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March 29, 2013

Via Overnight Courier

Ann Cole, Clerk
Office of the Commission Clerk
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

X claim of confidentiality
_____ notice of intent
_____ request for confidentiality
_____ filed by OPC

For DN 0156313, which
is in locked storage. You must be
authorized to view this DN.-CLK

RECEIVED-FPSC
13 APR -1 AM 9:51
COMMISSION
CLERK

130071-TX

**Re: Application of TNCI Operating Company LLC for Authority to Provide
Telecommunications Company Service Within in the State of Florida**

Dear Ms. Cole:

On behalf of TNCI Operating Company LLC ("TNCI-OpCo"), enclosed for filing are an original and one (1) copy of the above-referenced Application. Also enclosed is a check in the amount of \$500.00 to cover the requisite filing fee.

Pursuant to Rule 25-22.006(5), Florida Administrative Code, TNCI-OpCo respectfully requests confidential treatment for the confidential and proprietary information included as Exhibit C of the Application. One (1) copy of *confidential* Exhibit C has been submitted under seal along with one (1) highlighted copy of *confidential* Exhibit C and two (2) redacted copies of *confidential* Exhibit C.

Please date-stamp the enclosed extra copy and return it in the envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,

Brett P Ferenchak

Jean Kiddoo
Brett P. Ferenchak

COM _____
AFD _____
APA _____
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TEL 1 _____
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Bingham McCutchen LLP
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DOCUMENT NUMBER-DATE

01562 APR-1 13

FPSC-COMMISSION CLERK

FLORIDA PUBLIC SERVICE COMMISSION

OFFICE OF TELECOMMUNICATIONS

APPLICATION FORM

FOR

AUTHORITY TO PROVIDE TELECOMMUNICATIONS COMPANY SERVICE WITHIN THE STATE OF FLORIDA

Instructions

- A. This form is used as an application for an original certificate and for approval of transfer of an existing certificate. In the case of a transfer, the information provided shall be for the transferee (See Page 8).
- B. Print or type all responses to each item requested in the application. If an item is not applicable, please explain.
- C. Use a separate sheet for each answer which will not fit the allotted space.
- D. Once completed, submit the original and one copy of this form along with a non-refundable application fee of **\$500.00** to:

**Florida Public Service Commission
Office of Commission Clerk
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6770**

- E. A filing fee of **\$500.00** is required for the transfer of an existing certificate to another company.
- F. If you have questions about completing the form, contact:

**Florida Public Service Commission
Office of Telecommunications
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6600**

1. This is an application for (check one):

Original certificate (new company).

Approval of transfer of existing certificate: Example, a non-certificated company purchases an existing company and desires to retain the original certificate of authority rather than apply for a new certificate.

2. Name of company: **TNCI Operating Company LLC**

3. Name under which applicant will do business (fictitious name, etc.):

4. Official mailing address:

Street/Post Office Box: **114 E. Haley Street, Suite A**

City: **Santa Barbara**

State: **CA**

Zip: **93101**

5. Florida address: **Not applicable**

Street/Post Office Box: _____

City: _____

State: _____

Zip: _____

6. Structure of organization:

Individual

Foreign Corporation

General Partnership

Other, please specify:

Limited Liability Company

Corporation

Foreign Partnership

Limited Partnership

If individual, provide: Not applicable

Name: _____
Title: _____
Street/Post Office Box: _____
City: _____
State: _____
Zip: _____
Telephone No.: _____
Fax No.: _____
E-Mail Address: _____
Website Address: _____

- 7. **If incorporated in Florida**, provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is: **Not applicable**
- 8. **If foreign corporation**, provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is: **M13000001170; see Exhibit A for Certificate of Authority to Operate in Florida.**
- 9. **If using fictitious name (d/b/a)**, provide proof of compliance with fictitious name statute (Chapter 865.09, FS) to operate in Florida. The Florida Secretary of State fictitious name registration number is: **Not applicable**
- 10. **If a limited liability partnership**, please proof of registration to operate in Florida. The Florida Secretary of State registration number is: **Not applicable**
- 11. **If a partnership**, provide name, title and address of all partners and a copy of the partnership agreement. **Not applicable**

Name: _____
Title: _____
Street/Post Office Box: _____
City: _____
State: _____
Zip: _____
Telephone No.: _____
Fax No.: _____
E-Mail Address: _____
Website Address: _____

- 12. **If a foreign limited partnership**, provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable. The Florida registration number is: **Not applicable**

13. Provide **F.E.I. Number: 90-0928958**

14. Who will serve as liaison to the Commission in regard to the following?

(a) The application:

Name: **Jean L. Kiddoo & Brett P. Ferenchak**
Title: **Counsel for TNCI Operating Company LLC**
Street Name & Number: **Bingham McCutchen LLP; 2020 K St., NW, 11th Fl**
Post Office Box:
City: **Washington**
State: **DC**
Zip: **20006**
Telephone No.: **(202) 373-6000**
Fax No.: **(202) 373-6001**
E-Mail Address: **jean.kiddoo@bingham.com;**
brett.ferenchak@bingham.com
Website Address: **www.bingham.com**

(b) Official point of contact for the ongoing operations of the company:

Name: **Jeff Compton**
Title: **President & CEO**
Street Name & Number: **114 E. Haley Street, Suite A**
Post Office Box:
City: **Santa Barbara**
State: **CA**
Zip: **93101**
Telephone No.: **(805) 560-7809**
Fax No.: **(805) 869-1445**
E-Mail Address: **jcompton@bluecasa.com**
Website Address: **www.tncii.com**

(c) Where will you officially designate as your place of publicly publishing your schedule (a/k/a tariffs or price lists)?

Florida Public Service Commission

Website – Website address:

Other – Please provide address:

15. List the states in which the applicant:

(a) has operated as a telecommunications company.

None

(b) has applications pending to be certificated as a telecommunications company.

Applicant 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.

(c) is certificated to operate as a telecommunications company.

None

(d) has been denied authority to operate as a telecommunications company and the circumstances involved.

None

(e) has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.

None

(f) has been involved in civil court proceedings with another telecommunications entity, and the circumstances involved.

None

16. Have any of the officers, directors, or any of the ten largest stockholders previously been:

(a) adjudged bankrupt, mentally incompetent (and not had his or her competency restored), or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. Yes No

If yes, provide explanation.

(b) granted or denied a certificate in the State of Florida (this includes active and canceled certificates). Yes No

If yes, provide explanation and list the certificate holder and certificate number.

(c) an officer, director, partner or stockholder in any other Florida certificated or registered telephone company. Yes No

If yes, give name of company and relationship. If no longer associated with company, give reason why not.

17. Submit the following:

(a) **Managerial capability**: resumes of employees/officers of the company that would indicate sufficient managerial experiences of each. Please explain if a resume represents an individual that is not employed with the company and provide proof that the individual authorizes the use of the resume. **See Exhibit B.**

(b) **Technical capability**: resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance. Please explain if a resume represents an individual that is not employed with the company and provide proof that the individual authorizes the use of the resume. **See Exhibit B.**

(c) **Financial Capability**: applicant's audited financial statements for the most recent three (3) years. If the applicant does not have audited financial statements, it shall so be stated. Unaudited financial statements should be signed by the applicant's chief executive officer and chief financial officer affirming that the financial statements are true and correct and should include:

1. the balance sheet,
2. income statement, and
3. statement of retained earnings.

Applicant is a newly formed, privately held company and does not have audited financial statements. Applicant submits under seal as Exhibit C confidential financial statements along with an affirmation from its Chief Executive Officer that the financial statements are true and correct. Applicant's financial statements are commercially sensitive, non-public information internally generated and not available to competitors and the disclosure of such information could place Applicant at a significant competitive disadvantage if it is made available to competitors.

Note: *It is the applicant's burden to demonstrate that it possesses adequate managerial capability, technical capability, and financial capability. Additional supporting information can be supplied at the discretion of the applicant.*

THIS PAGE MUST BE COMPLETED AND SIGNED

REGULATORY ASSESSMENT FEE: I understand that all telephone companies must pay a regulatory assessment fee. Regardless of the gross operating revenue of a company, a minimum annual assessment fee, as defined by the Commission, is required.

RECEIPT AND UNDERSTANDING OF RULES: I acknowledge receipt and understanding of the Florida Public Service Commission's rules and orders relating to the provisioning of telecommunications company service in Florida.

APPLICANT ACKNOWLEDGEMENT: By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide telecommunications company service in the State of Florida. I have read the foregoing and declare that, to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

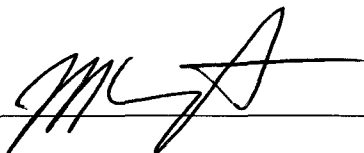
Further, I am aware that, pursuant to Chapter 837.06, Florida Statutes, "***Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and s. 775.083.***"

I understand that any false statements can result in being denied a certificate of authority in Florida.

COMPANY OWNER OR OFFICER

Print Name: Jeff Compton
Title: President & CEO
Telephone No.: (805) 560-7809
E-Mail Address: jcompton@bluecasa.com

Signature: _____



Date: _____

3-25-13

LIST OF EXHIBITS

- Exhibit A** **Authority to Transact Business**
- Exhibit B** **Management Biographies**
- Exhibit C** **Financial Statements - CONFIDENTIAL - SUBMITTED UNDER SEAL**

EXHIBIT A

Authority to Transact Business



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 25, 2013

CSC
% CARINA L. DUNLAP

Qualification documents for TNCI OPERATING COMPANY LLC were filed on February 22, 2013, and assigned document number M13000001170. Please refer to this number whenever corresponding with this office.

Your limited liability company is authorized to transact business in Florida as of the file date.

To maintain "active" status with the Division of Corporations, an annual report must be filed yearly between January 1st and May 1st beginning in the year following the file date or effective date indicated above. If the annual report is not filed by May 1st, a \$400 late fee will be added.

A Federal Employer Identification Number (FEI/EIN) will be required when this report is filed. Contact the IRS at 1-800-829-4933 for an SS-4 form or go to www.irs.gov.

Please notify this office if the limited liability company address changes.

Should you have any questions regarding this matter, please contact this office at the address given below.

Leslie Sellers
Regulatory Specialist II
Registration/Qualification Section
Division of Corporations

Letter Number: 413A00004462

Account number: I20000000195

Amount charged: 125.00

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

EXHIBIT B

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 carrier 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 C

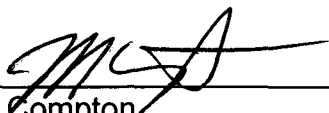
Financial Statements

CONFIDENTIAL - SUBMITTED UNDER SEAL

FINANCIAL STATEMENTS AFFIRMATION

The undersigned President & Chief Executive Officer of TNCI Operating Company LLC affirms that the financial statements provided as Exhibit C to the Application for Authority to Provide Telecommunications Company Service in the State of Florida are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 25 day of March, 2013.



Jeff Compton
Chief Executive Officer
TNCI Operating Company LLC