



January 6, 2015

Marlene H. Dortch
Office of the Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20054

FOR PUBLIC REVIEW

RE: FRN 0017249558, FCC Filer ID 827150

Request for Confidential Treatment, WC Docket Nos. 14-259, 10-90, Rural Broadband Experiments; Worldcall Interconnect, Inc. Notice of Interest in Remaining Under Consideration, Submission of Additional Information, and Petition for Temporary and Short-Term Waiver of Audit Requirement

Dear Ms. Dortch:

Attached to this cover letter and request for confidential treatment please find Worldcall Interconnect, Inc.'s Notice of Interest in Remaining Under Consideration, Submission of Additional Information, and Petition for Temporary and Short-Term Waiver of Audit Requirement. The submission arises from several recent Commission releases.

Certain information contained in the attachments to WCX's filing is sensitive financial and proprietary business information that should be protected from public disclosure. Pursuant to Section 0.459 of the Commission's Rules, WCX hereby requests confidential treatment of the information, all of which is appropriately marked (the "Information"). The Information includes WCX's sensitive and proprietary financial statements and other financial-related data and network related data and is necessary for the Commission – but not the public – to review. The Commission has expressly required that this information be submitted on a confidential basis "in order to protect the integrity of the competitive bidding process." *See* Public Notice, Wireline Competition Bureau Announces Availability of Additional Funding for Rural Broadband Experiments; Seeks Comment on Waiver Petitions of Provisionally Selected Bidders, DA 14-1889, p. 2 (rel. Dec. 23, 2014).

As required by Section 0.459(b), WCX provides the following further information:

1. *Identification of the specific information for which confidential treatment is sought.* WCX requests that the Information be treated as confidential pursuant to Exemption 4 of FOIA, 5 U.S.C. §552(b)(4), and Section 0.459, which protect confidential commercial and other information not routinely available for public inspection. The Information includes financial statements and other financial-related and network data. This is competitively sensitive, business confidential and proprietary commercial information that would not routinely be made available to the public and has been carefully guarded from WCX's competitors. If the Information were disclosed, other parties could use it to determine information relative to WCX's business plans, competitive operations, operations and performance.

2. *Identification of the commission proceeding in which the information is submitted; description of the circumstances giving rise to the submission.* The Information concerns the rural broadband experiment proceeding, the requirements for which were adopted in the *Broadband Experiments Order*.

3. *Explanation of the degree to which the information is commercial or financial, or contains a trade secret or is privileged.* The Information contains financial statements and other financial-related data and network data. It is competitively sensitive, business confidential and proprietary commercial information that would not routinely be made available to the public and has been carefully guarded from other parties.

4. *Explanation of the degree to which the information concerns a service that is subject to competition.* The Information includes information about WCX's operations. If the Information is not protected, competitors and would-be competitors could be able to use the Information to their competitive advantage.

5. *Explanation of how disclosure of the information could result in substantial competitive harm.* Because the Information generally would not be subject to public inspection and would customarily be guarded from competitors, the Commission's rules acknowledge that release of the Information to the public is likely to produce competitive harm. WCX's competitors could assess aspects of WCX's operations and determine the location of its planned towers and customers to undermine WCX's deployment objectives and competitive position.

6. *Identification of any measures taken by the submitting party to prevent unauthorized disclosure.* WCX maintains strict security concerning network information, plans and financial information. Only WCX and persons directly authorized by it have access to the data required to produce the Information.

7. *Identification of whether the information is available to the public and the extent of any previous disclosure of the information to third parties.* The Information is not available to the public and has not previously been disclosed to third parties.

8. *Justification of the period during which the filing party asserts that material should not be available for public disclosure.* WCX requests that the Information be treated as confidential indefinitely because it is not possible at this time to determine any date certain by which the Information could be disclosed without risk of competitive harm to WCX.

9. *Any other information that the party seeking confidential treatment believes may be useful in assessing whether its request for confidentiality should be granted.* If publicly disclosed, the Information would be extremely harmful to WCX's plans to deploy broadband service using funds made available by the Commission.

A public version of this filing, with the Information redacted, will be uploaded through the Commission's Electronic Comment Filing System. Copies of the unredacted submission are also being provided to Ian Forbes, Telecommunications Access Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-B438, Washington D.C. 20554, via e-mail to Ian.Forbes@fcc.gov, and separate notice that the materials have been filed is being provided by e-mail to RuralBroadbandExperiments@fcc.gov.

~~Sincerely,~~

W. Scott McCollough
Counsel for Worldcall Interconnect, Inc.



**Before the
Federal Communications Commission
Washington, D.C. 20554**

In the Matter of)	
)	WC Docket No. 14-259
Connect America Fund)	WC Docket No. 10-90
)	
Broadband Rural Experiments)	FOR PUBLIC REVIEW

**WORLDCALL INTERCONNECT, INC.
NOTICE OF INTEREST IN REMAINING UNDER CONSIDERATION,
SUBMISSION OF ADDITIONAL INFORMATION, AND PETITION FOR
TEMPORARY AND SHORT-TERM WAIVER OF AUDIT REQUIREMENT**

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January 6, 2015

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EXECUTIVE SUMMARY

This submission is provided as the result of, and in response to, several recent releases in the Docket 10-90 *Connect America Fund* proceedings, and in particular the Rural Broadband Experiments contemplated in those proceeding. On December 5, 2014, the Commission announced the provisionally selected low bidders who were required to submit information demonstrating their financial and technical qualifications by December 19, 2014. WCX was provisionally selected for 1 bid covering 34 census blocks, but was not provisionally selected for 8 other bids. On December 16, 2014 WCX filed a request for waiver of the requirement that it provide three years worth of audited financial statements in association with the materials to be submitted by WCX on December 19, 2014 for the one bid that was provisionally accepted. WCX's waiver request has been put out for comment. The Commission issued a *Report and Order* on December 18. On the same day the Wireline Competition Bureau released a Public Notice pursuant to *December 18, 2014 Report and Order* ¶83, to enable the provisional selection of next-in-line bidders for rural broadband experiments support where the entity that was initially selected on a provisional basis was disqualified or had dropped out.

This filing has three parts. First, in response to the *Next-in-Line Bidder Notice*, WCX indicates its interest in remaining under consideration for the 8 bids WCX submitted that were *not* provisionally selected, and offers to serve on a next-in-line basis for the area covered by the one bid that *was* provisionally selected. Second, as required by the *Next-in-Line Bidder Notice*, WCX is providing financial statements, including balance sheets, net income, and cash flow, and a description of the technology and system design that would be used to deliver voice and broadband service meeting the requisite speeds to all locations in the funded census blocks in those 9 bids, including a network diagram certified by a professional engineer. Third, WCX is filing a request for temporary and short-term waiver (approximately 3 weeks) of the auditing

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requirement and shows good cause for, and special circumstances justifying, a short three-week extension of time for submit audited financial statements.

Special circumstances justify not yet having audited financial statements for 2011-2013. WCX was preparing to provide *relevant* audited financial information for meaningful periods, and in WCX's case that would be from late 2012 through the end of 2014. In an extraordinary effort to now supply the information, however, WCX has arranged to secure audited statements for 2011-2013 by January 31, 2015 (and audited 2014 information by March, 2015). The waiver is in effect merely a short extension. This extension will not harm any party. The extension will not impede or delay the finalization of areas that will be offered for model-based support for Category One proposals, or the ultimate list of areas approved for broadband experiments because the Bureau will almost certainly not complete the challenge proceeding in January, 2015.

FOR PUBLIC REVIEW

**Before the
Federal Communications Commission
Washington, D.C. 20554**

In the Matter of)
) WC Docket No. 14-259
Connect America Fund) WC Docket No. 10-90
)
Broadband Rural Experiments) **FOR PUBLIC REVIEW**

**WORLDCALL INTERCONNECT, INC.
NOTICE OF INTEREST IN REMAINING UNDER CONSIDERATION,
SUBMISSION OF ADDITIONAL INFORMATION, AND PETITION FOR
TEMPORARY AND SHORT-TERM WAIVER OF AUDIT REQUIREMENT**

Worldcall Interconnect, Inc. (“WCX”), by and through its undersigned Attorneys, hereby submits this Notice of Interest in Remaining Under Consideration, Submission of Additional Information, and Petition for Temporary and Short-Term Waiver of Audit Requirement.

1. BACKGROUND AND INTRODUCTION

This submission is provided as the result of, and in response to, several recent releases in the Docket 10-90 *Connect America Fund* proceedings, and in particular the Rural Broadband Experiments contemplated in those proceeding.¹ On December 5, 2014, the Commission announced the provisionally selected low bidders who were required to submit information demonstrating their financial and technical qualifications by December 19, 2014.² WCX was provisionally selected for 1 bid covering 34 census blocks, but was not provisionally selected for 8 other bids. On December 16, 2014 WCX filed a request for waiver of the requirement that it provide three years worth of audited financial statements in association with the materials to be submitted by WCX on December 19, 2014 for the one bid that was provisionally accepted.

¹ See *Connect America Fund; ETC Annual Reports and Certification*, WC Docket Nos. 10-90, 14-58, Report and Order and Further Notice of Proposed Rulemaking, 29 FCC Rcd 8769 (2014) (*Rural Broadband Experiments Order*).

² Public Notice, Provisionally Selected Bidders for Rural Broadband Experiments Support, DA 14-1772 (Wireline Competition Bureau, rel. Dec. 5, 2014) (*Provisional Selection Notice*).

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WCX's waiver request has been put out for comment.³ The Commission issued a *Report and Order*⁴ on December 18. On the same day the Wireline Competition Bureau released a Public Notice pursuant to *December 18, 2014 Report and Order* ¶83, to enable the provisional selection of next-in-line bidders for rural broadband experiments support where the entity that was initially selected on a provisional basis was disqualified or had dropped out.⁵

This filing has three parts. First, in response to the *Next-in-Line Bidder Notice*, WCX indicates its interest in remaining under consideration for the 8 bids WCX submitted that were *not* provisionally selected, and offers to serve on a next-in-line basis for the area covered by the one bid that *was* provisionally selected. Second, as required by the *Backup Next-in-Line Bidder Notice*, WCX is providing financial statements, including balance sheets, net income, and cash flow, and a description of the technology and system design that would be used to deliver voice and broadband service meeting the requisite speeds to all locations in the funded census blocks in those 9 bids, including a network diagram certified by a professional engineer. Third, WCX is filing a request for temporary and short-term waiver (approximately 3 weeks) of the auditing requirement and shows good cause, and special circumstances justifying, a short three-week extension of time for submit audited financial statements.

2. NOTICE OF INTEREST IN REMAINING UNDER CONSIDERATION

WCX is interested in remaining in consideration for all of the bids (Bids 1-9) it originally submitted in the event any of the current provisionally selected bidders defaults or is

³ Public Notice, Wireline Competition Bureau Announces Availability of Additional Funding for Rural Broadband Experiments; Seeks Comment on Waiver Petitions of Provisionally Selected Bidders, DA 14-1889 (rel. Dec. 23, 2014). Initial comments are due on January 6, 2015 and Replies are due on January 13, 2015.

⁴ *Connect America Fund; ETC Annual Reports and Certifications; Petition of USTelecom for Forbearance Pursuant to 47 U.S.C. § 160(c) from Obsolete ILEC Regulatory Obligations that Inhibit Deployment of Next-Generation Networks*, WC Docket Nos. 10-90, 14-58, 14-192, Report and Order, FCC 14-190, __ FCC Rcd __ (rel. Dec. 18, 2014) (*December 18, 2014 Report and Order*).

⁵ Public Notice, Wireline Competition Bureau Announces Deadline for Bidders Interested on Remaining Under Consideration for Rural Broadband Experiments Support to File Additional Information, DA 14-1839, WC Docket Nos. 10-90, 14-259 (rel. Dec. 18, 2014) (*Next-in-Line Bidder Notice*).

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disqualified. Confidential Attachment 4⁶ contains a recapitulation of the original bids, for the convenience of the Bureau and for reference purposes.

3. SUBMISSION OF ADDITIONAL INFORMATION

WCX is submitting five confidential attachments pursuant to the December 18, 2014 FCC request for indications of continued interest by “next-in-line” bidders. Attachments 1-3 contain WCX’s financial statements, including balance sheets, net income, and cash flow, along with other information demonstrating financial capability to deploy.⁷ Attachment 4 describes each of the 9 bids, for reference purposes. Attachment 5 contains the required description of the technology and system design that would be used to deliver voice and broadband service meeting the requisite speeds to all locations in the funded census blocks in the 9 bids, including a network diagram certified by a professional engineer.

4. PETITION FOR TEMPORARY AND SHORT-TERM WAIVER OF AUDIT REQUIREMENT

The *December 18, 2014 Report and Order* set a deadline of January 6, 2015 for “next-in-line” submissions. WCX above notifies the Commission that it is interested in remaining in consideration for all of the bids (Bids 1-9) it originally submitted in the event any of the current provisionally selected bidders defaults or is disqualified.⁸ WCX cannot supply audited financial statements on January 6, but WCX believes that it will have a completed audit for calendar years 2011-2013 by January 31, 2015. Thus, WCX seeks a temporary and short-term waiver of the January 6 deadline, by way of an extension until January 31, 2015.

⁶ WCX has provided a justification for confidential treatment, and notes that the Commission expressly requires that the information be filed on a confidential basis. *Next-in-Line Bidder Notice* p. 2.

⁷ As explained in part 4, WCX seeks a temporary and short-term waiver of the requirement that the financial statements be audited.

⁸ See *December 18, 2014 Report and Order* ¶¶83-85. WCX did not “default” on the 1 bid for which it was provisionally selected. If, however, WCX is disqualified because it was not able to supply audited financials on December 19, 2014 then it offers to serve in a next-in-line capacity for the same area, subject to a temporary and short-term waiver of the auditing requirement. WCX has now arranged for audit completion of 3 years (2011-2013) of audited financials by January 31, 2015.

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Although the Wireline Competition Bureau is hard at work developing the final list of areas that will be offered for model-based support and those subject to broadband experiments, and the Commission expects the list to be finished by “early 2015,” these lists likely will not be finished by January 31, 2015. WCX will therefore in all likelihood be able to supply the audit information before the Bureau finalizes the lists. The waiver request is temporary and short-term – for only 3 weeks. This brief period will not delay anything and will not harm any party. In particular, a temporary short-term waiver of three weeks will not “unnecessarily delay the implementation of Phase II” or “the offer of model-based support to the price cap carriers.”⁹

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Pursuant to Sections 1.3 of the FCC’s rules, a waiver may be granted for “good cause.” A waiver is appropriate where special circumstances warrant a deviation from the general rule and the deviation will serve the public interest. *Northeast Cellular Telephone Co. v. FCC*, 897 F.2d 1164, 1166 (D.C. Cir. 1990) (citing *WAIT Radio v. FCC*, 418 F.2d 1153, 1159 (D.C. Cir. 1969)). There is good cause. Special circumstances exist that warrant a deviation from the general rule. The deviation will serve the public interest.

⁹ December 18, 2014 Report and Order ¶¶83-84.

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A. Special circumstances.

The Commission requires audited statements for the most recent three years. Audited 2014 financial information is obviously not yet available to anyone that uses a calendar tax year since calendar year 2014 closed only six days ago. The “most recent three years” for which any audited financial information could possibly be available is therefore 2011, 2012 and 2013.

WCX, however, had no significant operations until late in 2012. WCX was initially formed in 2004 as a subsidiary of another company for the purpose of engaging in other telecommunications markets, but it had little actual activity. In July, 2012, however, management decided to spin WCX out as a stand-alone company and use the corporate entity as the vehicle for delivery of rural broadband in Texas. In September 2012, the Commission approved a license transfer for the 700MHz license for CMA667 - Texas 16 - Burleson (call sign WQJZ320) from Worldcall Inc. (the prior parent) to WCX. Only then could WCX begin to build-out the network. Financial information for the period between 2011 and the first three quarters of 2012 would not be relevant or material for the purposes at hand. More than one-half of the three year period (2011-2013) is simply not representative, useful or helpful in any way to an effort to determine whether WCX *presently* has the financial wherewithal to deploy networks in the affected areas if it is awarded Broadband Experiments funding for any or all of them.

Further, WCX has no historical audited statements for this period for good reasons. WCX is a small business and is not publicly traded. WCX had no business reason to obtain audited statements. They are costly, and the expense serves no business purpose. The audits and associated costs are wholly for regulatory reasons. As a small company WCX could not justify spending [BEGIN CONFIDENTIAL ██████████ END CONFIDENTIAL]¹⁰ for audits based purely

¹⁰ This is the estimate provided by the certified public accountant firm to conduct the necessary audits.

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on a hope and prayer that it *might* prevail in enough of the bidding rounds that the support funds would exceed the cost of the audit itself and significantly defray other justifiable and necessary costs. Responsible small businesses – those that succeed in the market – do not so cavalierly expend precious resources on this kind of gamble. Responsible small businesses do not pay good money for audited statements covering past periods when they had virtually no significant activity, as was the case for WCX for 2011 through July 2012.

WCX did begin significant operations in the third quarter of 2012. WCX then built an operational LTE network in more than 35% of the licensed area, and is now providing substantial services to the covered area. WCX's 9 bids are for other as-yet unbuilt areas in the license footprint. In order to comply with the Commission's requirements WCX planned to obtain audited statements for *relevant* years, and in particular for 2012 through 2014, which is the period after significant operations commenced. WCX obviously could not provide audited 2014 information before the books were closed on December 31, 2014, and the auditors were able to assess the information.

These are special circumstances, and justify a deviation from the general requirement for audited financial information related to 2011, 2012 and 2013.

- B. No harm, and public interest still served.
 - i. *December 18, 2014 Report and Order* is not an obstacle.

The Commission's *December 18, 2014 Report and Order* ¶¶83-84 emphasized a need for three years' of audited information prior to the time the Wireline Competition Bureau "finalizes the list of census blocks that will be offered to the price cap carriers for Phase II of the Connect America Fund." Thus, for certain areas, the receipt of three years worth of audited financial information, even if for periods that in WCX's case are not particularly useful, now appears to be

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more important than a process that yields three *truly* relevant and useful years of audited data. The focus on audited data for potentially immaterial periods, rather than still-reliable unaudited data for material periods, is problematic in WCX's case, and it does not apply in any case as explained below.

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In any event, WCX has supplied reliable unaudited information demonstrating financial capability, and will in fact be able to supply three years' audited information before the Wireline Competition Bureau finalizes the list of census blocks that will be offered to the price cap carriers for Phase II of the Connect America Fund or the final list of broadband experiments blocks is compiled. The Phase II Challenge process is moving to completion, but the Bureau almost certainly will not conclude the process by January 31, 2015. Challenge process replies were filed on November 10, 2014, and filings continue to be made in Docket 14-93, with the most recent occurring on December 24, 2014. A fairly large number of challenges and census blocks must still be decided before the list of census blocks that will be offered to the price cap carriers for Phase II is known.¹¹

¹¹ According to the Public Notice announcing the Response round date (DA 14-1397), the Bureau found that 20,183 challenges (related to 19,753 unique census blocks) made a valid *prima facie* case that a census block should be

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- ii. WCX financial information is reliable and shows financial capability.

WCX planned to obtain audited statements for the years it has been truly operational in order to meet anticipated Commission requirements associated with this proceeding. Therefore, WCX was going to include the most recent and relevant tax accounting year, which is 2014.¹² That accounting year closed on December 31, 2014. It was obviously not possible to have audited statements for 2014 before 2014 even closed. WCX had scheduled an audit for January of 2015 so it could close its 2014 books. The timing of the recent spate of releases in December 2014 created problems because they came prior to the end of the 2014 calendar year, and thus prevented audited statements for calendar year 2014. WCX was entirely responsive and responsible, and made every effort to meet the Commission's requirements. WCX reasonably arranged to provide three full years of *relevant* data by including the most recent year. The timing of the releases made this impossible.

In an extraordinary and special effort to meet the Commission's demands, while still providing truly useful, reliable and material information showing financial capability, WCX has changed its original plans. Thus, WCX has now asked its auditors to certify 2011, 2012 and 2013, rather than 2012, 2013 and 2014. Accordingly, the auditors have now been tasked (for the first time) to review the relatively irrelevant period (calendar year 2011) and certify that information. The auditors indicate they can provide reports for calendar years 2011-2013 by January 31, 2015. WCX will immediately provide them to the Commission after receipt. WCX

treated as served. There is obviously a lot of work remaining to be done and although the Commission hopes it will be complete in "early 2015" it almost certainly will not be finished by January 31. Indeed, the challenge resolution process also impacts the broadband experiment process. DA 14-1397 note 27 correctly observes that "[t]he determinations of the challenge process will also be used in the rural broadband experiments. For example, if the challenge process ultimately determines a given census block to be served, funding for that particular census block will not be available in the rural broadband experiments."

¹² WCX intended to provide audited statements for 2012, 2013 and 2014, but obviously could not provide audited 2014 information before the 2014 books were even closed after December 31. WCX has now changed its audit request to cover 2011, 2012 and 2013 and that information will be supplied by the end of January, 2015. Audited 2014 financials will be completed around March, 2015.

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will also continue with its original plan to have audited information for the most relevant year: 2014, and provide that information when the audit for that year is complete, which should be in March, 2015.

As explained above, WCX had valid reasons to not have audited statements by December 19, 2014 or January 6, 2015. The requested waiver that would allow WCX to provide audited information for 2011, 2012 and 2013 is temporary, and short-term – approximately three weeks. This is actually a mere slight extension and it will not in any way impact any of the Commission’s timelines.

WCX does, of course, have unaudited information for 2011 through end of third quarter 2014. That information, and additional information, is contained in Confidential Attachments 1-3. WCX has previously submitted this information in electronic form with the Bureau staff, and it is attested. An independent audit does provide additional certainty and reliability, but that does not mean unaudited information is inherently unreliable. Businesses heavily rely on unaudited financial data all the time; private investors and creditors use it, as does even the IRS. Further, the mere fact that information is “audited” does not in and of itself prove an entity has or lacks financial capability. The information itself – whether audited or not – is the sole means to make that assessment. WCX submits that the unaudited information it is providing herein is more than sufficiently reliable, and it shows that WCX has the necessary financial capability.

- C. The general findings in *December 18, 2014 Report and Order* do not apply to WCX.

Footnote 185 to the *December 18, 2014 Report and Order* has several general findings that cannot reasonably be applied to WCX. In pertinent part note 185 states that “All serious bidders should have been prepared to submit their financial and technical information within ten days of the release of the Public Notice announcing the winning bidders, so this imposes no

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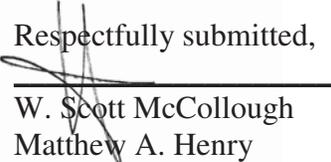
Paragraph 86 goes on to state that “Moreover, entities with three years of audited financial statements by definition are ongoing businesses.” That is true, so far as it goes, but it fails to recognize that there are many “ongoing businesses” – including some that have been in business for many years – that have never had any need for audited financial statements. The Commission could not have meant to say that any entity without three years of audited financial statements is “by definition” *not* an “ongoing business.” WCX does not yet have audited statements, but it is definitely an “ongoing business.” It will remain one only if it continues to make smart decisions and refrains from spending precious resources on risky expenditures on contingencies that WCX does not control and may not pan out. Recall that WCX submitted 9 bids, and was tentatively selected for only one. Rigid application of the general observations in ¶86 and note 185 would unfairly and automatically exclude small businesses trying to conserve cash in order to actually retain their “ongoing business” status in the event bidding efforts for potential projects are not successful.

D. Conclusion

WCX has shown good cause, and special circumstances for a temporary and short-term waiver of the auditing requirement, in the form of a short three-week extension until January 31, 2015. WCX will then have three years worth of audited information and it will be immediately supplied. This waiver will not interfere with or delay any other Commission determinations or actions. Waiver will serve the public interest and still allow all purposes of the audit requirement to be met. WCX respectfully requests that its waiver be granted.

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Respectfully submitted,


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January 6, 2015

Confidential Attachments 1-3

WCX Financial Information

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Confidential Attachment 4

Recapitulation of Bids

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Confidential Attachment 5

Engineer-Certified Technology and System Design

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