

**APPLICATION FOR TRANSFER OF CERTIFICATE OF AUTHORITY TO
PROVIDE COMPETITIVE TELECOMMUNICATIONS SERVICES IN OREGON**

INSTRUCTIONS: Complete every applicable section of this application. Attach additional documents and/or sheets to complete responses (if needed). You will be notified when the Commission receives your application, and again when it has been processed. Upon acceptance of this application, the Commission will publish notice pursuant to ORS 759.020(2). After submitting this application electronically, mail one copy with original signature and all attachments.

Desired Effective Date:

To guarantee processing by the effective date, the Commission must receive an application at least 60 days prior to the desired effective date unless Commission Staff and Applicant have agreed to an earlier effective date. The Commission allows filing and notice prior to effective date of transaction. The Commission will issue an order on the desired effective date unless Applicant files a notice of extension or withdraws the application.

SECTION I -- Transferee/Surviving Entity Information

1. Exact Legal Name of Surviving Entity or Transferee:

TNCI Operating Company LLC

Applicant's Assumed Business Name(s) (if any) (e.g., dba, aka)
Must be registered with the Corporation Division.

Applicant's Type of Legal Entity (e.g., corporation, limited partnership)
Delaware Limited Liability Company

Business Address
**114 E. Haley Street, Suite A
Santa Barbara CA 93101**

Phone **805-560-7809** Fax **805-869-1445** Email **jcompton@bluecasa.com**

2. Name and Address of Person to be Contacted for Further Information Regarding This Application:

**Jean Kiddoo & Brett Ferenchak
Bingham McCutchen LLP
2020 K Street, N.W.
Washington DC 20006**

Phone **202-373-6697** Fax **202-373-6001** Email **brett.ferenchak@bingham.com**

3. Name and Address of Person to be Contacted for Regulatory Information (Commission will send requests for information to this person).

**Jeff Compton, President & CEO
TNCI Operating Company LLC
114 E. Haley Street, Suite A
Santa Barbara CA 93101**

Phone **805-560-7809** Fax **805-869-1445** Email **jcompton@bluecasa.com**

4. **Affiliated Interests:**

As of the date of the transfer, will you be, or are you now, or have you ever been affiliated with any provider of telecommunications service that serves Oregon? If so, who? When? Describe affiliation. Affiliated interest is defined in OAR 860-032-0001.

5. Previous Certificates of Authority:

List each certificate of authority previously granted by the Oregon PUC to Applicant and to each affiliated entity, under a legal name, an assumed business name, or any other name. Include all certificates whether or not canceled. For each certificate include: name of entity, docket number, and order number.

	Name of Entity	Docket Number	Order Number
a.			
b.			
c.			
d.			

SECTION II -- Transferring Entity (Transferor) Information

By completing this information the Transferor acknowledges that it will no longer have authority and cannot provide the telecommunications services that are transferred.

1. Exact Legal Name of Transferring or Merging Entity (Transferor):

Trans National Communications International, Inc.

Applicant's Assumed Business Name(s) (if any) (e.g., dba, aka)
Must be registered with the Corporation Division.

TNCI

Applicant's Type of Legal Entity (e.g., corporation, limited partnership)

Delaware Corporation

Business Address

**2 Charlesgate West
 Boston MA 02215**

Phone **617-369-1210**

Fax **617-369-1117**

Email **btwomey@tncii.com**

2. Name and Address of Person to be Contacted for Further Information Regarding the Application:

**Andrew Isar
 Millar Isar Inc.
 4423 Point Fosdick Drive, NW, Suite 306
 Gig Harbor WA 98335**

Phone **966-474-3630**

Fax **aisar@millarisar.com**

Email **253-851-6700**

3. Name and Address of Person to be Contacted for Regulatory Information (Commission will send requests for information to this person). Please provide the email address:

**Brian Twomey, President
 Trans National Communications International, Inc.
 2 Charlesgate West
 Boston MA 02215**

Phone **617-369-1210**

Fax **617-369-1117**

Email **btwomey@tncii.com**

4. Certificates of Authority to be Transferred:

a. List each certificate of authority previously granted by the Oregon PUC to Transferor, under its legal name, an assumed business name, or any other name. Include all certificates whether or not canceled. For each certificate provide the name of entity, docket number, and order number.

	Name of Entity	Docket Number	Order Number
1)	Trans National Communications International, Inc.	CP 1234	04-372
2)	Trans National Communications International, Inc.	CP 694	99-565
3)			
4)			

b. Do you request that ALL authority to provide telecommunications service be transferred? Yes No

c. If response to 4.b. is No, describe what authority is to be transferred and what authority is to be retained by the Transferor.

Note: The transferring entity (Transferor) will no longer be authorized to provide the telecommunications services that are transferred.

SECTION III -- Nature of Transaction between Transferee and Transferor (describe in detail)

Please see Attachment.

Please use additional sheets if necessary to fully answer any item.

SECTION IV -- Conditions of a Certificate of Authority

As a condition of a certificate of authority, certificate holder must comply with all applicable Commission rules and state law, as well as conditions listed in the certificate.

For your convenience, following is a summary of some conditions from OAR 860-032-0001 et seq. (Division 32). Additional conditions will be specified in the certificate.

- a. Certificate holder shall provide only telecommunications services authorized by the certificate.
- b. Certificate holder's books and records shall be open to inspection by the Commission to the extent necessary to verify information required by the Commission's rules.
- c. Certificate holder shall pay all access charges and subsidies imposed pursuant to the Commission's rules.
- d. Certificate holder shall pay an annual fee to the Commission pursuant to the Commission's rules. This fee will be based on the certificate holder's annual gross retail intrastate revenues and will be no less than \$100 per calendar year. The certificate holder shall collect the fee by charging an equitable amount to each retail customer and describe the amount of the apportioned charge on each retail customer's bill, pursuant to the Commission's rules.
- e. The surviving entity (Transferee) is responsible for the annual PUC fee and all other fees incurred by the transferring entity (Transferor) as of the date the Commission approves the transfer.
- f. Certificate holder shall respond in a timely manner to Commission inquiries.

Pursuant to Residential Service Protection statutes, Chapter 290, Oregon Laws 1987, and Division 033, certificate holder shall be responsible to ensure that the Residential Service Protection Fund surcharge is remitted to the Commission. This surcharge is assessed against each paying retail subscriber at a rate that is set annually by the Commission.

Applicant understands that all services provided by Applicant must comply with all applicable Commission rules and state law, and with conditions of the certificate (check box at left).

<p><i>Signature of Person Authorized to Represent Transferee/Surviving Entity</i></p> <hr/> <p>Typewritten Name Jeff Compton</p>	<p>Title President & CEO</p> <p>Date 5/7/13</p>
<p><i>Person Authorized to Represent Transferring Entity (Transferor)</i></p> <hr/> <p>Typewritten Signature Brian Twomey</p>	<p>Title President</p> <p>Date 5/7/13</p>
<p>By signing this document I certify that I am a legal representative of this entity and that by transferring the authority to provide telecommunications to the above noted surviving entity, the transferring entity no longer has authority to provide telecommunications services that are transferred.</p>	

ATTACHMENT
Section III - Nature of Transaction between Transferee and Transferor

**JOINT APPLICATION FOR
(1) APPROVAL FOR TRANSFEREE TO ACQUIRE
THE CUSTOMERS AND CERTAIN ASSETS, INCLUDING THE
CERTIFICATES OF AUTHORITY, OF TRANSFEROR
AND
(2) WAIVER OF OAR 860-032-0020(11)(A) & (B)**

TNCI Operating Company LLC (“TNCI-OpCo” or “Transferee”) and Trans National Communications International, Inc. (Debtor-In-Possession) (“TNCI-DIP” or “Transferor”) (together, “Applicants”), by their undersigned representatives and pursuant to the rules of the Oregon Public Utility Commission (“Commission”), respectfully request Commission approval, to the extent required, for TNCI-OpCo to acquire the customers (including the customers’ contracts) and certain assets,¹ including the Certificate of Authority (“Certificate”), of TNCI-DIP, through a sale pursuant to Section 363 of the United States Bankruptcy Code (the “Transaction”).² To the extent necessary, Applicants also request a waiver of the 90-day notification periods to customers and the Commission in OAR 860-032-0020(11)(a) and (b), so that Applicants can complete the Transaction with respect to Oregon at the next possible closing. As a result of the Transaction, TNCI-DIP’s customers will be transferred to TNCI-OpCo, which will become the service provider for those customers. As described below, the Transaction will be virtually transparent to customers of TNCI-DIP in terms of the services that those customers receive and the rates and terms of those services -- even though structured as a Section 363 asset purchase under the Bankruptcy Code, the Transaction will appear to

¹ Applicants note that TNCI-DIP does not own any physical assets (facilities, switches or other equipment) located in Oregon that are used or useful in the provision of intrastate telecommunications service.

² *In re Trans National Communications International, Inc.*, Chapter 11, Case No. 11-19595-WCH, U.S. Bankr. Court (E.D. Mass.).

customers and the public more like a transfer of control since TNCI-OpCo will have the same “TNCI” name with which customers are familiar, will maintain the same rates and terms of service, and will share many of the same customer service, technical, operational and managerial personnel as TNCI-DIP.

I. INTRODUCTION AND REQUEST FOR EXPEDITED TREATMENT

On October 9, 2011, Trans National Communications International, Inc. filed a voluntary petition for relief under Chapter 11 of Title 11, U.S.C. §§ 101 et seq., as amended, in the United States Bankruptcy Court for the District of Massachusetts (the “Bankruptcy Court”). Throughout the proceeding, TNCI-DIP has continued to operate its business and provide telecommunications services to its customers. The Bankruptcy Court approved the Transaction on March 13, 2013. The Agreement (as defined below) and Sale Order provide for an Initial Closing following receipt of approvals from the Federal Communications Commission (“FCC”),³ 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 assets and customers for which applicable state governmental approvals have been obtained in order to complete the assignment. Given the Chapter 11 status of TNCI-DIP, Applicants submit that the public interest would be served by the prompt transition of the business to TNCI-OpCo as quickly as possible, and therefore urge that Commission promptly approve the requested transfer to permit the transfer of the Oregon customers and assets (including Certificate) at the earliest possible time.

³ The Initial Closing occurred on April 30, 2013.

II. DESCRIPTION OF THE APPLICANTS

A. TNCI Operating Company LLC

TNCI-OpCo is a newly formed Delaware limited liability company with principal offices located at 114 E. Haley Street, Suite A, Santa Barbara, California 93101. TNCI-OpCo has registered to transact business in Oregon with the Secretary of State (Registry Number 917726-90). TNCI-OpCo is a wholly owned subsidiary of TNCI Holdings LLC (“TNCI Holdings”), a Delaware limited liability company. TNCI Holdings is wholly owned by investment funds managed by Garrison Investment Group (collectively, the “Garrison Group”), a leading middle market investor.

TNCI-OpCo does not currently provide telecommunications services. Accordingly, Applicants are seeking the requisite approvals to assign TNCI-DIP’s FCC licenses and, where permitted under state laws, its state certifications and permits, to TNCI-OpCo. (In those states where Applicants understand that the TNCI-DIP certifications cannot be assigned, TNCI-OpCo is seeking the same or more expansive authorizations as currently held by TNCI-DIP so that TNCI-OpCo can continue to provide the same services as customers currently receive from TNCI-DIP.) To date, TNCI-OpCo has authority to provide local exchange and/or interexchange telecommunications services in Kentucky, Montana, North Carolina (interexchange only), Washington and Wisconsin.

TNCI-OpCo is managed by individuals with significant experience in the telecommunications industry and will share many of the same customer service, technical, operational and managerial personnel as TNCI-DIP. Biographies of the key personnel of TNCI-OpCo are attached as Exhibit A.⁴ Further, TNCI-OpCo has been funded by Garrison

⁴ As described in Exhibit A, Applicants note 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

Group. Upon request *pro forma* financial information for TNCI-OpCo will be provided under seal. As demonstrated by this information, TNCI-OpCo has the managerial, technical and financial qualifications to provide high quality telecommunications services to the customers of TNCI-DIP.

B. Trans National Communications International, Inc. (Debtor-In-Possession)

TNCI-DIP is a Delaware corporation with a principal business address at 2 Charlesgate West, Boston, Massachusetts 02215. TNCI-DIP offers an array of communications 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. TNCI-DIP only provides service to business and enterprise customers.

In Oregon, TNCI-DIP is authorized to provide interexchange and intraexchange telecommunications service pursuant to Order No. 04-372 issued in Docket CP 1234. TNCI-DIP is also authorized to provide intrastate telecommunications services throughout the contiguous United States, Hawaii and the District of Columbia. TNCI-DIP is authorized by the FCC to provide interstate and international telecommunications services.

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.

III. CONTACTS

Questions or any correspondence, orders, or other materials pertaining to this filing should be directed to the following.

For TNCI-OpCo:

Jean L. Kiddoo
Brett P. Ferenchak
Bingham McCutchen LLP
2020 K Street, N.W., Suite 1100
Washington, DC 20006-1806
202-373-6000 (tel)
202-373-6001 (fax)
jean.kiddoo@bingham.com
brett.ferenchak@bingham.com

With a copy to:

Jeffrey Compton
CEO/President
TNCI Operating Company LLC
114 E. Haley Street, Suite A
Santa Barbara, CA 93101
jcompton@bluecasa.com

For TNCI-DIP:

Andrew Isar
Millar Isar Inc.
4423 Point Fosdick Drive, N.W.
Suite 306
Gig Harbor, WA 98335
253-851-6700 (tel)
866-474-3630 (fax)
aisar@millarisar.com

With a copy to:

Brian Twomey, President
Trans National Communications
International, Inc.
2 Charlesgate West
Boston, MA 02215
btwomey@TNCII.com

IV. DESCRIPTION OF THE TRANSACTION

Pursuant to an Asset Purchase Agreement, dated as of January 31, 2013 (the “Agreement”), TNCI-OpCo will acquire certain of the assets of TNCI-DIP, including TNCI-DIP’s customer accounts and contracts, telecommunications equipment, and, to the extent permitted under applicable law and regulations, certificates, licenses, registrations or other authorizations to provide intrastate, interstate, and international telecommunications services. The Bankruptcy Court approved the Agreement and the Transaction contemplated thereby on March 13, 2013. The Agreement and Sale Order provide for an Initial Closing following receipt of approvals from the FCC, and for additional closings at approximately 45-day intervals until the Final Closing, which will occur no later than the 180th day following the

Initial Closing. At each closing, TNCI-DIP will assign to TNCI-OpCo those customers and assets for which applicable governmental approvals have been obtained in order to complete the assignment. The Initial Closing occurred on April 30, 2013, at which time all interstate and international services of TNCI-DIP and intrastate services of TNCI-DIP in Kentucky, Montana, North Dakota and Washington were transferred to TNCI-OpCo.

In the interest of assuring seamless and uninterrupted service, all of the assigned customers will continue to receive service from TNCI-OpCo under the same rates, terms and conditions of services as were previously provided by TNCI-DIP. As noted above, TNCI-DIP provides services only to business and enterprise customers. Its contracts with those customers will be assigned to TNCI-OpCo without any changes in their rates, terms or conditions. Future changes in the rates, terms and conditions of service to the affected customers will be undertaken pursuant to customer contracts and the applicable federal and state notice requirements.

Accordingly, as noted above, even though structured as a Section 363 asset purchase under the Bankruptcy Code, the Transaction will appear to customers and the public more like a transfer of control since TNCI-OpCo will have the same “TNCI” name with which customers are familiar, will have the same rates and terms of service, and will share many of the same customer service, technical, operational and managerial personnel as TNCI-DIP.

V. PUBLIC INTEREST CONSIDERATIONS

Applicants respectfully submit that the proposed Transaction serves the public interest. The Transaction will result in the assignment of TNCI-DIP customers to a financially stable company that will continue to provide telecommunications services to such assigned customers without interruption. 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. In accordance with the terms of their service contracts and the rules and procedures of the FCC and applicable state(s) customers were notified of the proposed transaction and the change in their telecommunications provider from TNCI-DIP to TNCI-OpCo. A sample of the notice that was sent to affected customers on March 29, 2013, is provided in Exhibit B.

VI. REQUEST FOR WAIVER OF NOTIFICATION TIME PERIODS IN OAR 860-032-0020(11)

To the extent that customer base transfers between competitive providers are subject to OAR 860-032-0020(11), Applicants request a waiver of the 90-day notification periods to customers and the Commission in OAR 860-032-0020(11)(a) and (b), respectively, so that Applicants can complete the Transaction with respect to Oregon at the next possible closing which is expect on or about June 15, 2013. Approximately 142 business customers of TNCI-DIP will be affected by the Transaction in Oregon. TNCI-DIP does not have any residential customers. Pursuant to Section 64.1120(e) of the FCC's rules, written notification of the migration of these customers' service to TNCI-OpCo was provided to TNCI-DIP's customers at least 30 days prior to the migration. While this Customer Notification complies with the requirements of 47 C.F.R. § 64.1120(e) and OAR 860-032-020(5), Applicants intend to complete the transaction within 90 days and, therefore, Applicants request a waiver of the notification time periods described herein.

Applicants submit that the public interest will not be harmed by the grant of a waiver of the notification time periods in OAR 860-032-0020(11). First, the Transaction itself is in the public interest for the reasons stated in Section V, above. Second, allowing a waiver here pursuant to OAR 860-032-0020(16) will allow the customer notice process to be completed in a

nationally-coordinated manner, and is completely consistent with what the Commission stated when it adopted OAR 860-032-0020(16):

As we indicated above, these rules specify numerous timelines and requirements that may not be applicable or appropriate in every situation. To allow maximum flexibility, these rules will include a provision allowing the Commission to entertain a petition from a provider or the Staff to waive any timeline or regulation in this rule. This waiver provision will allow the participants in this proceeding to work with the rule as they develop mass migration guidelines, as discussed below. That experience should be useful in developing guidelines that will facilitate customer migration when a provider is exiting the market.⁵

Oregon is one of 49 states where this change is taking place and coordinating required by states and the FCC is a significant undertaking because many of the states have different notification or approval requirements. Neither the FCC nor nearly any other state requires more than 30 days notice to customers to transfer TNCI-DIP's customers to TNCI-OpCo. Applicants are seeking similar waivers in other states that require more than 30 days notice to customers. Thus, under the circumstances, 30 days notice should be more than enough notice for customers because although customers will be receiving service from a different provider, no one will be required to re-apply for service. If for some reason, a customer nevertheless wants to choose another provider or to disconnect, 30 days will be more than enough time to do so.

VII. CONCLUSION

WHEREFORE, for the reasons set forth above, Applicants request the Commission grant all authority necessary for TNCI Operating Company LLC to acquire the customers and certain of the assets (including Certificate) of Trans National Communications International, Inc. (Debtor-In-Possession), including waiver of the 90 day customer notification requirement

⁵ *In re Proposed Rulemaking to Amend 860-032-0001 and 860-032-0020 to Change the Meaning of "Exempt Service" and Change the Requirements for Telecommunications Providers That Abandon or Discontinue Service in Oregon*, Docket No. AR 434, Order No. 03-084, at 11 (Or. P.U.C. Feb. 5, 2003).

in OAR 860-032-0020(11)(a) and the 90 day filing requirement in OAR 860-032-0020(11)(b). Further, Applicants request that the Commission expeditiously act on this Application prior to June 15, 2013, so that TNCI-DIP's customers can be assigned to TNCI-OpCo at the earliest possible closing.

LIST OF EXHIBITS

Exhibit A	Management Biographies for TNCI-OpCo
Exhibit B	Sample Customer Notice

EXHIBIT A

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.

EXHIBIT B

Sample Customer Notice



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.