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VIA E-FILING PORTAL

Amanda Maxwell
Executive Director and Secretary
Washington Utilities and Transportation Commission
621 Woodland Square Loop SE
Lacey, Washington 98503

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State Of WASH.
UTIL. AND TRANSP.
COMMISSION

**Re: Supplement to Notification of Planned Intermediate Change of Control of
BCM One, Inc., Wholesale Carrier Services, Inc., and BCM One Group
Holdings, Inc.
UT Docket No. 210785**

Dear Ms. Maxwell:

BCM One, Inc. (“BCM One”), Wholesale Carrier Services, Inc. (“WCS”), and BCM One Group Holdings, Inc. (“BCM One Group Holdings”) (collectively, the “Parties”) hereby supplement the notification of a planned intermediate change of control the Parties filed with the Commission on October 13, 2021, in UT Docket No. 210785 (the “Notification”), as follows:¹

Section II (“Description of the Transaction”) of the Notification is hereby supplemented to provide the following revised and updated information concerning certain entities that are involved in the planned intermediate change of control:

TSCP Fund V and its direct and indirect owners plan to undergo the Restructuring, to be completed no later than November 30, 2021, whereby TSCP Fund V’s ownership in BCM One Group Holdings (and its indirect ownership in BCM One and WCS) will be transferred² to an affiliated entity, TSCP CV I, L.P. (“TSCP CV I”). TSCP CV I’s equity will be dispersed among a vast number of passive limited partners (as was the case with TSCP Fund V), some of whom will indirectly own more than 10% of the equity of BCM One or WCS. As with TSCP Fund V,

¹ The purpose of this supplement is to ensure the record is accurate as to the factual statements related to the transaction, although the information provided in this supplement does not affect the structure of the transaction or who controls the certificated entities.

² The transfer in intermediate control will occur via a combination of a sale and roll-over of certain shares.

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however, all of the managerial and day-to-day control of BCM One or WCS will reside with the General Partner in TSCP CV I.

Also, as with TSCP Fund V, TSCP CV I will have a General Partner, TSC CV I GP, L.P. ("TSC CV I GP"), and TSC CV I GP's General Partner will be Thompson Street Capital UGP LLC, which will be managed by James A. Cooper and Robert C. Dunn. Pursuant to a management agreement, TSCP CV I and TSC CV I GP will be managed by Thompson Street Capital Manager LLC, which is controlled by James A. Cooper and Robert C. Dunn, the same two individuals who currently ultimately control BCM One and WCS.

Respectfully submitted,



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