

**EXHIBIT G**

**New York Application**

Jean L. Kiddoo  
Brett P. Ferenchak  
jean.kiddoo@bingham.com  
brett.ferenchak@bingham.com

March 29, 2013

**Via Email**

Hon. Jeffery Cohen, Acting Secretary  
New York Public Service Commission  
Agency Building 3  
Three Empire State Plaza  
Albany, NY 12223-1350  
secretary@dps.state.ny.us

**Re: Joint Petition of TNCI Operating Company LLC, Assignee, and Trans National Communications International, Inc. (Debtor-In-Possession), Assignor, for Approval for Assignee to Acquire the Customers and Certain Assets, Including the Certificates of Public Convenience and Necessity, of Assignor**

Dear Mr. Cohen:

On behalf of TNCI Operating Company LLC ("TNCI-OpCo") and Trans National Communications International, Inc. (Debtor-In-Possession) ("TNCI-DIP") (together, "Petitioners"), attached for filing with the Commission is the above-referenced Petition. Also attached are Method of Service Forms for Petitioners.

Please note that Confidential Exhibit D to the Petition is confidential and is being submitted under separate cover directly to the Records Access Officer.

Please acknowledge receipt and acceptance of this filing. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,



Jean L. Kiddoo  
Brett P. Ferenchak

Counsel for TNCI-OpCo

- Beijing
- Boston
- Frankfurt
- Hartford
- Hong Kong
- London
- Los Angeles
- New York
- Orange County
- San Francisco
- Santa Monica
- Silicon Valley
- Tokyo
- Washington

Bingham McCutchen LLP  
2020 K Street NW  
Washington, DC  
20006-1806

T +1.202.373.6000  
F +1.202.373.6001  
bingham.com

**BEFORE THE STATE OF NEW YORK  
PUBLIC SERVICE COMMISSION**

Joint Petition of :  
:   
TNCI Operating Company LLC, Assignee, :  
:   
and : Case No. \_\_\_\_\_  
:   
Trans National Communications :  
International, Inc. (Debtor-In- :  
Possession), Assignor, :  
:   
For Approval for Assignee to Acquire the :  
Customers and Certain Assets, Including the :  
Certificates of Public Convenience and :  
Necessity, of Assignor :

**JOINT PETITION**

TNCI Operating Company LLC (“TNCI-OpCo”) and Trans National Communications International, Inc. (Debtor-In-Possession) (“TNCI-DIP”) (together, “Petitioners”), by their undersigned representatives and pursuant to N.Y. Pub. Serv. L. §§ 92-e, 99 and 100, and the rules of the New York Public Service Commission (“Commission”), respectfully request Commission approval, to the extent required, for TNCI-OpCo to acquire the customers (including the customers’ contracts) and certain assets,<sup>1</sup> including the Certificates of Public Convenience and Necessity (“Certificates”), of TNCI-DIP, through a sale pursuant to Section 363 of the United States Bankruptcy Code (the “Transaction”).<sup>2</sup> 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

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<sup>1</sup> Petitioners note that TNCI-DIP does not own any physical assets (facilities, switches or other equipment) located in New York that are used or useful in the provision of intrastate telecommunications service.

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

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 technical, operational and managerial personnel as TNCI-DIP.

In support of this filing, Petitioners 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-DIP has 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"),<sup>3</sup> 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, Petitioners 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 New York customers and assets at the earliest possible time.

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<sup>3</sup> The Initial Closing is currently scheduled for April 30, 2013.

## II. DESCRIPTION OF THE PETITIONERS

### 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 New York 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, Petitioners 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 Petitioners 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.)

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.<sup>4</sup> Further, TNCI-OpCo has been funded by Garrison Group. *Pro Forma* financial information for TNCI-OpCo is provided under seal as

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<sup>4</sup> As described in Exhibit C, Petitioners note that Mr. Jeff Compton, TNCI-OpCo's President and Chief Executive Officer and a member of its 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 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.

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 New York, TNCI-DIP is authorized to provide (1) resold and facilities-based local exchange telecommunications service pursuant to a Certificate granted in Case No. 04-C-0084 and (2) resold interexchange telecommunications service pursuant to a Certificate granted in Case No. 99-C-1072. TNCI-DIP is also authorized to provide intrastate telecommunications service to all of the contiguous United States, Hawaii, the District of Columbia and Puerto Rico. 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.

For TNCI-OpCo:

Jean L. Kiddoo  
Brett P. Ferenchak  
Bingham McCutchen LLP  
2020 K Street, N.W., Suite 1100  
Washington, DC 20006-1806  
202-373-6000 (tel)  
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) and file a Telecommunications Company Critical Information (TCCI) form upon assignment of the New York 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 technical, operational and managerial personnel as TNCI-DIP.

#### **IV. PUBLIC INTEREST CONSIDERATIONS**

Petitioners 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), including this Commission, customers will be properly notified of the proposed transaction and the change in their





telecommunications provider from TNCI-DIP to TNCI-OpCo. A sample of the notice that is being provided to applicable affected customers at least 30 days prior to the Transaction is provided in Exhibit E.

**V. CONCLUSION**

WHEREFORE, for the reasons set forth above, Petitioners request the Commission grant all authority necessary for TNCI Operating Company LLC to acquire the customers and certain of the assets (including Certificates) of Trans National Communications International, Inc. (Debtor-In-Possession). Further, Petitioners request that the Commission expeditiously act on this Petition, so that TNCI-DIP's customers can be assigned to TNCI-OpCo at the earliest possible closing.

Respectfully submitted,

  
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Brian Twomey, President  
**TRANS NATIONAL COMMUNICATIONS  
INTERNATIONAL, INC.**  
2 Charlesgate West  
Boston, MA 02215  
617-369-1210 (tel)  
617-369-1117 (fax)  
btwomey@TNCII.com

  
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Jean L. Kiddoo  
Brett P. Ferenchak  
**BINGHAM MCCUTCHEN LLP**  
2020 K Street, N.W.  
Washington, DC 20006-1806  
202-373-6000 (tel)  
202-373-6001 (fax)  
jean.kiddoo@bingham.com  
brett.ferenchak@bingham.com

Counsel for TNCI Operating Company LLC

Dated: March 29, 2013