

DATE - STAMP & RETURN

Jean L. Kiddoo
Brett P. Ferenchak
jean.kiddoo@bingham.com
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US BANK/FOC MAR 18 2013

March 15, 2013

Via Overnight Delivery

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau Applications
P.O. Box 979091
St. Louis, MO 63197-9000

Re: *In the Matter of the Joint Application of TNCI Operating Company LLC (“Assignee”) and Trans National Communications International Inc. (Debtor-In-Possession) (“Assignor”) for Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, and Sections 63.04 and 63.24 of the Commission’s Rules to Complete the Assignment of Assets, Customers and Section 214 Authorizations of Assignor to Assignee*

Dear Ms. Dortch:

On behalf of TNCI Operating Company LLC (“TNCI-OpCo”) and Trans National Communications International Inc. (Debtor-In-Possession) (“TNCI-DIP”), enclosed please find an original and six (6) copies of an application for authority to complete the assignment of assets, customers and Section 214 authorizations from TNCI-DIP to TNCI-OpCo.

Pursuant to Section 63.04(b) of the Commission’s rules, Applicants submit this filing as a combined domestic section 214 application and international section 214 application (“Combined Application”). Applicants are simultaneously submitting for filing the Combined Application with the International Bureau through the MyIBFS Filing System.

Also enclosed is a completed Fee Remittance Form 159 containing a valid credit card number and expiration date for payment, in the amount of \$1,050.00, to the Federal Communications Commission, which satisfies the filing fee required for this Combined Application under line 2.b of Section 1.1105 of the Commission’s Rules.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,

Jean L. Kiddoo
Brett P. Ferenchak

Counsel for TNCI-OpCo

- Beijing
- Boston
- Frankfurt
- Hartford
- Hong Kong
- London
- Los Angeles
- New York
- Orange County
- San Francisco
- Santa Monica
- Silicon Valley
- Tokyo
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FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

(1) LOCKBOX # 979091	SPECIAL USE ONLY
	FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) TNCI Operating Company LLC	(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,050.00
(4) STREET ADDRESS LINE NO. 1 c/o Jeff Compton	
(5) STREET ADDRESS LINE NO. 2 114 E., Haley Street, Suite A	
(6) CITY Santa Barbara	(7) STATE CA
	(8) ZIP CODE 93101
(9) DAYTIME TELEPHONE NUMBER (include area code) (805)560-7809	(10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(11) PAYER (FRN) 0022-5225-36	(12) FCC USE ONLY
---	-------------------

**IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)
COMPLETE SECTION BELOW FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET**

(13) APPLICANT NAME TNCI Operating Company LLC	
(14) STREET ADDRESS LINE NO. 1 114 E. Haley Street	
(15) STREET ADDRESS LINE NO. 2 Suite A	
(16) CITY Santa Barbara	(17) STATE CA
	(18) ZIP CODE 93101
(19) DAYTIME TELEPHONE NUMBER (include area code) (805) 560-7809	(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN) 0022-5225-36	(22) FCC USE ONLY
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COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CDT	(25A) QUANTITY 1
(26A) FEE DUE FOR (PTC) \$1,050.00	(27A) TOTAL FEE \$1,050.00	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	

SECTION D - CERTIFICATION

CERTIFICATION STATEMENT
I, M. Renee Britt, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.

SIGNATURE M. Renee Britt DATE 03/15/2013

SECTION E - CREDIT CARD PAYMENT INFORMATION

MASTERCARD VISA _____ AMEX _____ DISCOVER _____

ACCOUNT NUMBER _____ EXPIRATION DATE _____

I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.

SIGNATURE _____ DATE 03/15/2013

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) FORM 159-C Page No 2 of 2		SPECIAL USE
		FCC USE ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME Trans National Communications International, Inc. (Debtor-in-Possession)		
(14) STREET ADDRESS LINE NO. 1 2 Charlesgate West		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Boston	(17) STATE MA	(18) ZIP CODE 02215
(19) DAYTIME TELEPHONE NUMBER (include area code) (805) 560-7809	(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0004-3378-46	(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

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

In the Matter of the Joint Application of)	
)	
TNCI Operating Company LLC, Assignee,)	
)	
and)	WC Docket No. 13-_____
)	
Trans National Communications)	IB File No. ITC-ASG-2013_____
International, Inc. (Debtor-In-Possession),)	
Assignor and Licensee,)	
)	
For Grant of Authority Pursuant to)	
Section 214 of the Communications Act of 1934,)	
as amended, and Sections 63.04 and 63.24 of the)	
Commission’s Rules to Complete the Assignment)	
of Assets, Customers and Section 214)	
Authorizations of Assignor to Assignee)	
)	

JOINT APPLICATION

TNCI Operating Company LLC (“TNCI-OpCo” or “Assignee”) and Trans National Communications International, Inc. (Debtor-In-Possession) (“TNCI-DIP” or “Assignor” or “Licensee,” and together with TNCI-OpCo, “Applicants”), pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.04 & 63.24, respectfully request Commission approval for a transaction whereby TNCI-OpCo will acquire certain of the assets (including the customers and domestic and international section 214 authority) of TNCI-DIP through a sale pursuant to Section 363 of the United States Bankruptcy Code (the “Transaction”).¹ As a result

¹ In re Trans National Communications International, Inc., Chapter 11, Case No. 11-19595-WCH, U.S. Bankr. Court (E.D. Mass.).

of the Transaction, TNCI-DIP's customers will be transferred to TNCI-OpCo, which will become the service provider for those customers. As described below, the proposed transaction will be virtually transparent to customers of Assignor in terms of the services that those customers receive and the rates and terms of those services -- even though structured as a Section 363 asset purchase under the Bankruptcy Code, the Transaction will appear to customers and the public more like a transfer of control since TNCI-OpCo will maintain the same "TNCI" name with which customers are familiar, will have the same rates and terms of services, and will share many of the same technical, operational and managerial personnel as TNCI-DIP.

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

II. DESCRIPTION OF THE APPLICANTS

A. TNCI Operating Company, LLC

TNCI-OpCo is a newly formed Delaware limited liability company with principal offices located at 114 E. Haley Street, Suite A, Santa Barbara, California 93101. TNCI-OpCo does not currently provide telecommunications services or hold any authorizations to do so but, as part of the Transaction, TNCI-OpCo is seeking the same authorizations as currently held by TNCI-DIP so that TNCI-OpCo can continue to provide the same services as TNCI-DIP's customers currently receive from TNCI-DIP. TNCI-OpCo is managed by individuals with significant experience in the telecommunications industry. Further, TNCI-OpCo has been funded by investment funds (described in Section IV(h)) managed by Garrison Investment Group (collectively, the "Garrison Group"), a leading middle market investor. TNCI-OpCo, therefore, will have the managerial, technical and financial qualifications to provide high quality telecommunications services to the customers of TNCI-DIP.

B. Trans National Communications International, Inc. (Debtor-In-Possession)

TNCI-DIP is a Delaware corporation with a principal business address at 2 Charlesgate West, Boston, Massachusetts 02215. TNCI-DIP offers an array of communications services including local and long distance service, audio/web conferencing, dedicated Internet Protocol (“IP”)-enabled, integrated voice and data services, private line, frame relay, and enhanced network solutions. TNCI-DIP only provides service to business and enterprise customers.

On October 9, 2011, TNCI filed a voluntary petition for relief (Case No. 11-19595-WCH) under Chapter 11 of Title 11, U.S.C. §§ 101 et seq., as amended, in the United States Bankruptcy Court for the District of Massachusetts (the “Bankruptcy Court”). As a debtor and debtor-in-possession, TNCI-DIP continues to operate its business and provide telecommunications services to its customers.

Prior to filing for Chapter 11 protection, TNCI-DIP was wholly owned by:

Name:	Steven P. Belkin
Address:	8 Rocky Ledge Rd. Weston, MA 02493
Citizenship:	U.S.
Interest Owned:	100%
Principal Business:	Individual

III. DESCRIPTION OF THE TRANSACTION

Pursuant to an Asset Purchase Agreement, dated as of January 31, 2013 (the “Agreement”), TNCI-OpCo will acquire certain of the assets of TNCI-DIP, including TNCI-DIP’s customer accounts and contracts, telecommunications equipment, and, to the extent permitted under applicable law and regulations, certificates, licenses, registrations or other authorizations to provide intrastate, interstate, and international telecommunications services. The Bankruptcy Court approved the Agreement and the Transaction contemplated thereby on March 13, 2013. The Agreement and Sale Order provide for an Initial Closing following receipt

of FCC approvals, and for additional closings at approximately 45-day intervals until the Final Closing, which will occur on or before the 180th day following the Initial Closing. At each closing, TNCI-DIP will assign to TNCI-OpCo those assets and customers for which applicable governmental approvals have been obtained in order to complete the assignment.

In the interest of assuring seamless and uninterrupted service, all of the assigned customers will continue to receive service from TNCI-OpCo under the same rates, terms and conditions of services as were previously provided by TNCI-DIP and the assignment of TNCI-DIP's assets to TNCI-OpCo will be seamless to customers. Future changes in the rates, terms and conditions of service to the affected customers will be undertaken pursuant to customer contracts and the applicable federal and state notice and tariff requirements.

IV. INFORMATION REQUIRED BY SECTION 63.24(e)

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

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

Assignee:

TNCI Operating Company LLC
114 E. Haley Street, Suite A
Santa Barbara, CA 93101
805-560-7809

FRN: 0022522536

Assignor/Licensee

Trans National Communications International, Inc.
2 Charlesgate West
Boston, MA 02215
617-369-1210

FRN: 0004337846

(b) Jurisdiction of Organizations:

Assignee: TNCI-OpCo is a Delaware limited liability company.

Assignor/Licensee: TNCI-DIP is a Delaware corporation.

(c) (Answer to Question 10) Correspondence concerning this Application should be sent to:

For Assignee:

Jean L. Kiddoo
Brett P. Ferenchak
Bingham McCutchen LLP
2020 K Street, N.W., Suite 1100
Washington, DC 20006-1806
202-373-6000 (tel)
202-373-6001 (fax)
jean.kiddoo@bingham.com
brett.ferenchak@bingham.com

With a copy to:

Jeff Compton
CEO/President
TNCI Operating Company LLC
114 E. Haley Street, Suite A
Santa Barbara, CA 93101
jcompton@bluecasa.com

For Assignor:

Andrew Isar
Millar Isar Inc.
4423 Point Fosdick Drive, N.W.
Suite 306
Gig Harbor, WA 98335
253-851-6700 (tel)
866-474-3630
aisar@millarisar.com

With a copy to:

Brian Twomey, President
Trans National Communications
International, Inc.
2 Charlesgate West
Boston, MA 02215
617-369-1210 (tel)
617-369-1117 (fax)
btwomey@TNCII.com

(d) Section 214 Authorizations

Assignee: TNCI-OpCo does not currently hold international or domestic Section 214 authority. Upon completion of the Transaction, TNCI-OpCo will provide interstate service by virtue of blanket domestic Section 214 authority and will provide international service pursuant to the international Section 214 authority granted to Licensee, which will be assigned to TNCI-OpCo as part of the Transaction.

Licensee: TNCI-DIP holds international Section 214 authority to provide global and limited global resale and facilities-based services pursuant to authority

granted in IB File No. ITC-214-20030414-00187.² TNCI is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

(h) (*Answer to Questions 11 & 12*) The following entities hold, directly or indirectly, a 10% or greater interest³ in Assignee, as calculated pursuant to the Commission's ownership attribution rules for wireline and international telecommunications carriers:

Ownership of Assignee:

The following entities hold a ten percent (10%) or greater, direct or indirect interest in **TNCI Operating Company LLC:**

Name:	TNCI Holdings LLC ("TNCI Holdings")
Address:	114 E. Haley Street, Suite A Santa Barbara, CA 93101
Citizenship:	U.S.
Principal Business:	Holding Company
% Interest:	100%

The following entities hold a ten percent (10%) or greater, direct or indirect interest in **TNCI Holdings LLC:**

Name:	GOF II RE LLC
Address:	c/o Garrison Investment Group 1350 Avenue of the Americas Suite 905 New York, NY 10019
Citizenship:	U.S.
Principal Business:	Investment
% Interest:	64.25% (directly in TNCI Holdings)

² TNCI-DIP recently filed a notification regarding the *pro forma* assignment of the international Section 214 authority as a result of TNCI-DIP's bankruptcy filing. See IB File No. ITC-ASG-20130213-00057.

³ Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

Name: Garrison Opportunity Fund II A LLC ("GOF-II-A")
Address: c/o Garrison Investment Group
1350 Avenue of the Americas
Suite 905
New York, NY 10019
Citizenship: U.S.
Principal Business: Investment
% Interest: 64.25% (indirectly in TNCI Holdings as 100%
owner of (100% voting interest in) GOF II RE
LLC)

Name: Garrison Opportunity Fund MM II A LLC
("GOF-MM-II-A")
Address: c/o Garrison Investment Group
1350 Avenue of the Americas
Suite 905
New York, NY 10019
Citizenship: U.S.
Principal Business: Investment
% Interest: 64.25% (indirectly in TNCI Holdings as managing
member of (0% equity interest in) GOF-II-A)

Name: Garrison Opportunity Fund II A Holdings MM LLC
("GOF-II-A-Holdings")
Address: c/o Garrison Investment Group
1350 Avenue of the Americas
Suite 905
New York, NY 10019
Citizenship: U.S.
Principal Business: Investment
% Interest: 64.25% (indirectly in TNCI Holdings as managing
member of (100% equity interest in) GOF-MM-II-
A)

Name: Garrison Opportunity Fund III A LLC ("GOF-III-A")
Address: c/o Garrison Investment Group
1350 Avenue of the Americas
Suite 905
New York, NY 10019
Citizenship: U.S.
Principal Business: Investment
% Interest: 35.75% (directly in TNCI Holdings)

Name: Garrison Opportunity Fund II A MM LLC
("GOF-III-A-MM")
Address: c/o Garrison Investment Group
1350 Avenue of the Americas
Suite 905
New York, NY 10019
Citizenship: U.S.
Principal Business: Investment
% Interest: 35.75% (indirectly in TNCI Holdings as managing member of (0% equity interest in) GOF-III-A)

Name: Garrison Opportunity Fund III A Holdings MM LLC
("GOF-III-A-Holdings")
Address: c/o Garrison Investment Group
1350 Avenue of the Americas
Suite 905
New York, NY 10019
Citizenship: U.S.
Principal Business: Investment
% Interest: 35.75% (indirectly in TNCI Holdings as managing member of (100% equity interest in) GOF-II-A-MM)

Joseph Tansey and Steven Stuart each hold 25% of the equity and 50% of the voting rights in GOF-II-A-Holdings and GOF-III-A-Holdings. Mr. Tansey and Mr. Stuart are U.S. citizens and can be reached at the same address as the Garrison Group.

To the Assignee's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in TNCI Holdings through the Garrison Group.

Assignee does not have any interlocking directorates with a foreign carrier.

(i) **(Answer to Question 14)** Assignee certifies that Assignee is not a foreign carrier, nor is Assignee affiliated with foreign carriers, nor will Assignee become affiliated with foreign carriers as a result of this transaction.

(j) **(Answer to Question 15)** Assignee certifies that Assignee does not seek to provide international telecommunications services to any destination country where:

- (1) Assignee is a foreign carrier in that country; or
- (2) Assignee controls a foreign carrier in that country; or

- (3) Any entity that owns more than 25 percent of Assignee, or that controls Assignee, controls a foreign carrier in that country; or
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of Assignee and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

(k) Not applicable.

(l) Not applicable.

(m) Not applicable.

(n) Assignee certifies that it had 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) Assignee certifies that it is not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

(p) Assignee respectfully submits that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's rules, 47 C.F.R. § 63.12(a)-(b). Assignee qualifies for streamlined treatment under Section 63.12(c)(1) because Assignee is not itself, or affiliated with, a foreign carrier and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

V. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority to assign the

assets of TNCI-DIP to TNCI-OpCo in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

(a)(6) A description of the proposed Transaction is set forth in **Section III** above.

(a)(7) (i) TNCI-DIP provides local exchange, intrastate interexchange and/or interstate interexchange telecommunications services in all of the contiguous United States, Hawaii, the District of Columbia, and Puerto Rico.

(ii) TNCI-OpCo does not provide or hold authorization to provide telecommunications services in any state. Upon completion of the Transaction, TNCI-OpCo expects to hold the same, or more expansive, state and federal authorizations and provide the same services as currently held and provided by TNCI-DIP.

(iii) To its knowledge, TNCI-OpCo is not affiliated through the Garrison Group with any other telecommunications carrier.⁴

(a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, Assignee (and its Affiliates) will have a market share in the interstate, interexchange market of less than 10 percent, and the Assignee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange

⁴ Applicants note that Mr. Jeffrey Compton, TNCI-OpCo's President and Chief Executive Officer and a member of its Board of Directors, also serves as Chief Executive Officer and is a co-owner (50%) and Director of Blue Casa Telephone, LLC ("Blue Casa"), a non-dominant local and long distance provider offering services in California. Mr. Howard Brand, the other co-owner and a Director of Blue Casa, will also hold a seat on the Board of TNCI-OpCo but will not be an officer of TNCI-OpCo. Although Mr. Compton and Mr. Brand are interlocking directors of the two companies, there is no ownership affiliation between the two entities and the Garrison Group will appoint the majority of TNCI-OpCo's Board.

carrier that is not a party to the transaction, and none of the Applicants (or their Affiliates) are dominant with respect to any service.

(a)(9) Other than its section 214 authorizations described in this Application, Licensee does not hold any other authorizations or licenses from the Commission. Therefore, no other applications are being filed with the Commission with respect to this Transaction.

(a)(10) Since October 9, 2011, TNCI-DIP has been operating under the protection of the Bankruptcy Court. The Bankruptcy Court approved the Transaction on March 13, 2013. The Agreement and Sale Order provide for an Initial Closing following receipt of FCC approvals, and for additional closings at approximately 45-day intervals until the Final Closing, which will occur on or before the 180th day following the Initial Closing. At each closing, TNCI-DIP will assign to TNCI-OpCo those assets and customers for which applicable governmental approvals have been obtained in order to complete the assignment. The Initial Closing is currently scheduled to occur on or before May 1, 2013. Accordingly, Applicants request that the Commission promptly commence its examination of the Transaction and issue its public notice so that it can be in a position to approve the transaction as soon as possible and no later than the Initial Closing on or before May 1, 2013.

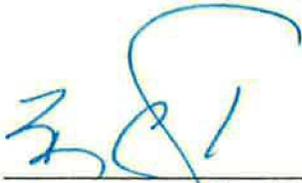
(a)(11) Not applicable.

(a)(12) Applicants respectfully submit that the proposed Transaction serves the public interest. The Transaction will result in the assignment of TNCI-DIP customers to a financially stable company that will continue to provide telecommunications services to such assigned customers without interruption. TNCI-OpCo's operations are overseen by a well-qualified management team with substantial telecommunications experience and technical expertise. In addition, the proposed Transaction is structured to assure an orderly transition of customers from

TNCI-DIP to TNCI-OpCo. In accordance with the terms of their service contracts and the rules and procedures of the Commission and applicable state(s), customers will be properly notified of the proposed transaction and the change in their telecommunications provider from TNCI-DIP to TNCI-OpCo. TNCI-OpCo will separately file a certification that it will comply with the Commission's procedures set forth in Section 64.1120(e) of the Commission's Rules regarding the acquisition of customers, along with the sample customer notification letters.

VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the assignment of certain of the assets (including authorizations) and customers of Trans National Communications International, Inc. (Debtor-In-Possession) to TNCI Operating Company LLC.



Brian Twomey, President
**TRANS NATIONAL COMMUNICATIONS
INTERNATIONAL, INC.**
2 Charlesgate West
Boston, MA 02215
617-369-1210 (tel)
617-369-1117 (fax)
btwomey@TNCII.com

Respectfully submitted,



Jean L. Kiddoo
Brett P. Ferenchak
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brett.ferenchak@bingham.com

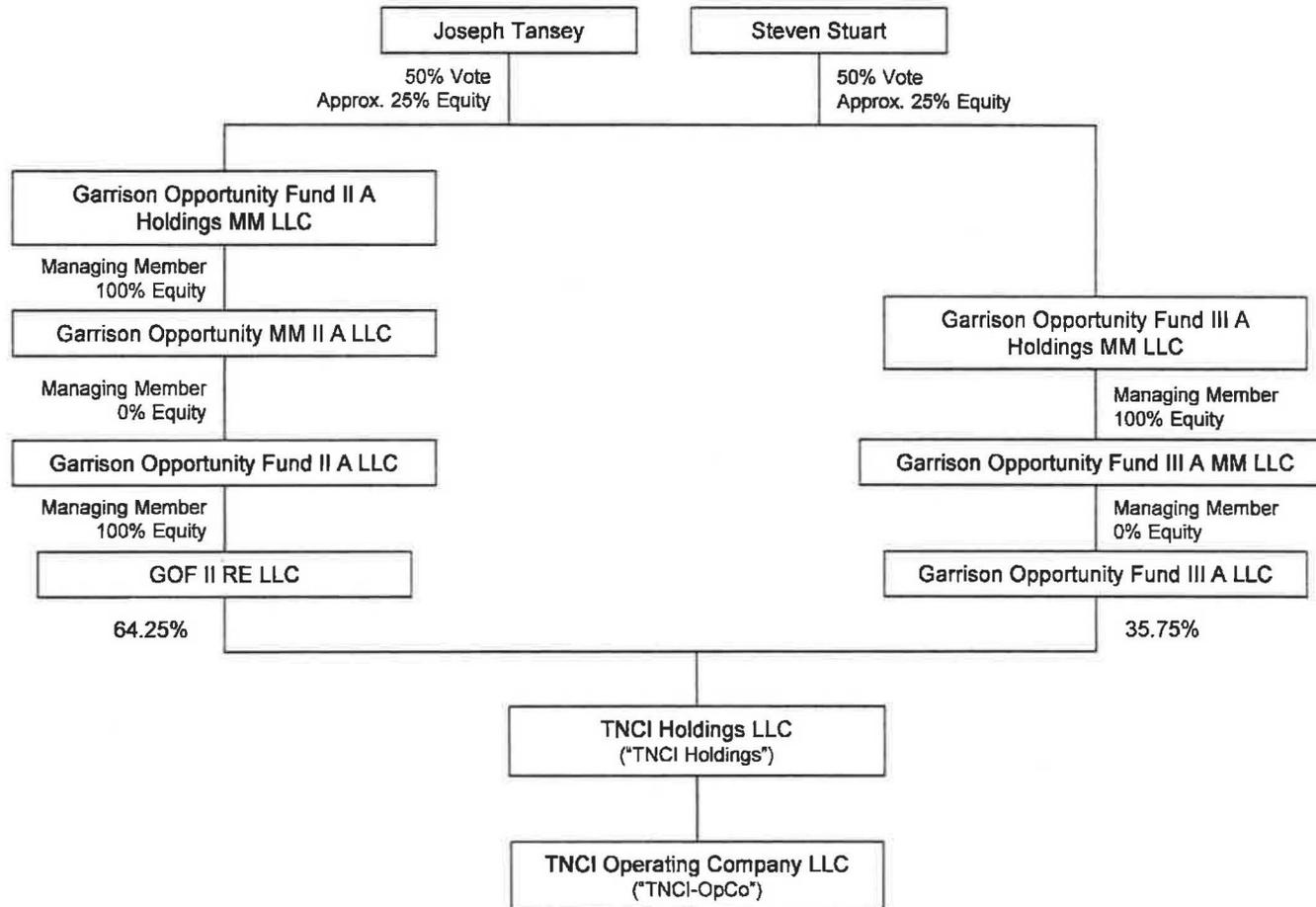
Counsel for TNCI Operating Company LLC

Dated: March 15, 2013

EXHIBIT A

Corporate Organization Structure of Assignee

Corporate Organizational Structure of TNCI Operating Company LLC



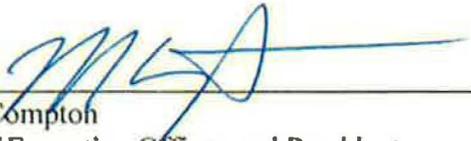
Unless otherwise indicated all ownership percentages are 100%.

VERIFICATIONS

VERIFICATION

I, Jeff Compton, am Chief Executive Officer and President of TNCI Operating Company LLC (the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 14 day of March 2013.

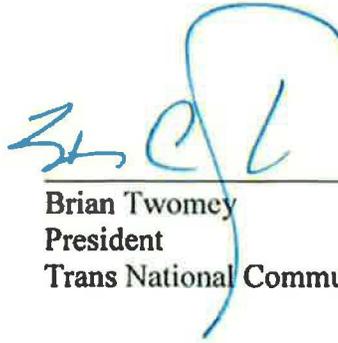


Jeff Compton
Chief Executive Officer and President
TNCI Operating Company LLC

VERIFICATION

I, Brian Twomey, am President of Trans National Communications International, Inc. (the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 15th day of March 2013.



Brian Twomey
President
Trans National Communications International, Inc.