



Control Number: 39849



Item Number: 1

Addendum StartPage: 0



Public Utility Commission of Texas

1701 N. Congress Avenue
P. O. Box 13326
Austin, Texas 78711-3326
512 / 936-7000 • (Fax) 936-7003
Web Site: www.puc.state.tx.us

TITLE PAGE

APPLICATION FOR CERTIFICATION, RE-QUALIFICATION, OR AMENDMENT TO A SERVICE PROVIDER CERTIFICATE OF OPERATING AUTHORITY OR A CERTIFICATE OF OPERATING AUTHORITY

DOCKET/PROJECT NO. 39849

APPLICANT(s):

1. UPH Holdings, Inc. ("UPH")
2. Pac-West Telecomm, Inc. ("Pac-West")
3. Tex-Link Communications, Inc. ("Tex-Link")
4. nWire, LLC ("nWire")

Authorized Representative for this Application:

NAME: Jonathan B. Mirsky and Darah S. Franklin

TITLE: Counsel for UPH Holdings, Inc. and nWire, LLC

ADDRESS: Wiltshire & Grannis LLP, 1200 Eighteenth Street NW, Suite 1200,
Washington, DC 20036

TELEPHONE: 202-730-1300

FAX: 202-730-1301

EMAIL ADDRESS: jmirsky@wiltshiregrannis.com; dfranklin@wiltshiregrannis.com

Regulatory Representative:

NAME: James Mertz

TITLE: Vice President, Regulatory

ADDRESS: Pac-West Telecomm, Inc., 4550 Lakefield Bend, Berkeley Lake, Georgia 30096

TELEPHONE: 510-380-5987

FAX:

EMAIL ADDRESS: legal@pacwest.com

Complaint Representative:

NAME: James Mertz

TITLE: Vice President, Regulatory

ADDRESS: Pac-West Telecomm, Inc., 4550 Lakefield Bend, Berkeley Lake, Georgia 30096

RECEIVED
11 OCT 14 AM 9:52
PUBLIC UTILITY COMMISSION
FILING CLERK

TELEPHONE: 510-380-5987

FAX:

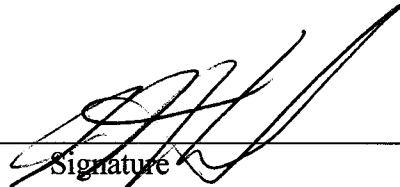
EMAIL ADDRESS: legal@pacwest.com

AFFIDAVIT

STATE OF WASHINGTON §
§
COUNTY OF CLARK §

1. My name is James F. Hensel. I am Chief Executive Officer of the Applicant Pac-West Telecomm, Inc.

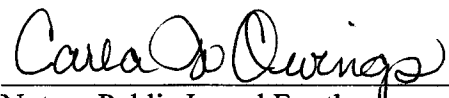
2. I swear or affirm that I have personal knowledge of the facts stated in this Application for an Amendment to a Service Provider Certificate of Operating Authority ("Application"), that I am competent to testify to them, and that I have the authority to make this Application on behalf of the Applicant. I further swear or affirm that all of the statements and representations made in this Application are true and correct. I swear or affirm that the Applicant understands and will comply with all requirements of law applicable to a Service Provider Certificate of Operating Authority.


Signature

James F. Hensel

Typed or Printed Name

SWORN TO AND SUBSCRIBED before me on the 11th day of October, 2011.


Notary Public In and For the
State of Washington

My commission expires: 10-09-2014




AFFIDAVIT

STATE OF Texas §
COUNTY OF Travis §

1. My name is J. Michael Holloway. I am Chief Executive Officer of the Applicant UPH Holdings, Inc. and Manager of the Applicant nWire, LLC.

2. I swear or affirm that I have personal knowledge of the facts stated in this Application for an Amendment to a Service Provider Certificate of Operating Authority ("Application"), that I am competent to testify to them, and that I have the authority to make this Application on behalf of UPH Holdings, Inc. and nWire, LLC. I further swear or affirm that all of the statements and representations made in this Application are true and correct. I swear or affirm that UPH Holdings, Inc. and nWire, LLC understand and will comply with all requirements of law applicable to a Service Provider Certificate of Operating Authority.

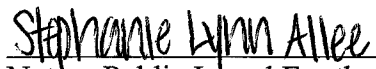


Signature

J. Michael Holloway

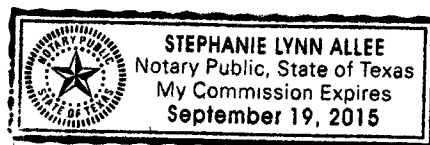
Typed or Printed Name

SWORN TO AND SUBSCRIBED before me on the 11 day of October, 2011.



Notary Public In and For the
State of Texas

My commission expires: 9.19.15



1. Check only one of the following Requests:

- (a)
- | | |
|--|--|
| <input type="checkbox"/> New SPCOA Application | <input checked="" type="checkbox"/> Application Amending SPCOA Nos. 60740, 60050, and 60860 |
| <input type="checkbox"/> New COA Application | <input type="checkbox"/> Application Amending COA No. _____ |

(b) If you are filing an amendment, check one or more of the following as requests made in this amendment filing:

- | | |
|---|---|
| <input type="checkbox"/> Name Change Amendment | <input type="checkbox"/> Certification Relinquishment |
| <input checked="" type="checkbox"/> Change in Ownership/Control | <input type="checkbox"/> Service Discontinuation |
| <input type="checkbox"/> Change in Service Area | <input type="checkbox"/> Change in Type of Provider |
| <input type="checkbox"/> Corporate Restructuring | <input type="checkbox"/> Other |

(c) Provide a summary explanation of all items checked in "b" above.

Please see Exhibit A.

2. Provide a description of the Applicant, which shall include the following:

- (a) Legal name and all assumed names under which the Applicant conducts business, if any;

Pac-West Telecomm, Inc.; Tex-Link Communications, Inc.; UPH Holdings, Inc.; and nWire, LLC will continue to operate under the same names.

- (b) Address of principal office and business office;

**Pac-West Telecomm, Inc.
4210 Coronado Avenue
Stockton, California 95204**

**nWire, LLC
6500 River Place Boulevard
Building 2, Suite 200
Austin, Texas 78730**

- (c) Principal office number: **877-968-5561 (Pac-West)
512-735-1200 (nWire)**
Fax number: **209-444-3536 (Pac-West)
512-735-1220 (nWire)**
Website address : **www.pacwest.com; www.nwire.com**
E-mail address: **legal@pacwest.com; legal@pointone.com**
Toll-free customer service number: **877-626-4325 (Pac-West)
800-975-2476 (nWire)**

- (d) FCC Carrier Identification Code (CIC) or National Exchange Carriers Association (NECA) Operating Carrier Numbers (OCNs), if available;

Pac-West Telecomm, Inc. OCNs for Texas: 0008, 7715, 8492; other OCNs for Pac-West have been provided previously. nWire has not yet obtained a FCC Carrier Identification Code or National Exchange Carriers Association Operating Carrier Number.

- (e) Form of business in Texas (e.g., corporation, partnership, sole proprietorship), Charter/Authorization number, date business was formed and date change was made (if applicable). Provide the State and date in which the parent company is registered. *(The Commission requires registration with the Secretary of State for all forms of business, except sole proprietorships.)*

Pac-West is a California corporation qualified to do business in Texas. Pac-West was organized in California on May 15, 1996. Tex-Link, a subsidiary of Pac-West, is a Texas corporation.

UPH is a Delaware corporation qualified to do business and headquartered in Texas. UPH was organized in Delaware on April 22, 2008. A copy of

UPH's corporate documents is included as Exhibit B. nWire, a subsidiary of UPH, is a Delaware limited liability company qualified to do business and headquartered in Texas. nWire was formed in Delaware on March 22, 2010.

- (f) A list of the names, titles, phone number and office e-mail address of each director, officer, or partner;

Please see Exhibit C for the proposed parent company, UPH.

- (g) Name, address, and office address of each of the five largest shareholders, if not publicly traded;

Please see Exhibit D for the proposed parent company, UPH.

- (h) Legal name of parent company, if any, and a description of its primary business interests; and,

Please see Exhibit A.

- (i) Legal name of all affiliated companies that are public utilities or that are providing telecommunications services and the states in which they are providing service. Give a description of all affiliates and explain in detail the relationship between the Applicant and its affiliates. An organizational chart should be provided, if available.

Please see Exhibit A (description) and Exhibit E (organizational charts).

3. State the name **and only one name**, in which the Applicant wants the Commission to issue its certificate. Provide the following information from the Applicants registration with the Office of the Secretary of State of Texas or registration with another state or county, as applicable: *(NOTE: If the Applicant is a corporation, the Commission will issue the certificate in either the Applicant's corporate or assumed name, not both. The certificate holder must use only the name approved by the Commission on all bills and advertisements sent to or viewed by the public. Name Changes require Commission Approval as well as Secretary of State Approval.)*
- (a) Requested name:
 - (b) Assumed names:
 - (c) Texas Secretary of State (or County) file number:
 - (d) Texas Comptroller's Tax Identification number:
 - (e) Other Applicable certification/file numbers:
 - (f) Date the business was registered:

NO CHANGE

4. (a) Provide a detailed description of the telecommunications services to be provided.

NO CHANGE

- (b) Indicate with a yes or no response for each item below, whether the Applicant will be providing the following telecommunications services and whether the service will be for business or residential service:

| | <u>Business</u> | <u>Residential</u> |
|--|-----------------|--------------------|
| _____ POTS (Plain Old Telephone Service) | _____ | _____ |
| _____ ADSL | _____ | _____ |
| _____ ISDN | _____ | _____ |
| _____ HDSL | _____ | _____ |
| _____ SDSL | _____ | _____ |
| _____ RADSL | _____ | _____ |
| _____ VDSL | _____ | _____ |
| _____ Optical Services | _____ | _____ |
| _____ T1-Private Line | _____ | _____ |
| _____ Switch 56 KBPS (KiloBits Per Second) | _____ | _____ |
| _____ Frame Relay | _____ | _____ |
| _____ Fractional T1 | _____ | _____ |
| _____ Long Distance | _____ | _____ |
| _____ Wireless | _____ | _____ |
| _____ Other (Please Describe): _____ | _____ | _____ |

NO CHANGE

5. (a) Is the Applicant providing prepaid calling services?

NO CHANGE

- (b) If yes to (a), provide a yes or no response to the list of telecommunications services below:

_____ Residential Prepaid Local Calling Services
_____ Business Prepaid Local Calling Services
_____ Residential Prepaid Domestic Long Distance Calling Services
_____ Business Prepaid Domestic Long Distance Calling Services
_____ Residential Prepaid International Long Distance Calling Services
_____ Business Prepaid International Long Distance Calling Services

NO CHANGE

6. (a) Indicate below the type of certification being requested:

- ☐ Facilities-based, Data, and Resale
- ☐ Facilities-based and Resale
- ☐ Resale Only
- ☐ Data Only – Facilities-based and Resale
- ☐ Data Only – Resale Only

NO CHANGE

7. Provide a written description of the exchanges, local access and transportation areas (LATAs), or incumbent local exchange company (ILEC) service areas or attach a scaled map of the geographic area for which the certificate is requested within the State of Texas that the Applicant proposes to serve.

NO CHANGE

8. Does the Applicant, owner, or any affiliate currently hold a service provider certificate of operating authority (SPCOA), certificate of operating authority (COA), or certificate of convenience and necessity (CCN) for any part of the area covered by this Application?

NO CHANGE

9. (a) Does the Applicant expect to provide service to customers other than itself and its affiliates?

NO CHANGE

- (b) Has the Applicant provided one copy of this Application to the Texas Commission on State Emergency Communications (a.k.a. 911 Commission) within 5 days of submitting the application? If you are relinquishing the certificate have you also sent a copy of the application to all affected 911 entities within 5 days of submitting the application?

(Send copy to Commission on State Emergency Communications, Accounts Payable Section at 333 Guadalupe Street, Suite 2-212, Austin, Texas 78701-3942, with phone number 512-305-6911, fax number 512-305-6937, and website address www.911.state.tx.us).

NO CHANGE

- (c) As part of the Application provided to the 911 Commission and this commission, has the applicant provided the following information concerning its 911 contact person as required in Substantive Rule No. 26.433(e)(2)(a)? (You may provide up to three 911 contacts per company)

Name: _____
Title: _____
Address: _____
Office Number: _____
Fax Number (Optional): _____
Email Address: _____

NO CHANGE

10. (a) Is the Applicant a municipality? **NO CHANGE**
- (b) Will the Applicant enable a municipality or municipal electric system to offer for sale to the public, directly or indirectly, local exchange telephone service, basic local telecommunications service, switched access service, or any non-switched telecommunications service used to provide connections between customers' premises within an exchange or between a customer's premises and a long distance provider serving the exchange?

NO CHANGE

11. (a) **APPLICABLE TO SPCOA APPLICANTS ONLY.** Report total intrastate switched access minutes of use for the Applicant, together with its affiliates, for the twelve-month period beginning sixteen months before the first day of the month in which this Application is filed. (*In calculating minutes of use for this question, include minutes of all entities affiliated with the Applicant.*)

NO CHANGE

- (b) **APPLICABLE TO SPCOA APPLICANTS ONLY.** Identify all affiliates whose minutes of use are included in the calculation required in 12(a).

NO CHANGE

12. (a) Has the Applicant, its owners, or any affiliate applied for a permit, license, or certificate to provide telecommunications services in any state other than Texas? If yes, identify the affiliates, what permit, license, or certificate they have applied for, and the state(s) in which they have applied.

Please see Exhibit A.

- (b) Has the Applicant, its owners, or any affiliate ever had a permit, license, or certificate to provide telecommunications services granted by any state, including Texas? If yes, identify the affiliates, what permit, license, or certificate they have and when they were held and the state(s) in which they are held. Provide an explanation.

Please see Exhibit A.

- (c) Has the Applicant, its owners, or any affiliate ever had any permit, license, or certificate denied or revoked by any state? If yes, identify the affiliates, what permit, license, or certificate they had revoked, and the state(s) in which they were revoked. Provide an explanation.

Neither UPH nor nWire have had any certificate denied or revoked.

After making due inquiry to its Chief Executive Officer, its Vice President of Regulatory, and its immediate past Vice President of Regulatory, Pac-West is not aware of any permit, license, or certificate of Pac-West, its owners, or any affiliate being denied or revoked by any state since Pac-West's emergence from bankruptcy in 2007.

- (d) Has the Applicant, its owners, or any affiliate ever provided telecommunications services in Texas or any other state? If yes, identify the affiliates, what permit, license, or certificate they may have held, and the state(s) in which they provided service.

Yes. See Exhibit A.

13. (a) Any complaint history, disciplinary record and compliance record during the 60 months immediately preceding the filing of the application regarding: the applicant; the applicant's affiliates that provide utility-like services such as telecommunications, electric, gas, water, or cable service; the applicant's principals; and any person that merged with any of the preceding persons. The information should include, but not be limited to, the type of complaint, in which state or federal agency the complaint was made, the status of the complaint, the resolution of the complaint and the number of customers in each state where complaints occurred.

nWire is not aware of any complaint history, disciplinary record, or compliance record during the 60 months immediately preceding the filing of this Application regarding itself, its principals, or any person that merged with any such persons. nWire does not have affiliates that provide utility-like services.

During the 60 months immediately preceding the filing of this Application, one complaint was filed with the Commission in 2009 against Pac-West regarding a discontinuance dispute, and five complaints were filed against Pac-West's subsidiary Tex-Link in 2007 and 2008 regarding discontinuance and customer service disputes. All of these complaints have been resolved. Tex-Link currently has 235 customers in Texas and Pac-West does not have any customers in the state. Pac-West's Chief Executive Officer and its Vice President of Regulatory are not aware of any additional complaint record, disciplinary record, or compliance record during the past 60 months regarding Pac-West, Pac-West's affiliates that provide utility-like services, Pac-West's principals, or any person that merged with any of such persons.

- (b) Is the Applicant, or the applicant's principals currently under investigation or have the Applicant or its principals been penalized by an attorney general or any state or federal regulatory agency for the violation of any deceptive trade or consumer protection law or regulation? If yes, please explain.

No.

- (c) Disclose whether any owners, directors, officers, or partners in the organization are convicted felons? Also disclose whether the applicant or applicant's principals have been convicted or found liable for fraud, theft, larceny, deceit, or violations of any securities laws, customer protection laws, or deceptive trade laws in any state. If yes, please explain.

None.

- (d) Provide the number of customers per state (including Texas) for the past 60 months, for which the Applicant, its parent company, and/or any affiliates are providing telecommunications services.

Pac-West has operated in Texas since 2005, Tex-Link has operated in Texas since 1996, and nWire has operated in Texas since 2010. Applicants respectfully refer to their annual reports on file with the Commission.

14. (a) Provide a detailed description of the Applicant's technical qualifications to provide the local exchange service, basic local telecommunications service, and/or switched access service proposed in this Application.

As indicated by Pac-West's, Tex-Link's, and nWire's existing authority in Texas, Pac-West, Tex-Link, and nWire each have the managerial and technical resources to offer the services described in this Application. UPH will augment Pac-West's, Tex-Link's, and nWire's qualifications with its own resources. UPH is operated by a highly qualified management team comprised of individuals with extensive backgrounds in the telecommunications and information technology industries. Management biographies for UPH's management team are attached hereto as Exhibit F.

- (b) If the Applicant plans to rely upon a consultant to meet the technical qualifications requirements, provide the following information: (1) name, address, and phone number of consultant, (2) a copy of the contract between the principals and the consultant, (3) consultant's resume or a detailed description of the consultants experience, (4) information regarding any professional registrations or certifications that the consultant holds, (5) percentage of the consultant's time being contracted, and (6) a list of other telecommunications companies served by the consultant and the percentage of time allotted to each company.
- (c) Provide a detailed description or individual resumes setting forth the qualifications of the Applicant's key personnel. Descriptions or resumes shall include (1) **Key Personnel Names**, (2) **Applicant Company Titles**, (3) **Detailed Telecommunications or Related Experience**, and (4) **Years of Experience**.

Please see Exhibit F.

15. Attach a completed Service Quality Questionnaire.

NO CHANGE

16. Provide an audited or unaudited balance sheet for the applicants most recent quarter that demonstrates the shareholders' equity required by P.U.C. Subst. R. 25.111(f). The audited balance sheet must include the independent auditor's report. The unaudited balance sheet must include a sworn statement from the executive officer of the applicant attesting to the accuracy, in all material respects, of the information provided in the unaudited balance sheet.

Please see Exhibit G (filed under seal pursuant to Texas Govt. Code § 552.001 *et seq.*)

17. Provide a summary of any history of insolvency, bankruptcy, dissolution, merger or acquisition of the applicant or any predecessors in interest during the 60 month immediately preceding this Application.

Pac-West emerged from bankruptcy on November 30, 2007. Tex-Link was acquired by Pac-West in 2008. See Control No. 36203. UPH and nWire have not been subject to any history of insolvency, bankruptcy, dissolution, merger, or acquisition.

LIST OF EXHIBITS

- Exhibit A: Description of Parties and Proposed Transaction (Answer to Questions 1(c), 2(h)-(i), and 12)
- Exhibit B: Corporate Documents of UPH Holdings, Inc. (Answer to Question 2(e))
- Exhibit C: UPH Holdings, Inc. Officers and Directors (Answer to Question 2(f))
- Exhibit D: Five Largest Shareholders of UPH Holdings, Inc. (Answer to Question 2(g))
- Exhibit E: Pre- and Post-Transaction Organizational Charts (Answer to Question 2(i))
- Exhibit F: Management Biographies of UPH Holdings, Inc. (Answer to Question 14)
- Exhibit G: Financial Statements - FILED UNDER SEAL (Answer to Question 16)

EXHIBIT A

Description of Parties and Proposed Transaction (Answer to Questions 1(c), 2(h), 2(i), and 12)

UPH Holdings, Inc. (“UPH”), UPH Acquisition Sub Inc. (“UPH-AS”), Pac-West Acquisition Company, LLC (“PWAC”), and Pac-West Telecomm, Inc. [SPCOA No. 60740] (“Pac-West”), by their counsel and pursuant to P.U.C. Subst. R. 26.113 and any other provision of the statutes or regulations deemed applicable, hereby respectfully request that the Public Utility Commission of Texas (the “Commission”) grant them the authority necessary to consummate a transaction (the “Transaction”) involving the transfer of control of Pac-West, including its wholly-owned subsidiary Tex-Link Communications, Inc. [SPCOA No. 60050] (“Tex-Link”), as a result of the planned acquisition of 100 percent of the issued and outstanding shares of Pac-West by UPH. Pac-West and its subsidiary Tex-Link are non-dominant carriers that hold authority to provide telecommunications services in Texas.

Under the proposed Transaction, the current shareholders in PWAC, the parent company of Pac-West, will obtain a 29.45 percent ownership interest in UPH. UPH has an indirect subsidiary, nWire, LLC [SPCOA No. 60860] (“nWire”), which is also a non-dominant carrier that holds authority to provide telecommunications services in Texas. Upon PWAC obtaining a 29.45 percent ownership interest in UPH, J. Michael Holloway – an individual who currently indirectly owns more than 50 percent of UPH – will own less than 50 percent of UPH and, in turn, no longer have *de jure* indirect control of nWire. Accordingly, Mr. Holloway, nWire, and UPH (collectively, along with UPH-AS, PWAC, and Pac-West, the “Applicants”), by their counsel and pursuant to P.U.C. Subst. R. 26.113 and any other provision of the statutes or regulations deemed applicable, concurrently hereby request that the Commission grant them the authority necessary to the transfer of control of nWire from Mr. Holloway to the general shareholders of UPH.

In support of this Application, the Applicants provide the following information:

I. DESCRIPTION OF THE PARTIES

A. UPH Holdings, Inc.

UPH Holdings, Inc. is a corporation formed under the laws of the State of Delaware and is headquartered at 6500 River Place Boulevard, Building 2, Suite 200, Austin, Texas 78730. UPH is a privately held, non-operating holding company with investments in companies operating in the data and voice communications industries. UPH does not currently hold any authorizations to provide telecommunications services. UPH has one

indirect subsidiary that holds authorizations to provide telecommunications services, nWire, LLC. Outside of nWire, neither UPH nor its current owners hold a ten percent (10%) or greater ownership interest in any company that provides domestic or foreign telecommunications services.

B. nWire, LLC

nWire, a limited liability company, was formed under the laws of the State of Delaware with its headquarters at 6500 River Place Boulevard, Building 2, Suite 200, Austin, Texas 78730. nWire is authorized to provide facilities-based and resold telecommunications services in Texas pursuant to authority granted by the Commission is Docket No. 38201 on May 28, 2010. nWire is also certified as a non-dominant carrier authorized to provide telecommunications services in Arkansas and Oklahoma. In addition, nWire provides domestic interstate telecommunications services pursuant to blanket domestic Section 214 authority granted by the Federal Communications Commission ("FCC"). nWire currently offers all forms of telecommunications including: telephone exchange service, exchange access and telephone toll service. As a result of this transaction, nWire will be a sister company to Pac-West.

C. J. Michael Holloway

J. Michael Holloway, a U.S. citizen, currently holds an indirect 68.08 percent ownership interest in UPH. Mr. Holloway is Chief Executive Officer of UPH and Manager of nWire. Other than through UPH, none of Mr. Holloway's ownership interests in U.S. telecommunications service providers exceeds 10 percent. Following consummation of the Transaction, Mr. Holloway will hold an indirect 44.58 percent ownership interest in UPH.

D. UPH Acquisition Sub Inc.

UPH Acquisition Sub Inc. is a California corporation, headquartered at 6500 River Place Boulevard, Building 2, Suite 200, Austin, Texas 78730. UPH-AS is a wholly-owned subsidiary of UPH. UPH-AS was formed for Pac-West to merge into, with Pac-West being the surviving entity. UPH-AS does not hold any authorizations to provide telecommunications services.

E. Pac-West Telecomm, Inc.

Pac-West is a corporation formed under the laws of the State of California, and headquartered at 4210 Coronado Avenue, Stockton, California 95204. Pac-West is authorized to provide facilities-based and resold telecommunications services in Texas pursuant to authority granted by the Commission is Docket No. 32005 on December 13, 2005. Pac-West is also a certified non-dominant carrier authorized to provide telecommunications services in the following states: Alabama, Arizona, California, Colorado, Delaware, Florida, Georgia, Idaho, Illinois, Indiana, Kansas, Kentucky, Louisiana, Massachusetts, Michigan, Minnesota, Nevada, New Jersey, New Mexico, New York, North Carolina, Oregon, Rhode Island, South Carolina, South Dakota, Tennessee, Utah,

Washington, Wisconsin, and Wyoming. Pac-West is also certified as a competitive carrier in the District of Columbia. Pac-West currently offers all forms of telecommunications including: local and long distance origination and termination; switched and special access; 8YY originating access and 8YY services; managed modem; and collocation services. Pac-West also holds domestic blanket and international Section 214 authorizations from the FCC, which allow Pac-West to offer interstate and international telecommunications services.

F. Tex-Link Communications, Inc.

Pac-West has a wholly-owned subsidiary, Tex-Link, which provides all forms of telecommunications services within the State of Texas pursuant to authority granted by the Commission in Docket No. 16225 on October 14, 1996, including: switched and special access; 8YY originating access and 8YY services; managed modem; and collocation services.¹ Tex-Link Communications, Inc. also provides interstate telecommunications services pursuant to domestic blanket Section 214 authority granted by the FCC.

G. Pac-West Acquisition Company, LLC

Pac-West is a wholly-owned subsidiary of PWAC, a limited liability company formed under the laws of the State of Washington, with a principal place of business located at 203 S.E. Park Plaza Drive, Suite 270, Vancouver, Washington 98684. PWAC is a wholly-owned subsidiary of Columbia Ventures Corporation ("CVC"), a privately-owned Washington corporation, with its principal place of business located at 203 S.E. Park Plaza Drive, Suite 270, Vancouver, Washington 98687. PWAC does not hold any authorizations to provide telecommunications services.

CVC is an investment company that owns and operates a portfolio of telecommunications companies and a small number of manufacturing businesses around the world. In addition to PWAC, CVC holds interest in telecommunications companies that hold authority to provide both domestic and international telecommunications services from the FCC, including Hibernia Atlantic U.S. LLC (f/k/a Columbia Ventures U.S. Acquisition LLC). Hibernia Atlantic U.S. LLC is a wholly owned subsidiary of Hibernia Group ehf ("Hibernia Group"), an Icelandic company which holds authority to provide international telecommunications services pursuant to an authorization issued by the FCC. Hibernia Group ehf, of which CVC holds an 83.4 percent ownership share, also owns a number of additional companies that do business under the Hibernia Atlantic name: Hibernia Atlantic Cable System Limited (f/k/a CVC Acquisition Company (Ireland) Limited), Hibernia Atlantic (UK) Limited (f/k/a CVC Acquisition Company (UK) Limited), Hibernia Atlantic Communications (Canada) Company (f/k/a CVC Acquisition Company (Canada) Ltd.),

¹ Pac-West has an additional wholly-owned subsidiary, Pac-West Telecomm of Virginia, Inc., which provides all forms of telecommunications services within the Commonwealth of Virginia including: switched and special access; 8YY originating access and 8YY services; managed modem; and collocation services. Pac-West Telecomm of Virginia, Inc. also provides interstate telecommunications services pursuant to domestic blanket Section 214 authority granted by the FCC.

Hibernia Atlantic (NI) Ltd., and Hibernia International Assets Inc. (f/k/a CVC Acquisition (Cayman Islands) Corporation) (together with Hibernia Atlantic U.S. LLC, the "Hibernia Companies"). Hibernia Group, through certain of its subsidiaries, owns a trans-Atlantic fiber-optic network linking Lynn, Massachusetts, Halifax, Canada, Dublin, Ireland and Southport, England. In the U.S., Hibernia U.S. LLC provides primarily high-capacity international circuits at this time. None of the foreign Hibernia Companies has market power in its destination market.

CVC holds ownership interests in two other foreign telecommunications carriers, Pivotel Group Pty. Ltd., and Magnet Networks Ltd. ("Magnet"). CVC's wholly-owned subsidiary Columbia Ventures (Australia) Pty. Ltd. holds a 50 percent interest in Pivotel Group Pty. Ltd., a provider of competitive wireless services in Australia and New Zealand. Pivotel Group Pty. Ltd. does not have market power in Australia. CVC's wholly-owned subsidiary CVC Iceland Holding II ehf holds a 100 percent interest in Magnet. Magnet is a Dublin, Ireland based communications company that provides telephone, internet, and video services in and around Dublin. Magnet does not have market power in Ireland.

Kenneth D. Peterson, Jr., a U.S. citizen, holds 100 percent of the ownership interest in CVC. Mr. Peterson is the Chief Executive Officer, Chairman and Founder of CVC. Other than through CVC, none of Mr. Peterson's ownership interests in U.S. telecommunications service providers exceeds 10 percent.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to a Reorganization Agreement dated August 30, 2011 ("Agreement"), by and among UPH, UPH-AS, PWAC, and Pac-West, at the closing of the Transaction the capital stock of Pac-West will be exchanged for, and converted into common stock of UPH. The current shareholders in PWAC, the parent company of Pac-West, will obtain 29.45 percent indirect ownership interest in UPH. Pac-West will be merged into UPH-AS, a wholly-owned subsidiary of UPH, with Pac-West as the surviving entity (and thus a direct subsidiary of UPH). Pac-West's wholly-owned subsidiaries, including Tex-Link, will continue to operate as wholly-owned subsidiaries of Pac-West (which will be owned by UPH).

Mr. Holloway, who currently holds a 68.08 percent ownership interest in UPH, will hold a 44.58 percent ownership interest in UPH at the close of the Transaction. nWire will continue to operate as a wholly-owned subsidiary of UPH. As a result, *de jure* control of nWire will transfer from Mr. Holloway to the general shareholders of UPH.

Diagrams of the pre- and post-close structures of the Applicants are included as Exhibit E.

The proposed transfers of control of Pac-West (from CVC to UPH) and nWire (from Mr. Holloway to the shareholders of UPH generally) will have no adverse impact on the customers. Customers of Pac-West, Tex-Link, and nWire will continue to receive their existing services at the same rates, terms and conditions that they have prior to the transfer

and any future changes in the rates, terms and conditions of service will be made consistent with Commission requirements. Pac-West, Tex-Link, and nWire will continue to be managed by personnel with significant experience in the telecommunications industry, and may realize an additional infusion of capital to support further expansion of their current operations.

III. PUBLIC INTEREST STATEMENT

The changes described in this Application will have no impact on public interest considerations. The entities offering service to customers, Pac-West, its wholly-owned subsidiary Tex-Link, and nWire will not change, and there will be no change to the rates, terms and conditions of the services they provide. Pac-West, Tex-Link, and nWire will continue to be managed by persons with significant experience in the telecommunications industry. Further, this Transaction may provide Pac-West, Tex-Link, and nWire with additional capital to support and expand their operations.

The Applicants note that there are a number of other carriers operating in each Texas market, including the incumbent carrier, which in each market controls a substantial market share. Pac-West, Tex-Link, and nWire are three of these competitive carriers.

In sum, the Transaction will enable Pac-West, Tex-Link, and nWire to continue to provide high-quality telecommunications services in Texas to the benefit of Texas consumers.

EXHIBIT B

Corporate Documents of UPH Holdings, Inc. (Answer to Question 2(e))

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:03 PM 03/24/2011
FILED 05:03 PM 03/24/2011
SRV 110338205 - 4959025 FILE

CERTIFICATE OF CONVERSION TO CORPORATION

OF

UPH INVESTMENTS, LLC

This Certificate of Conversion to Corporation of UPH Investments, LLC, dated as of this 23rd day of March, 2011, has been duly executed and is being filed by an authorized person to convert a Texas limited liability company to a Delaware corporation pursuant to Section 10.101 of the Texas Business Organizations Code and Section 265 of the Delaware General Corporation Law.

1. The name of the limited liability company immediately prior to the filing of this Certificate of Conversion to Corporation is UPH Investments, LLC.

2. The jurisdiction where the limited liability company was first formed is the State of Texas, and the date on which the original Certificate of Formation of UPH Investments, LLC was filed with the Office of the Secretary of State of the State of Texas is April 22, 2008.

3. The name of the Delaware corporation for which the limited liability company is being hereby converted into as set forth in its certificate of incorporation filed in connection with this Certificate of Conversion to Corporation is UPH Holdings, Inc.

4. The conversion has been approved in accordance with the provisions of Section 101.356 of the Texas Business Organizations Code and Section 265 of the Delaware General Corporation Law.

5. The effective time of the conversion shall be the filing date of this Certificate of Conversion to Corporation pursuant to Sections 103 and 265 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion to Corporation on this the 23rd day of March, 2011.



J. Michael Holloway, Authorized Person

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:03 PM 03/24/2011
FILED 05:03 PM 03/24/2011
SRV 110338205 - 4959025 FILE

CERTIFICATE OF INCORPORATION

OF

UPH HOLDINGS, INC.
(a Delaware corporation)

ARTICLE I.

The name of this Corporation is UPH Holdings, Inc.

ARTICLE II.

The address of the registered office of the Corporation in the State of Delaware is 615 South DuPont Highway, Dover, Kent County, Delaware 19901. The name of its registered agent at such address is Capitol Services, Inc.

ARTICLE III.

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE IV.

The name and mailing address of the Corporation's incorporator is J. Michael Holloway, 6500 River Place Blvd., Bldg. 2, Suite 200, Austin, Texas 78730.

ARTICLE V.

A. This Corporation is authorized to issue one class of stock to be designated "Common Stock." The total number of shares which the Corporation is authorized to issue is 20,000,000 shares of Common Stock, \$0.0001 par value.

B. The Board of Directors of the Corporation may issue Preferred Stock from time to time in one or more series. The Board of Directors of the Corporation is hereby authorized to adopt a resolution or resolutions from time to time, within the limitations and restrictions stated in this Certificate of Incorporation, to fix or alter the voting powers, designations, preferences, rights, qualifications, limitations and restrictions of any wholly unissued class of Preferred Stock, or any wholly unissued series of any such class, and the number of shares constituting any such series and the designation thereof, or any of them, and to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

ARTICLE VI.

A. Voting and Rights of Common Stock. Except as set forth in subsection B below, each share of Common Stock shall be treated identically as all other shares of Common Stock with respect to dividends, distributions, rights in liquidation and in all other respects and each holder of shares of Common Stock is entitled to one vote for each share thereof held by such holder at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors. Upon the occurrence of a Liquidation Event (as defined below), holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its stockholders (subject to the provisions below regarding distributions of stock or other equity securities). The foregoing provisions are subject to the voting powers, designations, preferences, rights, qualifications and other terms of any Preferred Stock that may be authorized by the Board and issued from time to time by the Corporation and any such terms being senior to the rights of holders of Common Stock.

B. Restrictions on Voting. 1. Generally. No holder of Restricted Shares shall be entitled to vote such Restricted Shares in any vote of the Corporation's voting securities, whether voting separately as a class or series or together with one or more series of voting securities of the Corporation, except as expressly set forth below. The voting power of any Restricted Shares held by any Regulated Holder may be further limited or reduced as set forth in any certificate provided by the Regulated Holder to the Corporation, which certificate shall be made available to any other stockholder by the Corporation. For the avoidance of doubt, the voting restrictions of this Article VI, Section B. shall apply, without limitation, to any vote or agreement with respect to equity securities of the Corporation outstanding as of the date of the filing of the Corporation's Certificate of Incorporation, and equity securities issued by the Corporation on or after the effective date of this Certificate of Incorporation.

2. Distribution of Additional Shares to Regulated Holder. At least 10 calendar days prior to any distribution of equity securities issued by any Person other than the Corporation (a "Third Party") to a Regulated Holder, the Corporation shall provide written notice of such proposed distribution to such Regulated Holder, which notice shall specify the name of the Third Party and the number and class of securities to be distributed to such Regulated Holder. Notwithstanding any provision in this Certificate of Incorporation to the contrary, in the event of any distribution by the Corporation of equity securities of any Third Party, if the Corporation receives notice from such Regulated Holder that the receipt of all or a portion of such securities by such Regulated Holder may cause such Regulated Holder to be in breach of any law or regulation applicable to it (including, without limitation, the BHCA and the regulations thereunder), the Corporation shall (x) withhold from the distribution to such Regulated Holder and its Affiliates that number of equity securities of the Third Party as such Regulated Holder determines is necessary or (y) take such other actions as Regulated Holder reasonably requests and which are within the powers of the Corporation to enact (for example, reducing or restricting the voting rights of such securities) in each case in order for Regulated Holder to remain in compliance with such applicable laws and regulations. The Corporation shall use commercially reasonable efforts (i) to distribute the securities so withheld to such Regulated Holder or to take such other actions in each case within thirty (30) calendar days in a manner that (A) will not

violate any legal restriction to which such Regulated Holder is subject, including any legal restrictions under the BHCA and (B) is reasonably acceptable to such Regulated Holder, or (ii) to dispose of all or any portion of the withheld securities and distribute the proceeds of such disposition to such Regulated Holder upon execution and delivery by the Regulated Holder to the Corporation of documentation acceptable to counsel for the Corporation.

3. Voting Rights of Restricted Shares. Notwithstanding any provision in this Certificate of Incorporation to the contrary, the voting restrictions of this Article VI, Section B applicable to Restricted Shares shall not apply to any right to vote or consent to authorize the Corporation (i) to dissolve or continue the business of the Company, or (ii) with respect to any other matters as to which the Regulated Holders would be permitted to vote pursuant to the BHCA, including under 12 CFR Section 2252(q).

4. Restrictive Legends. Upon the acquisition of Common Stock by a Regulated Holder (or person who will become a Regulated Holder after such acquisition) or at the time a stockholder of the Corporation becomes a Regulated Holder, such Regulated Holder may instruct the Corporation in writing to affix to each certificate representing any such shares which are Restricted Shares the following legend:

"THE VOTING OF THE SHARES EVIDENCED BY THIS CERTIFICATE ARE SUBJECT TO CERTAIN RESTRICTIONS SET FORTH IN THE CERTIFICATE OF INCORPORATION. THE CORPORATION WILL FURNISH A COPY OF THE CERTIFICATE OF INCORPORATION TO THE HOLDER OF THIS CERTIFICATE WITHOUT CHARGE UPON REQUEST."

5. Cooperation. The Corporation agrees to cooperate and use commercially reasonable efforts to take, or cause to be taken, all necessary or appropriate action to ensure compliance with any legal restriction to which any Regulated Holder is subject under the BHCA after notification by a Regulated Holder to the Corporation of such necessary or appropriate actions.

6. Definitions. As used in Article Four, each of the following terms shall have the respective meaning shown below:

"Affiliate" shall have the meaning assigned to such term in the BHCA.

"Asset Transfer" means any sale of all or substantially all of the assets of the Corporation.

"BHCA" means the Bank Holding Company Act of 1956, as amended, together with the regulations promulgated thereunder (including, without limitation, Regulation Y).

"Liquidation Event" shall mean (i) any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, (ii) a Sale of the Corporation, (iii) an Asset Transfer or (iv) a reorganization of the Corporation required by any court or administrative body in order to comply with any provision of law.

"Person" or "person" shall include an individual, a partnership, a limited liability company, a corporation, a trust, a joint venture, an unincorporated organization or a government or any department or agency thereof.

"Regulated Holder" shall mean any stockholder of the Corporation that (1) is a bank holding company registered under the BHCA or a non-bank subsidiary of any such company, or is otherwise subject to the provisions of the BHCA, , and (2) holds shares of Common Stock or Preferred Stock.

"Restricted Shares" shall mean that portion of any outstanding shares of Common Stock or Preferred Stock ever held of record by a Regulated Holder or its Affiliates for its own account (as defined in 12 U.S.C. Section 1841(k)) (or any shares issued upon conversion of such shares), excluding treasury shares, which would give such Regulated Holder, together with its Affiliates, the right to vote more than four and nine-tenths percent (4.99%) (or such lesser or greater percentage as may be allowed under Section 4(c)(6) of the BHCA without regard to Section 4(k) thereof) of the total number of votes of any class of stock entitled to participate in any vote or consent of the Corporation, whether voting separately as a class or series or together with one or more other series of voting securities of the Corporation; provided, however, that any such shares shall cease to be Restricted Shares when:

- (i) such shares are acquired by the Corporation or any subsidiary of the Corporation;
- (ii) the BHCA ceases to apply to such Regulated Holder, so long as such Regulated Holder both (A) held the Restricted Shares at the time such interests first became subject to the BHCA and (B) continues to hold such securities after the BHCA ceases to apply to such Regulated Holder;
- (iii) the Regulated Holder becomes entitled to rely on Section 4(k) of the BHCA, so long as such Regulated Holder both (x) held the Restricted Shares at the time such interests first became subject to the BHCA and (y) continues to hold such securities after such Regulated Holder becomes entitled to rely on Section 4(k) of the BHCA.;
- (iv) additional stock of the Company is issued (upon which a recalculation of the voting interests held by all Regulated Holders shall be made), and in such case only that portion of the aggregate voting interests of any particular class of stock held by each Regulated Holder and its Affiliates that is determined as of such date to be in excess of 4.99% (or such lesser or greater percentage as may be allowed under Section 4(c)(6) of the BHCA without regard to Section 4(k) thereof) of the aggregate voting interests of that class, shall be Restricted Shares; or
- (v) the Regulated Holder elects, by providing written notice to the Company, not to be governed by this Section as a Regulated Holder, in which case none of the stock held by such Regulated Holder will be Restricted Shares.

"Sale of the Corporation" means (i) a merger or consolidation of the Corporation with any person or persons who are not Affiliates of the Corporation, or a single transaction or a series of related transactions, in which the stockholders of the Corporation immediately prior to such merger, consolidation, transaction or first of such series of transactions, possess less than a majority of the Corporation's or any successor entity's issued and outstanding voting capital securities immediately after such merger, consolidation, transaction or series of transactions or (ii) any transaction or series of related transactions in which capital stock representing in excess of fifty percent (50%) of the Corporation's voting power is transferred.

ARTICLE VII.

A director of the Corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law of the State of Delaware is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware as so amended.

Any repeal or modification of the foregoing provisions of this Article VII by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VIII.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE IX.

Election of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE X.

The number of directors which shall constitute the whole Board of Directors of the Corporation shall be fixed from time to time by, or in the manner provided in, the Bylaws of the Corporation or in an amendment thereof duly adopted by the Board of Directors of the Corporation or by the stockholders of the Corporation.

ARTICLE XI.

The Corporation expressly elects not to be subject to Section 203 of the General Corporation Law of the State of Delaware.

ARTICLE XII.

Meetings of stockholders of the Corporation may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors of the Corporation or in the Bylaws of the Corporation.

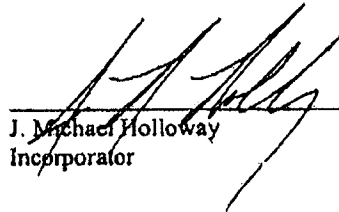
ARTICLE XIII.

Except as otherwise provided in this Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation without any action on the part of the stockholders.

ARTICLE XIV.

This Certificate of Incorporation is being filed in connection with that certain Certificate of Conversion to Corporation of UPH Investments, LLC and shall become effective upon the filing date of this Certificate of Incorporation pursuant to Sections 103 and 265 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Incorporation this 23rd day of March, 2011.



J. Michael Holloway
Incorporator

EXHIBIT C

UPH Holdings, Inc. Officers and Directors (Answer to Question 2(f))

J. Michael Holloway
President and Chief Executive Officer; Director
6500 River Place Boulevard
Building 2, Suite 200
Austin TX, 78730
512-735-1200
mholloway@pointone.com

Gary Egger
Chief Financial Officer; Director
6500 River Place Boulevard
Building 2, Suite 200
Austin TX, 78730
512-735-1200
gegger@pointone.com

David Flanary II
Executive Vice President; Director
6500 River Place Boulevard
Building 2, Suite 200
Austin TX, 78730
512-735-1200
dflanary@pointone.com

Sam Shiffman
Executive Vice President; Director
6500 River Place Boulevard
Building 2, Suite 200
Austin TX, 78730
512-735-1200
sshiffman@pointone.com

EXHIBIT D

Five Largest Shareholders of UPH Holdings, Inc. (Answer to Question 2(g))

UPTel Investments
6500 River Place Boulevard
Building 2, Suite 200
Austin, TX 78730

CIT Group\Equity Investments, Inc.
Attn: Patrick McMullan
CIT Winding Services
1 CIT Drive
Livingston, NJ 07039

JMH Partnership, LP
6500 River Place Boulevard
Building 2, Suite 200
Austin, TX 78730

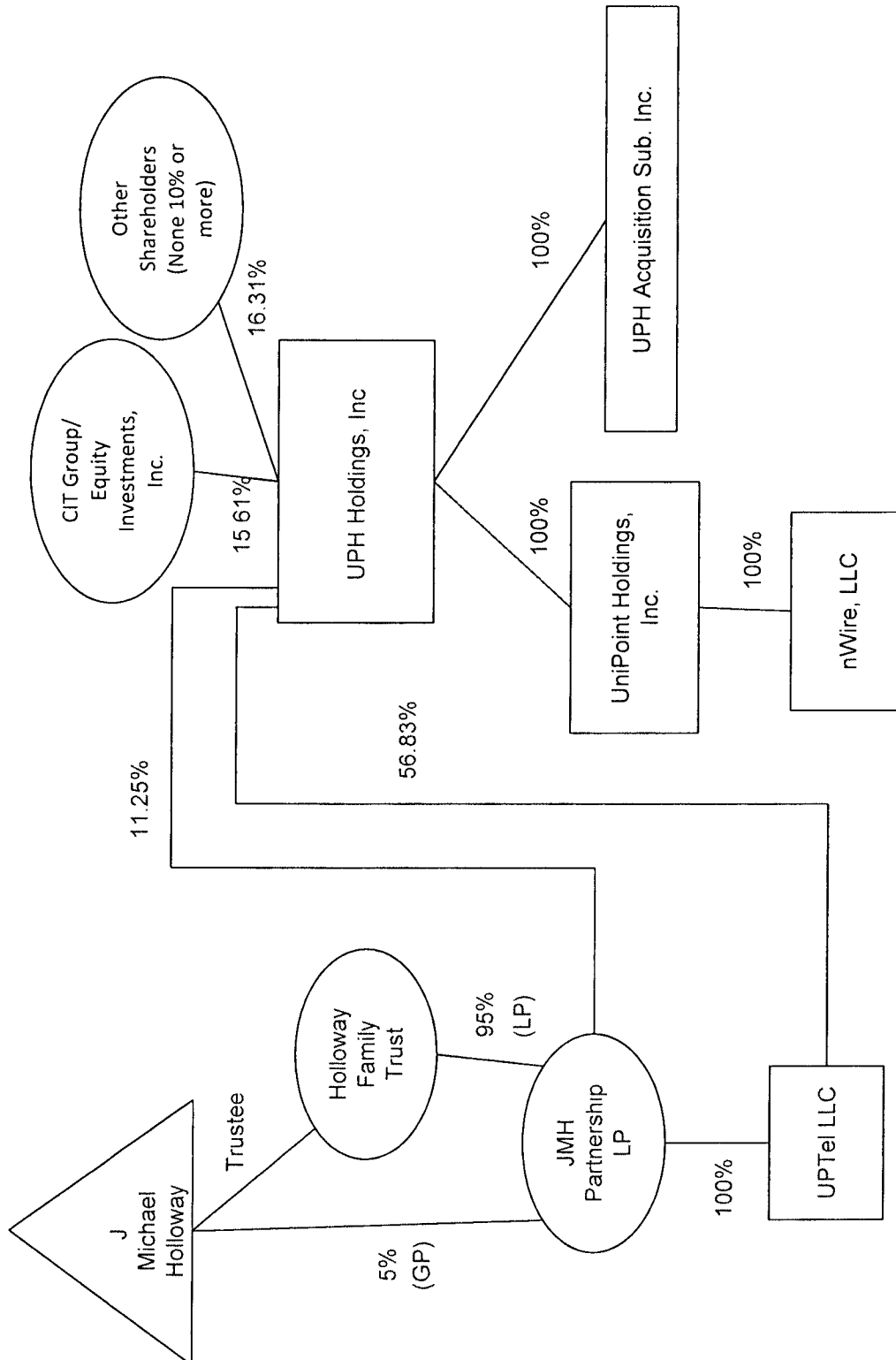
Flanary Holdings, LP
6500 River Place Boulevard
Building 2, Suite 200
Austin, TX 78730

SRS Partners, LP
6500 River Place Boulevard
Building 2, Suite 200
Austin, TX 78730

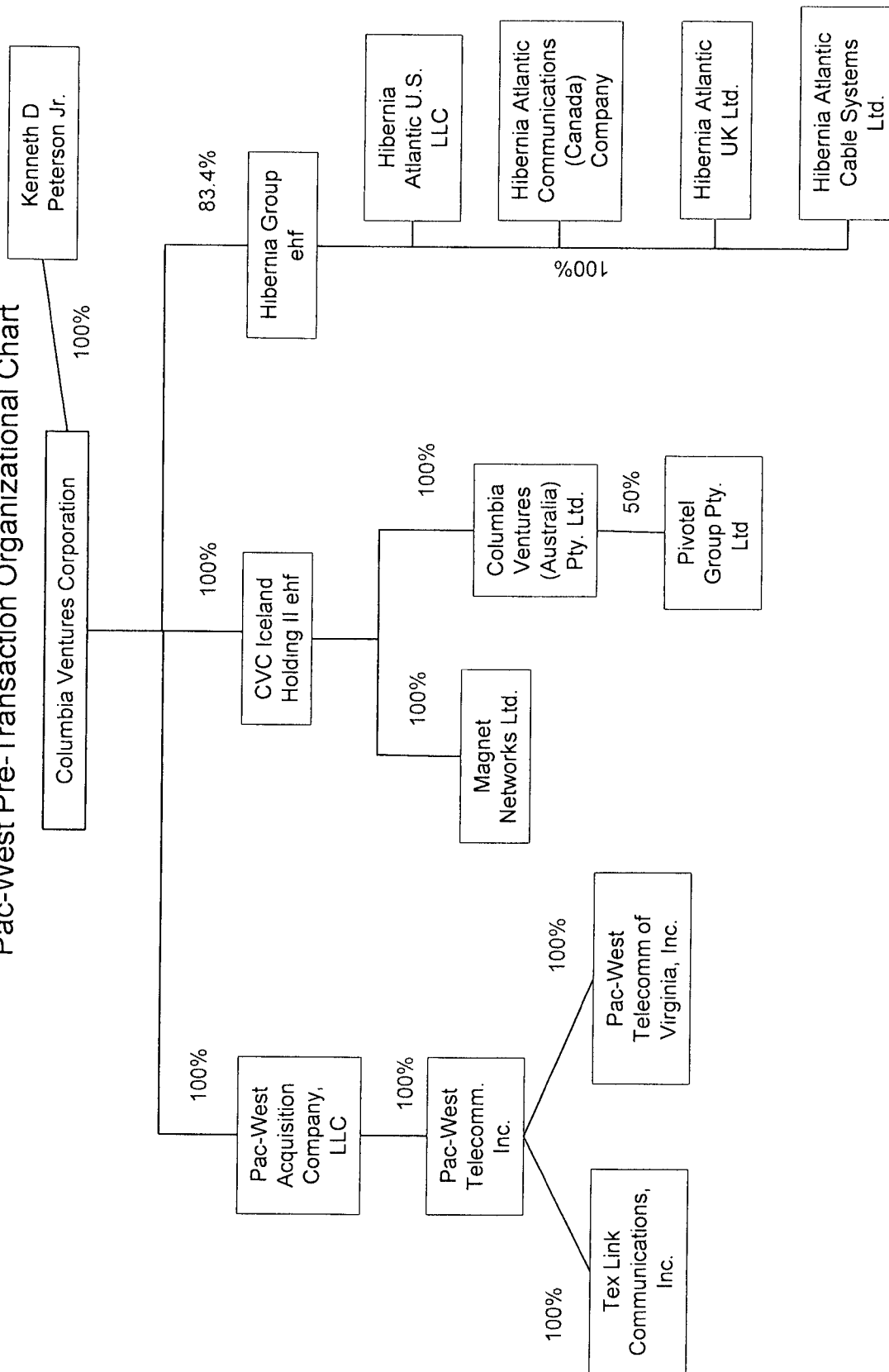
EXHIBIT E

Pre- and Post-Transaction Organizational Charts (Answer to Question 2(i))

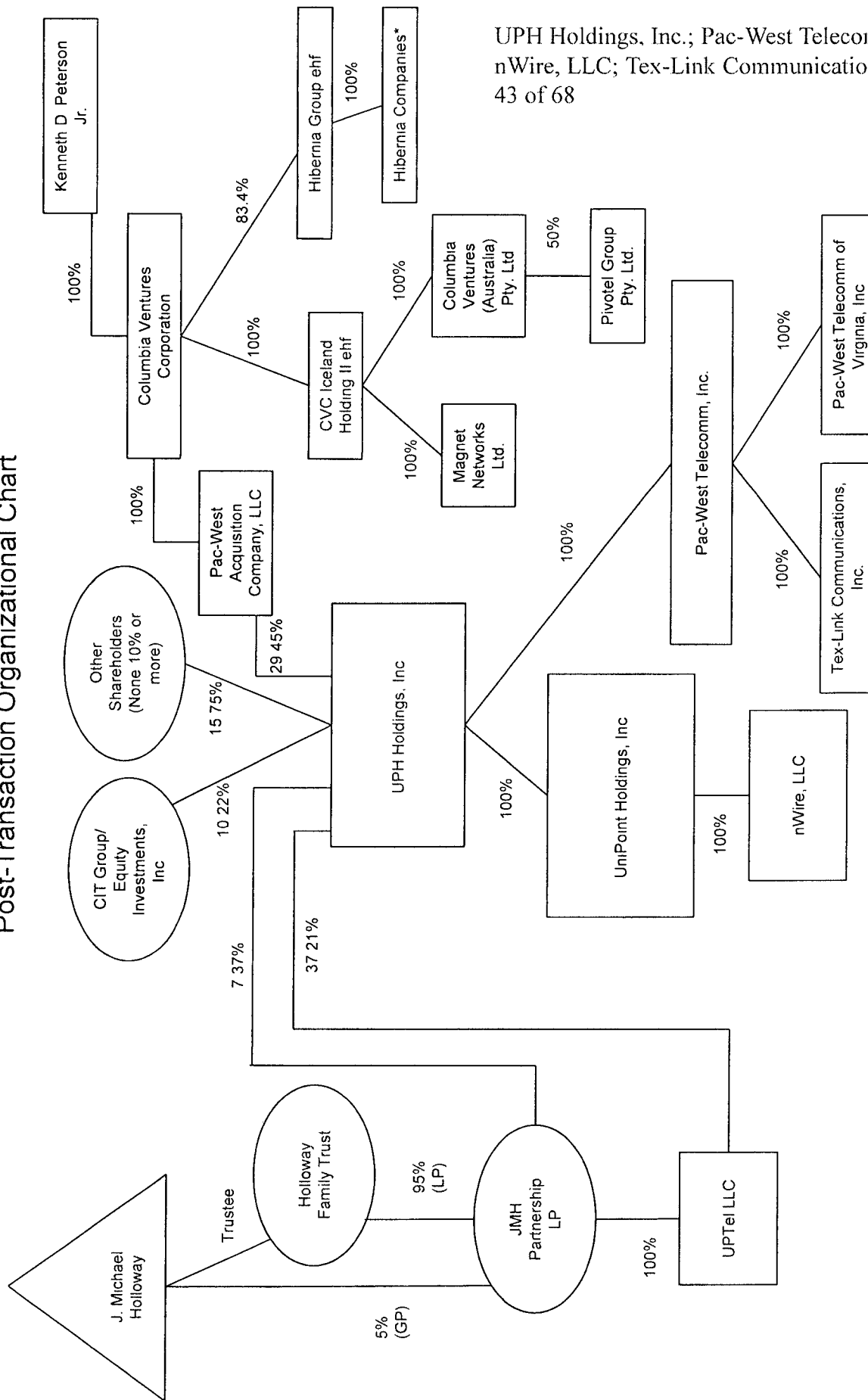
UPH Pre-Transaction Organizational Chart



Pac-West Pre-Transaction Organizational Chart



Post-Transaction Organizational Chart



UPH Holdings, Inc.; Pac-West Telecomm, Inc.
nWire, LLC; Tex-Link Communications, Inc.
43 of 68

*The Hibernia Companies are Hibernia Atlantic U.S. LLC (f/k/a Columbia Ventures U.S. Acquisition LLC), Hibernia Atlantic Cable System Limited (f/k/a CVC Acquisition Company (Ireland) Limited), Hibernia Atlantic (UK) Limited (f/k/a CVC Acquisition Company (UK) Limited), Hibernia Atlantic Communications (Canada) Company (f/k/a CVC Acquisition Company (Canada) Ltd.), and Hibernia Atlantic (NI) Ltd. (a 100% wholly owned subsidiary of Hibernia Atlantic (UK) Limited).

EXHIBIT F

UPH Holdings, Inc. Management Biographies (Answer to Question 14)

J. Michael Holloway – Chief Executive Officer

- **Mid Tex Communications** (a Motorola Services Company): General Manager (1981-1983). Austin Regional technical and field services responsibility.
- **Tel-Air Networks** (a Knight Ridder Wireless Holding): General Manager (Texas Markets) (1983-1985). US 18 MSA market wireless provider.
- **Austin Communications** (a Motorola Services Company): Vice President (1985-1992). Austin Region technical and engineering operations responsibility.
- **Austin Paging**: President (1992-1996). Regional Wireless and PCS Common Carrier.
- **Bestline Communication**: IT Director (1996-1997). Texas based CLEC.
- **PointOne Communications**: Founder/CTO (1997-2002). Nationwide Data Service Provider.
- **Unipoint Holdings/nWire**: CEO and Founder (2002-present). Responsible for all management, financial, strategic, and operational aspects of facilities based Texas, Oklahoma, Arkansas CLEC and nationwide IP Data Service Provider.

Gary Egger – Chief Financial Officer

- **Telecom USA/MCI**: VP Finance (1983-1990).
- **VarTec/Excel Telecom**: CFO & EVP (1990-2003). Texas based CLEC and long distance provider. Operated of three nationwide CLEC certifications in 52 states, approximately 1.5M customers and over \$1B in annualized revenue.
- **FastSpot**: President & CEO (2003-2005). Texas based fixed wireless provider
- **Unipoint Holdings/nWire**: CFO (2009-present). Texas, Oklahoma, Arkansas CLEC and data Service Provider.

Sam Shiffman – Executive Vice President

- **OmniAmerican FCU: Director of Operations (1991-1994)**. Served on the Customer Advisory Board of Alcatel, North America Migrating, a regional financial institution's 5 branches to an all IP infrastructure.
- **Database City: VP Operations (1994-1998)**. Architected one of the first Ethernet based Optical IP networks that provided broadband services to businesses and off-campus students in dormitories and apartments. One of the first Internet Services Providers in Texas.
- **PointOne Communications**: Vice President Engineering (1998-2002). Nationwide Data Service Provider- Architected, deployed, and managed IP backbones and VoIP network. Hold several patents in the IP communications field.

- **Unipoint Holdings/nWire:** Executive Vice President (2002-present). Responsible for all operational aspects of Texas, Oklahoma, Arkansas CLEC business. Manage nationwide Data Service Provider IP backbones.

Gail McCulloch – Vice President Customer Care

- **Teleconnect/MCI:** VP Customer Support (1984-1990).
- **Claydesta:** VP Customer Support (1990-1992).
- **Excel/VarTec Telecom:** Senior Vice President of Customer Service (1992-2004) Responsible for and managed Customer Care for all CLEC and LD Call Centers globally including eighteen+ call centers with over 2,000 employees managed. Responsible for product distribution of domestic CLEC (both business and residential) services throughout customer base.
- **Unipoint Holdings/nWire:** VP Customer Care (2005-present). Texas, Oklahoma, Arkansas CLEC and Data Service Provider.

Phil Wroblewski – Vice President Information Technology

- **Frontier Information Technologies:** Senior Manager Applications (1996-1998). Local/LD CLEC switch development.
- **Global Crossing:** Director, Software Engineering (1998-2002). Responsible for CLEC Billing & WEB Development.
- **Computer Systems, LLC:** Director, Program Development (2002-2003). Development & Billing - CLEC Local & CABS systems.
- **Unipoint Holdings/nWire:** VP Information Technology (2003-present). Responsible for all IT, billing, provisioning and IT operations for Texas, Oklahoma, Arkansas CLEC and Data Service Provider.

Nate Nelson – Vice President Operations

- **MCI:** Principle Engineer (1993 – 1999). Worked extensively on industry Local Number Portability issues, was the routing architect for the CLEC and Long Distance Network, and was responsible for MCI's SS7 and CDR/AMA standards.
- **Cbeyond:** Senior Director of Voice Operations (2000–2002). Responsible for building Cbeyond's initial Networks in Atlanta, Dallas, and Denver, Customer Test and Turn up, Voice Network Engineering, Network Operations Center, and the Voice Certification Lab.
- **Broadwing:** Senior Director of Voice Operations (2002-2004). Responsible for Network Voice Translations, Network Engineering, Provisioning, Customer and Network Circuit Test and Turn Up.
- **Vero Systems:** CTO/EVP (2004-2007). Responsible for Product Line Management, Least Cost Routing and Network Routing tool that managed CLEC and Long Distance Routing for some of the largest carriers in the US.
- **Excel Telecom:** SVP Business Operations (2007-2008). Responsible for all aspects CABS billing and vendors Invoice Management and Reconciliation, Customer

Pricing, Sales, Sales Engineering, Network Engineering, Vendor Management, and Network Test and Turn Up.

- **Unipoint Holdings/nWire:** VP Operations (2009-present). Responsible for Network Operations Center, Network Field Operations, Customers/Network Circuit, DID, 8xx and, LNP Provision, as well as Customer/Vendor Network Test and Turn Up for Texas, Oklahoma, Arkansas CLEC and Data Service Provider

EXHIBIT G

Financial Information (Answer to Question 16)

**Filed under seal pursuant to
Texas Govt. Code § 552.001 *et seq.***