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January 26, 2016

VIA IBFS

Marlene Dortch, Secretary
Federal Communications Commission
Office of the Secretary
445 12th Street, S.W.
Room TW-A325
Washington, DC 20554
Attn: International Bureau

**Re: Notice of a *Pro Forma* Transfer of Direct Control of
TNCI Operating Company LLC**

Dear Ms. Dortch:

TNCI Operating Company LLC (“TNCI OpCo”), pursuant to 47 C.F.R. § 63.24(f), notifies the Commission of an intra-company change (the “*Pro Forma* Change”) that resulted in the *pro forma* transfer of direct control of TNCI OpCo from TNCI Holdings LLC (“TNCI Holdings”) to TNCI Impact LLC (“TNCI Impact”).¹ Since TNCI Holdings was a direct, wholly owned subsidiary of Garrison TNCI LLC (“Parent”) prior to the *Pro Forma* Change and TNCI Impact is a direct, wholly owned subsidiary of Parent after the *Pro Forma* Change, the transfer of control of TNCI OpCo was *pro forma* in nature.

Information Required by Section 63.24(f)(2)

As required by Section 63.24(f)(2), the Parties provide the following information required by 63.18(a) through (d) and (h):

¹ The Commission was notified of this *Pro Forma* Change in connection with the transfer of control of Matrix Telecom, Inc. to Garrison TNCI LLC. See IB File No. ITC-T/C-20151105-00253.

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Sections 63.18(a): Name, address and telephone number of the Parties:

TNCI Impact LLC
9000 E. Nichols Avenue, Suite 230
Englewood, CO 80112
866-557-8919

TNCI Holdings LLC
TNCI Operating Company LLC
114 E. Haley Street, Suite I
Santa Barbara, California 93101
805-456-1076

Sections 63.18(b): Organization of the Parties:

TNCI OpCo is a Delaware limited liability company.

TNCI Impact is a Delaware limited liability company.

TNCI Holdings was a Delaware limited liability company.

Section 63.18(c): Correspondence concerning this filing should be sent to the Parties' counsel:

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Section 63.18(d): TNCI OpCo holds international Section 214 authority to global and limited global resale and facilities-based services pursuant to authority granted in IB File No. ITC-214-20030414-00187.

Sections 63.18(h): See **Attachment 1** for the ownership of TNCI OpCo. See **Attachment 2** for pre-*Pro Forma* Change and current corporate structure of TNCI OpCo.

The Parties certify that the intra-company transaction described herein was *pro forma* and that, together with all previous *pro forma* transactions, did not result in a change in the actual controlling party of the TNCI OpCo, which remains Garrison TNCI LLC.

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This notification letter is being filed electronically via MyIBFS. Please direct any questions to the undersigned.

Respectfully submitted,

/s/ *Brett P. Ferenchak*

Andrew D. Lipman
Brett P. Ferenchak

Counsel for the Parties

ATTACHMENT 1

Answer to Question 11 - Section 63.18(h) Ownership Information

The following entities currently hold, directly or indirectly, a 10% or greater interest² in TNCI Operating Company LLC (“TNCI OpCo”), as calculated pursuant to the Commission ownership attribution rules for international telecommunications carriers:

Name: TNCI Impact LLC (“TNCI Impact”)
Address: 9000 E. Nichols Avenue, Suite 230
Englewood, CO 80112
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
% Interest: 100% (directly in TNCI OpCo)

Name: Impact Telecom Holdings, Inc. (“Newco”)
Address: c/o Garrison Investment Group
1290 Avenue of the Americas, Suite 914
New York, NY 10104
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
% Interest: 10% (indirectly, as 10% direct owner of TNCI Impact)

No person or entity that owns Newco is attributed a 10% or greater ownership interest in TNCI Impact through Newco.

Name: Garrison TNCI LLC (“Parent”)
Address: c/o Garrison Investment Group
1290 Avenue of the Americas, Suite 914
New York, NY 10104
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
% Interest: 90% (indirectly, as 90% direct owner of TNCI Impact)

² Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

Name: Garrison Opportunity Fund III A LLC (“GOF-III-A”)
Address: c/o Garrison Investment Group
1290 Avenue of the Americas, Suite 914
New York, NY 10104
Citizenship: U.S.
Principal Business: Investment
% Interest: 64.25% (indirectly, as 64.25% direct owner of Parent)

Name: Garrison Opportunity Fund III A MM LLC
 (“GOF-III-A-MM”)
Address: c/o Garrison Investment Group
1290 Avenue of the Americas, Suite 914
New York, NY 10104
Citizenship: U.S.
Principal Business: Investment
% Interest: 64.25% (indirectly, as managing member of (0%
equity interest in) GOF-III-A)

Name: Garrison Opportunity Fund III A Holdings MM
LLC (“GOF-III-A-Holdings”)
Address: c/o Garrison Investment Group
1290 Avenue of the Americas, Suite 914
New York, NY 10104
Citizenship: U.S.
Principal Business: Investment
% Interest: 64.25% (indirectly, as managing member of (100%
equity interest in) GOF-III-A-MM)

Name: GOF II A Series A-2 LLC
Address: c/o Garrison Investment Group
1290 Avenue of the Americas, Suite 914
New York, NY 10104
Citizenship: U.S.
Principal Business: Investment
% Interest: 35.75% (indirectly, as 35.75% direct owner of Parent)

Name: Garrison Opportunity Fund II A LLC (“GOF-II-A”)
Address: c/o Garrison Investment Group
1290 Avenue of the Americas, Suite 914
New York, NY 10104
Citizenship: U.S.
Principal Business: Investment
% Interest: 35.75% (indirectly as 100% owner of (100% voting
interest in) GOF II A Series A-2 LLC)

Name: Garrison Opportunity Fund MM II A LLC
("GOF-MM-II-A")
Address: c/o Garrison Investment Group
1350 Avenue of the Americas
Suite 905
New York, NY 10019
Citizenship: U.S.
Principal Business: Investment
% Interest: 35.75% (indirectly, as managing member of (0%
equity interest in) GOF-II-A)

Name: Garrison Opportunity Fund II A Holdings MM LLC
("GOF-II-A-Holdings")
Address: c/o Garrison Investment Group
1350 Avenue of the Americas
Suite 905
New York, NY 10019
Citizenship: U.S.
Principal Business: Investment
% Interest: 35.75% (indirectly, as managing member of (100%
equity interest in) GOF-MM-II-A)

Joseph Tansey and Steven Stuart each hold 25% of the equity and 50% of the voting rights in GOF-III-A-Holdings and GOF-II-A-Holdings. Mr. Tansey and Mr. Stuart are U.S. citizens and can be reached at the same address as the Garrison Investment Group.

To TNCI OpCo's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in TNCI OpCo through the TNCI Impact.

Answer to Question 12 - Section 63.18(h) Interlocking Directorates

TNCI OpCo has an interlocking directorate with Vancouver Telephone Company Limited ("VTC"), a non-dominant foreign carrier in Canada. See IB File No. ITC-T/C-20151105-00253.

Answer to Question 13 - Description of Transfer of Control

The *pro forma* transfer of direct control of TNCI OpCo to TNCI Impact LLC resulted from the distribution of TNCI OpCo's membership interest held by TNCI Holdings to Parent, which then contributed those membership interests to TNCI Impact. These internal corporate

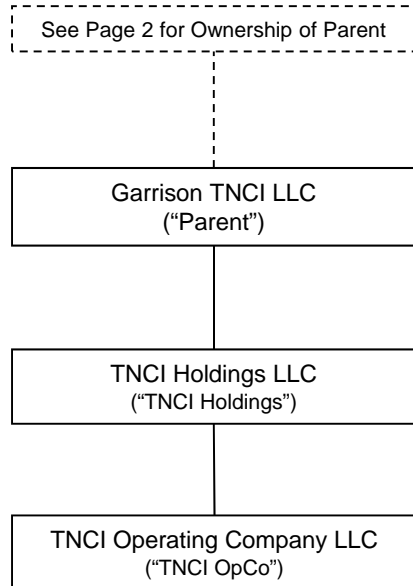
transactions were completed on December 31, 2015. Before the transfer, TNCI OpCo was a direct, wholly owned subsidiary of TNCI Holdings, and TNCI Holdings and TNCI Impact were direct, wholly owned subsidiaries of Parent. Following the *Pro Forma* Change, TNCI OpCo is a direct, wholly owned subsidiary of TNCI Impact, which is a direct, wholly owned subsidiary of Parent.

ATTACHMENT 2

**Corporate Organizational Structure of the Parties
Before and After the *Pro Forma* Change**

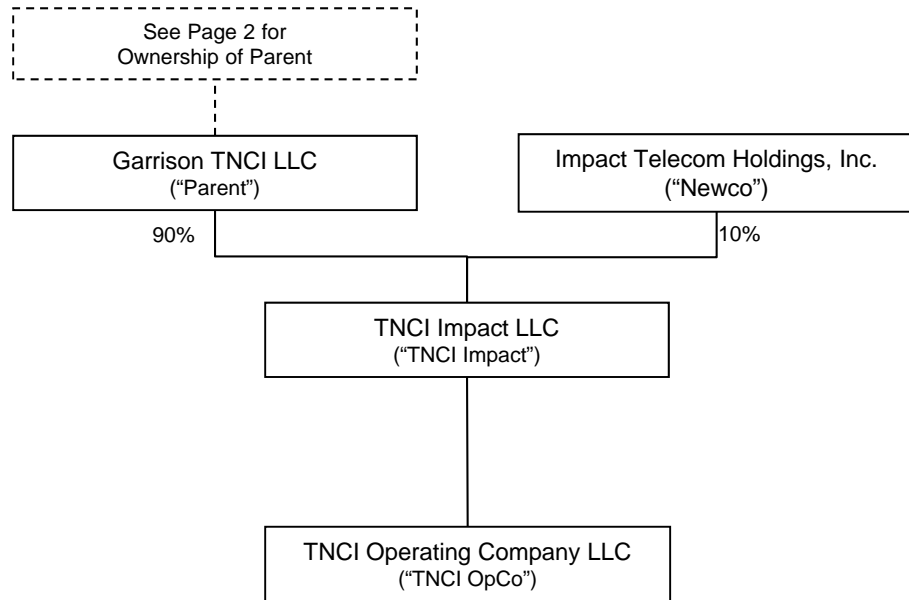
ATTACHMENT 2

Pre-Pro Forma Change Organizational Structure of TNCI OpCo*



Unless otherwise indicated all ownership percentages are 100%.

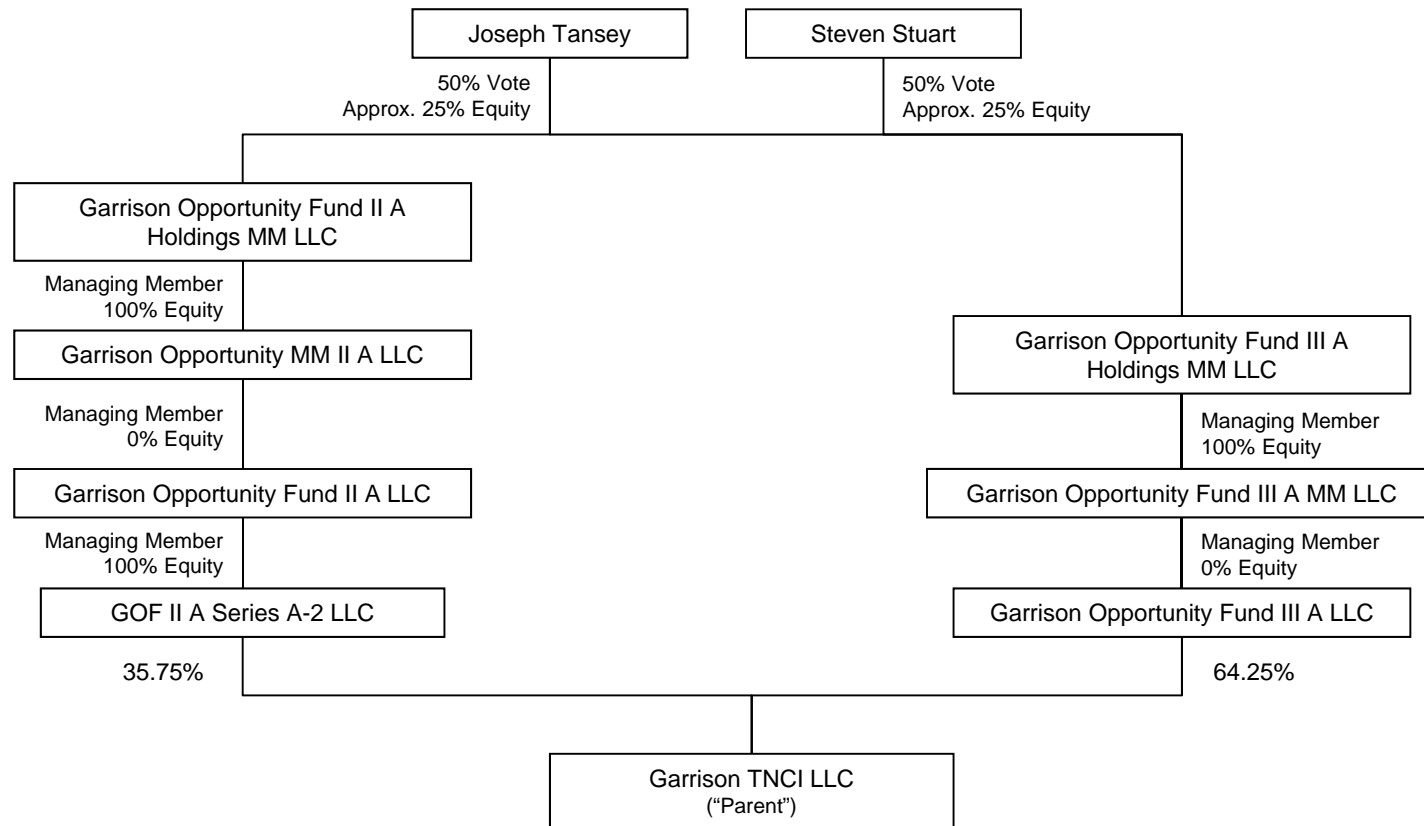
Current Organizational Structure of TNCI OpCo*



* The entities listed herein only include those TNCI OpCo and those entities in its chain of ownership and does not include any other affiliated entities including those that hold authorization to provide intrastate, interstate or international telecommunications services in the U.S. or Canada.

ATTACHMENT 2

Pre-Pro Forma and Current Corporate Organizational Structure of Parent



VERIFICATION

I, Brian McClintock, state that I am Chief Financial Officer of TNCI Operating Company LLC (the “Company”); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company 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 25th day of January 2016.

Brian McClintock

Brian McClintock
Chief Financial Officer
TNCI Operating Company LLC