

ICTC Group, Inc. and Subsidiaries
Financial Report to Shareholders
September 30, 2017

ICTC Group, Inc. and Subsidiaries
Condensed Consolidated Financial Statements
September 30, 2017

Part I - Financial Information

Item 1. Financial Statements (unaudited)

Condensed Consolidated Balance Sheets	2
Condensed Consolidated Statements of Income.....	4
Condensed Consolidated Statements of Stockholders' Equity	5
Condensed Consolidated Statements of Cash Flows	6
Notes to Condensed Consolidated Financial Statements.....	7

Part 1 - Financial Information
Item 1. Financial Statements

ICTC Group, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets

	Sept 30 2017 (Unaudited)	December 31, 2016 *
Assets		
Current Assets		
Cash and cash equivalents	\$ 4,329,789	\$ 3,071,376
Accounts receivable, net of allowances of \$4,000	514,838	443,664
Materials and supplies	268,070	225,011
Deferred income taxes	72,051	75,453
Prepayments	198,769	221,551
Total current assets	5,383,517	4,037,055
Noncurrent Assets		
Marketable Securities	1,253,106	651,138
Other investments	245,971	252,840
Equity method investments	2,205,635	2,040,702
Goodwill	1,772,179	1,772,179
Total noncurrent assets	5,476,891	4,716,859
Telecommunications Plant and Equipment		
In service	22,760,640	22,491,224
Under construction	185,066	16,913
	22,945,706	22,508,137
Less accumulated depreciation and amortization	16,544,606	15,895,330
Net telecommunications plant and equipment	6,401,100	6,612,807
Total Assets	\$ 17,261,508	\$ 15,366,721

*Derived from audited financial statements

ICTC Group, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets

	<u>Sept 30 2017 (Unaudited)</u>	<u>December 31, 2016 *</u>
Liabilities and Stockholders' Equity		
Current Liabilities		
Accounts payable	\$ 41,413	\$ 70,319
Current maturities of long-term debt	27,200	27,200
Accrued income taxes	447,631	6,155
Other current liabilities	306,778	297,722
Total current liabilities	823,021	401,396
Long-Term Debt		
Broadband Initiatives Program Loan	598,123	618,436
Other long-term debt	2,071,800	2,071,800
Total Long-Term Debt	2,669,923	2,690,236
Other Liabilities		
Deferred income taxes	2,662,698	2,558,319
Total other liabilities	2,662,698	2,558,319
Total liabilities	6,155,643	5,649,951
Stockholders' equity		
Preferred Stock: \$.0001 par value; 1,000,000 shares authorized		
No shares outstanding	-	-
Common Stock: \$.0001 par value; 2,000,000 shares authorized		
Issued and outstanding: 382,384 and 381,734	41	41
Treasury Stock; 27,292 and 25,692 shares	(596,190)	(532,348)
Additional paid in capital	1,904,866	1,827,241
Comprehensive Income	324,373	87,542
Retained earnings	9,472,776	8,334,294
Total stockholders' equity	11,105,866	9,716,770
Total Liabilities and Stockholders' Equity	\$ 17,261,508	\$ 15,366,721

*Derived from audited financial statements

ICTC Group, Inc. and Subsidiaries
Condensed Consolidated Statements of Income

	Three Months Ended Sept 30		Nine Months Ended Sept 30	
	2017 (Unaudited)	2016 (Unaudited)	2017 (Unaudited)	2016 (Unaudited)
Revenues				
Local telephone service revenue	\$ 115,404	\$ 119,368	\$ 344,547	\$ 349,138
Universal service and access revenue	977,786	580,929	2,902,180	1,852,391
Internet revenue	164,006	163,130	492,232	426,700
Facility lease revenue	114,304	126,289	352,416	371,845
Miscellaneous revenue	16,332	29,034	40,663	60,826
Total operating revenues	<u>1,387,832</u>	<u>1,018,750</u>	<u>4,132,038</u>	<u>3,060,901</u>
Costs and expenses				
Plant operations, excluding depreciation	345,166	361,272	1,193,118	1,109,295
Depreciation	255,388	235,353	759,719	695,222
Customer operations	41,577	37,015	119,864	110,010
Corporate operations	253,054	231,634	837,213	834,717
Operating taxes, other	6,644	6,442	16,941	15,283
Total operating expenses	<u>901,828</u>	<u>871,716</u>	<u>2,926,855</u>	<u>2,764,526</u>
Operating Income	<u>486,004</u>	<u>147,034</u>	<u>1,205,183</u>	<u>296,375</u>
Nonoperating Income (Expense)				
Dividend income	83,228	56,552	255,290	278,457
Other income	-	520	26,564	520
Equity in earnings of investee	90,403	89,977	286,896	281,924
Total nonoperating income	<u>173,631</u>	<u>147,049</u>	<u>568,750</u>	<u>560,901</u>
Income Before Interest and Income Taxes	659,635	294,084	1,773,934	857,276
Interest Expense	<u>22,728</u>	<u>23,081</u>	<u>67,954</u>	<u>68,571</u>
Income Before Income Taxes	636,907	271,003	1,705,979	788,704
Income Tax Expense	<u>215,064</u>	<u>87,690</u>	<u>567,498</u>	<u>227,789</u>
Net Income	<u>\$ 421,843</u>	<u>\$ 183,313</u>	<u>\$ 1,138,481</u>	<u>\$ 560,915</u>
Basic and Diluted Weighted Average Common Shares Outstanding	381,881	383,126	381,334	383,210
Basic and Diluted Earnings Per Share	\$ 1.10	\$ 0.48	\$ 2.99	\$ 1.46

ICTC Group, Inc. and Subsidiaries
Condensed Consolidated Statements of Stockholders' Equity

	Preferred Stock	Common Stock	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Additional paid in Capital	Retained Earnings	Total
Balance, January 1, 2017	\$ -	\$ 41	\$(532,348)	\$ 87,542	\$ 1,827,241	\$8,334,294	\$ 9,716,770
Purchase of Treasury Shares			(63,842)				(63,842)
Comprehensive Loss				236,831			236,831
Issued Stock					77,625		77,625
Net income						1,138,481	1,138,481
Balance, Sept 30, 2017	\$ -	\$ 41	\$(596,190)	\$ 324,373	\$ 1,904,866	\$9,472,776	\$ 11,105,866

ICTC Group, Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows

	Nine Months Ended Sept 30	
	2017 (Unaudited)	2016 (Unaudited)
Operating Activities		
Net income	\$ 1,138,481	\$ 560,915
Adjustments to reconcile net income to net cash from operating activities		
Depreciation	759,719	695,222
Earnings from equity investments	(286,896)	(281,924)
Distributions received - equity investments	121,963	94,502
Deferred income taxes	(30,737)	(19,474)
Distributions/(Earnings) from other investments	6,869	1,520
Change in current assets and current liabilities		
Accounts receivable	(71,174)	117,707
Prepaid income taxes	-	-
Prepayments	22,782	(66,163)
Accounts payable	(28,906)	3,570
Accrued income taxes	441,475	(36,426)
Other current liabilities	9,056	1,378
Net Cash from Operating Activities	2,082,633	1,070,827
Investing Activities		
Purchase of plant and equipment	(548,012)	(645,830)
Increase in materials and supplies	(43,059)	40,764
Purchase of Marketable Securities	(226,618)	(280,597)
Net Cash (used for) Investing Activities	(817,690)	(885,663)
Financing Activities		
Repurchase of Common Stock - 1,600 and 2,540 shares	(63,842)	(59,104)
Shares issued	77,625	46,000
Principal payments on long-term debt	(20,313)	(19,745)
Net Cash from (used for) Financing Activities	(6,530)	(32,849)
Net Change in Cash and Cash Equivalents	1,258,414	152,315
Cash and Cash Equivalents, Beginning of Period	3,071,376	3,016,485
Cash and Cash Equivalents, End of Period	\$ 4,329,789	\$ 3,168,800
Supplementary Disclosures of Cash Flow Information		
Cash payments for interest	\$ 67,954	\$ 68,571
Cash payments for income taxes, net of refunds	\$ 156,786	\$ 283,689
Non-cash investing and financing activities		
Accounts payable - purchase of property and equipment		
Beginning of Period	\$ -	\$ 7,919
End of Period	\$ 2,840	\$ 6,896

Note 1 - Nature of Operations and Summary of Significant Accounting Policies

Organization

ICTC Group, Inc. (the “Company”) serves as a holding company for Lynch Telephone II, LLC (“Lynch II”), which in turn serves as a holding company for Inter-Community Telephone Company, LLC (“Inter-Community”) and Valley Communications, Inc. (“Valley”)(collectively, the “Subsidiaries”). Inter-Community is a rural local exchange company (“RLEC”) serving communities in southeastern North Dakota providing regulated telephone service; Valley provides internet and other non-regulated services. The Company operates in one business segment, telecommunications.

Basis of Presentation and Consolidation

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information. Accordingly, they are not audited and do not include all of the information and footnotes required for complete financial statements. The consolidated financial statements and footnotes should be read in conjunction with the consolidated financial statements and notes thereto included in the Company’s annual report for the year ended December 31, 2016. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the nine month period ended September 30, 2017 are not necessarily indicative of the results that may be expected for the year ending December 31, 2017. The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

The consolidated financial statements include the accounts of Lynch II, Inter-Community and Valley. All assets and liabilities of the Subsidiaries are consolidated with the assets and liabilities of the Company. All significant inter-company accounts have been eliminated.

Regulatory Accounting

The Company’s public utility activities are regulated by the Federal Communications Commission (FCC). The North Dakota Public Service Commission does not regulate RLEC’s with fewer than 8,000 access lines, such as Inter-Community. The Company follows the FCC’s Uniform System of Accounts, Part 32 of the FCC Rules and Regulations.

Where applicable, this regulated accounting recognizes the economic effects of rate regulation by recording costs and a return on investment; as such, amounts are recovered through rates authorized by regulatory authorities. Factors that could give rise to the discontinuance of regulatory accounting practices include (1) increasing competition restricting the Company’s wireline business’ ability to establish prices to recover specific costs and (2) significant changes in the manner in which rates are set by regulators from cost based regulation to another form of regulation. The Company periodically reviews the applicability of regulatory accounting guidelines based on the developments in its current regulatory and competitive environments.

Accounting Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Concentrations of Business and Credit Risk

The Company provides telephone, internet and other nonregulated services on account to its customers located in southeastern North Dakota. The Company also provides access service on account to various long distance companies, which provide toll service to the Company's customers.

The FCC has proposed significant changes to the rules affecting the revenues of RLECs. The Company serves high cost rural areas and receives a significant portion of its revenues from federal support mechanisms and access revenues from long distance carriers. The Company's revenues are significantly dependent on the continuation and level of such support mechanisms.

The Company's cash balances are maintained in bank depositories and periodically exceed federally insured limits.

Cash and Cash Equivalents

For purposes of reporting cash flows, the Company considers all cash deposits with an original maturity of three months or less to be cash and cash equivalents.

Accounts Receivable

Trade receivables are uncollateralized customer obligations due under normal trade terms requiring payment within 30 days from the invoice date. The receivables are non-interest bearing. Payments on trade receivables are applied to the applicable unpaid invoices. The carrying amount of the trade receivables is reduced by an amount that reflects management's best estimate of the amounts that will not be collected.

Materials and Supplies

Inventories are stated at the lower of average cost or market.

Investments

Investments in limited liability companies (LLC's) are accounted for using the equity method. Under the equity method, the investment is initially recorded at cost, then reduced by the dividends and increased or decreased by the investor's proportionate share of the investee's net earnings or loss. All other investments are stated at cost.

Goodwill

Goodwill is tested annually for impairment, or more frequently, if deemed necessary. The Company tests goodwill for impairment using a two-step process. The first step is a screen for potential impairment in which the Company determines its fair value based on a number of subjective factors, including: (a) appropriate weighting of valuation approaches (income approach, market approach and comparable company approach), (b) estimates of our future cost structure, (c) discount rates for estimated cash flows, (d) selection of peer group companies for our market approach, (e) required level of working capital, (f) assumed terminal value, and (g) time horizon of cash flow forecasts. The Company estimates the fair value using Level 3 inputs as defined in the fair value hierarchy.

If such tests indicate potential impairment due to the carrying value of the reporting unit exceeding its fair value, then a second step measures the amount of impairment, if any. The Company performed the required annual tests as of December 31, 2016, and determined that there was no impairment at that time. There were no impairment losses recorded during the periods ending September 30, 2017 and 2016.

Telecommunications Plant and Equipment

Additions to plant and equipment are recorded at cost, which includes contracted work, direct labor and materials, and allocable overheads. When units of plant and equipment are retired, sold, or otherwise disposed of in the ordinary course of business, their average book cost less net salvage is charged to accumulated depreciation. Maintenance and repair costs and the replacement and renewal of items determined to be less than units of plant and equipment are charged to expense.

Depreciation

The majority of the Company's plant and equipment is plant used for the wireline telephone business. Depreciation is based on the composite group remaining life method and straight-line composite rates. This methodology provides for the recognition of the cost of the remaining investment in telephone plant and equipment less anticipated positive net salvage value, over the remaining asset lives. When depreciable telephone plant is replaced or retired, the carrying amount of such plant is deducted from the respective accounts and charged to accumulated depreciation and no gain or loss is recognized. Use of this methodology requires the periodic revision of depreciation rates. In the evaluation of asset lives, multiple factors are considered, including expected future retirements, technology changes and the adequacy of depreciation reserves.

Impairment of Long-Lived Assets

Long-lived assets, such as telecommunications plant, and purchased intangibles subject to amortization, are reviewed from impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset group to estimated undiscounted future cash flows expected to be generated by the asset group. If the carrying amount of an asset group exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying amount of the asset group exceeds the fair value of the asset group. There were no asset impairments recorded during the periods ended September 30, 2017 and 2016.

Income Taxes

The Company will file federal and state income tax returns on a consolidated basis. All income taxes reflected by the Company have been computed on a separate return basis. The Company follows the liability method of accounting for income taxes, under which deferred income tax assets and liabilities are determined based on the difference between financial reporting and income tax bases of assets and liabilities using the enacted marginal tax rates and laws expected to be in effect when the differences are expected to reverse. Temporary differences result primarily from depreciation and certain accruals.

The Company has evaluated whether it was necessary to recognize any benefit from uncertain tax positions in currently open tax periods and determined that there are no material uncertainties within its filed tax returns. As of September 30, 2017 and September 30, 2016, the unrecognized tax benefit accrual was zero. The Company would recognize future accrued interest and penalties related to unrecognized tax benefits in income tax, if incurred. Generally, the Company is no longer subject to Federal and state tax examinations by tax authorities for years prior to 2010.

Government Grants

The Company has received grant money from the Broadband Initiatives Program administered by RUS (Note 5). Government grants are accrued as a receivable when we determine we have complied with the conditions attached to the grant arrangement. Government grants received in advance are recorded as Deferred Broadband Initiatives Program grant funds on the Balance Sheet. Grants received for reimbursement of capital expenditures is accounted for as a deduction from the cost of the asset. Depreciation is calculated and recorded based on our net investment. The impact of the grant is reflected in earnings as a reduction in depreciation. Grant funds received are shown as inflows in the investing activities section of the Consolidated Statements of Cash Flows.

Revenue Recognition

Telephone service revenue is primarily derived from regulated local, intrastate and interstate access services and recognized as services are provided.

Local access revenues come from providing local telephone exchange services and are billed to local end-users in advance in accordance with tariffs approved by the state regulatory commission. Such advance billings are initially deferred and recognized as revenue when earned.

Revenue that is billed in arrears includes nonrecurring intrastate and interstate network access services, nonrecurring local services and long distance services. The earned but unbilled portion of this revenue is recognized as revenue in the period that the services are provided.

Revenue from intrastate access is based on tariffs approved by the state regulatory commission. Revenue from interstate access is derived from settlements with NECA. NECA was created by the FCC to administer access rates and revenue pooling on behalf of local exchange carriers who elected to participate in a pooling arrangement. Interstate settlements, including amounts received under Universal Service Fund mechanisms, are determined based on the Company's cost of providing telecommunications service, including investments in specific types of infrastructure and operating expenses and taxes.

Interstate access revenue recognition is based on management's estimate of the final earning settlement of the NECA pools. For the NECA Common Line pool, the 2017 and 2016 rates-of-return are expected to equal the authorized rate-of-return of 10.75%; therefore, interstate revenues were increased to reflect the additional revenues which are expected to be received from NECA once the Common Line pool settlements are finalized.

The Company also leases use of telecommunications facilities on a short term basis to other telecommunications companies. Revenue from the leases is recognized monthly when earned.

Other ancillary revenues, derived from the provision of directory advertising and billing and collection services, are recognized as services are provided based on the rates under the respective contract. Non-regulated operations are included in other income in the accompanying consolidated statements of income.

Advertising Costs

Advertising costs are expensed as incurred.

Sales Taxes

The Company has customers in North Dakota and its municipalities in which those governmental units impose a sales tax on certain sales. The Company collects those sales taxes from its customers and remits the entire amount to the various governmental units. The Company's accounting policy is to exclude the tax collected and remitted from revenue and cost of revenue.

Fair Value of Financial Instruments

The carrying value of the Company's financial instruments, including cash and cash equivalents, accounts receivable, accounts payable, and long-term notes payable approximate their fair value as of September 30, 2017 and September 30, 2016.

The cost investments are carried at historical cost due to no readily determinable fair value for those instruments being available. Management believes there has been no other than temporary impairment in the investments.

Earnings per Common Share

The Company computes net income per common share in accordance with the provision included in ASC 260, *Earnings per Share* ("ASC 260"). Under ASC 260, basic and diluted income per share is computed by dividing net income available to stockholders by the weighted average number of common shares and common share equivalents outstanding during the period. Basic income per common share excludes the effect of potentially dilutive securities, while diluted income per common share reflects the potential dilution that would occur if securities or other contracts to issue common shares were exercised for, converted into or otherwise resulted in the issuance of common shares. The company had no potentially dilutive common share equivalents outstanding at September 30, 2017 and September 30, 2016.

Reclassifications

Certain reclassifications have been made to the 2013 consolidated financial statement presentation in order to conform to the 2014 consolidated financial statement presentation. The reclassifications had no effect on net income or equity.

Recent Accounting Pronouncements

We reviewed all significant newly issued accounting pronouncements and determined they are either not applicable to our business or that no material effect is expected on our financial position and results of operations.

Note 2 - Telecommunications Plant and Equipment

Depreciation and amortization expense for the six months ended September 30, 2017 and 2016 was \$759,719 and \$695,222 respectively.

Note 3 - Equity Method Investments

	Sept 30, 2017 (Unaudited)	December 31, 2016
	<u> </u>	<u> </u>
Dakota Carrier Network, LLC (3.433% ownership at equity)	<u>\$2,205,635</u>	<u>\$2,040,702</u>

The Company recognized equity earnings from Dakota Carrier Network, LLC of \$286,896 and \$281,924 during the nine months ended September 30, 2017 and 2016 respectively. The Company received distributions of \$121,963 and \$94,502 during the nine months ended September 30, 2017 and 2016, respectively.

ICTC Group, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements
September 30, 2017

Condensed financial information of Dakota Carrier Network, LLC is as follows:

	<u>Sept 30,</u> <u>2017</u>	<u>December 31,</u> <u>2016</u>
Assets		
Current assets	\$ 7,025,293	\$ 4,864,734
Other assets	2,697,372	2,748,288
Property, net	55,601,999	53,556,915
Total Assets	<u>\$ 65,324,664</u>	<u>\$ 61,169,937</u>
Liabilities and Members' Equity		
Current liabilities	\$ 531,543	\$ 1,210,211
Other Liabilities	\$ 542,025	\$ 513,205
Members' equity	64,251,096	59,446,521
Total Liabilities and Members' Equity	<u>\$ 65,324,664</u>	<u>\$ 61,169,937</u>
Three months ended Sept 30,		
	<u>2017</u>	<u>2016</u>
	(Unaudited)	(Unaudited)
Operations		
Revenues	\$ 11,685,115	\$ 11,567,459
Expenses	9,051,631	8,946,370
Net income	<u>\$ 2,633,484</u>	<u>\$ 2,621,089</u>
Nine months ended Sept 30,		
	<u>2017</u>	<u>2016</u>
	(Unaudited)	(Unaudited)
Operations		
Revenues	\$ 35,395,149	\$ 34,665,330
Expenses	27,037,728	\$ 26,451,945
Net income	<u>\$ 8,357,421</u>	<u>\$ 8,213,385</u>

Note 4 - Long-Term Debt

The Company has subordinated notes with former shareholders for \$2,071,800 as of September 30, 2017 and September 30, 2016. The interest rates on the notes range from 2% to 6% and the maturity date is December 31, 2022. Interest on the notes is paid quarterly. The notes may be prepaid at any time without penalty.

The Company received a loan of \$713,289 from the Broadband Initiatives Program which has a balance of \$625,323 as of September 30, 2017. See Note 5 for additional information relating to the loan/grant agreement. The loan is due in monthly payments of principal and interest over 21 years at an average interest rate of 3.02%. The loan/grant agreement includes certain financial and other covenant requirements.

It is estimated that principal repayments on the Company's debt for the next five years will be as follows:

Years Ended December 31,

2017	27,000
2018	27,000
2019	28,000
2020	29,000
2021	30,000

Note 5 - Broadband Initiatives Program

The Company was awarded a stimulus loan and grant pursuant to the American Recovery and Reinvestment Act of 2009 to finance the construction of a broadband infrastructure project in rural areas. The \$2,338,651 project was completed during 2014. The project is being funded through a broadband loan from the Rural Utilities Service (RUS) of \$713,289, and a grant through the Broadband Initiatives Program administered by RUS, of \$1,625,362. The Company has received the full amount of \$713,289 in advances on the broadband loan and \$1,625,362 in grant funds relating to the project. As of September 30, 2017, the balance on these loans is \$625,323.

Note 6 - Stockholders' Equity

CIBL, Inc. ("CIBL"), has voting control of the company through its control of a total of 212,556 shares, including 46,000 shares it does not own but has voting control, of ICTC's class A stock or 55.7% of the 381,634 Class A shares that are currently outstanding.

Note 7 - Subsequent Events and Other

The Company has evaluated subsequent events through October 26, 2017.