

# BASS

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July 27, 2011

**VIA HAND DELIVERY**

filed electronically in docket office on 11/27/11

Chairman Eddie Roberson  
c/o Sharla Dillon  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, Tennessee 37243

Re: **Docket No. 11-00098: Joint Application of United Telephone Co.,  
UTC Long Distance, LLC and United Communications Holdings, LLC  
Regarding Transfer of Control of United Telephone Company and  
UTC Long Distance, LLC**

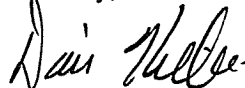
Dear Chairman Roberson:

Enclosed please find United Telephone Company and UTC Long Distance, LLC's Notice of Filing in the above-referenced docket.

Please file the original and four copies of this material and stamp the additional copy as "filed." Then please return the stamped copy to me by way of our courier.

Should you have any questions concerning this matter, please do not hesitate to contact me at the email address or telephone number listed above.

Sincerely,



David Killion

Enclosures

cc: Hon. Sara Kyle (w/o enclosure)  
Hon. Mary Freeman (w/o enclosure)  
Hon. Kenneth C. Hill (w/o enclosure)  
Richard Collier, Esq. (w/o enclosure)  
Mr. Jerry Kettles, Chief of Economic Analysis & Policy Division (w/o enclosure)

Chairman Eddie Roberson  
July 27, 2011  
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Mr. Terry Wales  
Mr. William Bradford

9727157.1

**BEFORE THE TENNESSEE REGULATORY AUTHORITY  
NASHVILLE, TENNESSEE**

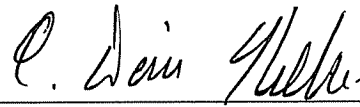
<b>In re:</b>	)	
	)	
<b>Joint Application of United Telephone</b>	)	
<b>Company, UTC Long Distance, LLC</b>	)	<b>Docket No. 11-00098</b>
<b>and United Communications Holdings,</b>	)	
<b>LLC Regarding Transfer of Control of</b>	)	
<b>United Telephone Company and UTC</b>	)	
<b>Long Distance, LLC</b>	)	

**NOTICE OF FILING**

United Telephone Company ("United Tel") and UTC Long Distance, LLC ("UTC", and with United Tel, "United"), hereby provide this notice of filing of Exhibit B to its Application, the UTC Purchase Agreement, that was previously submitted under seal on June 8, 2011 as part of the Application. TRA staff Carlos Black has requested that Exhibit B be re-filed for ease of reference by staff in their review of the application. Accordingly, United is now submitting, under seal, a second copy of Exhibit B.

In addition, pursuant to a request from TRA staff Carlos Black, United is submitting an updated response to TRA Data Response No. 1, Question No. 1, indicating that United should receive FCC approval for the transfer of control of its Domestic Section 214 authorizations on July 31, 2011, and that UTC Long Distance, LLC should receive FCC approval for the transfer of control of its International Section 214 authorization on August 5, 2011, after which the parties are prepared to close their transactions pending the approval of this application.

Respectfully submitted on this 27<sup>th</sup> day of July, 2011.



R. Dale Grimes (#006223)

C. David Killion (#026412)

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*Attorneys for Petitioners*

*United Telephone Company, UTC Long*

*Distance LLC, and United Communications*

*Holdings, LLC*

**Exhibit B**

UTC Purchase Agreement

(Filed Under Seal)

**UNITED TELEPHONE COMPANY, UTC LONG DISTANCE, LLC and UNITED  
COMMUNICATIONS HOLDINGS, LLC  
Docket No. 11-00098**

**Tennessee Regulatory Authority Staff Data Request No. 1**

**Question:**

1. Have the Applicants filed a similar application with the FCC? If so, list any action taken and the associated docket number. If a schedule to complete the review of the filing has been established by the FCC, provide such with your response.

**Response:**

The Applicants filed two applications with the FCC's Wireline Competition Bureau on June 24, 2011, for approval of the transfer of control of the Applicants' Domestic Section 214 authorizations. One application was for the transfer of control of United Telephone Company's domestic Section 214 authorization to United Communications Holdings, LLC ("UCH"), and the second was for the transfer of control of UTC Long Distance, LLC's domestic 214 authorization to UCH. The filings have been assigned one docket number, WC 11-107. The filings were supplemented on June 29, 2011, with responses to follow-up questions from the FCC staff. The FCC issued a Public Notice regarding the applications on June 30, 2011 (attached hereto as **Exhibit No. 1**), and established a streamlined pleading cycle for processing. Interested parties may file comments to the applications on or before July 14, 2011, and reply comments are due on or before July 21, 2011. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of the Public Notice, or on July 31, 2011.

On June 23, 2011, UTC Long Distance, LLC also electronically filed an application with the FCC's International Bureau for approval of the transfer of control of its international Section 214 authorization to UCH. A Public Notice has not yet been issued regarding this application; however, if approved for

streamlined treatment, the Applicants may transfer control on the 14th day after the date of the Public Notice.

**July 27, 2011 Supplemental Response:**

The Applicants expect to receive all FCC authorizations necessary to complete the transfer of control on August 5, 2011.

As it relates to the transfer of control of the Domestic Section 214 authorizations, no comments were filed with the FCC in response to the applications by the July 14, 2011 deadline established in the Public Notice previously attached as **Exhibit No. 1**, nor were any reply comments filed by the Applicants. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of the Public Notice, or on July 31, 2011.

On July 22, 2011, the FCC issued a Public Notice (attached hereto as **Exhibit No. 4**) for UTC Long Distance, LLC's application for approval of the transfer of control of its International Section 214 authorization to UCH. Pursuant to the Public Notice and Section 63.12 of the Commission's rules, the application will be granted 14 days after the date of the Public Notice (on August 5, 2011), unless the Commission has informed the Applicant otherwise in writing, within 14 days after the date of this Public Notice.



# PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION  
445 12th STREET S.W.  
WASHINGTON D.C. 20554

News media information 202-418-0500  
Internet: <http://www.fcc.gov> (or <ftp.fcc.gov>)  
TTY (202) 418-2555

Report No. TEL-01508S

Friday July 22, 2011

## Streamlined International Applications Accepted For Filing

### Section 214 Applications (47 C.F.R. § 63.18); Section 310(B)(4) Requests

Unless otherwise specified, the following procedures apply to the applications listed below:

The international Section 214 applications listed below have been found, upon initial review, to be acceptable for filing and subject to the streamlined processing procedures set forth in Section 63.12 of the Commission's rules, 47 C.F.R. § 63.12. These applications are for authority under Section 214 of the Communications Act, 47 U.S.C. § 214, (a) to transfer control of an authorized carrier or to assign a carrier's existing authorization; and/or (b) to become a facilities-based international common carrier; and/or (c) to become a resale-based international common carrier.

Pursuant to Section 63.12 of the rules, these Section 214 applications will be granted 14 days after the date of this public notice (see 47 C.F.R. § 1.4 regarding computation of time), and the applicant may commence operations on the 15th day, unless the Commission has informed the applicant in writing, within 14 days after the date of this public notice, that the application, on further examination, has been deemed ineligible for streamlined processing.

Communications between outside parties and Commission staff concerning these applications are permitted subject to the Commission's rules for "permit-but-disclose proceedings." See 47 C.F.R. § 1.1206. An application can be removed from streamlined processing only in the sound discretion of Commission staff. The filing of comments or a petition to deny will not necessarily result in an application being deemed ineligible for streamlined processing.

The petitions for declaratory ruling listed below are for authority under Section 310(b)(4) of the Communications Act, 47 U.S.C. § 310(b)(4), to exceed the 25 percent foreign ownership benchmark applicable to common carrier radio licensees. The requested rulings will be granted 14 days after the date of this public notice, effective the next day, unless the application is formally opposed or the Commission has informed the applicant in writing, within 14 days of the date of this public notice, that the application, on further examination, has been deemed ineligible for streamlined processing. For this purpose, a formal opposition shall be sufficient only if it is received by the Commission and by the applicant within 14 days of the date of this public notice and its caption and text make it unmistakably clear that it is intended to be a formal opposition.

Copies of all applications listed here are available for public inspection in the FCC Office of Public Affairs Reference and Information Center, located in room CY-A257 at the Portals 2 building, 445 12th Street SW, Washington DC 20554. The center can be contacted at (202) 418-0270. People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to [fcc504@fcc.gov](mailto:fcc504@fcc.gov) or call the Consumer & Governmental Affairs Bureau at 202-418-0530 (voice), 202-418-0432 (tty). All applications listed are subject to further consideration and review, and may be returned and/or dismissed if not found to be in accordance with the Commission's rules, regulations, and other requirements.

We request that comments on any of these applications refer to the application file number shown below.



<b>ITC-214-20110622-00173</b>	<b>E</b>	<b>INET Communications LLC</b>
International Telecommunications Certificate		
<b>Service(s):</b> Global or Limited Global Facilities-Based Service, Global or Limited Global Resale Service		
Application for authority to provide facilities-based service in accordance with section 63.18(e)(1) of the Commission's rules, and also to provide resale service in accordance with section 63.18(e)(2) of the Commission's rules, 47 C.F.R. § 63.18(e)(1), (2).		
<b>ITC-214-20110628-00176</b>	<b>E</b>	<b>SBC Telecom N.A., LLC</b>
International Telecommunications Certificate		
<b>Service(s):</b> Global or Limited Global Resale Service		
Application for authority to provide resale service in accordance with section 63.18(e)(2) of the Commission's rules, 47 C.F.R. § 63.18(e)(2).		
<b>ITC-214-20110711-00198</b>	<b>E</b>	<b>CALLS LIFE - THE WONDER OF LIFE, CORP.</b>
International Telecommunications Certificate		
<b>Service(s):</b> Global or Limited Global Facilities-Based Service, Global or Limited Global Resale Service		
Application for authority to provide facilities-based service in accordance with section 63.18(e)(1) of the Commission's rules, and also to provide resale service in accordance with section 63.18(e)(2) of the Commission's rules, 47 C.F.R. § 63.18(e)(1), (2).		
<b>ITC-214-20110712-00195</b>	<b>E</b>	<b>Dunhill Telecom LLC</b>
International Telecommunications Certificate		
<b>Service(s):</b> Global or Limited Global Resale Service		
Application for authority to provide resale service in accordance with section 63.18(e)(2) of the Commission's rules, 47 C.F.R. § 63.18(e)(2).		
<b>ITC-214-20110713-00199</b>	<b>E</b>	<b>HOUSSA HOLDINGS LLC d/b/a WOW Telekom</b>
International Telecommunications Certificate		
<b>Service(s):</b> Global or Limited Global Facilities-Based Service, Global or Limited Global Resale Service		
Application for authority to provide facilities-based service in accordance with section 63.18(e)(1) of the Commission's rules, and also to provide resale service in accordance with section 63.18(e)(2) of the Commission's rules, 47 C.F.R. § 63.18(e)(1), (2).		
<b>ITC-214-20110714-00200</b>	<b>E</b>	<b>Wize Prepaid solutions, LLC</b>
International Telecommunications Certificate		
<b>Service(s):</b> Global or Limited Global Facilities-Based Service, Global or Limited Global Resale Service		
Application for authority to provide facilities-based service in accordance with section 63.18(e)(1) of the Commission's rules, and also to provide resale service in accordance with section 63.18(e)(2) of the Commission's rules, 47 C.F.R. § 63.18(e)(1), (2).		
<b>ITC-214-20110714-00201</b>	<b>E</b>	<b>Predictive Marketing, LLC</b>
International Telecommunications Certificate		
<b>Service(s):</b> Global or Limited Global Resale Service		
Application for authority to provide resale service in accordance with section 63.18(e)(2) of the Commission's rules, 47 C.F.R. § 63.18(e)(2).		
<b>ITC-214-20110717-00205</b>	<b>E</b>	<b>Tri-Points Communications, Inc.</b>
International Telecommunications Certificate		
<b>Service(s):</b> Global or Limited Global Facilities-Based Service, Global or Limited Global Resale Service		
Application for authority to provide facilities-based service in accordance with section 63.18(e)(1) of the Commission's rules, and also to provide resale service in accordance with section 63.18(e)(2) of the Commission's rules, 47 C.F.R. § 63.18(e)(1), (2).		
<b>ITC-214-20110718-00206</b>	<b>E</b>	<b>VMC TELECOM, LLC</b>
International Telecommunications Certificate		
<b>Service(s):</b> Global or Limited Global Facilities-Based Service, Global or Limited Global Resale Service		
Application for authority to provide facilities-based service in accordance with section 63.18(e)(1) of the Commission's rules, and also to provide resale service in accordance with section 63.18(e)(2) of the Commission's rules, 47 C.F.R. § 63.18(e)(1), (2).		

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**ITC-T/C-20110623-00175**      E      UTC Long Distance LLC

Transfer of Control

**Current Licensee:**      UTC Long Distance LLC

**FROM:** UTC Long Distance LLC

**TO:**      United Communications Holdings, LLC

Application filed for consent to the transfer of control of international section 214 authorization, ITC-214-19970205-00061 (Old File No. ITC-97-068), held by UTC Long Distance LLC (UTC LD) to United Communications Holdings, LLC (UCH). Pursuant to the terms of an Agreement and Plan of Merger executed on April 28, 2011, UTC Acquisition Company, Inc., a wholly-owned subsidiary of UCH, will merge with and into UTC LD, with UTC LD emerging as the surviving entity. UTC LD will thus become a wholly-owned subsidiary of UCH.

UCH is majority owned by MSouth Equity Partners, LP (MSouth) (85.4%), and minority owned by William H. Bradford (10.6%), a U.S. citizen. MSouth is controlled by its general partner, MSouth Equity Partners, GP, LLC. The following four managing members of MSouth Equity Partners, all U.S. citizens, hold equal voting interests in MSouth Equity Partners: Mark L. Feidler, Michael D. Long, Bart A. McLean, and Peter S. Petit. The only entity with a 10 percent or greater equity interest in MSouth is the Board of Regents of the University of Texas System, a U.S. entity (18.9%).

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**ITC-T/C-20110624-00179**      E      Masergy Communications, Inc.

Transfer of Control

**Current Licensee:**      Masergy Communications, Inc.

**FROM:** Masergy Communications, Inc.

**TO:**      Masergy Holdings, Inc.

Application filed for consent to the transfer of control of international section 214 authorization, ITC-214-20010820-00432, held by Masergy Communications, Inc. (Masergy Communications) to Masergy Holdings, Inc. (Masergy Holdings). Pursuant to an Agreement and Plan of Merger, Masergy Acquisition, a wholly-owned subsidiary of Masergy Holdings, will merge with and into Masergy Communications, with Masergy Communications emerging as the surviving entity. Upon closing, existing equity interest holders in Masergy Communications will receive cash compensation in exchange for their equity interests, and Masergy Communications will become a wholly owned subsidiary of Masergy Holdings.

Masergy Holdings is wholly owned by Masergy Investment Holdings, LLC. The following entities and individual will hold a ten percent or greater ownership interest in Masergy Investment Holdings, LLC: ABRY Partners VII, L.P., a Delaware limited partnership (40.3%) (sole general partner ABRY VII Capital Partners, L.P., a Delaware limited partnership); ABRY Partners VI, L.P., a Delaware limited partnership (34.2%) (sole general partner ABRY VI Capital Partners, L.P., a Delaware limited partnership); ABRY Senior Equity III, L.P., a Delaware limited partnership (20.1%) (sole general partner ABRY Senior Equity Investors III, L.P., a Delaware limited partnership).

ABRY VII Capital Investors, LLC, a Delaware limited liability company is the sole general partner of ABRY VII Capital Partners, L.P. ABRY VI Capital Investors, LLC, a Delaware limited liability company, is the sole general partner of ABRY VI Capital Partners, L.P. ABRY Senior Equity Holdings III, LLC, a Delaware limited liability company, is the sole general partner of ABRY Senior Equity Investors III, L.P. All of the voting securities of ABRY VII Capital Investors, LLC, ABRY VI Capital Investors, LLC, and ABRY Senior Equity Holdings III, L.P. are held by Royce Yudkoff, a U.S. citizen.

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**ITC-T/C-20110628-00182**      E      Tel West Network Services Corporation

Transfer of Control

**Current Licensee:**      Tel West Network Services Corporation

**FROM:** Tel West Network Services Corporation

**TO:**      U.S. TELEPACIFIC CORP

Application filed for consent to the transfer of control of international section 214 authorization, ITC-214-20050214-00568, held by Tel West Network Services Corporation (Tel West), from its current 100 percent shareholder Jeff Swickard to U.S. TelePacific Corp. (TelePacific). Pursuant to the terms of a Stock Purchase Agreement, dated June 22, 2011, TelePacific will purchase 100% of the Tel West stock from Mr. Swickard, for cash. Upon closing, Tel West will become the direct, wholly owned subsidiary of TelePacific.

The following entities and individuals hold 10 percent or greater ownership interests in TelePacific. U.S. TelePacific Holdings Corp. (TPAC Holdings), a U.S. based holding company (100%). TPAC Holdings is owned by two entities: Investcorp S.A., a Cayman Islands entity that is wholly owned by Investcorp Holdings Limited (IHL), a Cayman Islands entity (39.6%), and Clarity Partners, L.P., a U.S. entity (23.97%) (general partner Clarity GenPar, LLC (Clarity GenPar) (4.31%)). The following individuals, all U.S. citizens, hold ownership interests in, and are managing members of Clarity GenPar: Barry Porter, Stephen P. Rader, and David Lee. IHL is owned by the following: Investcorp Bank B.S.C. (Investcorp Bank), a Bahrain entity (100% equity interest, 22.1% voting control); CP Holdings Limited (CPHL), a Cayman Islands entity (40.4 percent voting control). Investcorp Bank is owned by the following: CPHL (40.4%); Ownership Holdings Limited (OHL), a Cayman Islands entity (19.8%). OHL, in turn, owns 55.6 percent of CPHL. SIPCO Limited (SIPCO), a Cayman Islands entity, owns 63.4 percent of OHL, and SIPCO Holdings Limited (SIPCO Holdings), a Cayman Islands entity, owns 100 percent of the voting stock of SIPCO. SIPCO Holdings is managed by the following individuals: Nemir Kirdar, a Great Britain citizen, H.E. Abdul-Rahman Salim Al-Ateeqi, a Kuwaiti citizen, Abdul Aziz Jassim Kannoo, a Saudi Arabia citizen, Mustafa Jassim Boodai, a Kuwaiti citizen, Hussain Ibrahim Al-Fardan, a Qatar citizen, and Stephanie Bess, a U.S. citizen. Applicants state that no owner of SIPCO Holdings, or any other entity or individual holds a 10 percent or greater direct or indirect ownership interest in TMS.

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**INFORMATIVE**

**ITC-214-20110429-00115**

**MINDHUB INTERNATIONAL INC**

This application has been removed from Streamlined processing pursuant to Section 63.12(c)(3) of the Commission's rules.

**INFORMATIVE**

**ITC-214-20110624-00181**

Eastlink International USA Inc.

This application has been removed from Streamlined processing pursuant to Section 63.12(c)(3) of the Commission's rules.

**REMINDERS:**

Applicants must certify that neither the applicant nor any party to the application is subject to a denial of federal benefits by federal and/or state courts under authority granted in 21 U.S.C. § 862. See 47 C.F.R. §§ 1.2001-.2003.

A current version of Section 63.09-.24 of the rules, and other related sections, is available at <http://www.fcc.gov/ib/pd/pf/telecomrules.html>.