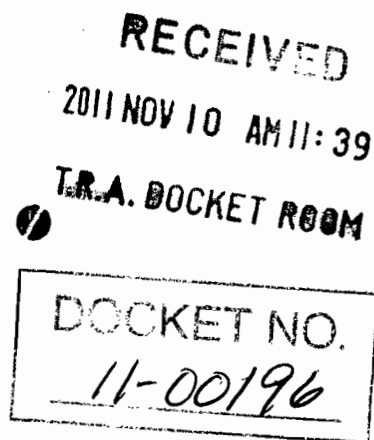


November 9, 2011

**VIA OVERNIGHT DELIVERY**

Sharla Dillon, Docket Room Manager  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, Tennessee 37243-0505



**Re: Joint Petition ("Petition") of UPH Holdings, Inc.; UPH Acquisition Sub Inc.; Pac-West Acquisition Company, LLC; and Pac-West Telecomm, Inc. (collectively, the "Petitioners") for Consent to Transfer Control**

Dear Ms. Dillon:

Enclosed please find an original and fourteen (14) copies of a Petition for approval to complete a transaction involving the transfer of control of Pac-West Telecomm, Inc. Also enclosed is a check in the amount of \$50.00 to cover the filing fee.

Please note that the Petitioners respectfully seek confidential treatment of the reorganization agreement contained in Exhibit B of the Petition and the financial statements contained in Exhibit C of the Petition. Accordingly, Exhibits B and C have been provided under protective seal.

Please date-stamp each of the extra copies of this filing and return them in the postage prepaid envelope provided. Should you have any questions, please do not hesitate to contact the undersigned.

Respectfully submitted,



Jonathan B. Mirsky  
Darah S. Franklin

*Counsel to UPH Holdings, Inc. and  
UPH Acquisition Sub Inc.*

**BEFORE THE  
TENNESSEE REGULATORY AUTHORITY**

<b>Joint Petition of</b>	)	
	)	
<b>UPH Holdings, Inc.,</b>	)	
	)	
<b>UPH Acquisition Sub Inc.,</b>	)	
	)	
<b>Pac-West Acquisition Company, LLC,</b>	)	<b>Docket No. _____</b>
	)	
<b>and</b>	)	
	)	
<b>Pac-West Telecomm, Inc.</b>	)	
	)	
<b>For Consent to Transfer Control of</b>	)	
<b>Pac-West Telecomm, Inc.</b>	)	

**JOINT PETITION TO TRANSFER CONTROL**

UPH Holdings, Inc. ("UPH"), UPH Acquisition Sub Inc. ("UPH-AS"), Pac-West Acquisition Company, LLC ("PWAC"), and Pac-West Telecomm, Inc. ("Pac-West" and together with UPH, UPH-AS, and PWAC, "Petitioners"), by their counsel and pursuant to Section 65-4-112 of the Tennessee Code and any other provision of the statutes and regulations deemed applicable, hereby respectfully request that the Tennessee Regulatory Authority ("Authority") grant them the authority necessary to consummate a transaction involving the transfer of control of Pac-West, as a result of the acquisition of 100% of the issued and outstanding shares of Pac-West by UPH ("Transaction"). Pac-West is certified to provide facilities-based and resold local exchange and interexchange telecommunications services within the State of Tennessee.

Petitioners are in the process of obtaining all required approvals for the Transaction from the Federal Communications Commission ("FCC") and all applicable state regulatory authorities. Petitioners respectfully request approval of this Petition by the Authority no later than December 2, 2011.

In support of this Petition, the Petitioners provide the following information:

**I. DESCRIPTION OF THE PETITIONERS**

**A. UPH Holdings, Inc.**

UPH Holdings, Inc. is a corporation formed under the laws of the State of Delaware and is headquartered at 6500 River Place Boulevard, Building 2, Suite 200, Austin, Texas 78730. UPH is a privately held, non-operating holding company with investments in companies operating in the data and voice communications industries. 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 ("nWire"). nWire is a limited liability company formed under the laws of the State of Delaware with its headquarters at 6500 River Place Boulevard, Building 2, Suite 200, Austin, Texas 78730. nWire is certified as a non-dominant carrier authorized to provide telecommunications services in Texas, Arkansas, and Oklahoma. nWire currently offers all forms of telecommunications including telephone exchange service, exchange access, and telephone toll service. As a result of the Transaction, nWire will be a sister company to Pac-West.

**B. UPH Acquisition Sub, Inc.**

UPH Acquisition Sub Inc. is a California corporation headquartered at 6500 River Place Boulevard, Building 2, Suite 200, Austin, Texas 78730. UPH-AS is a wholly-owned subsidiary

of UPH. UPH-AS was formed for Pac-West to merge into, with Pac-West being the surviving entity. UPH-AS does not hold any authorizations to provide telecommunications services.

**C. Pac-West Telecomm, Inc.**

Pac-West is a corporation formed under the laws of the State of California, and headquartered 4210 Coronado Avenue, Stockton, California 95204. Pac-West's principal place of business is located at 4210 Coronado Avenue, Stockton, California 95204. In Tennessee, Pac-West is authorized to provide local exchange and facilities-based and resold interexchange telecommunications services pursuant to authority granted by the Authority in Docket No. 05-00314 on January 11, 2006. Pac-West is a certified non-dominant carrier authorized to provide telecommunications services in the following states in addition to Tennessee: 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, Texas, Utah, Washington, Wisconsin, and Wyoming.<sup>1</sup> Pac-West is certified as a competitive carrier in the District of Columbia as well. Pac-West also holds domestic and international Section 214 authorizations from the FCC, which allow Pac-West to offer interstate and international telecommunications services. Pac-West currently offers all forms of telecommunications including: local and long distance origination and termination; switched and special access; 8YY originating access and 8YY services; managed modem; and collocation services.

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<sup>1</sup> Pac-West also has two wholly-owned subsidiaries that provide telecommunications services outside of the State of Minnesota: Pac-West Telecomm of Virginia, Inc., which provides local exchange and interexchange services in the Commonwealth of Virginia, and Tex-Link Communications, Inc., which provides local exchange and interexchange services within the State of Texas.

**D. Pac-West Acquisition Company, LLC**

Pac-West is a wholly-owned subsidiary of Pac-West Acquisition Company, LLC ("PWAC"), a limited liability company formed under the laws of the State of Washington, with a principal place of business located at 12503 S.E. Mill Plain Boulevard, Suite 120, Vancouver, Washington 98684. PWAC is a wholly-owned subsidiary of Columbia Ventures Corporation, a privately-owned Washington corporation, with its principal place of business located at 12503 S.E. Mill Plain Boulevard, Suite 120, Vancouver, Washington 98687. PWAC does not hold any authorizations to provide telecommunications services.

**E. Designated Contacts**

The designated contacts for questions concerning this Petition are:

For UPH:

UPH Holdings, Inc.  
Attn: Gary Egger  
6500 River Place Blvd.  
Bldg. 2, Suite 200  
Austin, TX 78730  
Telephone: (512) 735-1200  
Facsimile: (512) 735-1220  
Email: legal@pointone.com

With copies to:

Jonathan B. Mirsky  
Darah S. Franklin  
Wiltshire & Grannis LLP  
1200 Eighteenth Street NW  
Suite 1200  
Washington, DC 20036  
Telephone: (202) 730-1300  
Facsimile: (202) 730-1301  
Email: jmirsky@wiltshiregrannis.com  
dfranklin@wiltshiregrannis.com

For Pac-West:

James Mertz  
Vice President, Regulatory  
Pac-West Telecomm, Inc.  
4550 Lakefield Bend  
Berkeley Lake, GA 30096  
Telephone: (510) 380-5987  
Email: legal@pacwest.com

## **II. DESCRIPTION OF THE TRANSACTION**

Pursuant to a Reorganization Agreement dated August 30, 2011 ("Agreement"), by and among UPH, UPH-AS, PWAC, and Pac-West, the following will occur at the closing of the Transaction. The issued and outstanding capital stock of Pac-West will be exchanged for, and converted into, common stock of UPH. PWAC, the parent company of Pac-West, thereby will obtain 29% ownership interest in UPH. Pac-West will be merged into UPH-AS, a wholly-owned subsidiary of UPH, with Pac-West as the surviving entity. Pac-West's wholly-owned subsidiaries, Pac-West Telecomm of Virginia, Inc. and Tex-Link Communications, Inc., will continue to operate as wholly-owned subsidiaries of Pac-West.

Diagrams of the pre- and post-close organizational structures of the Petitioners are included as Exhibit A. A copy of the Agreement is included as Exhibit B. Exhibit B contains confidential, commercially-sensitive trade secret information, the public disclosure of which could place the Petitioners at a competitive disadvantage. Accordingly, the Petitioners respectfully request confidential treatment of Exhibit B, which they have filed under seal.

The proposed transfer of control of Pac-West will have no adverse impact on its customers. Pac-West's customers will continue to receive their existing services at the same rates, terms and conditions that they have prior to the transfer and any future changes in the rates, terms and conditions of service will be made consistent with Authority requirements. Pac-West

will be managed by personnel with significant experience in the telecommunications industry and may realize additional infusion of capital to support further expansion of Pac-West's current operations.

### **III. PUBLIC INTEREST STATEMENT**

The changes described in this Petition will have no impact on public interest considerations. The entity offering service to customers, Pac-West, will not change, and there will be no change to the rates, terms and conditions of the service it provides. Pac-West and its subsidiaries will continue to be managed by persons with significant experience in the telecommunications industry. Further, the Transaction may provide Pac-West and its subsidiaries with additional capital to support and expand its operations.

The Petitioners note that there are a number of other carriers operating in each market, including the incumbent carrier, which in each market controls a substantial market share. Pac-West is one of these competitive carriers.

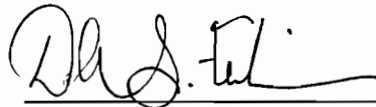
### **IV. ADDITIONAL INFORMATION**

Financial statements for UPH are attached hereto as Exhibit C. Exhibit C contains confidential, commercially-sensitive trade secret information, the public disclosure of which could place the Petitioners at a competitive disadvantage. Accordingly, the Petitioners respectfully request confidential treatment of Exhibit C, which they have filed under seal.

WHEREFORE, the Petitioners respectfully request that the Authority approve the transfer of control of Pac-West Telecomm, Inc., and whatever further relief that the Authority deems is appropriate to consummation the Transaction described herein.

Respectfully submitted,

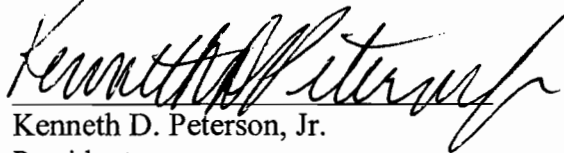
**UPH Holdings, Inc.**  
**UPH Acquisition Sub Inc.**



Jonathan B. Mirsky  
Darrah S. Franklin  
Wiltshire & Grannis LLP  
1200 Eighteenth Street NW  
Suite 1200  
Washington, DC 20036  
Telephone: (202) 730-1300  
Facsimile: (202) 730-1301  
Email: jmirsky@wiltshiregrannis.com  
dfranklin@wiltshiregrannis.com

*Their Counsel*

**Pac-West Telecomm, Inc.**  
**Pac-West Acquisition Company, LLC**



Kenneth D. Peterson, Jr.  
President  
Pac-West Telecomm, Inc.  
12503 S.E. Mill Plain Boulevard, Suite 120  
Vancouver, WA 98684  
Telephone: (360) 816-1840

Dated: October 31, 2011



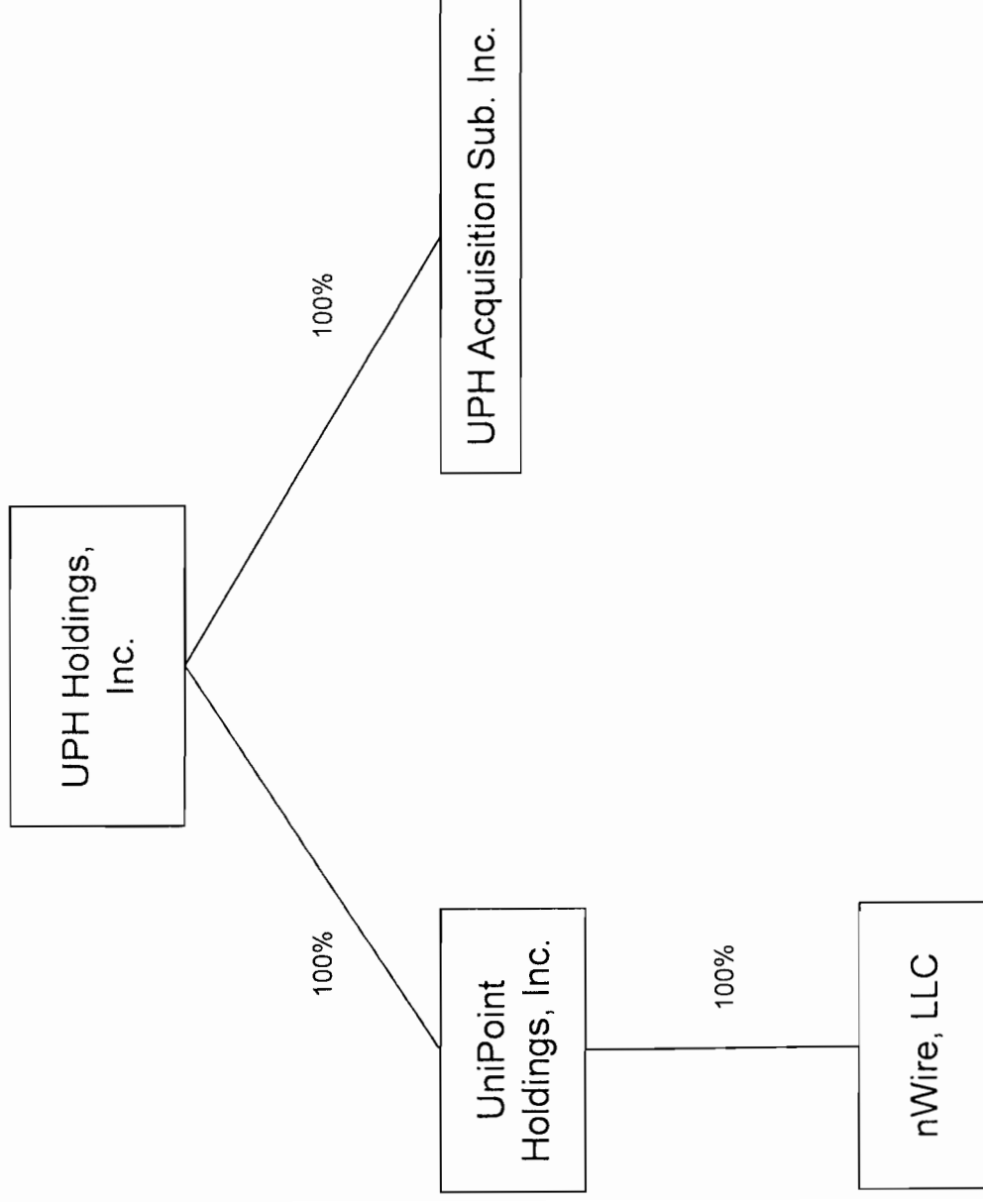
# LIST OF EXHIBITS

- Exhibit A: Pre- and Post-Transaction Organizational Charts
- Exhibit B: Reorganization Agreement (FILED UNDER SEAL)
- Exhibit C: Financial Information of UPH Holdings, Inc. (FILED UNDER SEAL)
- Verifications

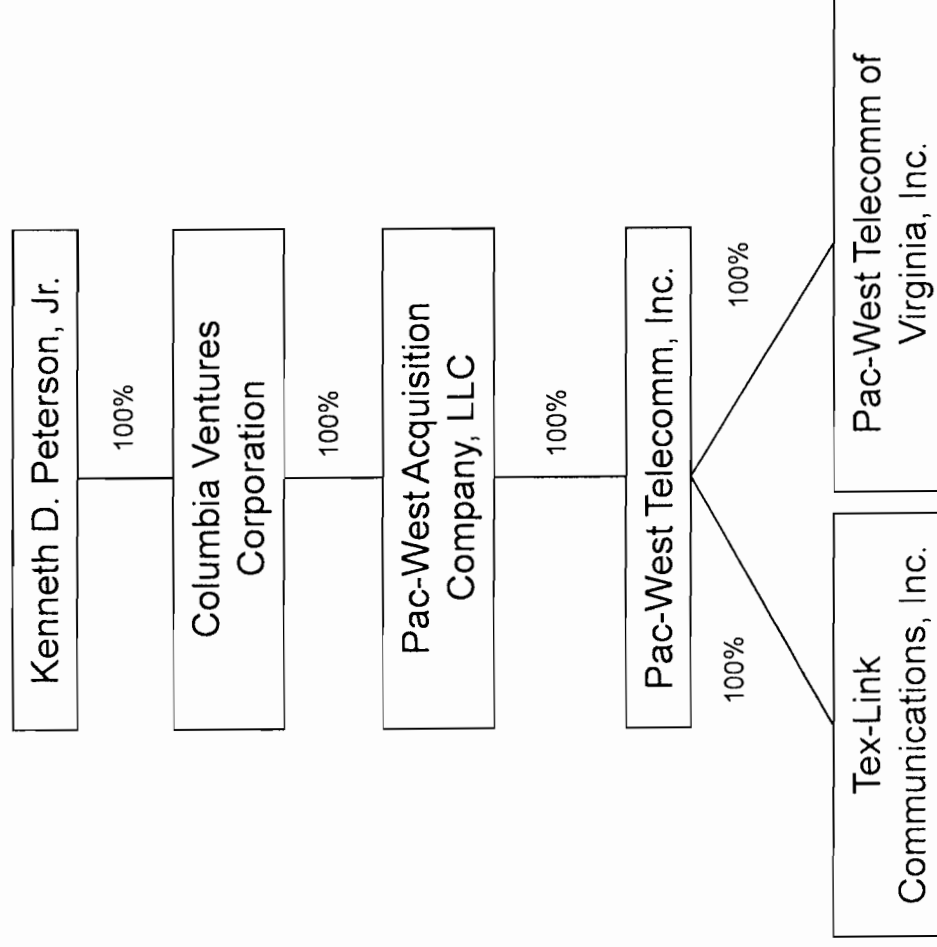
# **EXHIBIT A**

## **Pre- and Post-Transaction Organizational Charts**

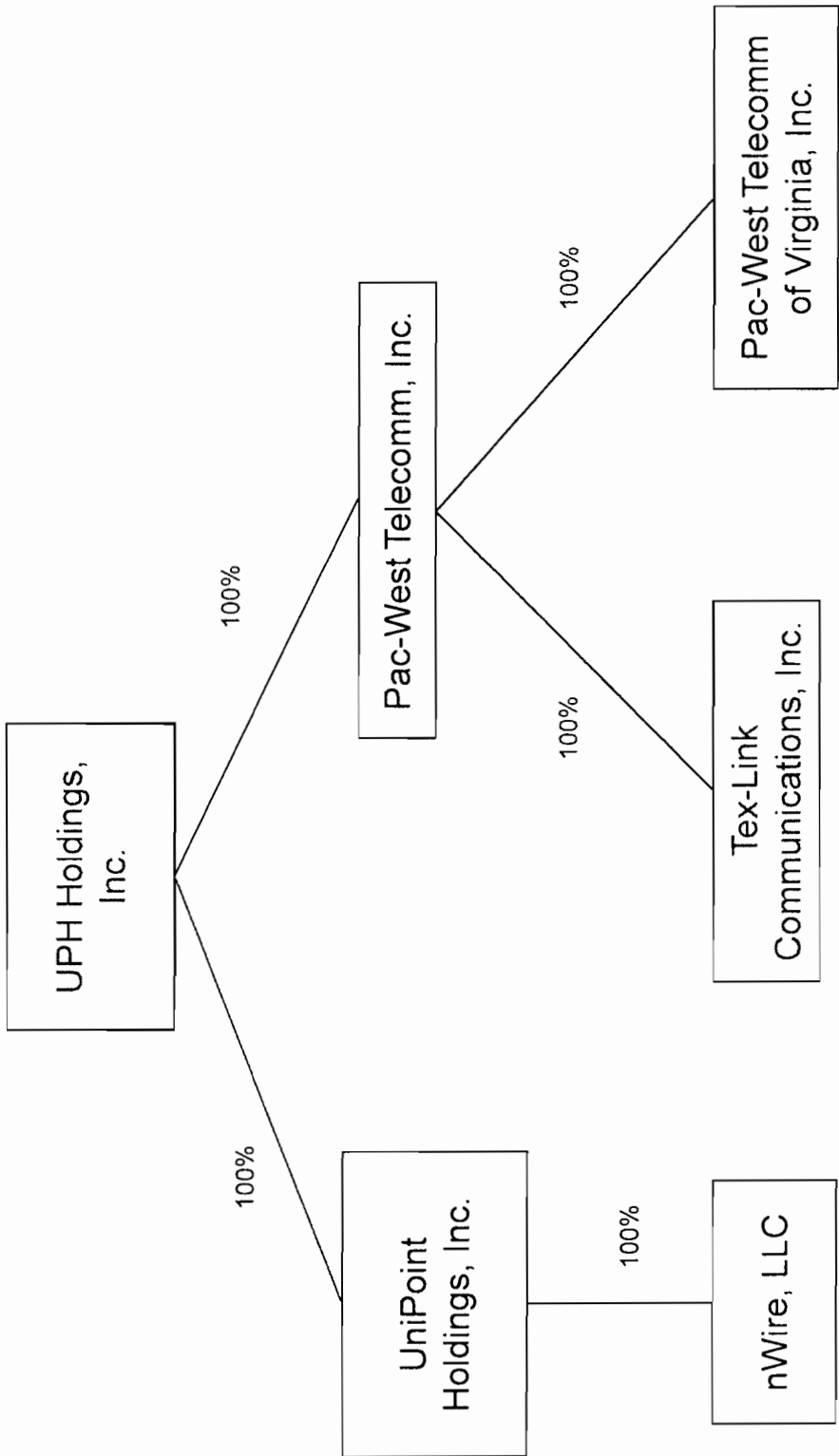
## UPH Pre-Transaction Organizational Chart



## Pac-West Pre-Transaction Organizational Chart



Post-Transaction Organizational Chart



# **EXHIBIT B**

## **Reorganization Agreement**

### **Confidential and Proprietary – Filed Under Seal**

The exhibits to the Reorganization Agreement are not included in Exhibit B because they are not germane to the Authority's consideration of the Petition but will be provided upon request.

# **EXHIBIT C**

**Financial Information of UPH Holdings, Inc.**

**Confidential and Proprietary – Filed Under Seal**

## VERIFICATION

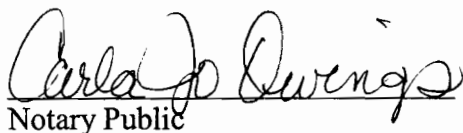
I, Kenneth D. Peterson, Jr., am President of Pac-West Telecomm, Inc. and am authorized to represent it and its affiliates, and to make this verification on their behalf. The statements in the foregoing document relating to Pac-West Telecomm, Inc. and its affiliates, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 31<sup>st</sup> day of October, 2011.



Kenneth D. Peterson, Jr.  
President  
Pac-West Telecomm, Inc.

Subscribed and sworn to before me this 31<sup>st</sup> day of October, 2011.

  
Notary Public




My Commission expires: 10-09-2014



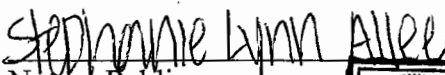
## VERIFICATION

I, J. Michael Holloway, am the Chief Executive Officer of UPH Holdings, Inc. and am authorized to represent it and its affiliates, and to make this verification on their behalf. The statements in the foregoing document relating to UPH Holdings, Inc. and its affiliates, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 31<sup>st</sup> day of October, 2011.

  
\_\_\_\_\_  
J. Michael Holloway  
Chief Executive Officer  
UPH Holdings, Inc.

Subscribed and sworn to before me this 31<sup>st</sup> day of October, 2011.

  
\_\_\_\_\_  
Notary Public



My Commission expires: 09.19.15