

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application) Application No. C-4601
of TNCI Operating Company LLC,)
Santa Barbara, California,)
seeking approval to acquire the)
customers and certain assets of) GRANTED
Trans National Communications)
International, Inc., Boston,)
Massachusetts.) Entered: May 14, 2013

BY THE COMMISSION:

On April 5, 2013, an application was jointly filed by TNCI Operating Company, LLC ("TNCI-OpCo"), of Santa Barbara, California and Trans National Communications International, Inc., Debtor-In-Possession ("TNCI-DIP"), of Boston, Massachusetts, (collectively "Applicants"), seeking approval of an acquisition of customers and certain assets of Trans National by TNCI pursuant to a sale under the United States Bankruptcy Code. Notice of the application was published in The Daily Record, Omaha, Nebraska, on April 9, 2013. No protests were filed; therefore, this application is processed pursuant to the Commission's Rule of Modified Procedure.

O P I N I O N A N D F I N D I N G S

The Parties:

TNCI-OpCo is a Delaware limited liability company with principal offices located in Santa Barbara, California. TNCI-OpCo does not currently provide telecommunications services and does not hold any authorizations relating to the provision of telecommunications services. TNCI-OpCo is a wholly-owned subsidiary of TNCI Holdings LLC, which is wholly-owned by investment funds managed by Garrison Investment Group.

TNCI-DIP is a Delaware corporation with its principal place of business located in Boston, Massachusetts. TNCI-DIP is authorized to provide local and interexchange telecommunications services in Nebraska under and by virtue of authority heretofore granted by this Commission.¹ TNCI-DIP provides service to business and enterprise customers.

Description of the Transaction:

According to the application, on January 31, 2013, TNCI-OpCo and TNCI-DIP entered into an Asset Purchase Agreement

¹ See Authority No. C-3441 (September 21, 2005), and Authority No. C-2229 (April 5, 2000).

whereby TNCI-OpCO will acquire certain assets of TNCI-DIP, including TNCI-DIP's customer accounts and contracts, telecommunications equipment, and its certificates of authority. The Bankruptcy Court approved the Asset Purchase Agreement on March 13, 2013.

Upon completion of the proposed transaction, the Applicants state TNCI-DIP's customers will continue to receive service from TNCI-OpCo under the same rates, terms, and conditions previously provided by TNCI-DIP. TNCI-OpCo will maintain the same "TNCI" name with which customers are familiar, operate facilities and provide service to customers at the same rates, terms and conditions as currently in Nebraska, and will share many of the same technical, operational, and managerial personnel as TNCI-DIP. The Applicants state the transaction will be seamless to customers.

The Applicants state that the transaction is in the public interest because it will result in a transfer of customers to a financially stable company that will continue to provide service in an uninterrupted manner. The proposed transaction will further minimize any disruption of service and will be completely seamless to TNCI-DIP customers.

Based on the evidence, we find the application to be fair and reasonable and in the public interest. The application should be granted.

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-4601 be, and it is hereby, granted.

MADE AND ENTERED at Lincoln, Nebraska, this 14th day of May, 2013.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

Chair

ATTEST:

Executive Director

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NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

Tim Schram
Paul Johnson
Frank E. Landis

//s//Anne C. Boyle
//s//Frank E. Landis

Anne Boyle
Chair

ATTEST:

Steve Meradith
Executive Director