

BASS

BERRY • SIMS PLC

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August 11, 2011

VIA HAND DELIVERY

filed electronically in docket office on 08/11/11

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: Mr. Jerry Kettles, Chief of Economic Analysis & Policy Division (*w/ enclosure*)
Mr. Terry Wales
Mr. William Bradford

9785776.1

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

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

NOTICE OF FILING

Pursuant to a request from Jerry Kettles, Chief of the TRA's Economic Analysis and Policy Division, for public information regarding the financial capabilities of MSouth Equity Partners ("MSouth") and a copy of any recent SEC Filings made by MSouth Equity Partners, United Telephone Company and UTC Long Distance, LLC hereby provide this notice of filing. MSouth is a traditional private equity fund that raises capital from large institutional investors, including public pension funds, endowments, financial institutions, and high net-worth individuals. MSouth provides value-added capital to middle market firms in traditionally underserved Southern United States, with a focus on partnering with management and implementing strategies to improve operations and grow operating cash flow.

Since 1994, MSouth and its predecessor funds have invested approximately \$525 million in 27 companies, making it one of the leading private equity firms focused exclusively on the South. Currently, MSouth is pursuing investment opportunities from two Funds. Fund I, which closed in 2008, has committed capital of \$264.1 million from which it has invested roughly \$193 million into 9 companies, with approximately \$60 million in unfunded commitments available to invest. The United transaction will be funded out of Fund 1. The 9 companies in which MSouth has already invested from Fund I generate over \$1 billion in annual revenue and employ over

20,000 people.

In addition, in early August 2011, MSouth announced the first closing of Fund II with approximately \$187 million of new commitments. Fund II is targeting approximately \$375 - \$400 million in aggregate capital commitments. Please see the attached press release addressing the initial closing of Fund II, attached hereto as Exhibit 1. Additionally, for further information related to the initial closing of Fund II please see the attached Form D filing with the Securities and Exchange Commission, attached hereto as Exhibit 2.

Additional information on the MSouth team and its current portfolio companies is available at: <http://www.msouth.com>.

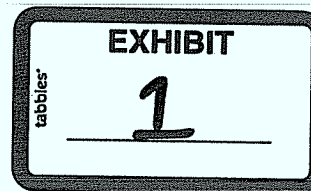
Respectfully submitted on this 11th day of August, 2011.



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*

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MSouth Equity Partners PE Fund Raises \$187.3M - cbl

Posted August 3, 2011

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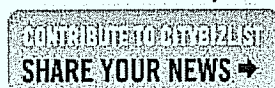
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Mark L. Feldler

By Richard Rabicoff

ATLANTA -- A private equity fund sponsored by **MSouth Equity Partners** raised **\$187.28 million**.

MSouth Equity Partners II, L.P. attracted 15 investors. The investment is uncapped and indefinite.

Named in the related SEC filing were co-founders and partners **Mark L. Feidler**, **Michael D. Long**, **Bart A. McLean**, and **Peter S. Pettit**, principal.

Feidler, Long and McLean started the firm in 2007. Prior to MSouth, Feidler served as President and COO of BellSouth Corporation until its merger with AT&T. Previously, he was the COO of Cingular Wireless, and worked in the investment banking department of The Robinson-Humphrey Company, Inc. He was also an associate in the corporate law section of King & Spalding.

Long was previously a member of CGW Southeast Partners. Before that, he was the CEO of Pac Pizza, LLC, a 148-unit Pizza Hut franchisee. Earlier, he held various positions with NationsBank in its corporate, energy, syndication and commercial banking groups. McLean also was a member of CGW Southeast Partners. Previously he was with Allsop Venture Partners in St. Louis and Republic Venture Group, the venture capital subsidiary of Republic Bank - Dallas.

MSouth is a private equity investment firm that provides equity capital and expertise to support management teams in acquisitions and recapitalizations of lower middle market companies typically valued \$25-\$125 million. Based in Atlanta, MSouth invests primarily in the South with a focus on management buyouts of business services, distribution and specialty manufacturing companies.

According to the filing, New York-based **UBS Securities LLC** managed the solicitation process in New York, Georgia, Massachusetts, and Minnesota. No estimate of fees or commissions was provided.

SEC filing: <http://tinyurl.com/3e4qzv>

Bio

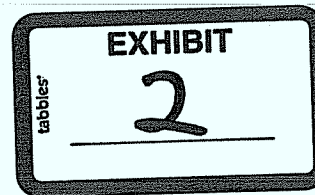
Peter S. Pettit

Mr. Pettit joined MSouth as a Principal in 2009. Prior to joining MSouth, Mr. Pettit was most recently employed by Code Hennessy & Simmons, a middle market private equity firm with \$2.7 billion of capital, as a Vice President in the business & consumer services group. Prior to CHS, Mr. Pettit was employed by CGW Southeast Partners where he worked for four years. Before joining CGW, Mr. Pettit worked at The Robinson-Humphrey Company, Inc. in the investment banking division with a focus on sell-side M&A transactions for middle market companies. He holds a B.S. in Commerce from the McIntire School of Commerce at the University of Virginia and an M.B.A. from the Kellogg School of Management at Northwestern University.

To find out more about the company in this article and to see if you have business connections, click below:

- [MSouth Equity Partners](#)

Add New Comment



The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.
The reader should not assume that the information is accurate and complete.

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549
FORM D

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	June 30, 2012
Estimated average burden	
hours per response:	4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

0001527170

Name of Issuer

MSouth Equity Partners II, L.P.

Jurisdiction of

Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

☐ Over Five Years Ago

☒ Within Last Five Years (Specify Year) 2011

☐ Yet to Be Formed

Previous
Names

☒ None

Entity Type

☐ Corporation

☒ Limited Partnership

☐ Limited Liability Company

☐ General Partnership

☐ Business Trust

☐ Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

MSouth Equity Partners II, L.P.

Street Address 1

TWO BUCKHEAD PLAZA

Street Address 2

3050 PEACHTREE ROAD NW, SUITE 550

City

ATLANTA

State/Province/Country

GEORGIA

ZIP/PostalCode

30305

Phone Number of
Issuer

404-816-3255

3. Related Persons

Last Name

Long

Street Address 1

Two Buckhead Plaza

City

Atlanta

First Name

Michael

Street Address 2

3050 Peachtree Road NW, Suite
550

State/Province/Country

GEORGIA

Middle Name

D.

ZIP/PostalCode

30305

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Member of managing LLC of MSouth Equity Partners II, L.P.

Last Name	First Name	Middle Name
Feidler	Mark	L.
Street Address 1	Street Address 2	
Two Buckhead Plaza	3050 Peachtree Road NW, Suite 550	
City	State/Province/Country	ZIP/PostalCode
Atlanta	GEORGIA	30305
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Member of managing LLC of MSouth Equity Partners II, L.P.

Last Name	First Name	Middle Name
Mclean	Bart	A.
Street Address 1	Street Address 2	
Two Buckhead Plaza	3050 Peachtree Road NW, Suite 550	
City	State/Province/Country	ZIP/PostalCode
Atlanta	GEORGIA	30305
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Member of managing LLC of MSouth Equity Partners II, L.P.

Last Name	First Name	Middle Name
Pettit	Peter	S.
Street Address 1	Street Address 2	
Two Buckhead Plaza	3050 Peachtree Road NW, Suite 550	
City	State/Province/Country	ZIP/PostalCode
Atlanta	GEORGIA	30305
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Member of managing LLC of MSouth Equity Partners II, L.P.

4. Industry Group

<input type="checkbox"/> Agriculture	Health Care	<input type="checkbox"/> Retailing
Banking & Financial Services	<input type="checkbox"/> Biotechnology	<input type="checkbox"/> Restaurants
<input type="checkbox"/> Commercial Banking	<input type="checkbox"/> Health Insurance	Technology
<input type="checkbox"/> Insurance	<input type="checkbox"/> Hospitals & Physicians	<input type="checkbox"/> Computers
<input type="checkbox"/> Investing		

<input type="checkbox"/> Investment Banking	<input type="checkbox"/> Pharmaceuticals	<input type="checkbox"/> Telecommunications
<input checked="" type="checkbox"/> Pooled Investment Fund	<input type="checkbox"/> Other Health Care	<input type="checkbox"/> Other Technology
<input type="checkbox"/> Hedge Fund	<input type="checkbox"/> Manufacturing	Travel
<input checked="" type="checkbox"/> Private Equity Fund	Real Estate	<input type="checkbox"/> Airlines & Airports
<input type="checkbox"/> Venture Capital Fund	<input type="checkbox"/> Commercial	<input type="checkbox"/> Lodging & Conventions
<input type="checkbox"/> Other Investment Fund	<input type="checkbox"/> Construction	<input type="checkbox"/> Tourism & Travel Services
Is the issuer registered as an investment company under the Investment Company Act of 1940?	<input type="checkbox"/> REITS & Finance	<input type="checkbox"/> Other Travel
<input type="checkbox"/> Yes	<input type="checkbox"/> Residential	<input type="checkbox"/> Other
<input checked="" type="checkbox"/> No	<input type="checkbox"/> Other Real Estate	
<input type="checkbox"/> Other Banking & Financial Services		
<input type="checkbox"/> Business Services		
Energy		
<input type="checkbox"/> Coal Mining		
<input type="checkbox"/> Electric Utilities		
<input type="checkbox"/> Energy Conservation		
<input type="checkbox"/> Environmental Services		
<input type="checkbox"/> Oil & Gas		
<input type="checkbox"/> Other Energy		

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
<input type="checkbox"/> No Revenues		<input type="checkbox"/> No Aggregate Net Asset Value
<input type="checkbox"/> \$1 - \$1,000,000		<input type="checkbox"/> \$1 - \$5,000,000
<input type="checkbox"/> \$1,000,001 - \$5,000,000		<input type="checkbox"/> \$5,000,001 - \$25,000,000
<input type="checkbox"/> \$5,000,001 - \$25,000,000		<input type="checkbox"/> \$25,000,001 - \$50,000,000
<input type="checkbox"/> \$25,000,001 - \$100,000,000		<input type="checkbox"/> \$50,000,001 - \$100,000,000
<input type="checkbox"/> Over \$100,000,000		<input type="checkbox"/> Over \$100,000,000
<input checked="" type="checkbox"/> Decline to Disclose		<input type="checkbox"/> Decline to Disclose
<input type="checkbox"/> Not Applicable		<input type="checkbox"/> Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

<input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii))	<input type="checkbox"/> Rule 505
<input type="checkbox"/> Rule 504 (b)(1)(i)	<input checked="" type="checkbox"/> Rule 506
<input type="checkbox"/> Rule 504 (b)(1)(ii)	<input type="checkbox"/> Securities Act Section 4(6)

☐ Rule 504 (b)(1)(iii)☒ Investment Company Act Section 3(c)☐ Section 3(c)(1) ☐ Section 3(c)(9)☐ Section 3(c)(2) ☐ Section 3(c)(10)☐ Section 3(c)(3) ☐ Section 3(c)(11)☐ Section 3(c)(4) ☐ Section 3(c)(12)☐ Section 3(c)(5) ☐ Section 3(c)(13)☐ Section 3(c)(6) ☐ Section 3(c)(14)☒ Section 3(c)(7)**7. Type of Filing**☒ New Notice Date of First Sale 2011-07-21 ☐ First Sale Yet to Occur☐ Amendment**8. Duration of Offering**Does the Issuer intend this offering to last more than one year? ☒ Yes ☐ No**9. Type(s) of Securities Offered (select all that apply)**☐ Equity☐ Debt☐ Option, Warrant or Other Right to Acquire Another Security☐ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security☒ Pooled Investment Fund Interests☐ Tenant-in-Common Securities☐ Mineral Property Securities☐ Other (describe)**10. Business Combination Transaction**Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☐ Yes ☒ No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$5,000,000 USD

12. Sales Compensation

Recipient

UBS Securities LLC

(Associated) Broker or Dealer ☒ None

None

Recipient CRD Number ☐ None

7654

(Associated) Broker or Dealer CRD Number ☒ None

None

Street Address 1

299 Park Avenue

Street Address 2

City

New York

State/Province/Country

NEW YORK

ZIP/Postal
Code

10171

State(s) of Solicitation (select all
that apply)
Check "All States" or check
individual States

☒ All
States☐ Foreign/non-US

GEORGIA

MASSACHUSETTS

MINNESOTA

NEW YORK

13. Offering and Sales AmountsTotal Offering Amount USD or ☒ Indefinite

Total Amount Sold \$187,276,679 USD

Total Remaining to be Sold USD or ☒ Indefinite

Clarification of Response (if Necessary):

14. Investors

☐ Select if securities in the offering have been or may be sold to persons who do not qualify
as accredited investors, and enter the number of such non-accredited investors who
already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons
who do not qualify as accredited investors, enter the total number of investors who
already have invested in the offering:

15

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an
expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD ☐ EstimateFinders' Fees \$0 USD ☐ Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments
to any of the persons required to be named as executive officers, directors or promoters in response to Item 3
above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$2 USD ☒ Estimate

Clarification of Response (if Necessary):

2% of commitments.

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
MSouth Equity Partners II, L.P.	Wanda R. Morgan	Wanda R. Morgan	Chief Financial Officer	2011-08-03

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.
