

UT-120361



March 15, 2012

**VIA OVERNIGHT DELIVERY**

Mr. Dave Danner  
Executive Director/Secretary  
Washington Utilities and Transportation Commission  
1300 South Evergreen Park Drive, S.W.  
Olympia, WA 98504

2012 MAR 16 AM 9:38  
MAIL ROOM  
COMMUNICATIONS SECTION

**Re: UPH Holdings, Inc.; UPH Acquisition Sub Inc.; Pac-West Acquisition Company, LLC; and Pac-West Telecomm, Inc. Transfer of Control**

Dear Mr. Danner:

Please be advised with this original notification letter and ten (10) copies that UPH Holdings, Inc. (“UPH”); UPH Acquisition Sub Inc.; Pac-West Telecomm, Inc. (“Pac-West”), and Pac-West Acquisition Company, LLC (collectively, the “Parties”) will be undergoing a transaction involving the transfer of control of Pac-West, which will result in the acquisition of 100% of the issued and outstanding shares of Pac-West by UPH (“Transaction”).

The Transaction has been approved by the Federal Communications Commission (“FCC”) and the Parties are in the process of obtaining all required approvals from applicable state regulatory authorities. It is the Parties’ understanding that Commission approval is not required in connection with the Transaction. Accordingly, this letter is filed for informational purposes only to ensure the continuing accuracy of the Commission’s records.

In connection with the Transaction, the Parties provide the following information:

**I. DESCRIPTION OF THE PARTIES**

**A. UPH Holdings, Inc.**

UPH Holdings, Inc. is a corporation formed under the laws of the State of Delaware and is headquartered at 6500 River Place Boulevard, Building 2, Suite 200, Austin, Texas 78730. UPH is a privately held, non-operating holding company with investments in companies operating in the data and voice communications industries. UPH does not currently hold any authorizations to provide telecommunications services.

UPH has one indirect subsidiary that holds authorizations to provide telecommunications services, nWire Communications, LLC (“nWire”). nWire is a limited liability company formed under the laws of the State of Delaware with its headquarters at 6500 River Place Boulevard, Building 2, Suite 200, Austin, Texas 78730. nWire is certified as a non-dominant carrier

authorized to provide telecommunications services in Texas, Arkansas, and Oklahoma. nWire currently offers all forms of telecommunications including telephone exchange service, exchange access, and telephone toll service.<sup>1</sup> As a result of the Transaction, nWire will be a sister company to Pac-West.

**B. UPH Acquisition Sub, Inc.**

UPH Acquisition Sub Inc. (“UPH-AS”) is a California corporation headquartered at 6500 River Place Boulevard, Building 2, Suite 200, Austin, Texas 78730. UPH-AS is a wholly-owned subsidiary of UPH. UPH-AS was formed for Pac-West to merge into, with Pac-West being the surviving entity. UPH-AS does not hold any authorizations to provide telecommunications services.

**C. Pac-West Telecomm, Inc.**

Pac-West is a corporation formed under the laws of the State of California, and headquartered 4210 Coronado Avenue, Stockton, California 95204. In Washington, Pac-West is registered as a telecommunications company with competitive classification pursuant to the Commission’s Order issued in Docket No. UT-981407 on November 25, 1998. Pac-West is a certified non-dominant carrier authorized to provide telecommunications services in the following states in addition to Washington: Alabama, Arizona, California, Colorado, Delaware, Florida, Georgia, Idaho, Illinois, Indiana, Kansas, Kentucky, Louisiana, Massachusetts, Michigan, Nevada, New Jersey, New Mexico, New York, North Carolina, Oregon, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Wisconsin, and Wyoming.<sup>2</sup> Pac-West is certified as a competitive carrier in the District of Columbia as well. Pac-West also holds domestic and international Section 214 authorizations from the FCC, which allow Pac-West to offer interstate and international telecommunications services. Pac-West currently offers all forms of telecommunications including: local and long distance origination and termination; switched and special access; 8YY originating access and 8YY services; managed modem; and collocation services.

**D. Pac-West Acquisition Company, LLC**

Pac-West is a wholly-owned subsidiary of Pac-West Acquisition Company, LLC (“PWAC”), a limited liability company formed under the laws of the State of Washington, with a principal place of business located at 12503 S.E. Mill Plain Boulevard, Suite 120, Vancouver, Washington 98684. PWAC is a wholly-owned subsidiary of Columbia Ventures Corporation, a privately-owned Washington corporation, with its principal place of business located at 12503

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<sup>1</sup> nWire does not provide telecommunications services to any foreign destination.

<sup>2</sup> Pac-West also has two wholly-owned subsidiaries that provide telecommunications services outside of the State of Washington: Pac-West Telecomm of Virginia, Inc., which provides local exchange and interexchange services in the Commonwealth of Virginia, and Tex-Link Communications, Inc., which provides local exchange and interexchange services within the State of Texas.

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S.E. Mill Plain Boulevard, Suite 120, Vancouver, Washington 98687. PWAC does not hold any authorizations to provide telecommunications services.

**E. Designated Contacts**

The designated contacts for questions concerning this notice letter are:

For UPH:

UPH Holdings, Inc.  
Attn: Gary Egger  
6500 River Place Blvd.  
Bldg. 2, Suite 200  
Austin, TX 78730  
Telephone: (512) 735-1200  
Facsimile: (512) 735-1220  
Email: legal@pointone.com

With copies to:

Jonathan B. Mirsky  
Darah S. Franklin  
Wiltshire & Grannis LLP  
1200 Eighteenth Street NW  
Suite 1200  
Washington, DC 20036  
Telephone: (202) 730-1300  
Facsimile: (202) 730-1301  
Email: jmirsky@wiltshiregrannis.com  
dfranklin@wiltshiregrannis.com

For Pac-West:

Blaine Gilles, Ph. D.  
General Manager  
Pac-West Telecomm, Inc.  
4210 Coronado Avenue  
Stockton, California 95204  
Telephone: (510) 380-5995  
Email: legal@pacwest.com

## **II. DESCRIPTION OF THE TRANSACTION**

Pursuant to a Reorganization Agreement dated August 30, 2011 (“Agreement”), by and among UPH, UPH-AS, PWAC, and Pac-West, the following will occur at the closing of the Transaction. The issued and outstanding capital stock of Pac-West will be exchanged for, and converted into, common stock of UPH. PWAC, the parent company of Pac-West, thereby will obtain 29% ownership interest in UPH. Pac-West will be merged into UPH-AS, a wholly-owned subsidiary of UPH, with Pac-West as the surviving entity. Pac-West’s wholly-owned subsidiaries, Pac-West Telecomm of Virginia, Inc. and Tex-Link Communications, Inc., will continue to operate as wholly-owned subsidiaries of Pac-West.

Diagrams of the pre- and post-close organizational structures of the Parties are included as Exhibit A.

The proposed transfer of control of Pac-West will have no adverse impact on its customers. Pac-West’s customers will continue to receive their existing services at the same rates, terms and conditions that they have prior to the transfer and any future changes in the rates, terms and conditions of service will be made consistent with Commission requirements. Pac-West will be managed by personnel with significant experience in the telecommunications industry and may realize additional infusion of capital to support further expansion of Pac-West’s current operations.

## **III. PUBLIC INTEREST STATEMENT**

The changes described herein will have no impact on public interest considerations. The entity offering service to customers, Pac-West, will not change, and there will be no change to the rates, terms and conditions of the service it provides. Pac-West and its subsidiaries will continue to be managed by persons with significant experience in the telecommunications industry. Further, the Transaction may provide Pac-West and its subsidiaries with additional capital to support and expand its operations.

The Parties note that there are a number of other carriers operating in each market, including the incumbent carrier, which in each market controls a substantial market share. Pac-West is one of these competitive carriers.

Washington Utilities and Transportation Commission

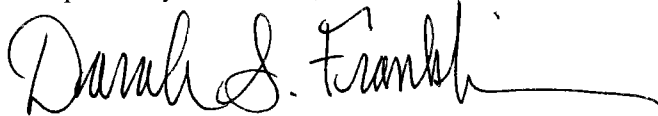
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Please date-stamp the extra copy of this letter and return it in the postage prepaid envelope provided. Should you have any questions, please do not hesitate to contact the undersigned.

Respectfully submitted,

A handwritten signature in cursive script that reads "Darah S. Franklin". The signature is written in black ink and includes a long horizontal flourish extending to the right.

Jonathan B. Mirsky

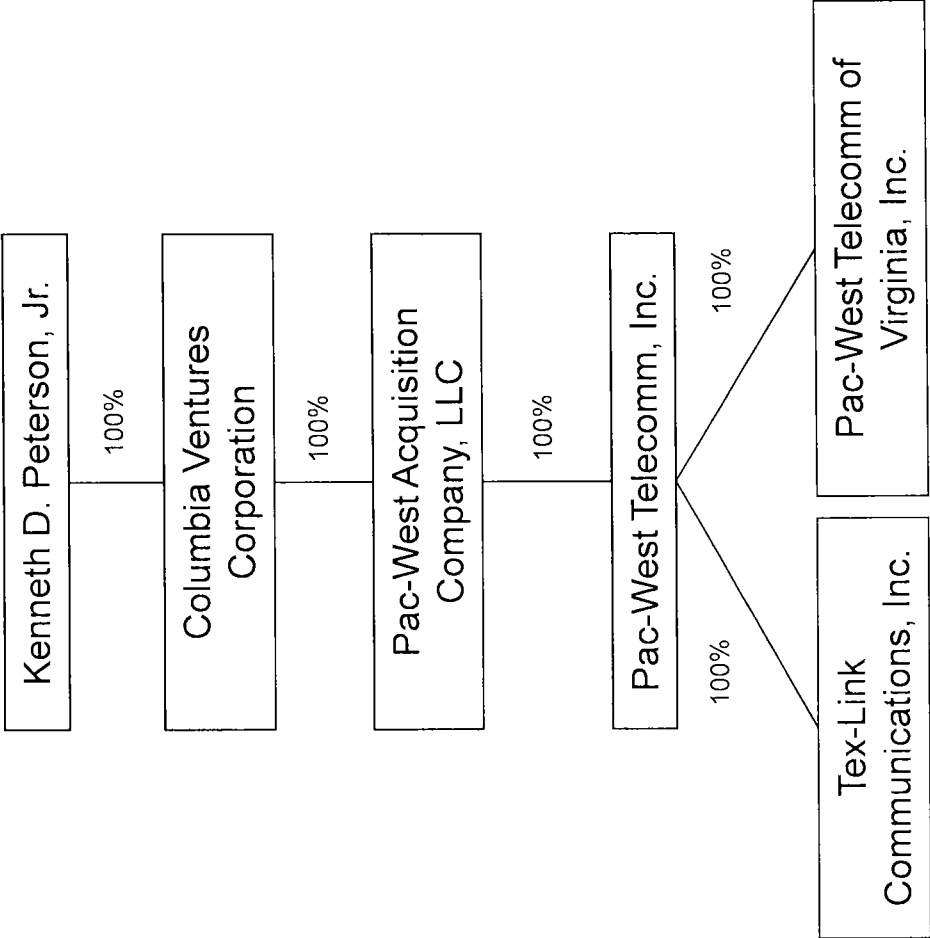
Darah S. Franklin

*Counsel to UPH Holdings, Inc. and  
UPH Acquisition Sub Inc.*

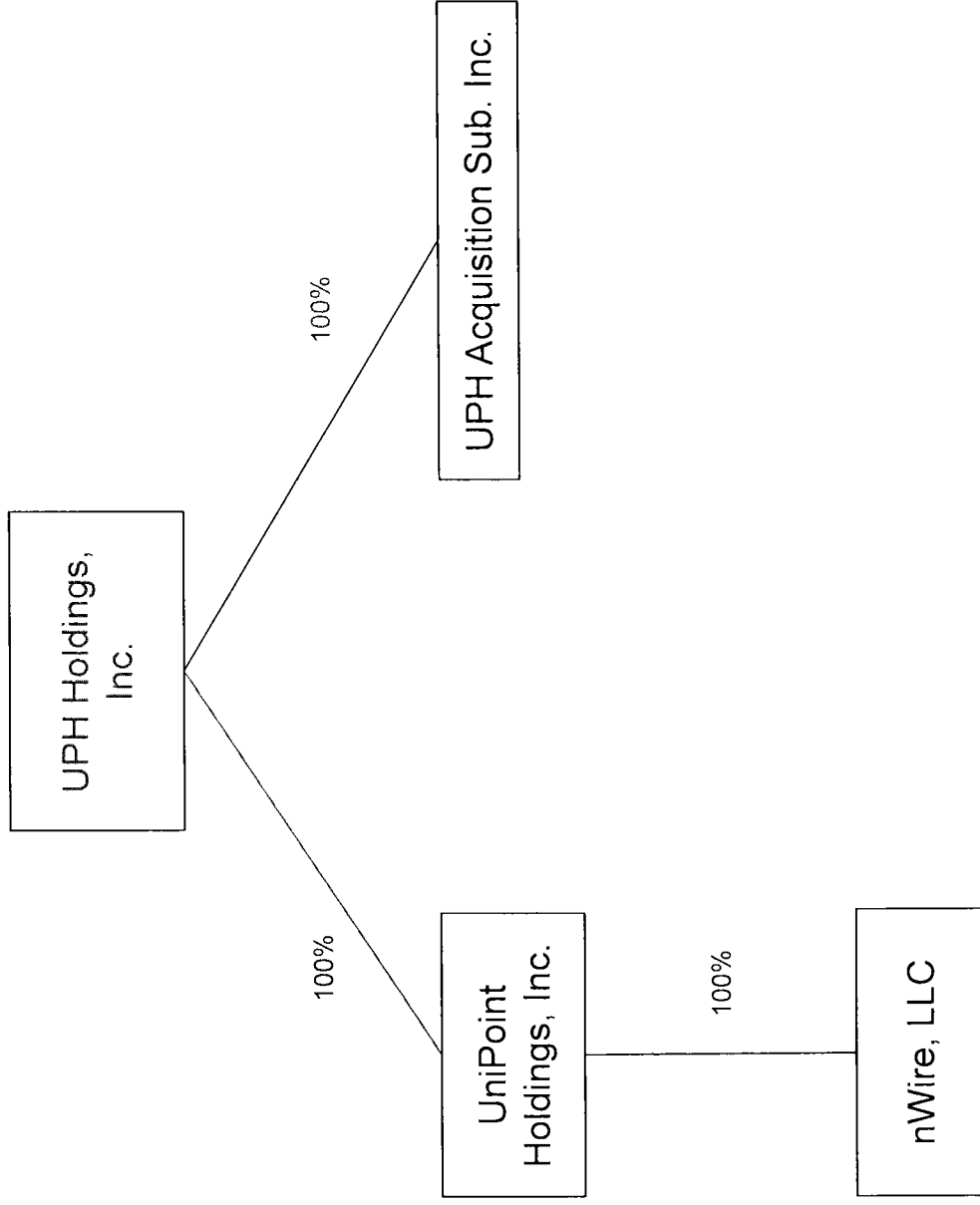
# **EXHIBIT A**

## **Pre- and Post-Transaction Organizational Charts**

Pac-West Pre-Transaction Organizational Chart



# UPH Pre-Transaction Organizational Chart





# Post-Transaction Organizational Chart

