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July 31, 2013

Via E-Mail and Overnight Delivery

David Danner, Executive Secretary
Washington Utilities and Transportation Commission
1300 S. Evergreen Park Drive
Olympia, WA 98504-7250
records@wutc.wa.gov

Re: Notification of Customer Base Transfer of TNCI Operating Company LLC and Pac-West Telecomm, Inc. (Debtor-In-Possession)

Dear Mr. Danner:

TNCI Operating Company LLC (“TNCI”) and Pac-West Telecomm, Inc. (Debtor-In-Possession) (“Pac-West”) (together, the “Parties”) notify the Commission that TNCI intends to acquire the customers (including the customers’ contracts) of Pac-West through a sale pursuant to Section 363 of the United States Bankruptcy Code (the “Transaction”).¹ As a result of the Transaction, Pac-West’s customers will be transferred to TNCI, which will become the service provider for those customers.

It is the Parties’ understanding that prior Commission action is not required for the Parties to complete the Transaction. The Parties, therefore, provide this letter for informational purposes only.

In support of this filing, the Parties provide the following information:

Introduction

On March 28, 2013, UPH Holdings, Inc. (“UPH”) and its subsidiaries including Pac-West (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, Pac-West has continued to operate its business and provide telecommunications services to its 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

¹ *In re Pac-West Telecomm, Inc.*, Chapter 11, Case No. 13-10571, U.S. Bankr. Court (W.D. Texas) (Jointly Administered under Case No. 13-10570).

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Court's Sale Order provide for an Initial Closing following receipt of approvals from the Federal Communications Commission ("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, Pac-West will assign to TNCI those assets and customers for which applicable state governmental approvals have been obtained.

Description of the Parties

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 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").² 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 25 states that have already issued their approvals. In connection with the TNCII Transaction, TNCI filed a registration with the Commission, among other things, obtain authority to provide telecommunications services in Washington (the certificate of registration was approved by the Commission on April 26, 2013 in Docket No. UT-130432). TNCI also holds authority from the FCC to provide interstate and international telecommunications services.

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 Pac-West. Further, TNCI has been funded by Garrison Group. TNCI therefore submits that it has the managerial and technical qualifications to provide high quality telecommunications services to the customers of Pac-West.

B. Pac-West Telecomm, Inc. (Debtor-In-Possession)

Pac-West is a California corporation and wholly owned subsidiary of UPH, a Delaware corporation. Pac-West and UPH have a principal business address of 6500 River Place Blvd., Building 2, Suite 200, Austin, Texas 78730. Pac-West offers origination and

² See Notification of TNCI Operating Company LLC ("TNCI-OpCo") and Trans National Communications International, Inc. (Debtor-In-Possession) ("TNCI-DIP") Regarding the Acquisition by TNCI-OpCo of the Customers and Certain Assets of TNCI-DIP, Docket No. UT-130456 (filed Mar. 29, 2013).

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termination services, managed modem services, co-location, and transport primarily on a wholesale basis to other telecommunications carriers. Pac-West also offers retail T-1 service to a limited number of business/enterprise customers in California and Texas.

In Washington, Pac-West 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 also holds domestic and international Section 214 authorizations from the FCC, which allow Pac-West to offer interstate and international telecommunications services. Upon completion of the Transaction, Pac-West will file a Certificate of Withdrawal with respect to its Washington Certificate.

Contacts

Questions or any correspondence, orders, or other materials pertaining to this filing should be directed to the following.

For TNCI:

Jean L. Kiddoo
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Washington, DC 20006-1806
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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 Pac-West:

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

Description of the Transaction

Pursuant to the Agreement, TNCI will acquire certain of the assets of Pac-West, including Pac-West's 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

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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-West 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 Pac-West. Pac-West provides services only to wholesale carrier customers in Washington. Its 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.

Public Interest Considerations

The Parties respectfully submit that the proposed Transaction serves the public interest. The Transaction will result in the assignment of Pac-West customers to a financially stable company that will continue to provide telecommunications services to such assigned customers without interruption. TNCI's operations will be overseen by a well-qualified management team with substantial telecommunications experience and technical expertise. In addition, the Transaction is structured to assure an orderly transition of customers from Pac-West to TNCI. In accordance with the terms of their service contracts and the applicable rules and procedures of the FCC and state(s), including this Commission, customers will be notified of the proposed transaction and the change in their telecommunications provider from Pac-West to TNCI. A sample of the form of notice that will be sent to Pac-West's Washington customers at least 30 days prior to their transfer is provided as Exhibit A.

* * * *

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An original and one (1) copy of this letter are enclosed for filing. Please date-stamp the enclosed extra copy of this letter and return it in the attached self-addressed, stamped envelope. This letter has also been filed via email. Please do not hesitate to contact the undersigned if you have any questions.

Respectfully submitted,



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Counsel for TNCI Operating Company LLC

EXHIBIT A

Sample Customer Notice



July xx, 2013

«Name»
«Address»
«City», «State» «Zip»

Dear Valued Customer:

Great news! TNCI Operating Company LLC (“TNCI”) has reached an agreement with Pac-West Telecomm, Inc., Tex-Link Communications, Inc. and nWire, LLC (collectively, “Pac-West”) to acquire their business, including your account. As part of this transition, TNCI will assure that you continue to receive the same great service and dedication to your telecommunications needs.

Please rest assured that the transaction will not affect the services you currently receive. You will continue to receive services with the same rates, features, terms and conditions as you currently enjoy. Any changes to your service following the transaction will be made in compliance with your contract, service terms and applicable federal and state regulatory requirements. TNCI will automatically become your telecommunications provider on or about September 5, 2013. (The specific date(s) of the transfer of your interstate and intrastate telecommunications services may differ somewhat depending upon when we receive the applicable federal and state regulatory approvals.)

This change will be completely seamless for you and you do not need to do anything in order for it to occur -- TNCI will take care of all of the details and TNCI will be responsible for any change fees associated with transferring your account to TNCI. However, it is important that you be aware of the following information. You are responsible for continued payment of your monthly recurring and usage charges throughout this period. Unless you have made arrangements on your own to switch your telecommunications service to a different telecommunications company prior to the date that your services are transferred to TNCI, your account will automatically be transferred and your service contract assigned to TNCI.¹ In addition, any deposit or prepayment you have paid, if any, will be transferred with your account to TNCI. Although subject to the terms of your current contract you have the option to select another telephone provider, we value your business and we hope that TNCI may continue to serve you. If you should choose another telephone provider you will need to contact that carrier directly to arrange for the change prior to the transfer of your services to TNCI and also provide TNCI with notice per existing service terms. We note that it can take several weeks for a new carrier to make the switch and you may also incur service initiation fees from that provider such as service order, installation and other similar charges associated with establishing a new service account.

Our mission is to provide superior products and services to our customers. We want to thank you for your continued support. Until your transfer to TNCI is complete, please contact your current Pac-West customer service department toll-free at 1-877-626-4325 if you have any questions regarding your current services or invoices. If you would like more information about the transaction or have questions concerning your services or invoices upon completion of your transfer to TNCI, please call TNCI’s customer service department toll-free at 800-800-8400.

TNCI looks forward to serving you.

Sincerely,

Jeff Compton
President & Chief Executive Officer
TNCI Operating Company LLC

Michael Holloway
President & Chief Executive Officer
Pac-West Telecomm, Inc.
Tex-Link Communications, Inc.
nWire, LLC

¹ If you have previously arranged for a preferred carrier “freeze,” TNCI will suspend that freeze in order to make the transfer and reinstate it upon completion of a transfer to TNCI. If you have selected an alternate local telephone provider prior to a transfer to TNCI, you will need to have that provider reinstate your preferred carrier freeze.

VERIFICATIONS

STATE OF MASSACHUETTES)
)
COUNTY OF SUFFOLK)

VERIFICATION

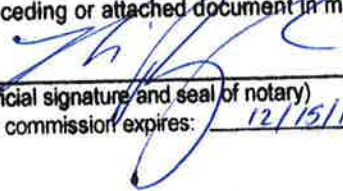
I, Jeff Compton, state that I am Chief Executive Officer and President of TNCI Operating Company LLC (the "Company"); that I am authorized to make this verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that, with respect to the Company,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



Jeff Compton
Chief Executive Officer and President
TNCI Operating Company LLC

[SEE ATTACHED MASSACHUETTES NOTARY FORM]

On this 24 day of July, 2013, before me, the undersigned notary public personally appeared Jeff Compton (name of document signer), proved to me through satisfactory evidence of identification, which were drivers license to be the person whose name is signed on the preceding or attached document in my presence.



(official signature and seal of notary)
My commission expires: 12/15/17

NICHOLAS BROZEK
Notary Public
Commonwealth of Massachusetts
My Commission Expires
December 15, 2017


STATE OF TEXAS)
)
COUNTY OF TRAVIS)

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.



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

Subscribed and Sworn to me this 23rd day of July, 2013.



Notary Public
My Commission Expires: 10.11.16.

SEAL

