

October 3, 2013

VIA HAND DELIVERY

Utah Public Service Commissioners
Heber M. Wells Building
160 East 300 South, 4th Floor
Salt Lake City, Utah 84111

**Re: In the Matter of the Joint Application of TNCI Operating Company, LLC
and Pac-West Telecomm, Inc. – Debtor-in-Possession (for Approval of the
Transfer of Customer Base and Certain Assets
Docket Nos. 13-2431-02 & 13-2305-01**

Dear Commissioners,

TNCI and Pac-West (“Applicants”) have received the Commission’s Order Approving Transfer of Control (“Order”), issued in these combined dockets on October 1, 2013. The Applicants appreciate the Commission promptly acting upon their Joint Application.

The Joint Application requests Commission approval of a transaction by which TNCI will acquire “the customers (including the customers’ contracts) and certain assets... of Pac-West through a sale pursuant to Section 363 of the United States Bankruptcy Code (the ‘Transaction’).” *See* Joint Application at 1-2.

The Commission’s Order, on the other hand, is styled “Order Approving Transfer of Control,” and makes references throughout to a “transfer of control,” or an “indirect transfer of control.” We note that the Order also quotes the Division of Public Utilities’ recommendation having stated that the “transfer of control” is in the public interest. Order at 1.

The Applicants believe that the language in the Order approving a “transfer of control” is merely a clerical mistake and was not intended to grant any authority other than that requested in the Joint Application. Nevertheless, it is important to Applicants in preparing to consummate the Transaction that the Commission’s Order granting regulatory approval in the State of Utah corresponds to the transaction documents and the Transaction itself.

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The Applicants respectfully request, therefore, that the Commission issue an erratum order approving the Transaction described in the Joint Application by substituting the words “transfer of control” or “indirect transfer of control” in the current Order (except in the quotation of the Division’s recommendation) with the words “transfer of customers and certain assets.”

Thank you in advance for your courtesy in responding to this request. A copy of this letter has been served upon all parties of record.

Very truly yours,

PARSONS BEHLE & LATIMER

/s/ William J. Evans

WJE:cvd

Cc: Parties of Record

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