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November 24, 2015

**Via E-Filing and U.S. Mail**

Mr. Steven V. King  
Executive Director  
Washington Utilities and Transportation Commission  
1300 S. Evergreen Park Drive S.W.  
Olympia, WA 98504-7250

**Re: Washington Utilities & Transportation Commission Docket UT- 110423**

Dear Mr. King:

On October 13, 2015, on behalf of YourTel America, Inc. (“YourTel”), a Lifeline-only Eligible Telecommunications Carrier (“ETC”) in Washington State, I submitted the attached notification advising of an upcoming transaction that was characterized as a merger of YourTel with TerraCom, Inc. (“TerraCom”), which provides Lifeline service in other states. I write to advise that the referenced transaction will instead involve a simple reorganization of YourTel, wherein YourTel will remain a distinct legal and operating entity and become a wholly owned subsidiary of its commonly-owned affiliate, TerraCom. YourTel will continue to be an ETC under its existing authority in Washington State, operating as YourTel America, Inc. d/b/a TerraCom.

As noted in the attached prior notification, these affiliated companies currently have substantially common ownership and the same management team, and this will remain true after the closing of the transaction. There will be virtually no impact on customers because there will be no change in any customer’s rates, service plan or terms of service. The only change to customers will be a change of YourTel’s d/b/a name to TerraCom, of which customers have been provided advance notice.

Should you have any questions concerning this matter, please contact the undersigned.

Very truly yours,

Davis Wright Tremaine LLP

Alan J. Galloway  
Of Attorneys for YourTel and TerraCom

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October 13, 2015

Mr. Steven V. King  
Executive Director  
Washington Utilities and Transportation Commission  
1300 S. Evergreen Park Drive S.W.  
Olympia, WA 98504-7250

**Re: Washington Utilities & Transportation Commission Docket UT- 110423**

Dear Mr. King:

On behalf of YourTel America, Inc. ("YourTel"), a Lifeline-only Eligible Telecommunications Carrier ("ETC") in the state of Washington pursuant to the above-referenced docket, this is to notify the Commission that, effective on or about November 30, 2015, YourTel will merge with an affiliated entity, TerraCom, Inc. ("TerraCom") in a transaction that will have no substantive impact on consumers in the state of Washington. TerraCom provides Lifeline service to eligible consumers in other states. The two companies currently have substantially common ownership, and this will remain true after the closing of the transaction because the two largest shareholders will remain the two largest shareholders post-consummation.<sup>1</sup> The companies also share the same management team, and that team will remain unchanged post-closing.

There will be virtually no impact on consumers in the state of Washington because there will be no change in any customer's rates, service plan or terms of service. The only change will be the change in the name of their provider to TerraCom, and YourTel is notifying all Washington customers of the change at least 30 days in advance.

TerraCom will continue to comply with the conditions placed on YourTel by the Commission in this proceeding, including those set forth in Order No. 3, including the quarterly reporting on complaints received from Washington Lifeline customers. In keeping with one of those conditions, the company hereby notifies the Commission that it will revise its terms and conditions and Lifeline customer application to reflect the change in the name of the provider to TerraCom.

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<sup>1</sup>The company has been advised by staff of the Federal Communications Commission ("FCC") that, because there will be no substantial change in the ownership of either company, the transaction is presumptively *pro forma* and the parties need not file a transfer of control application with the FCC.

October 13, 2015  
Page 2 of 2

Should you have any questions concerning this matter, please contact the undersigned.

Very truly yours,

Davis Wright Tremaine LLP

A handwritten signature in black ink, appearing to read "Alan J. Galloway", with a long horizontal flourish extending to the right.

Alan J. Galloway  
Of Attorneys for YourTel and TerraCom

**CERTIFICATE OF SERVICE**

I hereby certify that I served a copy of the foregoing notice regarding the merger transaction between YourTel America, Inc. and TerraCom, Inc. on:

Sally Brown  
Assistant Attorney General  
Washington Utilities & Transportation Commission  
P.O. Box 40128  
Olympia, WA 98504-0128  
[sbrown@utc.wa.gov](mailto:sbrown@utc.wa.gov)

Simon ffitch  
Office of the Attorney General  
800 Fifth Avenue  
Seattle, WA 98104-3188  
[simonf@atg.wa.gov](mailto:simonf@atg.wa.gov)

by mailing a copy thereof in a sealed, first-class postage prepaid envelope, addressed to said attorney's last-known address and deposited in the U.S. mail at Portland, Oregon on the date set forth below;

by causing a copy thereof to be hand-delivered to said attorney's address as shown above on the date set forth below;

by personally handing a copy thereof to said attorney on the date set forth below;

by sending a copy thereof via overnight courier in a sealed, prepaid envelope, addressed to said attorney's last-known address on the date set forth below;

by faxing a copy thereof to said attorney at his/her last-known facsimile number on the date set forth below; or

by using electronic service.

Dated this 13th day of October, 2015.

DAVIS WRIGHT TREMAINE LLP

By   
Chris Pellechi  
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