

**BEFORE THE PUBLIC SERVICE COMMISSION  
OF THE STATE OF MISSOURI**

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In the Matter of the Application of )

**TNCI OPERATING COMPANY LLC** )

Case No. \_\_\_\_\_

for a Certificate of Service Authority )  
to Provide Resold and Facilities-Based Basic )  
Local, Non-Switched Local Exchange, )  
Exchange Access and Interexchange )  
Telecommunications Services in the )  
State of Missouri and to Classify Those Services )  
and the Applicant as Competitive )

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**APPLICATION FOR A CERTIFICATE OF SERVICE AUTHORITY TO PROVIDE  
RESOLD AND FACILITIES-BASED BASIC LOCAL, NON-SWITCHED LOCAL  
EXCHANGE, EXCHANGE ACCESS AND INTEREXCHANGE  
TELECOMMUNICATIONS SERVICES IN THE STATE OF MISSOURI AND TO  
CLASSIFY THOSE SERVICES AND THE APPLICANT AS COMPETITIVE**

**I. INTRODUCTION**

TNCI Operating Company LLC (“TNCI-OpCo” or “Applicant”), by its undersigned counsel and pursuant to 392.361, 392.410, 392.420, 392.430, 392.440, and 392.470, RSMo, and 4 CSR 240-2.060 and 4 CSR 240-3.510, respectfully requests that the Missouri Public Service Commission (“Commission”) grant TNCI-OpCo the following: (a) a Certificate of Service Authority (“Certificate”) to provide resold and facilities-based basic local, non-switched local exchange, exchange access and interexchange telecommunications services in the State of Missouri, (b) designation as a competitive telecommunications provider, as all of its services are provided on a competitive basis, and (c) waiver of certain Commission rules and statutory provisions pursuant to Section 392.420, RSMo 2000.<sup>1</sup>

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<sup>1</sup> All statutory citations herein are to RSMo 2000 unless otherwise indicated.

This Application is being filed in connection with a transaction whereby TNCI-OpCo will acquire certain of the assets, including customer accounts, contracts and telecommunications equipment, of Trans National Communications International Inc. (Debtor-In-Possession) (“TNCI-DIP”), through a sale pursuant to Section 363 of the United States Bankruptcy Code (the “Transaction”) that was approved by the Bankruptcy Court on March 13, 2013.<sup>2</sup> TNCI-DIP is currently authorized to provide basic local and interexchange telecommunications service in Missouri pursuant to authority granted by the Commission in Case Nos. CA-2005-0133 and TA-2000-237. TNCI-OpCo does not currently provide telecommunications services but is seeking the same authorizations as currently held by TNCI-DIP so that TNCI-OpCo can continue to provide the same services as TNCI-DIP’s customers currently receive from TNCI-DIP. Accordingly, TNCI-OpCo urges that the Commission expedite its consideration of this request for a Certificate to enable the Transaction to be completed as envisioned by the Bankruptcy Court Sale Order as soon as possible.

The Applicant submits the following information in support of this request.

## **II. APPLICATION FOR AUTHORITY FOR A CERTIFICATE OF SERVICE AUTHORITY**

### **A. Applicant’s Business Structure**

1. Applicant’s legal name is TNCI Operating Company LLC. TNCI-OpCo is a Delaware limited liability company formed on January 9, 2013. A copy of its formation documents are attached hereto as Exhibit A. Attached as Exhibit B is a copy of TNCI-OpCo’s Certificate of Authority to Transact Business as a foreign corporation in Missouri.

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<sup>2</sup> TNCI-OpCo and TNCI-DIP are submitting a separate filing regarding TNCI-OpCo’s acquisition of the customers and certain assets of TNCI-DIP.

**B. Applicant's Contact Information**

2. Applicant's principal place of business is:

TNCI Operating Company LLC  
114 E. Haley Street, Suite A  
Santa Barbara, CA 93101  
Tel: (805) 560-7809  
Fax: (805) 869-1445

3. Correspondence concerning this Application should be directed to Applicant's attorneys:

Mark W. Comley  
Newman, Comley & Ruth P.C.  
Monroe Bluff Executive Center  
601 Monroe Street, Suite 301  
P.O. Box 537  
Jefferson City, Missouri 65102-0537  
Tel: (573) 634-2266  
Fax: (573) 636-3306  
comleym@ncrpc.com

and

Jean L. Kiddoo  
Brett P. Ferenchak  
Bingham McCutchen LLP  
2020 K Street, N.W.  
Washington, DC 20006-1806  
Tel: (202) 373-6000  
Fax: (202) 373-6001  
jean.kiddoo@bingham.com  
brett.ferenchak@bingham.com

4. Following the grant of this Application, the Commission should direct all correspondence directly to TNCI-OpCo's regulatory contact:

Jeff Compton  
President & CEO  
TNCI Operating Company LLC  
114 E. Haley Street, Suite A  
Santa Barbara, CA 93101  
Tel: (805) 560-7809  
Fax: (805) 869-1445  
jcompton@bluecasa.com

5. Applicant's registered agent in Missouri is:

Corporation Service Company  
221 Bolivar Street  
Jefferson City, MO 65101

6. The following toll-free number is available for end user consumer inquiries:

1-800-800-8400

7. The person responsible for customer service is:

Stefanie Edwards  
Vice President, Operations  
TNCI Operating Company LLC  
114 E. Haley Street, Suite A  
Santa Barbara, CA 93101  
Tel: (805) 560-8014  
Fax: (805) 965-2476  
sedwards@bluecasa.com

8. All officers can be reached at Applicant's principal place of business. The corporate officers for Applicant are as follows:

Jeffery Compton - President & CEO  
Julian Weldon - Secretary

As a member-managed limited liability company, TNCI-OpCo does not have directors but rather is managed by TNCI Holdings LLC ("TNCI Holdings"), which is also TNCI-OpCo's sole owner. TNCI Holdings' Board of Managers includes David Thompson, Jeffrey Fier, Jeff Compton and Howard Brand. A fifth manager may be designated in the future.

**C. Description of Facilities to Be Constructed by Applicant**

9. As noted above, TNCI-OpCo is purchasing the assets and operations of TNCI-DIP and will operate the business as it is currently configured as opposed to constructing any new facilities. Applicant's network will primarily consist of leased facilities provided by other carriers, but where appropriate it may deploy its own facilities.

**D. Description of Services**

10. TNCI-OpCo intends to provide the same facilities-based and resold basic local, non-switched local exchange, exchange access and intrastate interexchange telecommunications services to business customers that TNCI-DIP currently provides to its customers. These services include (a) basic local and non-switched local exchange services and various ancillary services such as custom calling features, (b) long distance services, (c) dedicated Internet Protocol (“IP”)-enabled, integrated voice and data services, and (d) private line, frame relay and other non-voice services. Applicant will comply with all applicable Commission rules, regulations and standards, and will provide safe, reliable and high-quality telecommunications services in Missouri.

11. TNCI-OpCo seeks authority to provide basic local and exchange access telecommunications services to and from all points in the State of Missouri that are currently open, and that become open, to competition, and to provide non-switched local exchange and interexchange telecommunications services statewide. TNCI-OpCo plans to initially commence service in exchanges currently served by the following incumbent local exchange telecommunications companies: Southwestern Bell Telephone d/b/a AT&T Missouri; Embarq Missouri, Inc. d/b/a CenturyLink; CenturyTel of Missouri, LLC d/b/a CenturyLink; and Spectra Communications Group, LLC d/b/a CenturyLink. The specific AT&T and CenturyLink exchanges within which TNCI-OpCo proposes to offer service are listed in the incumbent providers’ respective local exchange tariffs.

12. Applicant has not yet entered into or requested interconnection/resale agreements in Missouri, but where necessary for the provision of service has made arrangements with underlying carriers to assume the existing interconnection/resale agreements of TNCI-DIP as part of the bankruptcy process. Applicant plans on using the existing local exchange boundaries and

established local calling scope of the incumbent local exchange carriers in Missouri. Applicant does not intend on providing any prepaid month-by month service to credit-challenged subscribers in Missouri.

13. Applicant is authorized in Montana to provide intrastate telecommunications services and is in the process of obtaining authority to provide intrastate telecommunications services in all of the contiguous United States, Hawaii, and the District of Columbia. Applicant has not been denied authority to provide telecommunications services in any state, nor has any state revoked the authority of Applicant to operate therein.

14. All of the telecommunications services that Applicant proposes to offer in Missouri are subject to substantial competition in the form of similar services provided by competing carriers. The level of competition in Missouri will operate to force Applicant to design and price services in a manner to be attractive to potential customers. As competition will compel Applicant to provide services of high quality at reasonable prices, Applicant seeks classification of its services and itself as competitive.

**E. Illustrative Tariffs**

15. TNCI-OpCo's illustrative tariffs, setting forth the terms, conditions, rates, charges and regulations pursuant to which TNCI-OpCo proposes to provide regulated telecommunications service, are attached hereto as Exhibit C. Since TNCI-OpCo will continue to provide services at the same rates and under the same terms and conditions as TNCI-DIP, TNCI-OpCo's illustrative tariffs will mirror the existing tariffs of TNCI-DIP except for the name and address of the company.

**F. Financial and Managerial Qualifications**

16. TNCI-OpCo is technically and managerially qualified to establish and operate its proposed telecommunications operations in Missouri. TNCI-OpCo is managed by individuals with significant experience in the telecommunications industry who are well equipped to manage providing service in Missouri and will share many of the same customer service, technical, operational and managerial personnel as TNCI-DIP. Descriptions of the key personnel of TNCI-OpCo are attached hereto as Exhibit D.<sup>3</sup> TNCI OpCo's highly-qualified technical staff will ensure that its operations will meet high standards for service quality and reliability.

17. As demonstrated by Exhibits D and E and as confirmed by the accompanying verification, (a) TNCI-OpCo possesses sufficient technical, financial and managerial resources and abilities to provide resold and facilities-based basic local, non-switched local exchange, exchange access and interexchange telecommunications service; (b) neither TNCI-OpCo nor any parent, affiliate or principal thereof has defaulted on any of its financial obligations within the last three years; and (c) TNCI-OpCo has access to capital sufficient for its start-up operations in Missouri. TNCI-OpCo has been funded by investment funds managed by Garrison Investment Group (collectively, the "Garrison Group"), a leading middle market investor. Therefore, TNCI-OpCo is well-qualified financially to operate within the State of Missouri. In support of Applicant's financial qualification, financial information is attached under seal and marked "Highly Confidential" as Exhibit E. As shown in the provided information, Applicant is financially qualified to operate within the State of Missouri.

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<sup>3</sup> As described in Exhibit D, TNCI-OpCo notes that Mr. Jeff Compton, TNCI-OpCo's President and Chief Executive Officer and a member of the Board of Managers of TNCI Holdings, also serves as Chief Executive Officer and is a co-owner (49%) and Director of Blue Casa Telephone, LLC ("Blue Casa"), a non-dominant local and long distance provider offering services in California. Mr. Howard Brand, the other co-owner and a Director of Blue Casa, also holds a seat on the Board of Managers of TNCI Holdings but will not be an officer of TNCI-OpCo.

**G. Technical Ability to Provide Service Consistent with Required Standards of Service Quality**

18. TNCI-OpCo's planned service offerings will meet or exceed the Commission's quality of service requirements. In addition, connectivity of TNCI-OpCo network will not impair the statewide public switched network. To ensure top-quality service, TNCI-OpCo will be available for customer inquiries 24 hours, 7 days a week.

**I. Compliance with Rules and Request for Waiver**

19. Applicant is willing to comply with all applicable Commission rules and is willing to meet all relevant service standards, including, but not limited to, billing, quality of service, and tariff filing and maintenance in a manner consistent with the Commission's requirements for incumbent local exchange carriers with whom Applicant seeks to compete. Additionally, Applicant agrees that, pursuant to Section 392.455(3) & (4) RSMo, its service area shall be no smaller than an exchange and, to the extent that Applicant offers basic local telecommunications service, Applicant will offer such service as a separate and distinct service. Applicant will give equitable access to all Missourians, regardless of where they live or their income, to affordable telecommunications services in Applicant's proposed service areas in accordance with applicable law.

20. Pursuant to Section 392.420 RSMo, consistent with the Commission's treatment of other certificated competitive local exchange and interexchange telecommunications companies, Applicant requests that the following statutes and regulations be waived for Applicant and its service offerings:

**Statutes:**

392.210.2	Accounting requirements (system of accounts)
392.240.1	Reasonableness of rates
392.270	Accounting requirements (valuation of property)
392.280	Accounting requirements (depreciation rates/accounts)



392.290	Issuance of stocks, bonds and other indebtedness
392.300	Transfer of property and ownership of stock
392.310	Approval of issuing stocks, bonds and other indebtedness
392.320	Certificate of Commission to be recorded-stock dividends
392.330	Accounting requirements (proceeds of sales of stock, bonds, notes, etc.)
392.340	Company reorganization

**Rules:**

4 CSR 240-3.520	Applications to sell or transfer assets
4 CSR 240-3.525	Applications to merge or consolidate
4 CSR 240-3.530	Applications to issue stocks, obtain loans
4 CSR 240-3.535	Applications to acquire stock
4 CSR 240-3.545(8)(C)	Listing of Waivers in Tariff
4 CSR 240-3.550	Telco Records and Reports (except (5)(B), (D) and (E)) <sup>7</sup>
4 CSR 240-3.555	Residential Customer Inquiries
4 CSR 240-3.560	Procedure for Ceasing Operations
4 CSR 240-10.020	Depreciation Records
4 CSR 240-30.020	Residential Telephone Underground Systems
4 CSR 240-30.040	Uniform System of Accounts
4 CSR 240-32.010	General Provisions
4 CSR 240-32.040	Metering, Inspections and Tests
4 CSR 240-32.050	Customer Services
4 CSR 240-32.060	Engineering and Maintenance
4 CSR 240-32.070	Quality of Service
4 CSR 240-32.080	Service objectives and surveillance levels
4 CSR 240-32.090	Connection of equipment and Inside Wiring
4 CSR 240-32.100	Provision of Basic Local and Interexchange Services
4 CSR 240-32.130-170	Prepaid Calling Cards (except 32.140 and 32.150(1))
4 CSR 240-32.180-190	Caller ID blocking requirements
4 CSR 240-33.010	Service and Billing Practice General Provisions
4 CSR 240-33.040	Billing and Payment standards
4 CSR 240-33.045	Clear identification and placement of charges on bills
4 CSR 240-33.050	Deposits
4 CSR 240-33.060	Residential Customer Inquiries
4 CSR 240-33.070	Discontinuance of service
4 CSR 240-33.080	Disputes by Residential Customers
4 CSR 240-33.090	Settlement agreements with residential customers
4 CSR 240-33.130	Operator service requirements
4 CSR 240-33.140	Payphone requirements (except (2))
4 CSR 240-33.150	“Anti-slamming” requirements
4 CSR 240-33.160	Customer Proprietary Network Information

21. The above statutes and regulations have been waived previously for other applicants seeking certification. These rules and statutory provisions are principally designed to

apply to non-competitive telecommunications carriers. As a result, it would be inconsistent with the goal and purpose of federal and state statutes to apply these rules and statutes to a competitive company such as Applicant.

22. Applicant has no pending action or final unsatisfied judgment or decision against it from any state or federal agency or court which involves customer service or rates, which action, judgment or decision has occurred within three years of the date of this Application.

23. Applicant has no overdue annual report or assessment fees to the State of Missouri.

24. Applicant submits, notwithstanding the provisions of Section 392.500 RSMo, as a condition of certification and competitive classification, Applicant agrees that, unless otherwise ordered by the Commission, Applicant's originating and terminating switched exchange access rates will be no greater than the lowest Commission-approved corresponding access rates in effect for each ILEC within whose service area(s) Applicant seeks to provide service. Additionally, pursuant to the Commission's Report and Order in Case No. TO-99-596, Applicant agrees that if the ILEC in whose service area Applicant is operating decreases its originating and/or terminating access service rates, Applicant shall file an appropriate tariff amendment to reduce its originating and/or terminating access rates within thirty (30) days of the ILEC's reduction of its originating and/or terminating access rates in order to maintain the cap on switched exchange access rates.

25. Applicant, pursuant to Section 386.570 RSMo, will comply with all applicable Commission rules except those specifically waived by the Commission pursuant to Applicant's request.

26. Applicant states that it will undertake all necessary measures to ensure its contracts with other companies and carriers do not contain provisions preventing delivery of traffic to any telephone exchange area, and that such measures include but are not limited to:

- Prevention of call blocking and/or call gapping based on the cost of traffic termination
- Preventing the alteration or stripping of Calling Party Number Identification
- Ensuring sufficient network capacity exists to process all traffic according to industry accepted practices.

**J. Public Interest Considerations**

27. Granting this Application will promote the public interest by allowing the Transaction to be completed, thereby permitting the assignment of TNCI-DIP customers to a financially stable company that will continue to provide telecommunications services to such assigned customers without interruption. Further, TNCI-OpCo's operations will be overseen by a well-qualified management team with substantial telecommunications experience and technical expertise. In addition, the proposed Transaction is structured to assure an orderly transition of customers from TNCI-DIP to TNCI-OpCo. TNCI-OpCo will provide customers high quality, cost effective telecommunications services, with an emphasis on customer service.

28. Further, granting this Application will promote the public interest by maintaining the current level of competition in the provision of telecommunications services in Missouri. In addition to driving prices closer to costs, thereby ensuring just and reasonable rates, competition also promotes efficiency in the delivery of services and in the development of new services. These benefits work to maximize the public interest by providing continuing incentives for carriers to reduce costs while, simultaneously, promoting the availability of potentially desirable services.

### III. CONCLUSION

For the reasons stated above, Applicant respectfully submits that the public interest, convenience, and necessity would be furthered by an expeditious grant of this Application for the authority to provide all types of facilities-based and resold basic local, non-switched local exchange, exchange access and interexchange telecommunications services.

Respectfully submitted,

/s/ Mark W. Comley

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jean.kiddoo@bingham.com  
brett.ferenchak@bingham.com

Counsel for TNCI Operating Company LLC

Dated: April 23, 2013

**Certificate of Service**

I hereby certify that a true and correct copy of the above and foregoing document was sent via e-mail on this 23rd day of April, 2013, to General Counsel's Office at staffcounsel@psc.mo.gov; and Office of Public Counsel at opcservice@ded.mo.gov.

**/s/ Mark W. Comley**

### **LIST OF EXHIBITS**

Exhibit A	-	Certificate of Formation
Exhibit B	-	Certificate of Authority to Transact Business
Exhibit C	-	Illustrative Tariffs
Exhibit D	-	Management Biographies
Exhibit E	-	Financial Information

**CONFIDENTIAL - FILED UNDER SEAL**

Verification

**EXHIBIT A**

**Certificate of Formation**

# Delaware

PAGE 1

*The First State*

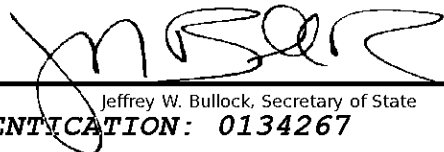
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "TNCI OPERATING COMPANY LLC", FILED IN THIS OFFICE ON THE NINTH DAY OF JANUARY, A.D. 2013, AT 4 O'CLOCK P.M.



5272302 8100

130030762

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0134267

DATE: 01-10-13



**STATE of DELAWARE**  
**LIMITED LIABILITY COMPANY**  
**CERTIFICATE of FORMATION**

**First:** The name of the limited liability company is \_\_\_\_\_  
TNCI Operating Company LLC

**Second:** The address of its registered office in the State of Delaware is \_\_\_\_\_  
2711 Centerville Road, Suite 400 in the City of Wilmington.  
Zip code 19808. The name of its Registered agent at such address is  
Corporation Service Company

**Third:** (Use this paragraph only if the company is to have a specific effective date of dissolution: "The latest date on which the limited liability company is to dissolve is \_\_\_\_\_.")

**Fourth:** (Insert any other matters the members determine to include herein.)

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**In Witness Whereof,** the undersigned have executed this Certificate of Formation this

9th day of January, 2013.

By: [Signature]  
Authorized Person (s)

Name: Robert Feeney

**EXHIBIT B**

**Certificate of Authority to Transact Business**

# STATE OF MISSOURI



Jason Kander  
Secretary of State

## CERTIFICATE OF REGISTRATION FOREIGN LIMITED LIABILITY COMPANY

WHEREAS,

*TNCI OPERATING COMPANY LLC*  
*FL1294150*

Using in Missouri the name

*TNCI OPERATING COMPANY LLC*

and existing under the laws of the State of Delaware has filed with this state its Application for Registration and whereas this Application for Registration conforms to the Missouri Limited Company Act.

NOW, THEREFORE, I, JASON KANDER, Secretary of State of the State of Missouri, by virtue of authority vested in me by law, do hereby certify and declare that on the 22nd day of February, 2013, the above Foreign Limited Liability Company is duly authorized to transact business in the State of Missouri and is entitled to any rights granted Limited Liability Companies.

IN TESTIMONY WHEREOF, I hereunto  
set my hand and cause to be affixed the  
GREAT SEAL of the State of Missouri.  
Done at the City of Jefferson, this  
22nd day of February, 2013.

  
Secretary of State





# State of Missouri

Jason Kander, Secretary of State

Corporations Division  
PO Box 778 / 600 W. Main St., Rm. 322  
Jefferson City, MO 65102

File Number:

FL1294150

Date Filed: 02/22/2013

Jason Kander  
Secretary of State

## Application for Registration of a Foreign Limited Liability Company

(Submit with filing fee of \$105.00)

1. The name of the foreign limited liability company is TNCI Operating Company LLC
2. The name under which the foreign limited liability company will conduct business in Missouri is (must contain "limited company", "limited liability company", "LC", "LLC", "L.C.", or "L.L.C.") (must be filled out if different from line (1)):
3. The foreign limited liability company was formed under the laws of Delaware on the  
date of 1/9/2013  
(month/day/year) (state or jurisdiction)
4. The purpose of the foreign limited liability company or the general character of the business it proposes to transact in this state is:  
Telecommunications
5. The name and address of the limited liability company's registered agent in Missouri is (this line must be completed and include a street address):  
CSC-Lawyers Incorporating Service Company, 221 Bolivar Street, Jefferson City, MO 65101  
Name Address (PO Box may only be used in conjunction with a physical street address) City/State/Zip
- The Secretary of State is appointed agent for service of process if the foreign limited liability company fails to maintain a registered agent. **Note:** failure to maintain a registered agent constitutes grounds to cancel the registration of the foreign limited liability company.
6. The address of the registered office in the jurisdiction organized. If none required, then the principal office address of the foreign limited liability company is:  
114 E Haley St. Suite A Santa Barbara, CA 93101  
Address (PO Box may only be used in conjunction with a physical street address) City/State/Zip
7. This application must include a current certificate of good standing/existence from the secretary of state or other similar official in the state of domicile. Such document should be dated within 60 calendar days from filing.

(Please see next page)

Name and address to return filed document:

Name: \_\_\_\_\_

Address: \_\_\_\_\_

City, State, and Zip Code: \_\_\_\_\_

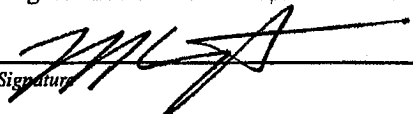
State of Missouri  
Creation - LLC/LP 3 Page(s)



T1305356087

In Affirmation thereof, the facts stated above are true and correct.

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

	Jeff Compton	02/11/2013
<i>Authorized Signature</i>	<i>Printed Name</i>	<i>Date</i>

<i>Authorized Signature</i>	<i>Printed Name</i>	<i>Date</i>

<i>Authorized Signature</i>	<i>Printed Name</i>	<i>Date</i>

# Delaware

PAGE 1

## The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TNCI OPERATING COMPANY LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF FEBRUARY, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TNCI OPERATING COMPANY LLC" WAS FORMED ON THE NINTH DAY OF JANUARY, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

5272302 8300

130202466

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0229421

DATE: 02-21-13

**EXHIBIT D**

**Management Biographies**

## **JEFF COMPTON**

**PRESIDENT AND CEO, TNCI OPERATING COMPANY LLC  
MEMBER, TNCI HOLDINGS LLC**

Mr. Compton is the President and Chief Executive Officer of TNCI Operating Company LLC (“TNCI-OpCo”) and a member of its parent company, TNCI Holdings LLC. He is also the President and Chief Executive Officer of Blue Casa Telephone, LLC (“BCT”), a land-line telephone company dedicated to serving the Hispanic market. As President and CEO of TNCI-OpCo and BCT, Mr. Compton manages all aspects of their telecommunications operations, including planning, marketing, sales, and day-to-day management. Mr. Compton has worked in the telecommunications industry for 18 years, and for the past 2 years has served as CEO/President of BCT, a CLEC offering residential and business telecommunication services. His areas of expertise include strategic planning, operation and administration of local exchange carriers, financing, program development, and general business management.

Mr. Compton began his telecommunications career as a Manager of Network Operations for FirstWorld Communications, a fiber over-builder in Anaheim California. Subsequently, Mr. Compton was one of the original 10 employees of Telscape Communications (“Telscape”), holding positions in network operations and provisioning and sales. Mr. Compton undertook regulatory responsibilities at Telscape between 2002 and 2009, ultimately as VP – Regulatory for Telscape. In that position, Mr. Compton was responsible for regulatory reporting, compliance, and communication with all regulatory agencies and Commissions. Following Telscape, Mr. Compton was an independent consultant for a number of CLECs helping them resolve regulatory compliance issues and industry disputes.

Most recently, Mr. Compton co-founded, and is currently the President and CEO of BCT, which purchased all of the assets of Blue Casa Communications, Inc. (“BCC”), a then failing telecommunications business. Mr. Compton successfully managed the transfer of customers from BCC to BCT with no disruption of service. This experience demonstrates his ability to successfully guide a company through the acquisition of assets and customers from a financially distressed company.

Mr. Compton has a Bachelor of Science degree in Business Management from the University of Phoenix.



## **HOWARD BRAND**

### **MEMBER, TNCI HOLDINGS LLC**

Over the past 30 years, Howard Brand has established himself as a successful and accomplished entrepreneur and executive, with a focus in manufacturing, production and operations. During this time period, Mr. Brand has been successful in the acquisition, management, repositioning and divestiture of many private companies.

Mr. Brand is the President of HNB Capital LLC, a Los Angeles-based investment banking firm, specializing in acquisitions and-debt based corporate finance. Mr. Brand is a director of Color Labs Enterprises, Chatsworth Data, IOG Products and Gameworks Entertainment. Mr. Brand provides management oversight through active participation on the Board of Directors/Managers. Mr. Brand helps management by, among other things, providing guidance in developing various corporate management tools (such as dashboards, SWOT analysis, metric reviews and budgeting).

Mr. Brand participated in the funding of Blue Casa Telephone, LLC in March, 2011 and is currently a Director of the company. Mr. Brand has assisted BCT with its financial reporting and procedures. With the new management team, Mr. Brand has stabilized its customer operations and made it profitable its acquired the assets of BCC.

Mr. Brand is a native of California and grew up in Los Angeles. He holds a BA in Economics from UCLA and an MBA from the University of West Los Angeles.

## **STEFANIE EDWARDS**

Stefanie Edwards joined Blue Casa Telephone in 2005. She is currently Vice President of Operations at BCT and will have similar responsibilities at TNCI Operating Company LLC. Ms. Edwards is responsible for billing, finance and call center operations, risk management, regulatory and human resources. Her experience includes operations and processes reengineering, change management, quality assurance controls & standards, systems development & enhancements, performance management and leadership development.

Ms. Edwards hold a Bachelor of Arts in Psychology, from the University of California, Santa Barbara.

## **PETER A. HELMS**

Mr. Helms is currently Director of Carrier Relations at Trans National Communications International, Inc. and will have similar responsibilities at TNCI Operating Company, LLC upon completion of the Transaction. In his current role, Mr. Helms is responsible

for product lifecycle for both on-net and resold services (collaborating with Network Engineering and Operations to roll out an on-net product offering – TNCInet), establishing and negotiating contracts with carriers and other vendors, and overseeing regulatory and corporate compliance with the FCC, PUCs, State and local authorities.

Mr. Helms began his telecommunication career in 1995 at Teleport Communications Group (“TCG”), one of the nation’s first Competitive Local Exchange Carriers (“CLEC”). During his tenure at TCG, Mr. Helms held roles in External Affairs (Public Affairs and Investor Relations), Marketing and Project Management. Six months after TCG was purchased by AT&T Corp., Mr. Helms began working for Network Plus in Product Management and Marketing where he lead the product definition process and successfully developed and established all resold and facility based pricing and product offerings. In 2002, Broadview Networks purchased Network Plus and retained him in the role of Director of Field Marketing where he continued to provide pricing, product and marketing support to all sales channels. In May of 2003, Mr. Helms was promoted to Director of Account Management where his team was responsible for 40% of the company’s billable customer base and met and exceeded churn targets and sales forecasts and ensured overall customer satisfaction.

Mr. Helms holds a Bachelor of Arts in English and Literature from Keene State University.

## **JOSHUA PLOUDE**

Mr. Ploude has been Chief Technology Officer of Trans National Communications International, Inc. since 2008. He was responsible for planning and executing the deployment of a nationwide network for the company delivering business dialtone, dedicated internet access and MPLS VPN services. Mr. Ploude will have similar responsibilities at TNCI Operating Company LLC.

Mr. Ploude has been working in the telecommunications industry since 1999. In 2001 Ploude became the C.T.O. of PCS1, a California-wide facilities based CLEC. While at PCS1 Ploude was responsible for deploying legacy TDM and next-generation voice over IP network services across a 70 central office footprint in California. Ploude was also responsible for regulatory, provisioning, customer service and sales organizations during his time at PCS1. Following PCS1 Ploude founded and ran Ethos Communications Group, Inc. a consultancy focusing on technology and business development for communications service providers including CLECs, ISPs and triple-play service providers. Ethos also provided operational and OSS development services as well as network planning and deployments.

Mr. Ploude holds a B.S. in Political Science from U.C.L.A. and a M.S. in Telecommunications Management from Golden Gate University.

## **VERIFICATION**

STATE OF CALIFORNIA )  
 )  
COUNTY OF SANTA BARBARA )

### VERIFICATION

I, Jeff Compton, state that I am Chief Executive Officer and President of TNCI Operating Company LLC (the "Company"); that the Company possesses sufficient technical, financial and managerial resources and abilities to provide resold and facilities-based basic local, non-switched local exchange, exchange access and interexchange telecommunications services; that neither the Company nor any parent, affiliate or principal thereof has defaulted on any of their financial obligations within the last three years; and that the Company has access to capital sufficient for its start-up operations in Missouri. I further state that I am authorized to make this verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that, with respect to the Company, the same are true and correct to the best of my knowledge, information and belief.

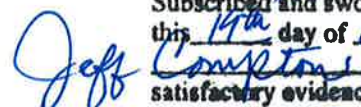
  
\_\_\_\_\_  
Jeff Compton  
Chief Executive Officer and President  
TNCI Operating Company LLC

Subscribed and Sworn to me this 19<sup>th</sup> day of April, 2013.

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

My Commission Expires: Dec. 16, 2016

SEAL

State of California  
County of Santa Barbara  
Subscribed and sworn to (or affirmed) before me on  
this 19<sup>th</sup> day of April, 2013, by  
  
\_\_\_\_\_  
proved to me on the basis of  
satisfactory evidence to be the person (x) who appeared  
before me.

A/75481892.3

Signature

  
\_\_\_\_\_  
Signature

