

WC Docket 13-194

US BANK/FCC JUL 26 2013 130729909/82200/

ORIGINAL

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE  
FORM 159

Approved by OMB  
3066-0589  
Page No. 1 of 4

(1) LOCKBOX # 979091		SPECIAL USE ONLY	
RECEIVED ONLY			
<b>SECTION A - PAYER INFORMATION</b>			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>Bingham McCutchen LLP</b>		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$1,050.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>c/o Brett P. Ferenchak</b>			
(5) STREET ADDRESS LINE NO. 2 <b>2020 K Street, N.W.</b>			
(6) CITY <b>Washington</b>		(7) STATE <b>DC</b>	(8) ZIP CODE <b>20006 1806</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>(202) 373-6000</b>		(10) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(11) PAYER (FRN) <b>0004-3539-00</b>		(12) FCC USE ONLY	
<b>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</b>			
(13) APPLICANT NAME <b>TNCI Operating Company LLC</b>			
(14) STREET ADDRESS LINE NO. 1 <b>114 E. Haley Street</b>			
(15) STREET ADDRESS LINE NO. 2 <b>Suite A</b>			
(16) CITY <b>Santa Barbara</b>		(17) STATE <b>CA</b>	(18) ZIP CODE <b>93101</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>(805) 560-7809</b>		(20) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(21) APPLICANT (FRN) <b>0022-5225-36</b>		(22) FCC USE ONLY	
<b>COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE <b>CDT</b>	(25A) QUANTITY <b>1</b>	
(26A) FEE DUE FOR (PTC) <b>\$1,050.00</b>	(27A) TOTAL FEE <b>\$1,050.00</b>	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	
<b>SECTION D - CERTIFICATION</b>			
CERTIFICATION STATEMENT I, <u>M. Renee Britt</u> , 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 <u>M. Renee Britt</u> DATE <u>07/25/2013</u>			

**PAID BY CREDIT CARD**

FEDERAL COMMUNICATIONS COMMISSION <b>REMITTANCE ADVICE (CONTINUATION SHEET)</b> FORM 159-C  Page No <u>2</u> of <u>4</u>		SPECIAL USE  FCC USE ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME <b>Pac-West Telecomm, Inc.</b>		
(14) STREET ADDRESS LINE NO. 1 <b>6500 River Place Blvd.</b>		
(15) STREET ADDRESS LINE NO. 2 <b>Building 2, Suite 200</b>		
(16) CITY <b>Austin</b>		(17) STATE <b>TX</b>
		(18) ZIP CODE <b>78730</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>(512) 735-1200</b>		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) <b>0018-5200-15</b>		(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

FEDERAL COMMUNICATIONS COMMISSION <b>REMITTANCE ADVICE (CONTINATION SHEET)</b> FORM 159-C  Page No <u>3</u> of <u>4</u>		SPECIAL USE  FCC USE ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT <b>SECTION BE- ADDITIONAL APPLICANT INFORMATION</b>		
(13) APPLICANT NAME <b>Tex-Link Communications, Inc.</b>		
(14) STREET ADDRESS LINE NO. 1 <b>6500 River Place Blvd.</b>		
(15) STREET ADDRESS LINE NO. 2 <b>Building 2, Suite 200</b>		
(16) CITY <b>Austin</b>		(17) STATE <b>TX</b>
(18) ZIP CODE <b>78730</b>		
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>(512) 735-1200</b>		(20) COUNTRY CODE (if not in U.S.A.)
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>		
(21) APPLICANT (FRN) <b>0005-0254-81</b>		(22) FCC USE ONLY
<b>COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>		
(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	
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(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	

FEDERAL COMMUNICATIONS COMMISSION <b>REMITTANCE ADVICE (CONTINUATION SHEET)</b> FORM 159-C Page No <u>4</u> of <u>4</u>		SPECIAL USE
		FCC USE ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME <b>nWire, LLC</b>		
(14) STREET ADDRESS LINE NO. 1 <b>6500 River Place Blvd.</b>		
(15) STREET ADDRESS LINE NO. 2 <b>Building 2, Suite 200</b>		
(16) CITY <b>Austin</b>		(17) STATE <b>TX</b>
		(18) ZIP CODE <b>78730</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>(512) 735-1200</b>		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) <b>0019-9979-07</b>		(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	
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(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
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(28F) FCC CODE 1	(29F) FCC CODE 2	

Jean L. Kiddoo  
Brett P. Ferenchak  
Jeffrey R. Strenkowski  
jean.kiddoo@bingham.com  
brett.ferenchak@bingham.com  
jeffrey.strenkowski@bingham.com

July 25, 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 Pac-West Telecomm, Inc., Tex-Link Communications, Inc. and nWire, LLC ("Assignors") 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 and Customers of Assignor to Assignee***

Dear Ms. Dortch:

On behalf of TNCI Operating Company LLC ("TNCI") and Pac-West Telecomm, Inc. ("Pac-West"), Tex-Link Communications, Inc. ("Tex-Link") and nWire, LLC ("nWire"), enclosed is an original and six (6) copies of an application for authority to complete the assignment of assets and customers from Pac-West, Tex-Link and nWire to TNCI.

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  
Jeffrey R. Strenkowski

Counsel for TNCI Operating Company LLC

Beijing  
Boston  
Frankfurt  
Hartford  
Hong Kong  
London  
Los Angeles  
New York  
Orange County  
San Francisco  
Santa Monica  
Silicon Valley  
Tokyo  
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jeffrey.strenkowski@bingham.com

July 25, 2013

Via Electronic Filing

Marlene H. Dortch, Secretary  
Federal Communications Commission  
International Bureau Applications  
P.O. Box 979093  
St. Louis, MO 63197-9700

**Re: *In the Matter of the Joint Application of TNCI Operating Company LLC ("Assignee") and Pac-West Telecomm, Inc., Tex-Link Communications, Inc. and nWire, LLC ("Assignors") 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 and Customers of Assignor to Assignee***

Dear Ms. Dortch:

On behalf of TNCI Operating Company LLC ("TNCI") and Pac-West Telecomm, Inc. ("Pac-West"), Tex-Link Communications, Inc. ("Tex-Link") and nWire, LLC ("nWire"), enclosed is an application for authority to complete the assignment of assets and customers from Pac-West, Tex-Link and nWire to TNCI.

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 Wireline Competition Bureau, in accordance with the Commission's rules.

This filing and the applicable credit card payments in the amount of \$1,050.00 which satisfy the filing fees required for the applications under line 2.b of Section 1.1105 of the Commission's rules, are being submitted electronically through the MyIBFS.

Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,



Jean L. Kiddoo  
Brett P. Ferenchak  
Jeffrey R. Strenkowski

Counsel for TNCI Operating Company LLC

- Beijing
- Boston
- Frankfurt
- Hartford
- Hong Kong
- London
- Los Angeles
- New York
- Orange County
- San Francisco
- Santa Monica
- Silicon Valley
- Tokyo
- Washington

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result of the Transaction, Assignors' customers will be transferred to TNCI, which will become the service provider for those customers. As described below, the Transaction will be virtually transparent to customers of Assignors in terms of the services that those customers receive and the rates and terms of those services.

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

**I. INTRODUCTION**

On March 28, 2013, UPH Holdings, Inc. ("UPH") and its subsidiaries including Assignors (collectively, the "Debtors") filed voluntary petitions for relief under Chapter 11 of Title 11, U.S.C. §§ 101 et seq., as amended, in the United States Bankruptcy Court for the Western District of Texas, Austin Division (the "Bankruptcy Court"). Throughout the proceeding, Assignors have continued to operate their business and provide telecommunications services to their customers. After an auction process, the Debtors and TNCI entered into an Asset Purchase Agreement, dated as of July 3, 2013 (the "Agreement"), for TNCI to acquire certain of the assets of Debtors. The Bankruptcy Court approved the Agreement and Transaction on July 22, 2013. The Agreement and the Court's Sale Order provides for an Initial Closing following receipt of approvals from the Commission, 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, Assignors will assign to TNCI those assets and customers for which applicable state governmental approvals have been obtained. Given the Chapter 11 status of Assignors, Applicants submit that the public interest would be served by the prompt transition of the business to TNCI as quickly as possible, and therefore urge that the

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Texas); *In re nWire, LLC*, Chapter 11, Case No. 13-10571, U.S. Bankr. Court (W.D. Texas). These Cases along with the Chapter 11 cases of Assignors' parent companies and affiliates are Jointly Administered under *In re UPH Holdings, Inc.*, Chapter 11, Case No. 13-10571, U.S. Bankr. Court (W.D. Texas).

Commission promptly issue public notices establishing streamlined processing of the application to permit the transfer of the customers and assets at the earliest possible time.

## **II. DESCRIPTION OF THE APPLICANTS**

### **A. TNCI Operating Company, LLC**

TNCI is a Delaware limited liability company with principal offices located at 114 E. Haley Street, Suite A, Santa Barbara, California 93101. TNCI is a wholly owned subsidiary of TNCI Holdings LLC (“TNCI Holdings”), a Delaware limited liability company that is wholly owned by investment funds (described in Section IV(h)) managed by Garrison Investment Group (collectively, the “Garrison Group”), a leading middle market investor.

As the Commission is aware, TNCI is in the process of acquiring substantially all of the assets of Trans National Communications International, Inc. (the “TNCII Transaction”). *See* WC Docket No. 13-78 and IB File No. ITC-ASG-20130315-00078 (“TNCII Transfer Application”). As a result of the closings of the TNCII Transaction that have occurred to date, TNCI currently provides interstate and international telecommunications throughout the United States and intrastate telecommunications services in the 25 states that have already issued their approvals. Upon completion of the TNCII Transaction, TNCI expects to provide intrastate telecommunications services in the District of Columbia and every state except Alaska.

TNCI is managed by individuals with significant experience in the telecommunications industry and therefore has the technical, operational and managerial qualifications to acquire the assets and customers of Assignors.

### **B. Pac-West Telecomm, Inc., Tex-Link Communications, Inc. and nWire, LLC (each a Debtor-In-Possession)**

Pac-West is a California corporation and wholly owned direct subsidiary of UPH, a Delaware corporation. Tex-Link is a Texas corporation and wholly owned direct subsidiary of

Pac-West. nWire is a Delaware limited liability company and wholly owned direct subsidiary of UniPoint Holdings, Inc., a Delaware corporation and wholly owned direct subsidiary of UPH. UPH and its subsidiaries, including Assignors, have a principal place of business at 6500 River Place Blvd., Building 2, Suite 200, Austin, Texas 78730. Assignors offer origination and termination services, managed modem services, co-location, and transport primarily on a wholesale basis to other telecommunications carriers (Assignors also offer retail T-1 service to business/enterprise customers in Texas and limited number of business/enterprise customers in California).

Prior to filing for Chapter 11 protection, the following persons or entities owned or controlled a 10% or greater interest in UPH:

- 1) Name: UPTel Investments LLC ("UPTel")  
 Address: 6500 River Place Blvd., Building 2, Suite 200  
 Austin, Texas 78730  
 Citizenship: Texas  
 Interest Owned: 37.01% (directly in UPH)  
 Principal Business: Holding Company
  
- Name: JMH Partnership LP ("JMH")  
 Address: 6500 River Place Blvd., Building 2, Suite 200  
 Austin, Texas 78730  
 Citizenship: Texas  
 Interest Owned: 44.33% (7.32% directly in UPH and 37.01% indirectly as sole member of UPTel)  
 Principal Business: Holding Company
  
- Name: Holloway Family Trust  
 Address: 6500 River Place Blvd., Building 2, Suite 200  
 Austin, Texas 78730  
 Citizenship: Texas  
 Interest Owned: 44.33% (as 95% limited partner of JMH)  
 Principal Business: Trust
  
- Name: J. Michael Holloway  
 Address: 6500 River Place Blvd., Building 2, Suite 200  
 Austin, Texas 78730  
 Citizenship: United States  
 Interest Owned: 44.33% (as 5% general partner of JMH and Trustee)

Principal Business: Individual of the Holloway Family Trust)

2) Name: CIT Group/Equity Investments, Inc. ("CIT GEI")  
Address: CIT Winding Services  
1 CIT Drive  
Livingston, NJ 07039  
Citizenship: New Jersey  
Interest Owned: 10.16% (directly in UPH)  
Principal Business: Financial Services

Name: CIT Group, Inc.  
Address: CIT Winding Services  
1 CIT Drive  
Livingston, NJ 07039  
Citizenship: Delaware  
Interest Owned: 10.16% (indirectly as 100% owner of CIT GEI)  
Principal Business: Financial Services

CIT is a publicly traded company (NYSE: CIT) and to Assignors' knowledge, no person or entity owns or controls 10% or more of Assignors through CIT.

3) Name: Pac-West Acquisition Company, LLC ("PWAC")  
Address: c/o Columbia Ventures Corporation  
203 S.E. Park Plaza Drive, Suite 1270  
Vancouver, WA 98684  
Citizenship: Washington  
Interest Owned: 29.29% (directly in UPH)  
Principal Business: Holding Company

Name: Columbia Ventures Corporation ("CVC")  
Address: 203 S.E. Park Plaza Drive, Suite 1270  
Vancouver, WA 98684  
Citizenship: Washington  
Interest Owned: 29.29% (indirectly as 100% owner of PWAC)  
Principal Business: Telecommunications

Name: Kenneth D. Peterson, Jr.  
Address: 203 S.E. Park Plaza Drive, Suite 1270  
Vancouver, WA 98684  
Citizenship: United States  
Interest Owned: 29.29% (indirectly as 100% owner of CVC)  
Principal Business: Individual

To Assignors' knowledge, no other person or entity owns or controls a 10% or greater interest in Assignors through UPH.

### **III. DESCRIPTION OF THE TRANSACTION**

Pursuant to the Agreement, TNCI will acquire certain of the assets of Assignors, including Assignors' customer accounts and contracts, telecommunications equipment. The Bankruptcy Court approved the Agreement and the Transaction contemplated thereby on July 22, 2013. The Agreement and Sale Order provides for an Initial Closing following receipt of approvals from the FCC, and for additional closings at approximately 45-day intervals until the Final Closing, which will occur no later than the 180th day following the Initial Closing. Pursuant to the Agreement and Sale Order, at each closing Pac-Assignors will assign to TNCI those customers accounts and contracts and assets for which applicable governmental approvals have been obtained.

In the interest of assuring seamless and uninterrupted service, all of the assigned customers will continue to receive service from TNCI under the same rates, terms and conditions of services as currently provided by Assignors. Except for a limited number of business/enterprise customers in California, Pac-West provides services only to wholesale carrier customers. nWire and Tex-Link primarily provide services to wholesale carrier customers, but also provide services to some business/enterprise customers in Texas. Assignors' contracts with those customers will be assigned to TNCI without any changes in their rates, terms or conditions. 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**

Assignors/Licensees

Pac-West Telecomm, Inc.  
Tex-Link Communications, Inc.  
nWire, LLC  
6500 River Place Blvd., Building 2, Suite 200  
Austin, Texas 78730  
512-735-1200

**FRN: 0018520015**

**FRN: 0005025481**

**FRN: 0019997907**

**(b) Jurisdiction of Organizations:**

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

Assignors/Licensees: Pac-West is a California corporation.

Tex-Link is a Texas corporation.

nWire is a Delaware limited liability company.

(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 Assignors:

Sam Shiffman  
Executive Vice President  
UPH Holdings, Inc.  
6500 River Place Blvd.  
Building 2, Suite 200  
Austin, Texas 78730  
209-444-1443 (tel)  
512-735-1220 (fax)  
sshiffman@pointone.com

With a copy to:

Michael Holloway  
Chief Executive Officer  
UPH Holdings, Inc.  
6500 River Place Blvd.  
Building 2, Suite 200  
Austin, Texas 78730  
512-735-1206 (tel)  
512-735-1220 (fax)  
mholloway@pointone.com

(d) **Section 214 Authorizations**

Assignee: TNCI 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.<sup>2</sup> TNCI is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

Licensees: Pac-West holds international Section 214 authority to provide resold switched services granted by the Commission in IB File No. ITC-214-19920215-00122 (Old File No. ITC-92-160). Pac-West's international Section 214 authority is not being assigned to TNCI as part of the Transaction and should remain with Pac-West upon consummation.

Pac-West, Tex-Link and nWire are authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

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<sup>2</sup> TNCI recently obtained its international Section 214 authority as part of its acquisition of Trans National Communications International, Inc. See IB File No. ITC-ASG-20130315-00078.

Assignors recently filed a notification regarding the pro forma assignment of their Section 214 authorizations as a result of Assignors' bankruptcy filing.

(h) *(Answer to Questions 11 & 12)* The following entities hold, directly or indirectly, a 10% or greater interest<sup>3</sup> 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)

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)

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

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-III-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 or 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) Pac-West provides telecommunications services in Arizona, California, Colorado, Idaho, Nevada, Oregon, Texas, Utah and Washington. Tex-Link and nWire provide telecommunications services in Texas. In each of these states, Assignors are authorized to

provide local exchange and interexchange telecommunications services. In addition, Pac-West is authorized to provide local exchange and/or interexchange telecommunications services in Alabama, Delaware (local exchange only), the District of Columbia (local exchange only), Florida, Georgia (local exchange only), Illinois, Indiana (local exchange only), Kansas (local exchange only), Kentucky (local exchange only), Louisiana, Massachusetts, Minnesota (local exchange only), Michigan (local exchange only), Missouri, New Jersey, New Mexico, New York, North Carolina, Ohio, Rhode Island, Pennsylvania (competitive access only), Tennessee, Virginia (through its subsidiary Pac-West Telecomm of Virginia, Inc.) and Wisconsin. nWire is also authorized to provide local exchange services in Arkansas and Oklahoma.

(ii) As a result of the closings of the TNCII Transaction that have occurred to date, TNCI currently provides interstate and international telecommunications throughout the United States and intrastate telecommunications services in the following 25 jurisdictions: Alabama, Colorado, Florida, Georgia, Indiana, Kentucky, Louisiana, Massachusetts, Minnesota, Mississippi, Missouri, Montana, Nebraska, New Hampshire, New Jersey, New Mexico, North Dakota, Ohio, Oregon, Pennsylvania, South Dakota, Texas, Vermont, Washington and Wisconsin. In addition, TNCI is authorized but does not yet provide local exchange and/or intrastate interexchange telecommunications services in the following jurisdictions: Connecticut, the District of Columbia, Idaho, Illinois, Iowa (interexchange only), Maine, Michigan, New York, North Carolina, Rhode Island, South Carolina, Utah (interexchange only) and Virginia. At the next closing of the TNCII Transaction, TNCI expects to begin providing intrastate telecommunications services in the District of Columbia, Connecticut, Idaho, Illinois, Iowa, Maine, Maryland, Michigan, Nevada, New York, North Carolina, Rhode Island, South Carolina,

Tennessee, Utah and Virginia. Upon completion of the TNCII Transaction, TNCI expects to provide intrastate telecommunications services in every state except Alaska.

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

(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 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 March 28, 2013; Assignors been operating under the protection of the Bankruptcy Court. The Bankruptcy Court approved the Transaction on July 22, 2013. The Asset Purchase Agreement between the Parties and the Court's Sale Order provides for an Initial Closing

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<sup>4</sup> 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, also holds a seat on the Board of TNCI-OpCo but is not 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 majority of TNCI-OpCo's Board was appointed by the Garrison Group.

following receipt of approvals from the FCC, 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, Assignors will assign to TNCI those assets and customers for which applicable state governmental approvals have been obtained. Given the Chapter 11 status of Assignors, Applicants submit that the public interest would be served by the prompt transition of the business to TNCI as quickly as possible, and therefore urge 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 September 5, 2013.

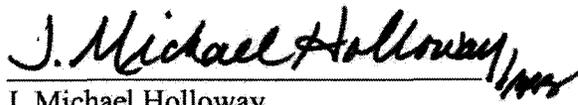
**(a)(11)** Not applicable.

**(a)(12)** Applicants respectfully submit that the proposed Transaction serves the public interest. The Transaction will result in the assignment of Assignors customers to a financially stable company that will continue to provide telecommunications services to such assigned customers without interruption. TNCI'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 Assignors to TNCI. 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 Assignors to TNCI. TNCI 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 including the customers, but not the Section 214 authorizations) of Pac-West Telecomm, Inc., Tex-Link Communications, Inc. and nWire, LLC to TNCI Operating Company LLC.

Respectfully submitted,



J. Michael Holloway  
CEO/President  
**UPH HOLDINGS, INC.**  
**PAC-WEST TELECOMM, INC.**  
**TEX-LINK COMMUNICATIONS, INC.**  
**NWIRE, LLC**  
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Building 2, Suite 200  
Austin, Texas 78730  
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jean.kiddoo@bingham.com  
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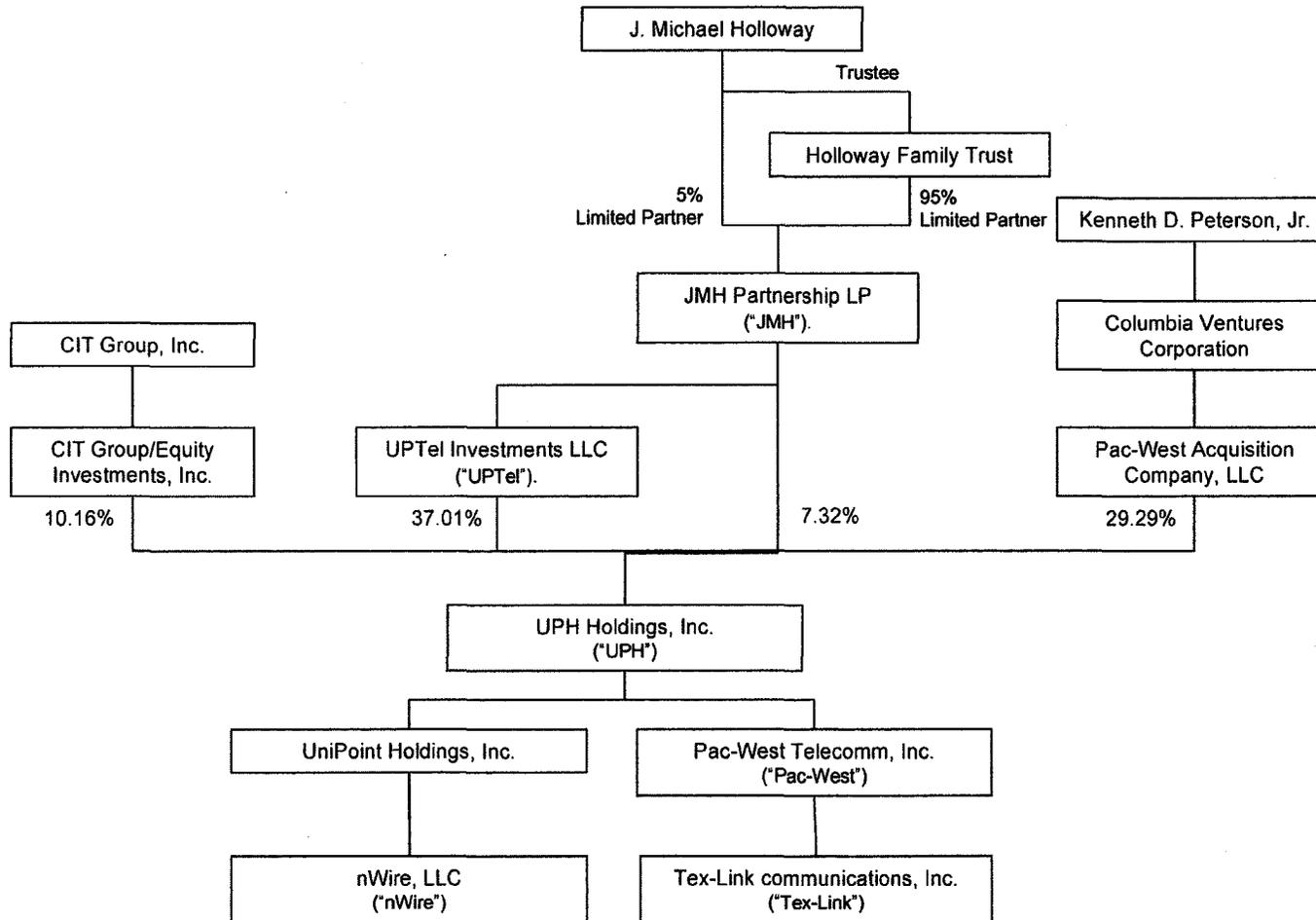
Counsel for TNCI Operating Company LLC

Dated: July 25, 2013

**EXHIBIT A**

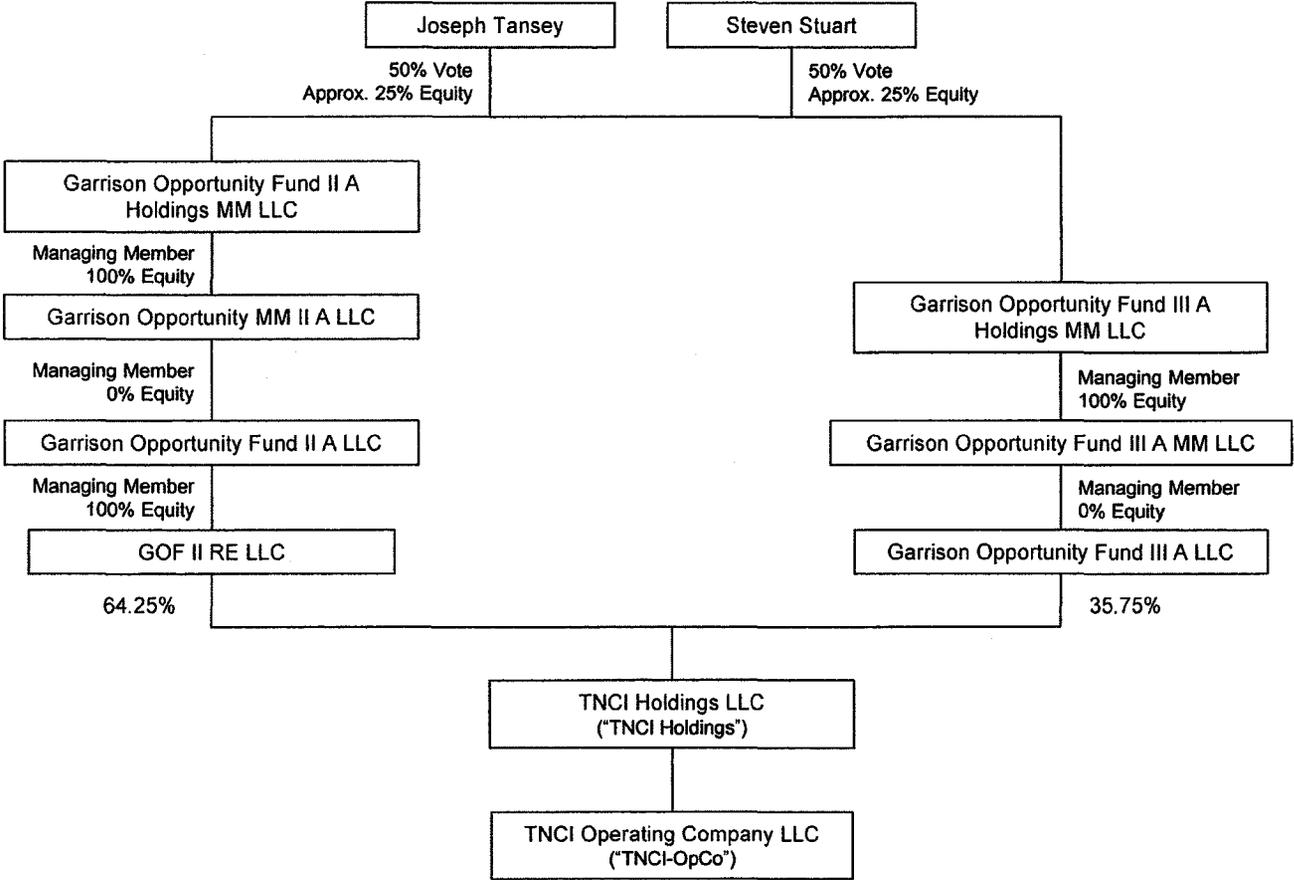
**Corporate Organization Structure of Assignee**

## Current Organizational Structure of Assignors



Unless otherwise indicated all ownership percentages are 100%.

# Corporate Organizational Structure of TNCI Operating Company LLC



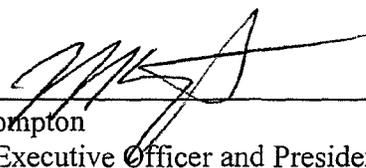
Unless otherwise indicated all ownership percentages are 100%.

## 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 24 day of July 2013.



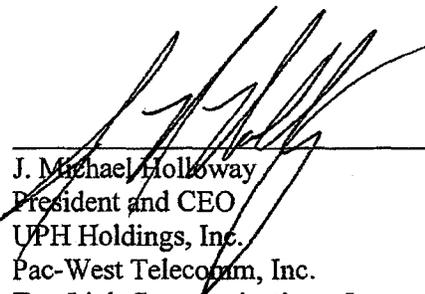
---

Jeff Compton  
Chief Executive Officer and President  
TNCI Operating Company LLC

## VERIFICATION

I, J. Michael Holloway, am President and CEO of UPH Holdings, Inc. and its subsidiaries including and Pac-West Telecomm, Inc., Tex-Link Communications, Inc. and nWire, LLC (collectively, 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 23<sup>rd</sup> day of July 2013.



---

J. Michael Holloway  
President and CEO  
UPH Holdings, Inc.  
Pac-West Telecomm, Inc.  
Tex-Link Communications, Inc.  
nWire, LLC