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March 27, 2013

***Via E-Filing***

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

**Re: TNCI Operating Company LLC  
Registration and Request for Competitive Classification**

Dear Mr. Danner:

On behalf of TNCI Operating Company LLC (“TNCI-OpCo”), attached for filing is the above-referenced Registration. Please note that the balance sheet of TNCI-OpCo attached to the Registration is confidential. Therefore, confidential and public (redacted) versions of this filing are being submitted. The balance sheet contains valuable commercial and financial information that is protected by RCW 80.04.095 and WAC 480-07-160. TNCI-OpCo, therefore, requests that the Commission treat the balance sheet as confidential and not release it to the public.

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

Sincerely yours,



Jean L. Kiddoo  
Brett P. Ferenchak

Counsel for TNCI Operating Company LLC

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



UTILITIES AND TRANSPORTATION COMMISSION

REGISTRATION AND COMPETITIVE CLASSIFICATION OF TELECOMMUNICATION COMPANIES

All telecommunications companies must register with the Utilities and Transportation Commission (UTC) prior to beginning operations in the state of Washington. Refer to RCW 80.36, WAC 480-121, 480-80, and 480-120.

1300 South Evergreen Park Drive SW
PO Box 47250
Olympia, WA 98504-7250

Telephone 360-664-1160 / Fax 360-586-1150
TTY 360-586-8203 or 1-800-416-5289
Website: www.utc.wa.gov

The UTC has a policy of providing equal access to its services. To request this document in alternate formats, please call 360-664-1133.

- Complete the application form.
Submit these forms via the Records Center Web portal or e-mail to records@utc.wa.gov as an electronic attachment. UTC encourages electronic submission of filings.
UTC will issue a registration certificate with an effective date 30 days from the date the completed application is received and approved.

Include the following:

- Current Balance Sheet
Latest Annual Report, if any

Competitive Classification

- Applicant is subject to effective competition and requests waiver of regulatory requirements outlined in WAC 480-121-063 (1).

Telecommunications Company Information

Company Name: TNCI Operating Company LLC d/b/a:
Company Mailing Address: 114 E. Haley Street, Suite A
City/State/Zip: Santa Barbara, CA 93101
Web Site Address: www.tncii.com
Unified Business Identification Number (UBI): 603-279-630
(If you do not know your UBI number or need to request one contact the Business Licensing Services at 360-664-1400 or 1-800-451-7985)

Questions regarding this application should be directed to:

Name: Jean L. Kiddoo & Brett P. Ferenchak - Bingham McCutchen LLP
Phone Number: (202) 373-6000 Fax Number: (202) 373-6001 E-mail: jean.kiddoo@bingham.com brett.ferenchak@bingham.com

Mailing Address: Bingham McCutchen LLP, 2020 K Street, NW
City/State/Zip: Washington, DC 20006

**Registered Agent** (A Washington Agent is required if the company is located outside Washington State):

Name: **Corporation Service Company**  
Mailing Address: 300 Deschutes Way SW, Suite 304  
City/State/Zip: Turnwater, WA 98501  
Phone Number: 800-927-9800

**Name, address and title of each officer or director (attach additional pages if needed)**

<u>Name</u>	<u>Address</u>	<u>Title</u>
<b>Jeff Compton</b>	<b>114 E. Haley Street, Suite A Santa Barbara, CA 93101</b>	<b>CEO &amp; President</b>
<b>Julian Weldon</b>	<b>114 E. Haley Street, Suite A Santa Barbara, CA 93101</b>	<b>Secretary</b>

As a member-managed limited liability company, Applicant does not have directors but rather is managed by TNCI Holdings LLC (“TNCI Holdings”), which is also Applicant’s sole owner. TNCI Holdings’ Board of Managers includes David Thompson, Jeffrey Fier, Jeff Compton and Howard Brand, all of whom may be reached through Applicant’s company mailing address. A fifth manager may be designated in the future.

**Regulatory Contact:**

Name: **Jeff Compton**  
Mailing Address: **114 E. Haley Street, Suite A, Santa Barbara, CA 93101**  
Phone Number: **(805) 560-7809** Fax Number: **(805) 869-1445**  
E-mail: **jcompton@bluecasa.com**

**Consumer Questions and/or Complaint Contact:**

Name: **Stefanie Edwards**  
Title: **Vice President, Operations**  
Phone Number: **(805) 560-8014** Fax Number: **(805) 965-2476**  
E-mail: **sedwards@bluecasa.com**

**Emergency Contact:**

Name: **Stefanie Edwards**  
Title: **Vice President, Operations**  
Phone Number: **(805) 560-8014** Fax Number: **(805) 965-2476**  
E-mail: **sedwards@bluecasa.com**

**Telecommunication services that will be provided (check all that apply):**

- |                                     |   |                                     |                       |
|-------------------------------------|---|-------------------------------------|-----------------------|
| <input checked="" type="checkbox"/> | Local Exchange Service (Resale)   | <input checked="" type="checkbox"/> | Data Services         |
| <input type="checkbox"/>            | Calling Cards   | <input type="checkbox"/>            | Prepaid Calling Cards |
| <input type="checkbox"/>            | Alternate Operator Services   | <input checked="" type="checkbox"/> | Directory Assistance  |
| <input checked="" type="checkbox"/> | Long Distance Interlata   | <input checked="" type="checkbox"/> | WATS (800/888)        |
| <input checked="" type="checkbox"/> | Long Distance Intralata   |                                     |                       |
| <input checked="" type="checkbox"/> | Other, please specify: <b>Applicant seeks to provide resold and facilities-based local exchange, interexchange, private line, conference calling, switched access, data, and Internet access.</b> |                                     |                       |

**CONFIDENTIAL TREATMENT REQUESTED**  
**per WAC 480-07-160**

**TNCI-OpCo Balance Sheet**

**(REDACTED)**

STATE OF CALIFORNIA

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§  
§

COUNTY OF SANTA BARBARA

**VERIFICATION**

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

  
\_\_\_\_\_  
Jeff Compton  
President and Chief Executive Officer  
TNCI Operating Company LLC

Sworn and subscribed before me this \_\_\_\_\_ day of March, 2013.

\_\_\_\_\_  
Notary Public

*See attached  
Certification  
W. Compton*

My commission expires \_\_\_\_\_

**CALIFORNIA JURAT WITH AFFIANT STATEMENT**

GOVERNMENT CODE § 8202

- See Attached Document (Notary to cross out lines 1-6 below)
- See Statement Below (Lines 1-6 to be completed only by document signer[s], *not* Notary)

1 \_\_\_\_\_  
 2 \_\_\_\_\_  
 3 \_\_\_\_\_  
 4 \_\_\_\_\_  
 5 \_\_\_\_\_

Signature of Document Signer No. 1

Signature of Document Signer No. 2 (if any)

State of California

County of Santa Barbara

Subscribed and sworn to (or affirmed) before me

on this 25<sup>th</sup> day of March, 2013,  
Date Month Year

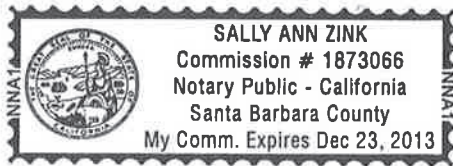
by  
 (1) Jeff Campbell  
Name of Signer

proved to me on the basis of satisfactory evidence to be the person who appeared before me (.) (.)

(and

(2) \_\_\_\_\_  
Name of Signer

proved to me on the basis of satisfactory evidence to be the person who appeared before me.)



Place Notary Seal Above

Signature [Signature]  
Signature of Notary Public

**OPTIONAL**

*Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.*

**Further Description of Any Attached Document**

Title or Type of Document: Verification

Document Date: 3/25/13 Number of Pages: —

Signer(s) Other Than Named Above: \_\_\_\_\_

**RIGHT THUMBPRINT OF SIGNER #1**  
 Top of thumb here

**RIGHT THUMBPRINT OF SIGNER #2**  
 Top of thumb here