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**BEFORE THE
PUBLIC SERVICE COMMISSION OF UTAH**

Joint Application of

TNCI Operating Company LLC, Assignee,
and
Trans National Communications
International, Inc. (Debtor-In-
Possession), Assignor,

for (1) Approval for Assignee to Acquire the Customers and Certain Assets, Including the Certificate of Public Convenience and Necessity, of Assignor and (2) Waiver of Utah Code Ann. § 54-8b-18 and Commission Rule R746-349-5

JOINT APPLICATION

Docket No. _____

JOINT APPLICATION

TNCI Operating Company LLC (“TNCI-OpCo”) and Trans National Communications International, Inc. (Debtor-In-Possession) (“TNCI-DIP”) (together, “Applicants”), by their undersigned representatives and pursuant to *Utah Code Ann.* § 54-4-30 the rules of the

Utah Public Service Commission (“Commission”), respectfully request Commission approval for TNCI-OpCo to acquire the customers (including the customers’ contracts) and certain assets,¹ including the Certificate of Public Convenience and Necessity (“Certificate”), of TNCI-DIP, through a sale pursuant to Section 363 of the United States Bankruptcy Code (the “Transaction”).² In the event that the Commission determines the Certificate granted to TNCI-DIP cannot be transferred to TNCI-OpCo, Applicants request a separate Certificate be granted to TNCI-OpCo and that TNCI-DIP’s Certificate be cancelled upon notice of the completion of the proposed Transaction. Applicants also request a waiver of Utah Code Ann. § 54-8b-18 and Utah Admin. Code R746-349-5 to the extent that they may be inconsistent with the FCC’s rules regarding the transfer of customer bases provided in 47 C.F.R § 64.1120(e).

As a result of the Transaction, TNCI-DIP’s customers will be transferred to TNCI-OpCo, which will become the service provider for those customers. As described below, the Transaction will be virtually transparent to customers of TNCI-DIP in terms of the services that those customers receive and the rates and terms of those services-- even though structured as a Section 363 asset purchase under the Bankruptcy Code, the Transaction will appear to customers and the public more like a transfer of control since TNCI-OpCo will have the same “TNCI” name with which customers are familiar, will maintain the same rates and terms of service, and will share many of the same customer service, technical, operational and managerial personnel as TNCI-DIP.

¹ Applicants note that TNCI-DIP does not own any physical assets (facilities, switches or other equipment) located in Utah that are used or useful in the provision of intrastate telecommunications service.

² *In re Trans National Communications International, Inc.*, Chapter 11, Case No. 11-19595-WCH, U.S. Bankr. Court (E.D. Mass.).

Applicants also request that, pursuant to Utah Admin. Code R746-110-1, the Commission waive the 20-day tentative period for an order issued in an informally adjudicated proceeding, and instead issue a final order effective on the date of issuance.

In support of this filing, Applicants provide the following information:

I. INTRODUCTION AND REQUEST FOR EXPEDITED TREATMENT

On October 9, 2011, Trans National Communications International, Inc. filed a voluntary petition for relief under Chapter 11 of Title 11, U.S.C. §§ 101 et seq., as amended, in the United States Bankruptcy Court for the District of Massachusetts (the “Bankruptcy Court”). Throughout the proceeding, TNCI-DIPhas continued to operate its business and provide telecommunications services to its customers. The Bankruptcy Court approved the Transaction on March 13, 2013. The Agreement (as defined below) and Sale Order provide for an Initial Closing following receipt of approvals from the Federal Communications Commission (“FCC”),³ and for additional closings at approximately 45-day intervals until the Final Closing, which will occur on or before the 180th day following the Initial Closing. At each closing, TNCI-DIP will assign to TNCI-OpCo those assets and customers for which applicable state governmental approvals have been obtained in order to complete the assignment. Given the Chapter 11 status of TNCI-DIP, Applicants submit that the public interest would be served by the prompt transition of the business to TNCI-OpCo as quickly as possible, and therefore urge that Commission promptly approve the requested transfer to permit the transfer of the Utah customers and assets at the earliest possible time. Applicants do not anticipate any opposition to the approval of this Application and therefore believe that this Application may be adjudicated informally under Utah Admin. Code R746-110-1.

³ The Initial Closing occurred on April 30, 2013.

II. DESCRIPTION OF THE APPLICANTS

A. TNCI Operating Company LLC

TNCI-OpCo is a newly formed Delaware limited liability company with principal offices located at 114 E. Haley Street, Suite A, Santa Barbara, California 93101. Copies of TNCI-OpCo's Certificate of Formation and authority to transact business in Utah from the Secretary of State are attached as Exhibit A and B, respectively. TNCI-OpCo is a wholly owned subsidiary of TNCI Holdings LLC ("TNCI Holdings"), a Delaware limited liability company. TNCI Holdings is wholly owned by investment funds managed by Garrison Investment Group (collectively, the "Garrison Group"), a leading middle market investor.

TNCI-OpCo does not currently provide telecommunications services. Accordingly, Applicants are seeking the requisite approvals to assign TNCI-DIP's FCC licenses and, where permitted under state laws, its state certifications and permits, to TNCI-OpCo. (In those states where Applicants understand that the TNCI-DIP certifications cannot be assigned, TNCI-OpCo is seeking the same or more expansive authorizations as currently held by TNCI-DIP so that TNCI-OpCo can continue to provide the same services as customers currently receive from TNCI-DIP.) To date, TNCI-OpCo is authorized to provide local exchange and/or intrastate interexchange telecommunications services in Kentucky, Montana, North Carolina (interexchange only), North Dakota and Washington.

TNCI-OpCo is managed by individuals with significant experience in the telecommunications industry and will share many of the same customer service, technical, operational and managerial personnel as TNCI-DIP. Biographies of the key personnel of TNCI-OpCo are attached as Exhibit C.⁴ Further, TNCI-OpCo has been funded by Garrison

⁴ As described in Exhibit C, Applicants note that Mr. Jeff Compton, TNCI-OpCo's President and Chief Executive Officer and a member of the Board of Managers of TNCI Holdings, also serves as Chief Executive Officer and is a co-owner (49%) and Director of Blue Casa Telephone, LLC ("Blue Casa"), a non-dominant local and long distance provider offering services in California. Mr. Howard

Group. *Pro Forma* financial information for TNCI-OpCo is provided under seal as Confidential Exhibit D. As demonstrated by this information, TNCI-OpCo has the managerial, technical and financial qualifications to provide high quality telecommunications services to the customers of TNCI-DIP.

B. Trans National Communications International, Inc. (Debtor-In-Possession)

TNCI-DIP is a Delaware corporation with a principal business address at 2 Charlesgate West, Boston, Massachusetts 02215. TNCI-DIP offers an array of communications services including local and long distance service, audio/web conferencing, dedicated Internet Protocol (“IP”)-enabled, integrated voice and data services, private line, frame relay, and enhanced network solutions. TNCI-DIP only provides service to business and enterprise customers.

In Utah, TNCI-DIP is authorized to provide local exchange services pursuant to authority granted in Docket No. 04-2431-01. TNCI-DIP is also authorized to provide intrastate telecommunications services in the contiguous United State, Hawaii and the District of Columbia. TNCI-DIP is authorized by the FCC to provide interstate and international telecommunications services.

III. CONTACTS

Questions or any correspondence, orders, or other materials pertaining to this filing should be directed to the following.

Brand, the other co-owner and a Director of Blue Casa, also holds a seat on the Board of Managers of TNCI Holdings but will not be an officer of TNCI-OpCo.

For TNCI-OpCo:

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202-373-6001 (fax)
jean.kiddoo@bingham.com
brett.ferenchak@bingham.com

With a copy to:

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

For Assignor:

Andrew Isar
Millar Isar Inc.
4423 Point Fosdick Drive, N.W.
Suite 306
Gig Harbor, WA 98335
253-851-6700 (tel)
866-474-3630 (fax)
aisar@millarisar.com

With a copy to:

Brian Twomey, President
Trans National Communications
International, Inc.
2 Charlesgate West
Boston, MA 02215
btwomey@TNCII.com

IV. DESCRIPTION OF THE TRANSACTION

Pursuant to an Asset Purchase Agreement, dated as of January 31, 2013 (the “Agreement”), TNCI-OpCo will acquire certain of the assets of TNCI-DIP, including TNCI-DIP’s customer accounts and contracts, telecommunications equipment, and, to the extent permitted under applicable law and regulations, certificates, licenses, registrations or other authorizations to provide intrastate, interstate, and international telecommunications services. The Bankruptcy Court issued a Sale Order approving the Agreement and the Transaction contemplated thereby on March 13, 2013. The Agreement and Sale Order provide for an Initial Closing following receipt of approvals from the FCC, and for additional closings at approximately 45-day intervals until the Final Closing, which will occur no later than the 180th day following the Initial Closing. At each closing, TNCI-DIP will assign to TNCI-OpCo those customers and assets for which applicable governmental approvals have been obtained in order to complete the assignment.

In the interest of assuring seamless and uninterrupted service, all of the assigned customers will continue to receive service from TNCI-OpCo under the same rates, terms and conditions of services as were previously provided by TNCI-DIP. As noted above, TNCI-DIP provides services only to business and enterprise customers. Its contracts with those customers will be assigned to TNCI-OpCo without any changes in their rates, terms or conditions. TNCI-OpCo will also adopt TNCI-DIP's existing tariff(s) upon assignment of the Utah assets. Future changes in the rates, terms and conditions of service to the affected customers will be undertaken pursuant to customer contracts and the applicable federal and state notice and tariff requirements.

Accordingly, as noted above, even though structured as a Section 363 asset purchase under the Bankruptcy Code, the Transaction will appear to customers and the public more like a transfer of control since TNCI-OpCo will have the same "TNCI" name with which customers are familiar, will have the same rates and terms of service, and will share many of the same customer service, technical, operational and managerial personnel as TNCI-DIP.

IV. PUBLIC INTEREST CONSIDERATIONS

Applicants respectfully submit that the proposed Transaction serves the public interest. The Transaction will result in the assignment of TNCI-DIP customers to a financially stable company that will continue to provide telecommunications services to such assigned customers without interruption. TNCI-OpCo's operations will be overseen by a well-qualified management team with substantial telecommunications experience and technical expertise. In addition, the proposed Transaction is structured to assure an orderly transition of customers from TNCI-DIP to TNCI-OpCo. In accordance with the terms of their service contracts and the rules and procedures of the FCC and applicable state(s) customers have been notified of the Transaction and the change in their telecommunications provider from TNCI-DIP to TNCI-

OpCo. A sample of the notice that was sent to affected customers on March 29, 2013, is provided in Exhibit E. Applicants request a waiver of Utah Code Ann. § 54-8b-18 and Utah Admin. Code R746-349-5 to the extent that they may be inconsistent with the FCC's rules regarding the transfer of customer bases provided in 47 C.F.R § 64.1120(e).

V. INFORMATION REQUIRED BY R746-394-7

Pursuant to R746-394-7, Applicants provide the following information:

a. identification that it is not an ILEC,

Applicants confirm that none of the Applicants or their affiliates is an ILEC in Utah.

b. identification that it seeks approval of the application pursuant to this rule,

Applicants confirm that they seek approval of the application pursuant to the informal adjudication process set forth in this rule.

c. a reasonably detailed description of the transaction for which approval is sought,

A detailed description of the Transaction is provided in Section III, above.

d. a copy of any filings required by the Federal Communications Commission or any other state utility regulatory agency in connection with the transaction, and

A copy of Applicants domestic Section 214 application with the FCC is provided as Exhibit F. Applicants also expect to request approval for the Transaction (not including applications seeking authorization for TNCI-OpCo to provide intrastate telecommunications services) from the utility regulatory agencies ("PUCs") in the following jurisdictions in addition to Utah: Arizona, California, Colorado, Delaware, the District of Columbia, Georgia, Hawaii, Indiana, Louisiana, Maryland, Minnesota, Mississippi, Nebraska, New Jersey, New York, North Carolina, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Dakota, Tennessee, Texas, Virginia and West Virginia. Due to the voluminous nature of these state filings, most of which contain the same basic information, Applicants have only attached as Exhibit G a copy of the New

York filing (excluding exhibits) requesting approval. Applicants are also providing pre-closing written or verbal notice to the PUCs in the all other states where TNCI-DIP is authorized to provide intrastate telecommunications services. Due to the voluminous and repetitive nature of the notices to be sent to these PUCs, Applicants have not included copies of the notice filings. Applicants will provide any additional filings at the request of the Commission.

- e. copies of any notices, correspondence or orders from any federal agency or any other state utility regulatory agency reviewing the transaction which is the subject of the application.**

Applicants have obtained special temporary authority (“STA”) from the FCC in order to complete the transfer of interstate customers on April 30, 2013. A copy of the STA granted by the FCC is provided as Exhibit H. Applicants expect that the underlying Domestic Section 214 Application will be approved on May 10, 2013. The International Section 214 Application was approved on April 29, 2013.

Applicants have not yet received any orders from any PUC from which Applicants are seeking approval for the Transaction. To the extent requested by the Commission, Applicants will forward any orders or similar actions approving or denying approval of the Transaction.

VI. INFORMATION REQUIRED BY UTAH ADMIN. CODE R746-349

TNCI-OpCo submits the following information pursuant to Utah Admin. Code R746-349 in support of the request to transfer TNCI-DIP’s Certificate to TNCI-OpCo, or in the alternative, for a new Certificate to be issued to TNCI-OpCo.

1. TNCI-OpCo’s legal name is TNCI Operating Company LLC. TNCI-OpCo may be reached at its principal place of business:

TNCI Operating Company LLC
114 E. Haley Street, Suite A
Santa Barbara, CA 93101
805-560-7809 (tel)
805-869-1445 (fax)
www.tncii.com

2. R746-349-3(A)(16). Proof of authority to conduct business. A copy of TNCI-OpCo's Certificat of Formation is attached hereto as Exhibit A. A copy of TNCI-OpCo's authority to transact business as a foreign corporation in Utah is attached hereto as Exhibit B.

3. Questions concerning the ongoing operations and regulatory issues of TNCI-OpCo following certification should be directed to:

Jeff Compton
President & CEO
TNCI Operating Company LLC
114 E. Haley Street, Suite A
Santa Barbara, CA 93101
805-560-7809 (tel)
805-869-1445 (fax)
jcompton@bluecasa.com

The Commission should contact the following person regarding consumer inquiries:

Stefanie Edwards
Vice President, Operations
TNCI Operating Company LLC
114 E. Haley Street, Suite A
Santa Barbara, CA 93101
805-560-8014 (tel)
805-965-2476 (fax)
sedwards@bluecasa.com

5. TNCI-OpCo's registered agent in the State of Utah is:

Corporation Service Company
2180 South 1300 East Suite 650
Salt Lake City, UT 84106

6. TNCI-OpCo will utilize the same customer service toll-free number and email address as TNCI-DIP: 800-800-8400 and customercare@tncii.com.

7. R746-349-3(A)(3). Facilities to be used. TNCI-OpCo will primarily provide service via resale or UNE-L arrangements in Utah. TNCI-OpCo may lease facilities of other telecommunications providers, including incumbent local exchange carriers.

8. R746-349-3(A)(4). Services to be offered.

8(a) R746-349-3(A)(4)(a). Classes of customers. TNCI-OpCo plans to serve business and enterprise customers. At this time, TNCI-OpCo does not have plans to serve residential customers, but may do so in the future as market conditions warrant.

8(b) R746-349-3(A)(4)(b). Location of service.TNCI-OpCo seeks authority to offer interexchange and other non-basic local exchange services, including private late telecommunications services, statewide. TNCI-OpCoproposes to provide basic local exchange service initially in the areas served by CenturyLink (formerly Qwest) and does not plan to provide service in areas of any small or rural local exchange carriers having fewer than 5,000 access lines.⁵ However, TNCI-OpCo does seek authority to operate in all other areas that are currently, or in the future become, open to competition so that it may expand into such services areas as market conditions warrant.

8(c) R746-349-3(A)(4)(c). Services Offered. TNCI-OpCo seeks authority to provide all forms of facilities-based and resold local exchange, access, and interexchange telecommunications services. Specifically, TNCI-OpCo plans to provide local and long distance service, audio/web conferencing, dedicated Internet Protocol (“IP”)-enabled, integrated voice and data services, private line, frame relay, and enhanced network solutions to business and enterprise customers. TNCI-OpCo does not plan to offer prepaid local exchange and interexchange services. TNCI-OpCo seeks the full range of resold and facilities-based local exchange, access and interexchange authority so that it can have the flexibility in provisioning services in the future.

TNCI-OpCo will continuously monitor and maintain a high level of control over its network on a 24-hours-a-day, 7-days-a-week basis.

⁵ At this time, Applicant does not seek to terminate any exemption held by a rural telephone company pursuant to 47 U.S.C. § 251(f).

9. R746-349-3(A)(5). Access to standard services. TNCI-OpCo will provide access to ordinary intraLATA and interLATA message toll calling, operator services, directory assistance, directory listings, and emergency services through interconnection with its underlying carrier.

10. R746-349-3(A)(7). Professional experience and education of managerial personnel and personnel responsible for Utah operations. TNCI-OpCo does not plan to operate an office within Utah. Responsibility for Utah operations will be handled by Applicant's management team from its headquarters in Santa Barbara, California. As stated above, TNCI-OpCo is managed by individuals with significant experience in the telecommunications industry and will share many of the same customer service, technical, operational and managerial personnel as TNCI-DIP. Biographies of the key personnel of TNCI-OpCo are attached as Exhibit C.

11. R746-349-3(A)(1), R746-349-3(A)(9)–(12). Financial abilities. TNCI-OpCo is financially qualified to provide telecommunications services in Utah. TNCI-OpCo has access to the financing and capital necessary to conduct the telecommunications operations as specified in this application, and will rely upon its existing personnel, as well as and technological and financial resources to provide intrastate services.

11(a) R746-349-3(A)(9). Chart of accounts. TNCI-OpCo's chart of accounts including account numbers, names, and brief descriptions is attached hereto as Confidential Exhibit I. Please note that the information provided in Confidential Exhibit I is proprietary and has been attached in a sealed envelope marked "**Confidential – Subject to Public Service Commission of Utah Rule R746-100-16.**" As it contains sensitive information regarding TNCI-OpCo's business operations, TNCI-OpCo respectfully requests that this information be

treated confidentially and not be released to any member of the public absent TNCI-OpCo's prior written permission.

11(b) R746-349-3(A)(10)(a)-(d). Financial Statements. TNCI-OpCo is a newly formed company and does not have historical financial statements. *Pro forma* financial statements of TNCI-OpCo as well as a bank statement are provided confidentially as Confidential Exhibit D. Please note that the information provided in Confidential Exhibit D is proprietary and has been attached in a sealed envelope marked "**Confidential – Subject to Public Service Commission of Utah Rule R746-100-16.**" As it contains sensitive information regarding TNCI-OpCo's business operations, TNCI-OpCo respectfully requests that this information be treated confidentially and not be released to any member of the public absent TNCI-OpCo's prior written permission. As shown in the attached information, TNCI-OpCo has a positive net worth and is financially qualified to operate within the State of Utah.

11(c) R746-349-3(A)(11)(b). Sufficient projected and verifiable cash flow. Paragraph 12, below, provides evidence of a sufficient projected and verifiable cash flow to meet cash needs as shown in TNCI-OpCo's three-year projection of expected operations.

11(d) R746-349-3(A)(2), R746-349-3(A)(11)(c). Bond requirement. TNCI-OpCo respectfully requests a waiver of the requirement in R746-349-3(A)(2)(c) for proof of a bond in the amount of \$100,000. TNCI-OpCo will not require Utah retail customers to make a service deposit. Further, as demonstrated by the financial information provided as Confidential Exhibit D, TNCI-OpCo has the financial resources to cover other liabilities to Utah telecommunications customers.

12. R746-349-3(A)(12). Five-year projection of expected operations.

12(a) R746-349-3(12)(a). Income and cash flow statements. Included in Confidential Exhibit D is TNCI-OpCo's five-year projection of expected operations.

12(b) R746-349-3(A)(12)(b). Types of technology to be deployed. TNCI-OpCo intends to provide telecommunications services primarily through the resale of the services of other carriers. TNCI-OpCo may utilize its own switch in combination with facilities leased from other carriers.

12(c) R746-349(A)(12)(c). Maps of facilities locations. TNCI-OpCo will utilize the existing facilities of other carriers. While TNCI-OpCo may install a switching equipment in Utah in the future, TNCI-OpCo has not yet determined the exact location of any other future facilities or descriptions of the specific facilities to be deployed in the future.

13. R746-349-3(A)(6), R746-349-3(A)(13). Implementation schedule. TNCI-OpCo proposes to begin providing telecommunications service in Utah as soon as Applicants can complete the Transaction with respect to Utah after the grant of this Application. As stated above, closings are expected to occur at approximately 45-day intervals following the Initial Closing, which occurred on April 30, 2013. Applicants seek expedited approval so that they can complete the transfer of Utah customers at the earliest possible closing.

14. R746-349-3(A)(1), R746-349-3(A)(14). Technical and managerial abilities. TNCI-OpCo is technically and managerially qualified to provide competitive local exchange and interexchange services in Utah. TNCI-OpCo is managed by individuals with significant experience in the telecommunications industry and will share many of the same customer service, technical, operational and managerial personnel as TNCI-DIP. Biographies of the key personnel of TNCI-OpCo are attached as Exhibit C.

TNCI-OpCo is currently authorized to provide local exchange and/or interexchange telecommunications service in Kentucky, Montana, North Carolina (interexchange only), North Dakota and Washington. TNCI-OpCo is in the process of seeking authorization (either on its own or by acquiring the authorization of TNCI-DIP) throughout the contiguous United States

and Hawaii so that TNCI-OpCo can provide services to the customers of TNCI-DIP as a result of the Transaction. TNCI-OpCo has not been denied requested certification in any jurisdiction, nor has any permit, license, or certificate been revoked by any authority. TNCI-OpCo is also authorized to provide interstate and international telecommunications services by the Federal Communications Commission.

15. R746-349-3(A)(8). Employees. TNCI-OpCo's Utah operations will be directed by its management team located at TNCI-OpCo's headquarters in Santa Barbara, California. In lieu of an organizational chart, TNCI-OpCo offers the biographies of its key personnel set forth in Exhibit C to satisfy R746-349-3(A)(8).

16. R746-349-3(A)(1), R746-349-3(A)(15). Public interest. Please see Section IV, above.

17. R746-349-3(A)(17)–(18). Unauthorized switching, solicitation of new customers, and prevention of unauthorized switching or other illegal activities. TNCI-OpCo has not had any complaints filed against it in any jurisdiction. TNCI-OpCo is committed to complying with all state and federal rules and regulations governing telecommunications services, including the unauthorized switching of customers and other illegal activities. While TNCI-OpCo does not have a written slamming policy, TNCI-OpCo intends to comply with all applicable laws.

VII. CONCLUSION

WHEREFORE, for the reasons set forth above, Applicants request the Commission grant all authority necessary for TNCI Operating Company LLC to acquire the customers and certain of the assets (including Certificate) of Trans National Communications International, Inc. (Debtor-In-Possession). Further, Applicants request that the Commission expeditiously act

on this Application so that TNCI-DIP's customers can be assigned to TNCI-OpCo at the earliest possible closing.

Respectfully submitted,

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Counsel for TNCI Operating Company LLC

Dated: April 30, 2013

LIST OF EXHIBITS

Exhibit A	Certificate of Formation for TNCI-OpCo
Exhibit B	Authority to Transact Business for TNCI-OpCo
Exhibit C	Management Biographies for TNCI-OpCo
Exhibit D	Financial Information for TNCI-OpCo [CONFIDENTIAL -- SUBMITTED UNDER SEAL]
Exhibit E	Sample Customer Notice
Exhibit F	FCC Domestic 214 Application
Exhibit G	New York Application
Exhibit H	FCC STA
Exhibit I	Chart of Accounts [CONFIDENTIAL -- SUBMITTED UNDER SEAL]
Verification	

EXHIBIT A

Certificate of Formation for TNCI-OpCo

EXHIBIT B

Authority to Transact Business for TNCI-OpCo

EXHIBIT C

Management Biographies for TNCI-OpCo

EXHIBIT D

Financial Information for TNCI-OpCo

[CONFIDENTIAL -- SUBMITTED UNDER SEAL]

Subject to Public Service Commission of Utah Rule R746-100-16

EXHIBIT E

Sample Customer Notice

EXHIBIT F

FCC Domestic 214 Application

EXHIBIT G

New York Application

EXHIBIT H

FCC STA

EXHIBIT I

Chart of Accounts

[CONFIDENTIAL -- SUBMITTED UNDER SEAL]

Subject to Public Service Commission of Utah Rule R746-100-16