

Todd B. Lantor
8300 Greensboro Dr.
Suite 1200
Tysons, VA 22102

NOT ADMITTED IN VA
tlantor@fcclaw.com
(703) 584-8671
WWW.FCCLAW.COM

LLGS | LUKAS
LAFURIA
GUTIERREZ
& SACHS LLP

November 12, 2021

VIA E-MAIL AND FEDERAL EXPRESS

Earl Taylor, Executive Director
Tennessee Public Utility Commission
c/o Ectory Lawless, Dockets and Records Manager
502 Deaderick Street, 4th Floor
Nashville, TN 37243
tpuc.docketroom@tn.gov

**Re: Supplement to Notification of Planned Intermediate Change of Control of
BCM One, Inc., Wholesale Carrier Services, Inc., and BCM One Group
Holdings, Inc.
Docket No. 2100114**

Dear Mr. Taylor:

BCM One, Inc. (“BCM One”), Wholesale Carrier Services, Inc. (“WCS”), and BCM One Group Holdings, Inc. (“BCM One Group Holdings”) (collectively, the “Parties”) hereby supplement the notification of a planned intermediate change of control the Parties filed with the Commission on October 13, 2021, in Docket No. 2100114¹ (the “Notification”), as follows:²

Section II (“Description of the Transaction”) of the Notification is hereby supplemented to provide the following revised and updated information concerning certain entities that are involved in the planned intermediate change of control:

TSCP Fund V and its direct and indirect owners plan to undergo the Restructuring, to be completed no later than November 30, 2021, whereby TSCP Fund V’s ownership in BCM One Group Holdings (and its indirect ownership in BCM One and WCS) will be transferred³ to an

¹ The docket was closed on November 10, 2021, based on a staff determination that the transaction does not require Commission approval. Memorandum from Jerry Kettles, Director, Economic Analysis, to Ectory Lawless, Docket Room Manager, Docket No. 21-00114 (Nov. 10, 2021).

² The purpose of this supplement is to ensure the record is accurate as to the factual statements related to the transaction, although the information provided in this supplement does not affect the structure of the transaction or who controls the certificated entities.

³ The transfer in intermediate control will occur via a combination of a sale and roll-over of certain shares.

Earl Taylor, Executive Director
Tennessee Public Utility Commission
November 12, 2021
Page 2

affiliated entity, TSCP CV I, L.P. ("TSCP CV I"). TSCP CV I's equity will be dispersed among a vast number of passive limited partners (as was the case with TSCP Fund V), some of whom will indirectly own more than 10% of the equity of BCM One or WCS. As with TSCP Fund V, however, all of the managerial and day-to-day control of BCM One or WCS will reside with the General Partner in TSCP CV I.

Also, as with TSCP Fund V, TSCP CV I will have a General Partner, TSC CV I GP, L.P. ("TSC CV I GP"), and TSC CV I GP's General Partner will be Thompson Street Capital UGP LLC, which will be managed by James A. Cooper and Robert C. Dunn. Pursuant to a management agreement, TSCP CV I and TSC CV I GP will be managed by Thompson Street Capital Manager LLC, which is controlled by James A. Cooper and Robert C. Dunn, the same two individuals who currently ultimately control BCM One and WCS.

Respectfully submitted,



Todd B. Lantor
LUKAS, LAFURIA, GUTIERREZ & SACHS, LLP
8300 Greensboro Drive, Suite 1200
Tysons, VA 22102
Phone: (703) 584-8678
E-mail: tlantor@fcclaw.com

*Counsel for BCM One, Inc., Wholesale
Carrier Services, Inc., and BCM One Group
Holdings, Inc.*