

- BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH -

In the Matter of the Joint Application of)
TNCI Operating Company LLC and Pac-) DOCKET NO. 13-2431-02
West Telecomm, Inc. (Debtor-in-Possession)) DOCKET NO. 13-2305-01
for Approval of the Transfer of Customer)
Base and Certain Assets) NOTICE OF APPLICATION FOR
) APPROVAL TO ACQUIRE CUSTOMERS
) AND CERTAIN ASSETS, NOTICE OF
) COMMENT PERIOD, AND NOTICE OF
) HEARING
)

ISSUED: August 7, 2013

By The Commission:

NOTICE

On August 1, 2013, TNCI Operating Company LLC (“TNCI”) and Pac-West Telecomm, Inc. (“Pac-West”) jointly filed notification of a pending transaction between TNCI and Pac-West, pursuant to which TNCI will acquire the customers and certain assets of Pac-West. Pursuant to Utah Code Ann. § 54-4-30, “consent shall be given [by the Utah Public Service Commission] only after investigation and hearing and finding that said purchase, lease or acquisition . . . will be in the public interest.”

The pending dockets can be viewed on the Commission’s website at:

<http://www.psc.utah.gov/utilities/telecom/telecomindx/2013/13243102indx.html>, and

<http://www.psc.utah.gov/utilities/telecom/telecomindx/2013/13230501indx.html>.

NOTICE OF COMMENT PERIOD

Any interested party may submit comments on the above notification no later than **Friday, September 6, 2013**, and reply comments may be submitted no later than **Wednesday, September 11, 2013**.

NOTICE OF HEARING

A hearing on this matter is scheduled for **Thursday, September 12, 2013, at 9:00 a.m. (MDT), Fourth Floor Hearing Room 451**, Heber M. Wells State Office Building, 160 East 300 South, Salt Lake City, Utah. The hearing will be conducted by the Administrative Law Judge for the Public Service Commission. Parties should come prepared to provide testimony on whether the proposed acquisition of customers and certain assets will be in the public interest. Parties desiring to be represented by counsel may be represented by local counsel, joined by local counsel, or otherwise admitted by a motion *pro hac vice* pursuant to Commission rules (Utah Admin. Code R746-100-6(B)). Instructions for *pro hac vice* admission can be viewed on the Commission's website at:

<http://www.psc.utah.gov/faq/Pro%20Hac%20Vice%20Notice%20to%20Attorneys%20licensed%20in%20foreign%20state.pdf>.

Individuals wishing to participate in the hearing by telephone should contact the Public Service Commission two days in advance by calling (801) 530-6716 or (toll-free) 1-866-PSC-UTAH (1-866-772-8824). Participants attending by telephone should then call the Public Service Commission at one of the numbers posted above five minutes prior to the hearing to ensure participation.

DOCKET NOS. 13-2431-02 and 13-2305-01

- 3 -

In accordance with the Americans with Disabilities Act, individuals needing special accommodations (including auxiliary communicative aids and services) during this hearing should notify the Commission at 160 East 300 South, 4th Floor, Salt Lake City, UT 84111, (801) 530-6716, at least three working days before the hearing.

DATED at Salt Lake City, Utah, this 7th day of August, 2013.

/s/ Melanie A. Reif
Administrative Law Judge

Attest:

/s/ Gary L. Widerburg
Commission Secretary
DW#246116

CERTIFICATE OF SERVICE

I CERTIFY that on the 7th day of August, 2013, a true and correct copy of the foregoing NOTICE OF APPLICATION FOR APPROVAL TO ACQUIRE CUSTOMERS AND CERTAIN ASSETS, NOTICE OF COMMENT PERIOD, AND NOTICE OF HEARING was delivered upon the following as indicated below:

By Electronic-Mail:

William J. Evans (bevans@parsonsbehle.com)
Counsel for TNCI Operating Company LLC

Jean L. Kiddoo (jean.kiddoo@bingham.com)
Brett P. Ferenchak
(brett.ferenchak@bingham.com)
Bingham McCutchen LLP
2020 K Street, N.W., Suite 1100
Washington, DC 20006-1806

Jeffrey Compton (jcompton@bluecasa.com)
CEO/President
TNCI Operating Company LLC
114 E. Haley Street, Suite A
Santa Barbara, CA 93101

Sam Shiffman (sshiffman@pointone.com)
Executive Vice President
UPH Holdings, Inc.
6500 River Place Blvd.
Building 2, Suite 200
Austin, TX 78730

Michael Holloway (mholloway@pointone.com)
Chief Executive Officer
UPH Holdings, Inc.
6500 River Place Blvd.
Building 2, Suite 200
Austin, TX 78730
For Pac-West Telecomm, Inc.

Telecom Service List

Patricia Schmid (pschmid@utah.gov)
Justin Jetter (jjetter@utah.gov)
Assistant Utah Attorneys General

By Hand Delivery:

Division of Public Utilities
160 East 300 South, 4th Floor
Salt Lake City, Utah 84111

Office of Consumer Services
160 East 300 South, 2nd Floor
Salt Lake City, Utah 84111

Administrative Assistant