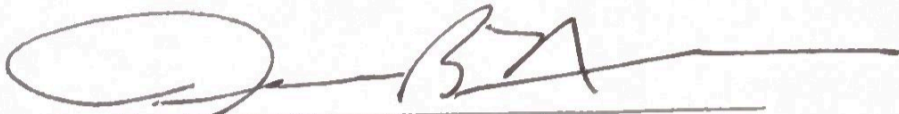
Because the FCC already has approved the Transaction and the applicants were not required to seek approval from any other federal agency, the applicants do not expect there to be any further developments before a federal agency in connection with the Transaction. However, if there are unexpectedly such developments, the applicants promptly will report them to this Commission.

17. *If the proposed transaction involves a foreign interest, describe in detail why state regulatory action on the proposed transaction would not be adverse to national security while DOJ approval remains pending.*

The transaction does not involve any foreign interests.

I, Justin B Newman, hereby state that the facts set forth above are true and correct to the best of my knowledge, information and belief, and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).

Dated this 16th day of September 2025.

A handwritten signature in black ink, consisting of a large, stylized 'J' followed by 'BN' and a long horizontal line extending to the right.

Justin B Newman  
President  
Baltimore-Washington Telephone Company

A handwritten signature in black ink, consisting of a large, stylized 'J' followed by 'BN' and a long horizontal line extending to the right.

Justin B Newman  
President  
Uptown Moose, Inc.