

ATTACHMENT 1

Pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 63.24 of the Commission’s rules, 47 C.F.R. § 63.24, the Commission is hereby notified of the *pro forma* transfer of control of Arena One, LLC (ITC-214-20130909-00245) and PayG, LLC *d/b/a* SkySwitch (ITC-214-20171116-00208) (collectively, the “International Section 214 authorization holders”), which occurred as a result of an internal restructuring of the indirect parents of the International Section 214 authorization holders. There has been no change in the ultimate control of, or controlling interest in, the International Section 214 authorization holders. *See* 47 C.F.R. § 63.03(d) (defining *pro forma* transactions to include “corporate reorganization which involves no substantial change in the beneficial ownership of the corporation” and “assignment or transfer from a corporation to a wholly owned subsidiary thereof or vice versa, or where there is an assignment from a corporation to a corporation owned or controlled by the assignor stockholders without substantial change in their interests”); *Lumos Networks Operating Co.*, ITC-T/C-20211007-00145 (2021) (*pro forma* transfer of control where intermediate fund ownership but all entities were under common ownership); *Reliance Communications, Inc.*, ITC-T/C-20090812-00376 (2009) (*pro forma* transfer based on internal restructuring but where ultimate control did not change).

Answer to Question 10

Response to Section 63.18(c)

All Commission communications in connection with the instant notification can be directed to:

Marc Korman
Alice A. Wang
Sidley Austin LLP
1501 K Street NW
Washington, DC 20005
(202) 736-8417
mkorman@sidley.com

Response to Section 63.18(d)

The applicant does not have International Section 214 authority. The International Section 214 authorization holders and their categories of facilities and services are:

Arena One, LLC (ITC-214-20130909-00245), Global or Limited Global
Facilities-Based Service Global or Limited Global Resale Service

PayG, LLC *d/b/a* Skywitch (ITC-214-20171116-00208), Global or Limited
Global Resale Service

Answer to Question 11

Response to Section 63.18(h)

The following entities hold a disclosable direct or indirect 10 percent or greater ownership interest in the Section 214 authorization holders:

Name: SIPTRUNK, LLC
Address: 3005 Royal Blvd S. Suite 120
Alpharetta, GA 30022
Citizenship: New York
Ownership Interest: 100% of Arena One, LLC

Name: SIP.US LLC¹
Address: 3005 Royal Blvd S. Suite 120
Alpharetta, GA 30022
Citizenship: New York
Ownership Interest: 100% of SIPTRUNK, LLC; 100% of PayG, LLC

¹ SIP.US holds International Section 214 authorization (ITC-214-20180815-00163, Global or Limited Global Resale Service) but remains a wholly owned subsidiary of BCM One Group Holdings, Inc., as it did prior to the restructuring, and now wholly owns Arena One and PayG following the restructuring.

Name: BCM One Group Holdings, Inc.
Address: 295 Madison Avenue, 5th Floor
New York, NY 10017

Citizenship: Delaware
Ownership Interest: 100% of SIP.US LLC

Name: Thompson Street Capital Partners V, L.P.
Address: 120 S. Central Ave., Suite 600
St. Louis, MO 63105

Citizenship: Delaware
Ownership Interest: ~70% of BCM One Group Holdings, Inc.

Name: Thompson Street Capital Fund V GP, L.P.
Address: 120 S. Central Ave., Suite 600
St. Louis, MO 63105

Citizenship: Delaware
Note: General Partner of Thompson Street Capital Partners V, L.P.

Name: Thompson Street Capital LLC
Address: 120 S. Central Ave., Suite 600
St. Louis, MO 63105

Citizenship: Delaware
Note: General Partner of Thompson Street Capital Fund V GP, L.P.

Name: Thompson Street Capital Manager LLC
Address: 120 S. Central Ave., Suite 600
St. Louis, MO 63105

Citizenship: Delaware
Note: 16.9% of Thompson Street Capital Fund V GP, L.P.

Name: James A. Cooper
Address: 120 S. Central Ave., Suite 600
St. Louis, MO 63105

Citizenship: United States
Note: Sole Member of Thompson Street Capital LLC and a member of
Thompson Street Capital Manager LLC.

Name: Robert C. Dunn
Address: 120 S. Central Ave., Suite 600
St. Louis, MO 63105

Citizenship: United States
Note: Robert C. Dunn is a limited partner of Thompson Street Capital V
GP, L.P. and a member of Thompson Street Capital Manager LLC.

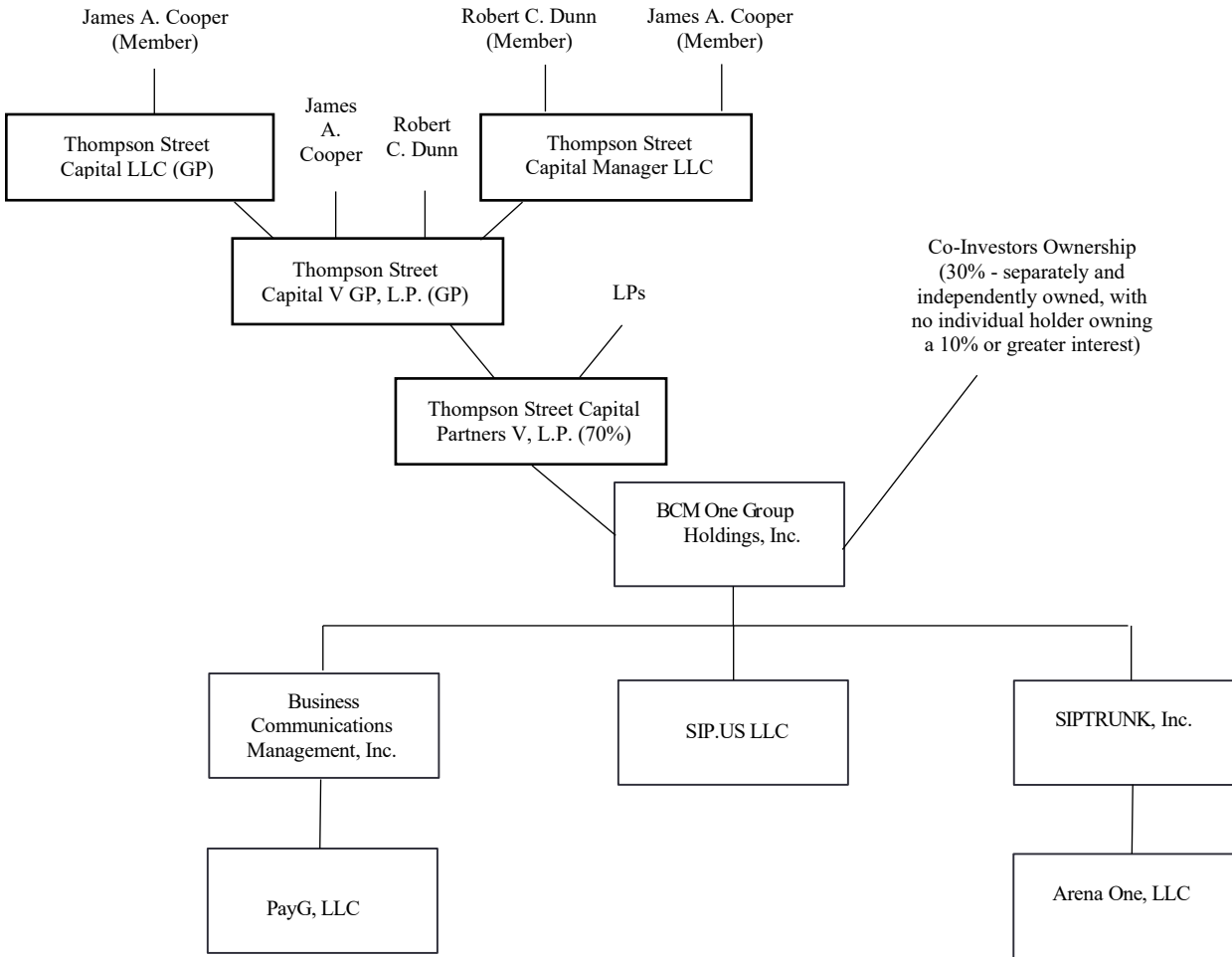
No other person or entity holds a direct or indirect 10 percent or greater equity interest in the International Section 214 authorization holders at this time.

Answer to Question 13

On November 16, 2021, BCM One Group Holdings and its subsidiaries underwent a restructuring whereby, as relevant here, (1) 100% of the membership interests of PayG, LLC were transferred from its direct owner (Business Communications Management, Inc.) to SIP.US LLC, and (2) 100% of BCM One Group Holding's stock in SIPTRUNK, Inc. (and its indirect ownership of Arena One, LLC), was transferred to SIP.US LLC. Business Communications Management, Inc. and SIPTRUNK, Inc. were subsequently converted from corporations to limited liability companies. This resulted in a change of intermediate ownership of International Section 214 authorization holders, PayG, LLC (a limited liability company organized under the laws of the state of Delaware), and Arena One, LLC. (a limited liability company organized under the laws of the state of Delaware), to include SIP.US LLC as a direct owner of PayG, LLC and indirect owner of Arena One, LLC.

Because the restructuring does not alter the ultimate control of the Section 214 authorization holders—and does not affect the management, operations, or personnel of the Section 214 authorization holders—the transaction is *pro forma* under the Commission's rules. See 47 C.F.R. 63.24(d); *Lumos Networks Operating Co.*, ITC-T/C-20211007-00145 (2021) (*pro forma* transfer of control where intermediate fund ownership but all entities were under common ownership); *Reliance Communications, Inc.*, ITC-T/C-20090812-00376 (2009) (*pro forma* transfer based on internal restructuring but where ultimate control did not change).

Pre-Close Disclosable Ownership of PayG and Arena One



Post-Close Disclosable Ownership of PayG and Arena One

