



State of Utah  
Department of Commerce  
Division of Public Utilities

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**MEMORANDUM**

**To:** Public Service Commission

**From:** Division of Public Utilities  
Chris Parker, Director  
Bill Duncan, Telecommunications / Water Manager  
Ron Slusher, Utility Technical Consultant

**Date:** December 07, 2011

**Re:** In the Matter of the Joint Application of UPH Holdings, Inc., UPH Acquisition Sub Inc., Pac-West Acquisition Company, LLC, and Pac-West Telecomm, Inc. for Consent to Transfer Control of Pac-West Telecomm, Inc. Docket No.11-2305-01.

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**RECOMMENDATION (Approve):**

The Division has reviewed the joint application of UPH Holdings, Inc., UPH Acquisition Sub Inc., Pac-West Acquisition Company, LLC, and Pac-West Telecomm, Inc. and believes that the transfer of control is in the public interest. As a result of the acquisition, the Companies should be in a better position to provide expanded and advanced telecommunications services in the State of Utah.

**EXPLANATION:**

On November 14, 2011, UPH Holdings, Inc. (“UPHH”), UPH Acquisition Sub Inc. (“UPHAS”), Pac-West Acquisition Company, LLC (“PWAC”), and Pac-West Telecomm, Inc. (“PWT and together with UPHH, UPHAS, and PWAC, “Applicants”) notified the Commission of a transaction, which will result in a transfer of control of PWT to UPH.

UPH is a privately held company headquartered at 6500 River Place Boulevard, Building 2, Suite 200, Austin, Texas 78730. UPH does not currently hold any authorizations to provide telecommunications services. UPH has one indirect subsidiary that holds authorizations to provide telecommunications services, nWire Communications, LLC who are authorized to provide telecommunications services in Texas, Arkansas, and Oklahoma.

PWT is a corporation formed under the laws of the State of California and headquartered at 4210 Coronado Avenue, Stockton, California 95204. In Utah, PWT is authorized to provide

facilities-based and resold local exchange telecommunications services pursuant to authority granted by the Commission in Docket No. 99-2305-01. In addition to Utah PWT is authorized to provide telecommunications services in the following states: Alabama, Arizona, California, Colorado, Delaware, Florida, Georgia, Idaho, Illinois, Indiana, Kansas, Kentucky, Louisiana, Massachusetts, Michigan, Minnesota, Nevada, New Jersey, New Mexico, New York, North Carolina, Oregon, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Washington, Wisconsin, and Wyoming.

The Applicants submit that the transaction described herein will serve the public interest. The Applicants expect that the merger will enable the combined entities to better meet the needs of their customers. The transaction will bring together two successful carrier organizations that have proven themselves in a highly competitive marketplace. The transaction will help create a stronger competitor by bringing together each organization's respective strengths. Operating as an integrated company will allow each of the operating companies to be more competitive and to deliver greater value and variety of services to their customers than they do individually.

The Applicants further submit that the transaction will be conducted in a manner that will be largely transparent to customers of the PWT and state that the transaction will not result in a change of carrier for customers or any assignment of authorizations, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers.

The Division has reviewed the joint application of UPH Holdings, Inc., UPH Acquisition Sub Inc., Pac-West Acquisition Company, LLC, and Pac-West Telecomm, Inc. and believes that the transfer of control is in the public interest. As a result of the acquisition, the Companies should be in a better position to provide expanded and advanced telecommunications services in the State of Utah.

cc. Jonathan B. Mirsky, Counsel, UPH Holdings, Inc.  
Kenneth D. Peterson Jr., President, Pac-West Telecom, Inc.