

BINGHAM

Jean L. Kiddoo
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May 31, 2013

Via Overnight Courier

Chairman James M. Allison
c/o Sharla Dillon, Dockets and Records Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

Re: Docket No. 13-00065
Joint Application 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

RESPONSE TO DATA REQUEST NO. 1

Dear Chairman Allison:

On behalf of TNCI Operating Company LLC ("TNCI-OpCo") and Trans National Communications International, Inc. (Debtor-In-Possession) ("TNCI-DIP") (together, the "Applicants"), this letter is submitted in response to the Tennessee Regulatory Authority's ("TRA") Data Request No. 1, dated May 24, 2013. Specifically, Applicants respond to the following questions:

- 1. Have the Applicants made similar filings in other states? If so, provide a listing of states and action taken.**

Response: Yes, Applicants have filed in every state except Alaska. Below is a summary of the status of the applications:

<u>Approvals Granted / Filings Completed</u>	<u>Date Granted / Effective</u>
FCC Domestic 214	April 10, 2013 (STA) May 10, 2013 (Application)
FCC Int'l 214	April 29, 2013
Colorado	May 23, 2013
Indiana	May 16, 2013
Kentucky	April 30, 2013
Louisiana	May 20, 2013
Missouri	May 29, 2013

Beijing
Boston
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Hartford
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New York
Orange County
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Santa Monica
Silicon Valley
Tokyo
Washington

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

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**Approvals Granted /
Filings Completed**

Montana
Nebraska
New Mexico
New York
North Dakota
Rhode Island
Washington
Wisconsin

**Date
Granted / Effective**

(Effective June 7, 2013)
March 28, 2013
May 14, 2013
May 7, 2013
Effective June 28, 2013
April 22, 2013
May 10, 2013
April 26, 2013
May 1, 2013

Approvals Pending

Alabama
Arizona
Arkansas
California
Connecticut
Delaware
Florida
Georgia
Hawaii
Idaho
Illinois
Iowa
Kansas
Maine
Maryland
Massachusetts
Mississippi
Nevada
New Hampshire
New Jersey
North Carolina
Ohio
Oklahoma
Oregon
Pennsylvania
South Carolina
South Dakota
Texas
Utah
Vermont
Virginia
West Virginia
Wyoming

Expected Approval Date

By June 15, 2013
To be determined
By June 28, 2013
To be determined
To be determined
By June 28, 2013
By June 10, 2013
By June 28, 2013
To be determined
To be determined
By July 19, 2013
To be determined
To be determined
By June 28, 2013
To be determined
By June 15, 2013
By June 28, 2013
By June 28, 2013
By June 28, 2013
July 17, 2013
By June 28, 2013
June 7, 2013
By June 28, 2013
By June 15, 2013
By June 15, 2013
By July 19, 2013
June 4, 2013
June 21, 2013
To be determined
To be determined
To be determined
By July 19, 2013
By July 19, 2013

Chairman James M. Allison
May 31, 2013
Page 3

2. **Provide a copy of the self-certification letter filed with the FCC in CC Docket No. 00-257 regarding customer transfers.**

Response: Please see Attachment A, hereto.

3. **Provide the number of customers that Trans National Communications International, Inc. currently serves in Tennessee.**

Response: TNCI-DIP currently has approximately 177 customers in Tennessee.

4. **Provide an update on the FCC Section 214 application discussed In the Joint Application.**

Response: The Domestic 214 Application was approved on May 10, 2013 (Special Temporary Authority was granted on April 10, 2013). The International 214 Application was approved effective April 29, 2013. Applicants completed the Transaction with respect to interstate and international assets and customers nationwide and intrastate assets and customers in Kentucky, Montana, North Dakota and Washington on April 30, 2013.

5. **Provide a \$20,000 corporate surety bond or irrevocable letter of credit pursuant to T.C.A. § 65-4-125 for TNCI Operating Company LLC.**

Response: TNCI-OpCo is in the process of obtaining a surety bond and will file it separately in the near future.

An original and four (4) copies of this Response are enclosed for filing. Please date-stamp the extra copy of this filing and return it in the envelope provided. An electronic copy of this filing was also submitted by Email. Should you have any questions concerning this filing, please do not hesitate to contact us

Respectfully submitted,



Jean L. Kiddoo
Brett P. Ferenczak

Counsel for TNCI Operating Company LLC

ATTACHMENT A

FCC Self-Certification Letter

Your submission has been accepted

ECFS Filing Receipt - Confirmation number: 2013329212776		
Proceeding		
Name	Subject	
00-257	In the Matter of 2000 Biennial Regulatory Review--Review of Policies and Rules Concerning Unauthorized Changes of Consumers Long Distance Carriers	
Contact Info		
Name of Filer: TNCI Operating Company LLC		
Email Address: brett.ferenchak@bingham.com		
Attorney/Author Name: Brett P. Ferenchak		
Lawfirm Name (required if represented by counsel): Bingham McCutchen LLP		
Address		
Address For: Law Firm		
Address Line 1: 2020 K Street, N.W.		
City: Washington		
State: DISTRICT OF COLUMBIA		
Zip: 20006		
+4: 1806		
Details		
Small Business Impact: NO		
Type of Filing: LETTER		
Document(s)		
File Name	Custom Description	Size
FCC Certification.pdf	Certification Pursuant to Section 64.1120 (e)	926 KB
Disclaimer		
<p>This confirmation verifies that ECFS has received and accepted your filing. However, your filing will be rejected by ECFS if it contains macros, passwords, redlining, read-only formatting, a virus, or automated links to other documents.</p> <p>Filings are generally processed and made available for online viewing within one business day of receipt. You may use the link below to check on the status of your filing:</p> <p>http://apps.fcc.gov/ecfs/comment/confirm?confirmation=2013329212776</p> <p>For any problems please contact the Help Desk at 202-418-0193.</p>		

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

March 29, 2013

VIA ELECTRONIC FILING

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

Re: CC Docket No. 00-257: *In the Matter of 2000 Biennial Review - Review of Policies and Rules Concerning Unauthorized Changes of Consumers Long Distance Carriers.*

**Notification of TNCI Operating Company LLC
Pursuant to 47 C.F.R. § 64.1120(e)**

Dear Ms. Dortch:

On behalf of TNCI Operating Company LLC ("TNCI-OpCo") and pursuant to Section 64.1120(e) of the Commission's Rules, 47 C.F.R. § 64.1120(e), this letters notifies the Commission of TNCI-OpCo's intent to acquire the customer base of Trans National Communications International, Inc. (Debtor-In-Possession) ("TNCI-DIP" and together with TNCI-OpCo, the "Parties") through a sale pursuant to Section 363 of the United States Bankruptcy Code,¹ which was approved by the Bankruptcy Court on March 13, 2013.

Names of the Parties to the Transaction: The parties to the transaction are: TNCI Operating Company LLC, assignee, and Trans National Communications International, Inc., assignor.

Types of Telecommunications Services Provided to Affected Customers: The customers being transferred from TNCI-DIP to TNCI-OpCo are business and enterprise customers. These customers receive various voice and data 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. Affected customers are located in the District of Columbia, Puerto Rico and every state except Alaska.

Date of the Transfer: As described in more detail in the Parties' Applications filed with the Commission, see WCB Docket No. 13-78, the Agreement and Sale Order provide for

¹ *In re Trans National Communications International, Inc.*, Chapter 11, Case No. 11-19595-WCH, U.S. Bankr. Court (E.D. Mass.).

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Hartford
Hong Kong
London
Los Angeles
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Marlene H. Dortch, Secretary
March 29, 2013
Page 2

an Initial Closing following receipt of FCC approvals, 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 customers for which applicable governmental approvals have been obtained in order to complete the assignment. The Initial Closing is scheduled for April 30, 2013. The Parties, therefore, anticipate that the affected customers will become customers of TNCI-OpCo on or after May 1, 2013 following receipt of regulatory approvals as described above.

Certification of Compliance: Attached hereto as **Attachment A** is a certification from TNCI-OpCo required under Section 64.1120(e)(1) of the Commission's rules.

Copy of Notice Sent to Affected Subscribers: Attached hereto as **Attachment B** are copies of the customer notices that were mailed to affected customers on March 29, 2013. The letter provided in Attachment B-1 was provided for all customer service locations except those located in the District of Columbia, Georgia, Missouri and Tennessee, which received the letters provided in Attachments B-2 to B-5, respectively.

* * * *

Should there be any questions regarding this notification, please do not hesitate to contact the undersigned.

Very truly yours,



Jean L. Kiddoo
Brett P. Ferenczak

Counsel for TNCI Operating Company LLC

Attachments

ATTACHMENT A


Certification of TNCI-OpCo

CERTIFICATION

On behalf of TNCI Operating Company LLC ("TNCI-OpCo"), and in accordance with Section 64.1120 of the Commission's rules, 47 C.F.R. § 64.1120, I hereby certify under penalty of perjury that I have read the foregoing notification and the statements contained therein are true, complete and correct to the best of my knowledge. I further certify that, with respect to the transfer of the customers of Trans National Communications International, Inc. to TNCI-OpCo, TNCI-OpCo has complied with the Commission's requirements to provide advance customer notice in accordance with Section 64.1120(e)(3), with the obligations specified in that notice, and with other statutory and Commission requirements that apply to this streamlined process.

I certify under penalty of perjury that the foregoing is true and correct.

By:

Name:  Jeff Compton

Title: President and CEO
TNCI Operating Company LLC

Date: March 29, 2013

ATTACHMENT B

Sample Customer Notices

Attachment B-1	Standard Letter
Attachment B-2	Letter for Service Locations in the District of Columbia
Attachment B-3	Letter for Service Locations in Georgia
Attachment B-4	Letter for Service Locations in Missouri
Attachment B-5	Letter for Service Locations in Tennessee

Attachment B-1

Standard Letter



2 CHARLESGATE WEST
BOSTON, MA 02215

March 28, 2013

«MailToName»
«MailStreet1» «MailStreet2»
«MailCity», «MailState» «MailZip»-«MailZipPlus4»

Regarding Account #«AccountNumber» / «AccountName»

Dear Valued Customer:

Great news! TNCI Operating Company LLC ("TNCI") has reached an agreement with Trans National Communications International, Inc. to acquire its business, including your account. The new TNCI will do business under the familiar "TNCI" name and will assure that you continue to receive the same great service and dedication to your telecommunications needs.

Please rest assured that the transaction will not affect the services you currently receive. You will continue to receive services with the same rates, features, terms and conditions as you currently enjoy. Any changes to your service following the transaction will be made in compliance with your contract, service terms and applicable federal and state regulatory requirements. TNCI will automatically become your telecommunications provider on or after May 1, 2013. (The specific date(s) of the transfer of your interstate and intrastate telephone services may differ somewhat depending upon when we receive the applicable federal and state regulatory approvals.)

This change will be completely seamless for you and you do not need to do anything in order for it to occur -- TNCI will take care of all of the details and TNCI will be responsible for any change fees associated with transferring your account to the new TNCI. However, it is important that you be aware of the following information. You are responsible for continued payment of your monthly recurring and usage charges throughout this period. Unless you have made arrangements on your own to switch your telephone service to a different telephone company prior to the date that your services are transferred to TNCI, your account will automatically be transferred and your service contract assigned to TNCI.¹ In addition, any deposit or prepayment you have paid, if any, will be transferred with your account to TNCI. Although subject to the terms of your current contract you have the option to select another telephone carrier, we value your business and we hope that TNCI may continue to serve you. If you should choose another telephone provider you will need to contact that carrier directly to arrange for the change prior to the transfer of your services to TNCI and also provide TNCI with notice per existing service terms. We note that it can take several weeks for a new carrier to make the switch and you may also incur service initiation fees from that provider such as service order, installation and other similar charges associated with establishing a new service account.

Our mission is to provide superior products and services to our customers. We want to thank you for your continued support. If you have any questions regarding your current services or would like more information about the transaction, please call our customer service department toll-free at 800-800-8400, which will remain the same following the transfer of your services.

TNCI looks forward to serving you.

Sincerely,

Jeff Compton
President & Chief Executive Officer
TNCI Operating Company LLC

Brian C. Twomey
President & Chief Executive Officer
Trans National Communications International, Inc.

¹ If you have previously arranged for a preferred carrier "freeze," TNCI will suspend that freeze in order to make the transfer and reinstate it upon completion of a transfer to TNCI. If you have selected an alternate local telephone provider prior to a transfer to TNCI, you will need to have that provider reinstate your preferred carrier freeze.

Attachment B-2

Letter for Service Locations in the District of Columbia



2 CHARLESGATE WEST
BOSTON, MA 02215

March 28, 2013

«MailToName»
«MailStreet1» «MailStreet2»
«MailCity», «MailState» «MailZip»-«MailZipPlus4»

Regarding Account #«AccountNumber» / «AccountName»

Dear Valued Customer:

Great news! TNCI Operating Company LLC ("TNCI") has reached an agreement with Trans National Communications International, Inc. to acquire its business, including your account. The new TNCI will do business under the familiar "TNCI" name and will assure that you continue to receive the same great service and dedication to your telecommunications needs.

Please rest assured that the transaction will not affect the services you currently receive. You will continue to receive services with the same rates, features, terms and conditions as you currently enjoy. Any changes to your service following the transaction will be made in compliance with your contract, service terms and applicable federal and state regulatory requirements. TNCI will automatically become your telecommunications provider on or after May 1, 2013. (The specific date(s) of the transfer of your interstate and intrastate telephone services may differ somewhat depending upon when we receive the applicable federal and state regulatory approvals.)

This change will be completely seamless for you and you do not need to do anything in order for it to occur -- TNCI will take care of all of the details and TNCI will be responsible for any change fees associated with transferring your account to the new TNCI. However, it is important that you be aware of the following information. You are responsible for continued payment of your monthly recurring and usage charges throughout this period. Unless you have made arrangements on your own to switch your telephone service to a different telephone company prior to the date that your services are transferred to TNCI, your account will automatically be transferred and your service contract assigned to TNCI.¹ In addition, any deposit or prepayment you have paid, if any, will be transferred with your account to TNCI. Although you have the option to select another telephone carrier subject to the terms of your current contract, we value your business and we hope that TNCI may continue to serve you. If you should choose another telephone provider you will need to contact that carrier directly to arrange for the change prior to the transfer of your services to TNCI and also provide TNCI with notice per existing service terms. We note that it can take several weeks for a new carrier to make the switch and you may also incur service initiation fees from that provider such as service order, installation and other similar charges associated with establishing a new service account.

Our mission is to provide superior products and services to our customers. We want to thank you for your continued support. If you have any questions regarding your current services or would like more information about the transaction, please call our customer service department toll-free at 800-800-8400, which will remain the same following the transfer of your services. For questions regarding intrastate services within the District of Columbia, you may also contact the Public Service Commission at 1333 H Street, N.W. Suite 200 West Tower, Washington, DC 20005 (tel: 202-626-5100), and the Office of the People's Counsel at 1133 15th Street N.W., Suite 500, Washington, DC 20005 (tel 202-727-3071).

TNCI looks forward to serving you.

Sincerely,

Jeff Compton
President & Chief Executive Officer
TNCI Operating Company LLC

Brian C. Twomey
President & Chief Executive Officer
Trans National Communications International, Inc.

¹ If you have previously arranged for a preferred carrier "freeze," TNCI will suspend that freeze in order to make the transfer and reinstate it upon completion of a transfer to TNCI. If you have selected an alternate local telephone provider prior to a transfer to TNCI, you will need to have that provider reinstate your preferred carrier freeze.

Attachment B-3

Letter for Service Locations in Georgia



2 CHARLESGATE WEST
BOSTON, MA 02215

March 28, 2013

«MailToName»

«MailStreet1» «MailStreet2»

«MailCity», «MailState» «MailZip»-«MailZipPlus4»

Regarding Account #«AccountNumber» / «AccountName»

Dear Valued Customer:

Great news! TNCI Operating Company LLC ("TNCI") has reached an agreement with Trans National Communications International, Inc. to acquire its business, including your account. The new TNCI will do business under the familiar "TNCI" name and will assure that you continue to receive the same great service and dedication to your telecommunications needs.

Please rest assured that the transaction will not affect the services you currently receive. You will continue to receive services with the same rates, features, terms and conditions as you currently enjoy. Any changes to your service following the transaction will be made in compliance with your contract, service terms and applicable federal and state regulatory requirements, including a requirement that the rates, terms and conditions of intrastate service for your service locations in Georgia will remain unchanged for at least 12 months following the date of the transfer. TNCI will automatically become your telecommunications provider on or after May 1, 2013. (The specific date(s) of the transfer of your interstate and intrastate telephone services may differ somewhat depending upon when we receive the applicable federal and state regulatory approvals.)

This change will be completely seamless for you and you do not need to do anything in order for it to occur -- TNCI will take care of all of the details and TNCI will be responsible for any change fees associated with transferring your account to the new TNCI. However, it is important that you be aware of the following information. You are responsible for continued payment of your monthly recurring and usage charges throughout this period. Unless you have made arrangements on your own to switch your telephone service to a different telephone company prior to the date that your services are transferred to TNCI, your account will automatically be transferred and your service contract assigned to TNCI.¹ In addition, any deposit or prepayment you have paid, if any, will be transferred with your account to TNCI. Although subject to the terms of your current contract you have the option to select another telephone carrier prior to the transfer of your service to the new TNCI (and, with respect to intrastate services in Georgia, for six months following the transfer), we value your business and we hope that TNCI may continue to serve you. If you should choose another telephone provider you will need to contact that carrier directly to arrange for the change prior to the transfer of your services to TNCI and also provide TNCI with notice per existing service terms. We note that it can take several weeks for a new carrier to make the switch and you may also incur service initiation fees from that provider such as service order, installation and other similar charges associated with establishing a new service account.

Our mission is to provide superior products and services to our customers. We want to thank you for your continued support. If you have any questions regarding your current services or would like more information about the transaction, please call our customer service department toll-free at 800-800-8400, which will remain the same following the transfer of your services.

TNCI looks forward to serving you.

Sincerely,

Jeff Compton
President & Chief Executive Officer
TNCI Operating Company LLC

Brian C. Twomey
President & Chief Executive Officer
Trans National Communications International, Inc.

¹ If you have previously arranged for a preferred carrier "freeze," TNCI will suspend that freeze in order to make the transfer and reinstate it upon completion of a transfer to TNCI. If you have selected an alternate local telephone provider prior to a transfer to TNCI, you will need to have that provider reinstate your preferred carrier freeze.

Attachment B-4

Letter for Service Locations in Missouri



2 CHARLESGATE WEST
BOSTON, MA 02215

March 28, 2013

«MailToName»
«MailStreet1» «MailStreet2»
«MailCity», «MailState» «MailZip»-«MailZipPlus4»

Regarding Account #«AccountNumber» / «AccountName»

Dear Valued Customer:

Great news! TNCI Operating Company LLC ("TNCI") has reached an agreement with Trans National Communications International, Inc. to acquire its business, including your account. The new TNCI will do business under the familiar "TNCI" name and will assure that you continue to receive the same great service and dedication to your telecommunications needs.

Please rest assured that the transaction will not affect the services you currently receive. You will continue to receive services with the same rates, features, terms and conditions as you currently enjoy. Any changes to your service following the transaction will be made in compliance with your contract, service terms and applicable federal and state regulatory requirements. TNCI will automatically become your telecommunications provider on or after May 1, 2013. (The specific date(s) of the transfer of your interstate and intrastate telephone services may differ somewhat depending upon when we receive the applicable federal and state regulatory approvals.)

This change will be completely seamless for you and you do not need to do anything in order for it to occur -- TNCI will take care of all of the details and TNCI will be responsible for any change fees associated with transferring your account to the new TNCI. However, it is important that you be aware of the following information. You are responsible for continued payment of your monthly recurring and usage charges throughout this period. Unless you have made arrangements on your own to switch your telephone service to a different telephone company prior to the date that your services are transferred to TNCI, your account will automatically be transferred and your service contract assigned to TNCI.¹ In addition, any deposit or prepayment you have paid, if any, will be transferred with your account to TNCI. Although subject to the terms of your current contract you have the option to select another telephone carrier,² we value your business and we hope that TNCI may continue to serve you. If you should choose another telephone provider you will need to contact that carrier directly to arrange for the change prior to the transfer of your services to TNCI and also provide TNCI with notice per existing service terms. We note that it can take several weeks for a new carrier to make the switch and you may also incur service initiation fees from that provider such as service order, installation and other similar charges associated with establishing a new service account.

Our mission is to provide superior products and services to our customers. We want to thank you for your continued support. If you have any questions regarding your current services or would like more information about the transaction, please call our customer service department toll-free at 800-800-8400, which will remain the same following the transfer of your services.

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Sincerely,

Jeff Compton
President & Chief Executive Officer
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Brian C. Twomey
President & Chief Executive Officer
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¹ If you have previously arranged for a preferred carrier "freeze," TNCI will suspend that freeze in order to make the transfer and reinstate it upon completion of a transfer to TNCI. If you have selected an alternate local telephone provider prior to a transfer to TNCI, you will need to have that provider reinstate your preferred carrier freeze.

² Providers of intrastate Missouri service are listed on the Missouri Public Service Commission's website.

Attachment B-5

Letter for Service Locations in Tennessee



2 CHARLESGATE WEST
BOSTON, MA 02215

March 28, 2013

«MailToName»
«MailStreet1» «MailStreet2»
«MailCity», «MailState» «MailZip»-«MailZipPlus4»

Regarding Account #«AccountNumber» / «AccountName»

Dear Valued Customer:

Great news! TNCI Operating Company LLC ("TNCI") has reached an agreement with Trans National Communications International, Inc. to acquire its business, including your account. The new TNCI will do business under the familiar "TNCI" name and will assure that you continue to receive the same great service and dedication to your telecommunications needs.

Please rest assured that the transaction will not affect the services you currently receive. You will continue to receive services with the same rates, features, terms and conditions as you currently enjoy. Any changes to your service following the transaction will be made in compliance with your contract, service terms and applicable federal and state regulatory requirements, including a requirement that we provide written notice 30 days in advance of any increase in our rates for intrastate service in Tennessee, if any, that occurs within 90 days from the date of the transfer. TNCI will automatically become your telecommunications provider on or after May 1, 2013. (The specific date(s) of the transfer of your interstate and intrastate telephone services may differ somewhat depending upon when we receive the applicable federal and state regulatory approvals.)

This change will be completely seamless for you and you do not need to do anything in order for it to occur -- TNCI will take care of all of the details and TNCI will be responsible for any change fees associated with transferring your account to the new TNCI. However, it is important that you be aware of the following information. You are responsible for continued payment of your monthly recurring and usage charges throughout this period. Unless you have made arrangements on your own to switch your telephone service to a different telephone company prior to the date that your services are transferred to TNCI, your account will automatically be transferred and your service contract assigned to TNCI.¹ In addition, any deposit or prepayment you have paid, if any, will be transferred with your account to TNCI. Although you have the option to select another telephone carrier subject to the terms of your current contract, we value your business and we hope that TNCI may continue to serve you. If you should choose another telephone provider you will need to contact that carrier directly to arrange for the change prior to the transfer of your services to TNCI and also provide TNCI with notice per existing service terms. We note that it can take several weeks for a new carrier to make the switch and you may also incur service initiation fees from that provider such as service order, installation and other similar charges associated with establishing a new service account.

Our mission is to provide superior products and services to our customers. We want to thank you for your continued support. If you have any questions regarding your current services or would like more information about the transaction, please call our customer service department toll-free at 800-800-8400, which will remain the same following the transfer of your services.

TNCI looks forward to serving you.

Sincerely,

Jeff Compton
President & Chief Executive Officer
TNCI Operating Company LLC

Brian C. Twomey
President & Chief Executive Officer
Trans National Communications International, Inc.

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