

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

US BANK/FOC JUL 29 2014

Approved by OMB
306n-0589
Page No. 1 of 2

(1) LOCKBOX # 979093	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) Kim Wagner		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,130.00
(4) STREET ADDRESS LINE NO. 1 6160 Golden Hills Drive		
(5) STREET ADDRESS LINE NO. 2		
(6) CITY Golden Valley	(7) STATE MN	(8) ZIP CODE 55416
(9) DAYTIME TELEPHONE NUMBER (include area code) 763-745-8468	(10) COUNTRY CODE (if not in U.S.A.) U.S.A.	
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(11) PAYER (FRN) 0004257010	(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 Integra Telecom Holdings, Inc.		
(14) STREET ADDRESS LINE NO. 1 18110 SE 34th Street		
(15) STREET ADDRESS LINE NO. 2 Building One, Suite 100		
(16) CITY Vancouver	(17) STATE WA	(18) ZIP CODE 98683
(19) DAYTIME TELEPHONE NUMBER (include area code) 360-588-4318	(20) COUNTRY CODE (if not in U.S.A.) U.S.A.	
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0004257010	(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 CUT	(25A) QUANTITY 1
(26A) FEE DUE FOR (PTC) \$1,130.00	(27A) TOTAL FEE \$1,130.00	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, Kim Wagner, 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 Kim Wagner DATE 7/28/2014

SECTION E - CREDIT CARD PAYMENT INFORMATION

MASTERCARD VISA AMEX DISCOVER

ACCOUNT NUMBER: [REDACTED] EXPIRATION DATE: [REDACTED]

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

SIGNATURE Kim Wagner DATE 7/28/2014

July 21, 2014

ACCEPTED/FILED

AUG - 1 2014

Via Overnight Delivery

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau
445 – 12th Street SW
Washington, D.C. 20554

Federal Communications Commission
Office of the Secretary

RE: Joint International and Domestic Application for Streamlined Consent to Transfer Control – Transfer of World Communications, Inc. to Integra Telecom Holdings, Inc.

Dear Ms. Dortch:

On behalf of World Communications, Inc. and Integra Telecom Holdings, Inc., enclosed herewith are an original and five (5) copies of the Joint International and Domestic Application for Streamlined Consent to Transfer Control of World Communications, Inc. to Integra Telecom Holdings, Inc. The Joint International Application was filed on July 18, 2014, electronically via IBFS (Submission ID No. IB2014001481) with the \$1050.00 filing fee also completed electronically (see attached confirmation).

A copy of this filing letter, together with an original Form 159 with credit payment of \$1050.00, has been delivered to Federal Communications Commission, c/o U.S. Bank -- Governmental Lockbox # 979091, Attention: FCC Government Lockbox, SL-MO-C2-GL, 1005 Convention Plaza, St. Louis, MO 63101, as of this date.

Should there be any questions regarding this filing, kindly contact the undersigned.

Respectfully submitted,



Douglas Denney
Vice President, Costs & Policy
Integra Telecom Holdings, Inc.
18110 SE 34th St.
Building One, Suite 100
Vancouver, WA 98683
Telephone: (360) 558-4318
Facsimile: (763) 745-8459
E-mail: dkdenney@integratelecom.com

Enclosures

cc: Wireline Competition Bureau
Oleg Buzinover, World Communications, Inc.

Domestic Supplement, containing the information required by 47 C.F.R. § 63.04, is attached hereto as Exhibit A.

Applicants seek streamlined processing of this Joint International and Domestic Application pursuant to Sections 63.03 and 63.12 of the Commission's Rules.⁴ Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2)(i), because after the proposed transaction, Integra and its affiliates, as defined in Section 3(1) of the Communications Act ("affiliates"), combined (1) will hold less than ten percent (10%) of the interstate, interexchange market; (2) will provide competitive services exclusively in areas served by dominant local carriers that are not parties to the transaction; and (3) none of the Applicants or their Affiliates is dominant with respect to any domestic service, and will not become dominant with respect to any domestic service after consummation of the proposed transaction. This Application also qualifies for streamlined treatment under Section 63.12 because (a) Applicants are not affiliated with a dominant foreign carrier; (b) Integra will not become affiliated with any foreign carrier as a result of the proposed transaction; and (c) none of the other provisions contained in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12, apply.

Applicants seek to complete the proposed transaction on an expedited basis, and therefore request *expedited* treatment and consideration of this Application, so that Applicants' business plans, which contemplate consummation of the proposed transfer on or about August 31, 2014, can be implemented.

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

⁴ 47 C.F.R. §§ 63.03 and 63.12.

I. APPLICANTS

(a) **World Communications, Inc. (FRN # 0004373973)**

World Communications, Inc. ("WCI") is a privately-owned corporation organized under the laws of the state of Washington. WCI is located at 1945 Yale Place East, Seattle, WA 98102. WCI is authorized to provide and does provide telecommunications services in the states of California, Oregon, and Washington, where it provides resold and facilities-based local exchange service, resold long distance, and data services to businesses. Altogether, WCI provides voice, data, and Internet services to more than 1,000 customers.

WCI holds Section 214 authorizations from the Commission to provide domestic and international resold telecommunications services.⁵ WCI is considered a non-dominant carrier under the Commission's Rules. WCI has no affiliates that offer telecommunications services. The company has no affiliation, within the meaning of Section 63.09(e) of the Commission's Rules, 47 C.F.R. § 63.09(e), with a dominant U.S. or foreign facilities-based carrier.

(b) **INTEGRA TELECOM HOLDINGS, INC. (FRN #0004257010)**

Integra Telecom Parent, Inc. is a corporation organized under the laws of the state of Delaware. Integra Telecom Holdings, Inc. ("Integra") is an Oregon corporation that functions as a holding company, which in turn is a direct, wholly-owned subsidiary of Integra Telecom, Inc.⁶ Integra's principal place of business is located at 18110 SE 34th St., Building One, Suite 100, Vancouver, WA 98683. Integra has several direct, wholly-

⁵See Footnote 3, *supra*.

⁶Integra Telecom Holdings, Inc. is a wholly-owned subsidiary of Integra Telecom, Inc., an Oregon corporation. Integra Telecom, Inc. is a wholly-owned subsidiary of Integra Telecom Parent, Inc., a Delaware corporation. A complete list of subsidiaries and current (pre-closing) organization chart of Integra Telecom Parent, Inc., is included as Attachment A. A post-closing organization chart is included as Attachment B.

Domestic Supplement, containing the information required by 47 C.F.R. § 63.04, is attached hereto as Exhibit A.

Applicants seek streamlined processing of this Joint International and Domestic Application pursuant to Sections 63.03 and 63.12 of the Commission's Rules.⁴ Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2)(i), because after the proposed transaction, Integra and its affiliates, as defined in Section 3(1) of the Communications Act ("affiliates"), combined (1) will hold less than ten percent (10%) of the interstate, interexchange market; (2) will provide competitive services exclusively in areas served by dominant local carriers that are not parties to the transaction; and (3) none of the Applicants or their Affiliates is dominant with respect to any domestic service, and will not become dominant with respect to any domestic service after consummation of the proposed transaction. This Application also qualifies for streamlined treatment under Section 63.12 because (a) Applicants are not affiliated with a dominant foreign carrier; (b) Integra will not become affiliated with any foreign carrier as a result of the proposed transaction; and (c) none of the other provisions contained in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12, apply.

Applicants seek to complete the proposed transaction on an expedited basis, and therefore request *expedited* treatment and consideration of this Application, so that Applicants' business plans, which contemplate consummation of the proposed transfer on or about August 31, 2014, can be implemented.

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

⁴ 47 C.F.R. §§ 63.03 and 63.12.

I. APPLICANTS

(a) World Communications, Inc. (FRN # 0004373973)

World Communications, Inc. (“WCI”) is a privately-owned corporation organized under the laws of the state of Washington. WCI is located at 1945 Yale Place East, Seattle, WA 98102. WCI is authorized to provide and does provide telecommunications services in the states of California, Oregon, and Washington, where it provides resold and facilities-based local exchange service, resold long distance, and data services to businesses. Altogether, WCI provides voice, data, and Internet services to more than 1,000 customers.

WCI holds Section 214 authorizations from the Commission to provide domestic and international resold telecommunications services.⁵ WCI is considered a non-dominant carrier under the Commission’s Rules. WCI has no affiliates that offer telecommunications services. The company has no affiliation, within the meaning of Section 63.09(e) of the Commission’s Rules, 47 C.F.R. § 63.09(e), with a dominant U.S. or foreign facilities-based carrier.

(b) INTEGRA TELECOM HOLDINGS, INC. (FRN #0004257010)

Integra Telecom Parent, Inc. is a corporation organized under the laws of the state of Delaware. Integra Telecom Holdings, Inc. (“Integra”) is an Oregon corporation that functions as a holding company, which in turn is a direct, wholly-owned subsidiary of Integra Telecom, Inc.⁶ Integra’s principal place of business is located at 18110 SE 34th St., Building One, Suite 100, Vancouver, WA 98683. Integra has several direct, wholly-

⁵See Footnote 3, *supra*.

⁶Integra Telecom Holdings, Inc. is a wholly-owned subsidiary of Integra Telecom, Inc., an Oregon corporation. Integra Telecom, Inc. is a wholly-owned subsidiary of Integra Telecom Parent, Inc., a Delaware corporation. A complete list of subsidiaries and current (pre-closing) organization chart of Integra Telecom Parent, Inc., is included as Attachment A. A post-closing organization chart is included as Attachment B.

owned subsidiaries that offer telecommunications services in primarily in 11 states.⁷ Integra and its subsidiaries are headquartered at the above address, and provide voice, data, Internet services and business telephone systems to more than 60,000 customers. As permitted by Section 63.21 of the Commission's Rules, 47 C.F.R. § 63.21, Integra's subsidiaries currently provide resold international switched telecommunications services pursuant to Integra's international Section 214 authorization.⁸

As part of the proposed transaction, WCI will continue as a wholly-owned subsidiary of Integra Telecom Holdings, Inc.

II. DESCRIPTION OF THE TRANSACTION

On July 11, 2014, Integra and WCI signed a Stock Purchase Agreement ("Agreement") providing for the purchase of WCI by Integra. Pursuant to the terms of the Agreement, Integra will purchase the equity of WCI and WCI will become a wholly-owned subsidiary of Integra. Thus, following the completion of the transaction, WCI will be wholly-owned by Integra Telecom Holdings, Inc., which will continue to be wholly-owned by Integra Telecom, Inc., which will continue to be wholly-owned by Integra Telecom Parent, Inc. Closing of the transaction is contingent upon, among other things, receipt of necessary regulatory approvals from the Commission and other Governmental approvals.

Applicants emphasize that the proposed transaction will be entirely transparent to customers of WCI. Because of the nature of this merger, the transfer of control will not result in a change of carrier for any WCI customers. Immediately after consummating the transaction, WCI will continue to provide the identical end user telecommunications and

⁷ The 11 states are Arizona, California, Colorado, Idaho, Minnesota, Montana, Nevada, North Dakota, Oregon, Utah, and Washington.

⁸ See Footnote 3, *supra*.

other services to the affected customers and will continue to provide these services at the rates, and pursuant to the terms and conditions of service, these customers currently receive from WCI. Any future changes in the rates, terms and conditions of service will be made consistent with applicable law. The transaction is not expected to result in any discontinuance of service for the WCI customers. In sum, consummation of the transaction will result in no perceivable changes to WCI's customers.

III. PUBLIC INTEREST

The Applicants respectfully submit that the transaction serves the public interest. After consummation of the transaction, WCI will continue to operate under its current operating authorities. The transaction involves no change in the entity providing service directly to customers or the end user services, rates, terms and conditions of such services. All existing tariffs will remain in place. The transfer of control will be entirely transparent to WCI customers and will not have any adverse impact on them. The only change will be in the ultimate ownership of WCI.

The Applicants expect that the transaction will enhance competition in the telecommunications market by strengthening Integra's position as an effective and multifaceted telecommunications carrier and giving it a greater presence in existing markets. The transaction will allow Integra to combine its financial, technical and market resources and expertise with that of WCI, thereby enhancing its ability to provide reliable, competitively-priced services to customers. By permitting Integra to strengthen its competitive position, the proposed transaction will make Integra a more financially-secure, competitive alternative to the incumbents and promote Integra's ability to enter additional markets, thus expanding competitive choices for customers.

WCI focuses on delivering reliable, high-quality voice, data and Internet services to business markets. Customers currently served by WCI fall squarely within Integra's market niche and therefore make an ideal fit with Integra's long-term expansion goals.

Consummation of the proposed transaction will allow Integra to make its technical, product development, and service resources available to help support and service WCI customers. Integra is committed to exceeding customer expectations and understands that service and support are just as important as having the latest technology at competitive prices. That is why Integra supports its products and services with dedicated and skilled account teams. WCI customers can expect the same dedicated attention if the proposed transaction is consummated.

The transfer of control of WCI to Integra does not result in any anticompetitive effects. The combined market share, post-closing, in the interstate, interexchange market in the relevant markets, will not exceed 10 percent. In all instances where WCI and Integra provide local exchange services, the incumbent local exchange carrier ("ILEC") has a presence, and this transaction will not diminish the ILEC's dominant market position. Furthermore, other competitive carriers are participants in these markets. Accordingly, the transfer of control of WCI to Integra will increase, not degrade, the competitiveness of these markets.

For each of the foregoing reasons, the Applicants respectfully submit that grant of the proposed transaction is in the public interest.

IV. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE RULES

As required by Section 63.24(e) (2) of the Commission's Rules, Applicant submits the following information:

- (a) **Names, addresses and telephone numbers of Applicants:**

Transferee

Integra Telecom Holdings, Inc.,
18110 SE 34th Street
Building One, Suite 100
Vancouver, WA 98683
Telephone: (360) 558-6900

Transferor

World Communications, Inc.
1945 Yale Place East
Seattle, WA 98102
Telephone: (206) 652-4470

- (b) **The Government, State or Territory under the laws of which each of the Applicants is organized:**

<u>Applicant</u>	<u>State of Organization</u>
Integra Telecom Holdings, Inc.	Oregon
World Communications, Inc.	Washington

- (c) **Correspondence concerning this Application should be addressed to**

Karen Clauson
General Counsel
Integra Telecom Holdings, Inc.
6160 Golden Hills Dr.
Golden Valley, MN 55416
Telephone: (763) 745-8461
E-mail: klclauson@integratelecom.com

Frank G. Lamancusa
Counsel for World Communications, Inc.
Bingham McCutchen LLP
2020 K Street, NW
Washington, DC 20006-1806
Telephone (202) 373-6812
E-mail: frank.lamancusa@bingham.com

With a copy to:

Douglas Denney
Vice President, Costs & Policy
Integra Telecom Holdings, Inc.
18110 SE 34th St.

Building One, Suite 100
Vancouver, WA 98683
Telephone: (360) 558-4318
E-mail: dkdenney@integratelecom.com

Oleg Buzinover
President
World Communications, Inc.
1945 Yale Place East
Seattle, WA 98102
Telephone: (206) 219-5700
E-mail: oleg.buzinover@wci.com

(d) Statement as to previous Section 214 authorization

Integra received its international authorization to provide resale telecommunications services on October 29, 1997 in ITC-214-19970820-00500. Integra's subsidiaries provide Global Facilities-Based/Global Resale Service pursuant to their parent's Section 214 authorization.

WCI received its international authorization to provide Global or Limited Global Resale Service on November 11, 2005, in File No. ITC-214-20051011-00431.

(e) Not applicable.

(f) Not applicable.

(g) Not applicable.

(h) The following persons or entities hold a 10% or greater direct ownership interest in applicants:

Transferor (WCI)

Name: Colleen Terpening, as Trustee of the Colleen Terpening Marital Trust

Address: 1945 Yale Place East
Seattle, WA 98102

Citizenship: United States

Principal business: Entrepreneurial – WCI, Real Estate, Etc.

Percent of ownership: 74.2%

Name: Colleen Terpening, as Trustee of the Colleen Terpening Credit Trust

Address: 1945 Yale Place East
Seattle, WA 98102

Citizenship: United States
Principal business: Entrepreneurial – WCI, Real Estate, Etc.
Percent of ownership: 20.4%

Colleen Terpening is not an interlocking directorate with a foreign carrier.

Transferee (Integra)

The following persons or entities hold a 10% or greater direct ownership interest in Integra.

Upon consummation of the transaction, WCI will become a wholly-owned subsidiary of Integra Telecom Holdings, Inc., which in turn is the wholly-owned subsidiary of Integra Telecom, Inc., which is the wholly-owned subsidiary of Integra Telecom Parent, Inc. Thus, Integra Telecom Parent, Inc. will be the new ultimate parent corporation and indirectly own 100% of the equity interest in WCI. Integra Telecom Parent, Inc. is a Delaware corporation with its principal offices located at 18110 SE 34th St., Building One, Suite 100, Vancouver, WA 98683. Integra Telecom Holdings, Inc. is an Oregon corporation, also located at 18110 SE 34th St., Building One, Suite 100, Vancouver, WA 98683 and functions as a holding company. Integra and its subsidiaries primarily provide local and/or long distance telecommunications services in the states of Arizona, California, Colorado, Idaho, Minnesota, Montana, Nevada, North Dakota, Oregon, Utah and Washington. None of Integra Telecom Parent, Inc.'s officers or directors sits on the boards of any foreign telecommunications carriers.

The following entities own a ten percent (10%) or greater direct or indirect interest in Integra Telecom Parent, Inc.

(1) Name: Searchlight Capital Partners GP, LP (“Searchlight”)
Address: 745 Fifth Ave
32nd Floor
New York, NY 10151

Citizenship: US – Delaware LP
Principal business: Investments
Percent of ownership: 36.3 %

Searchlight, a Delaware limited partnership, is the General Partner to the Searchlight Funds, which include the following funds: Searchlight Capital (FC) AIV, LP (“SCAIV”) a Delaware limited partnership; Searchlight Capital, LP (“SC”) a Delaware limited partnership; Searchlight Capital PV, LP (“SCPV”), a Delaware limited partnership; and Searchlight/SIP Holdco SPV III (BLZ), LP

(“S/SIP SPV III”), a Delaware limited partnership (collectively, “Searchlight Funds”).

The individual Searchlight Funds hold the following percentage equity interests in Integra Telecom Parent, Inc.: SCAIV, 7.4%; SC, 9.8%; SCPV, 17.3%; and S/SIP SPV III, 1.9%. In the aggregate, the Searchlight Funds hold 36.3% of the common stock of Integra Telecom Parent, Inc. The address for each of the Searchlight Funds is c/o Searchlight Capital Partners GP, LP, 745 Fifth Ave, 32nd Floor, New York, NY 10151.

No equity holder in any of the Searchlight Funds has or will have a ten percent or greater ownership interest in Integra on a look-through basis.

None of the Searchlight Funds has interlocking directorates with a foreign carrier.

- (2) Name: Tennenbaum Capital Partners, LLC (“Tennenbaum”)
Address: 2951 28th Street, Suite 1000
Santa Monica, CA 90405
Citizenship: US – Delaware LLC
Principal business: Investments
Percent of ownership: 21.8%

Tennenbaum is the Investment Manager to the Tennenbaum Funds, which include the following funds: Special Value Continuation Partners, LP (“SVCP”) a Delaware limited partnership with principal business as a business development company; Special Value Expansion Fund, LLC (“SVEF”) a Delaware limited liability company with principal business as a registered investment company; Special Value Opportunities Fund, LLC (“SVOF”) a Delaware limited liability company with principal business as a registered investment company; and Tennenbaum Opportunities Partners V, LP (“TOPV”) a Delaware limited partnership with principal business as a registered investment company.

The individual Tennenbaum Funds will hold the following percentage equity interests in Integra Telecom Parent, Inc.: SVCP, 1.3%; SVEF, 4.8%; SVOF, 5.7%; and TOPV, 10.1%. In the aggregate, the Tennenbaum Funds will hold 21.8% of the common stock of Integra Telecom Parent, Inc.

Tennenbaum Opportunities Fund V, LLC (“TOF V”), a Delaware limited liability company, owns 100% of the limited partnership interests in TOPV which owns 10.1% of Integra. No single owner of TOF V is large enough to have more than ten percent or greater ownership in Integra.

No other equity holders in any of the Tennenbaum Funds will have in aggregate a ten percent (10%) or greater ownership interest in Integra.

The address for each of the Tennenbaum Funds is 2951 28th Street, Suite 1000, Santa Monica, CA, 90405.

None of the Tennenbaum Funds has interlocking directorates with a foreign carrier.

- (3) Name: Farallon Capital Management, LLC (“Farallon”)
Address: One Maritime Plaza, Suite 2100
San Francisco, CA 94111
Citizenship: US – Delaware LLC
Principal business: Investments
Percent of ownership: 17.7%

Farallon is the investment manager to the Farallon Funds, which include the following funds: Farallon Capital AA Investors, LP (“FCAAI”), a Delaware limited partnership; Farallon Capital AM Investors LP (“FCAMI”), a Delaware limited partnership; Farallon Capital Institutional Partners, LP (“FCIP”), a California limited partnership; Farallon Capital Institutional Partners II, LP (“FCIP II”), a California limited partnership; Farallon Capital Institutional Partners III, LP (“FCIP III”), a Delaware limited partnership; Farallon Capital Offshore Investors II, LP (“FCOI II”), a Cayman, B.W.I. exempted limited partnership; Farallon Capital Partners, LP (“FCP”), a California limited partnership; and Noonday Offshore, Inc. (“Noonday”), a Cayman Islands corporation.

The individual Farallon Funds will hold the following percentage equity interests in Integra Telecom Parent, Inc.: FCAAI, 0.8%; FCAMI, 0.3%; FCIP, 4.7%; FCIP II, 0.4%; FCIP III, 0.3%; FCOI II, 7.3%; FCP, 3.7%; and Noonday, 0.2%. In the aggregate, the Farallon Funds will hold 17.7% of the common stock of Integra Telecom Parent, Inc.

Farallon AA GP, LLC, a Delaware limited liability company, is the sole general partner for FCAAI. Farallon Partners, LLC., a Delaware limited liability company, is the sole general partner for FCAMI, FCIP, FCIP II, FCIP III, FCOI II, and FCP.

The address for each of the Farallon Funds is One Maritime Plaza, Suite 2100, San Francisco, CA 94111.

No equity holders in any of the Farallon Funds will have a ten percent (10%) or greater ownership interest in Integra.

None of the Farallon Funds has interlocking directorates with a foreign carrier.

(i) Certification that Integra is not a foreign carrier and is not affiliated with a foreign carrier.

As evidenced by the signatures to this Application, Integra certifies that following consummation of the proposed transaction, Integra will not be a foreign carrier and will not be affiliated with any foreign carriers. As evidenced by the

signatures to this Application, WCI certifies that following consummation of the proposed transaction, WCI will not be a foreign carrier and will not be affiliated with any foreign carriers.

- (j) **Certification that Integra does not intend to provide international telecommunications services to a destination country for which any of Sections 63.18(j)(1)-(4) of the Commission's Rules, 47 C.F.R. § 63.18(j)(1)-(4) is true.**

As evidenced by the signatures to this Application Integra certifies that it does not intend to provide international telecommunications services to a destination country for which any of Sections 63.18(j)(1)-(4) of the Commission's Rules, 47 C.F.R. § 63.18(j)(1)-(4) is true.

- (k) Not applicable (see response to item (j)).

- (l) Not applicable (see response to item (j)).

- (m) Not applicable. Integra qualifies for a presumption of non-dominance under Section 63.10(a) (1) as it is not a foreign carrier, nor is it affiliated with a foreign carrier. Following the transaction, Integra and WCI will continue to be presumptively classified as non-dominant carriers.

- (n) **Certification that Integra has 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.**

As evidenced by the signatures to this Application, Integra certifies that it has 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.

See Exhibit B.

- (o) **Certifications by Parties that no party to this Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a).**

As evidenced by the signatures to this Application, Applicants certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules (implementing the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 3301), that they are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Act of 1988.

(p) **Streamlined Processing.**

Applicants request streamlined processing of this application pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12. This Application is eligible for streamlined processing pursuant to Section 63.12 of the Commission's Rules because: (1) Integra, the transferee, is not affiliated with a foreign carrier; (2) Integra is not affiliated with a dominant U.S. carrier; and (3) Integra does not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines, and none of the other scenarios outlined in Section 63.12(c) of the Commission's Rules apply. See 47 C.F.R. §§ 63.12(a)-(c).

V. **CONCLUSION**

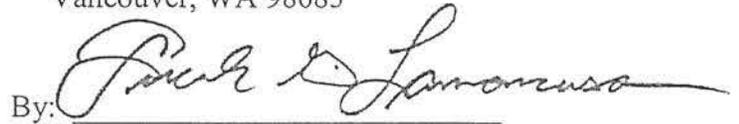
For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application.

Respectfully submitted,



By: _____

Douglas Denney
Vice President, Costs & Policy
Integra Telecom Holdings, Inc.
18110 SE 34th St.
Building One, Suite 100
Vancouver, WA 98683



By: _____
Andrew D. Lipman
Frank G. Lamancusa
Counsel for World Communications, Inc.
Bingham McCutchen LLP
2020 K Street, NW
Washington, DC 20006-1806

EXHIBIT A

DOMESTIC SUPPLEMENT TO JOINT INTERNATIONAL AND DOMESTIC APPLICATION FOR CONSENT TO TRANSFER CONTROL

- I. Pursuant to 47 C.F.R. § 63.04(b), the following information required by 47 C.F.R. 63.04(a)(6)-(a)(12) is supplied in connection with the attached Joint International and Domestic Application for Consent to Transfer Control.

(6) Description of the transaction

On July 11, 2014, Integra and WCI signed a Stock Purchase Agreement (“Agreement”) providing for the purchase of WCI by Integra. Pursuant to the terms of the Agreement Integra will purchase the equity of WCI and WCI will become a wholly-owned subsidiary of Integra. Thus, following the completion of the transaction, WCI will be wholly-owned by Integra Telecom Holdings, Inc., which will continue to be wholly-owned by Integra Telecom, Inc., which will continue to be wholly-owned by Integra Telecom Parent, Inc. Closing of the transaction is contingent upon, among other things, receipt of necessary regulatory approvals from the Federal Communications Commission (“Commission”) and other Governmental approvals.

Applicants emphasize that the proposed transaction will be entirely transparent to customers of WCI. Because of the nature of this merger, the transfer of control will not result in a change of carrier for any WCI customers. Immediately after consummating the transaction, WCI will continue to provide the identical end user telecommunications and other services to the affected customers and will continue to provide these services at the rates and pursuant to

the terms and conditions of service these customers currently receive from WCI. Any future changes in the rates, terms and conditions of service will be made consistent with applicable law. The transaction is not expected to result in any discontinuance of service for the WCI customers. In sum, consummation of the transaction will result in no perceivable changes to WCI's customers.

(7) A description of the geographic areas in which the transferor and transferees offer domestic telecommunications services, and what services are provided in each area

Integra and its subsidiaries primarily provide local and/or long distance voice, data, internet services and business telephone systems in Arizona, California, Colorado, Idaho, Minnesota, Montana, Nevada, North Dakota, Oregon, Utah and Washington. WCI provides resold and facilities-based local, resold long distance, and data services to business customers in California, Oregon and Washington.

(8) A statement as to how the Application fits into one or more of the presumptive streamlined categories in Section 63.03 or why it is otherwise appropriate for streamlined treatment

Integra, as transferee, will have less than a ten percent (10%) market share in the interstate, interexchange market as a result of the Transaction and will provide services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to this Transaction. Further, neither Integra nor WCI is dominant with respect to any service. Therefore, this Application is appropriate for streamlined treatment pursuant to 47 C.F.R. § 63.03(b) (2).

(9) Identification of all other Commission applications related to the same transaction

The attached Application for consent to the transfer of control related to the provision of international telecommunications services is being submitted herewith.

- (10) **A statement of whether the Applicants are requesting special consideration because either party to the transaction is facing imminent business failure**

Applicants do not seek special consideration in this Application.

- (11) **Identification of any separately filed waiver requests being sought in conjunction with the transaction**

Applicants do not seek any waivers in conjunction with the transactions discussed in this Application.

- (12) **A statement showing how grant of the Application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets**

The Applicants respectfully submit that the Transaction serves the public interest. Immediately after consummation of the Transaction, WCI will continue to operate under its current operating authorities. The Transaction involves no change in the entity providing service to customers or the end user services, rates, terms and conditions of such services. All existing tariffs will remain in place. The transfer of control will be entirely transparent to customers and will not have any adverse impact on them. The only change will be in the ultimate ownership of WCI.

The Applicants expect that the Transaction will enhance competition in the telecommunications market by strengthening Integra's position as an effective and multifaceted telecommunications carrier. The Transaction will allow Integra to combine its financial, technical and market resources and expertise with that of

WCI, thereby enhancing its ability to provide reliable, competitively-priced services to customers. Accordingly, the transfer of control of WCI to Integra will increase, not degrade, the competitiveness of the markets served by the Applicants.

Consummation of the proposed Transaction will allow Integra to make its technical, product development, and service resources available to help support and service WCI customers. Integra is committed to exceeding customer expectations and understands that service and support are just as important as having the latest technology at competitive prices. That is why Integra supports its products and services with dedicated and skilled account teams. WCI customers can expect the same dedicated attention upon consummation of the proposed Transaction.

The transfer of control of WCI to Integra does not result in any anticompetitive effects. Interexchange market share post-closing will not exceed 10 percent in any market. In all instances where WCI and Integra provide local exchange services, the incumbent local exchange carrier (“ILEC”) is present and this Transaction will not diminish the ILEC’s dominant market position. Furthermore, in all instances where WCI and Integra provide telecommunications services, other competitive carriers participate in these markets. For each of the foregoing reasons, grant of the proposed Transaction is in the public interest.

EXHIBIT B

DECLARATION OF AARON CAPSEL

I, Aaron Capsel, Vice President, Treasurer and Finance, for Integra Telecom Parent, Inc., do hereby declare under penalty of perjury that I have read the foregoing "APPLICATION FOR CONSENT FOR TRANSFER OF CONTROL," and the information contained therein is true and accurate to the best of my knowledge, information, and belief.

July 18, 2014

Date



Aaron Capsel

DECLARATION OF OLEG BUZINOVER

I, Oleg Buzinover, President for World Communications, Inc., do hereby declare under penalty of perjury that I have read the foregoing "APPLICATION FOR CONSENT FOR TRANSFER OF CONTROL," and the information contained therein is true and accurate to the best of my knowledge, information, and belief.

2/18/14

Date



Oleg Buzinover