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 BCM One, Inc. (ITC-214-20020327-00146), SIP.US LLC (ITC-214-20180815-00163), Arena One, LLC (ITC-214-20130909-00245), PayG, LLC *d/b/a* SkySwitch (ITC-214-20171116-00208), and Wholesale Carrier Services, Inc. (ITC-214-19970630-00357) (collectively, the "International Section 214 authorization holders") which occurred as a result of an internal restructuring of the indirect intermediate parents of the International Section 214 authorization holders but resulted in no change in the actual controlling party with ultimate control of the International Section 214 authorization holders.[1] *See ARINC, Inc.*, FCC File No. ITC-T/C-20120601-00142 (2012) (Commission approval of *pro forma* transfer of control where intermediate fund ownership changed but not ultimate control which remained with an investment firm); *Syniverse Technologies, LLC*, FCC File No. ITC-T/C-20120601-00143 (2012) (same). Each of the International Section 214 authorization holders is directly or indirectly wholly owned by BCM One Group Holdings, Inc. and have been subject to prior transfer of control applications to BCM One Group Holdings, Inc.'s intermediate parent fund, Thompson Street Capital Partners V, L.P. ("TSCP Fund V") (FRN: 0027765478).[2] The

[1] BCM One, Inc. and Wholesale Carrier Services, Inc. also hold blanket domestic Section 214 authority. Pursuant to Section 63.03(d) of the Commission's rules, *pro forma* transfers of control of domestic Section 214 authorizations do not require Commission review or notice except in specified circumstances. 47 C.F.R. § 63.03(d).

[2] File Nos. ITC-T/C-20180821-00158 (BCM One, Inc. transfer of control); ITC-T/C-20181110-00228 (SIP.US transfer of control); ITC-T/C-20191022-00172 (Arena One, LLC transfer of control); ITC-T/C-20201112-00190 (PayG, LLC transfer of control); ITC-T/C-20210301-00041 (Wholesale Carrier Services, Inc. transfer of control).

intermediate parent fund is being replaced by a new intermediate parent fund, TSCP CV I, L.P. ("Continuation Fund") (FRN: 0031786320), which is ultimately controlled by the same parties that control TSCP Fund V.

In particular, the same parties that ultimately controlled the International Section 214 authorization holders prior to the internal restructuring, Thompson Street Capital Manager, LLC, Robert C. Dunn, and James A. Cooper, still ultimately control the International Section 214 holders post-restructuring. It is through this entity and its ultimate managers that daily operations, management, and financial decisions of the International Section 214 authorization holders are determined. *See, e.g.*, *Illinois Valley Cellular RSA-2 II Partnership*, ITC-T/C-20180827-00166 (2018) (Commission approval of *pro forma* transfer of control where majority ownership changed but the same "Operational Partner and Network Partner" that "controls the daily operations of and carry out the day-to-day policy decisions for IVC RSA 2-II, controls the financial decisions associated with operating IVC RSA 2-II, controls personnel decisions, controls the use of IVC RSA 2-II facilities and equipment, and receive monies and profits from the operation of the facilities…continues to hold *de facto* control over IVC RSA 2-II."); *see also Illinois Valley Cellular RSA-2 II Partnership*, ITC-T/C-20190130-00062 (2019) (change in majority equity ownership but *pro forma* because same entity maintained *de facto* control).

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

Response to Section 63.18(d)

The Transferor and Transferee do not have International Section 214 authority. The International Section 214 authorization holders and their categories of facilities and services are:

BCM One, Inc. (ITC-214-20020327-00146), Global or Limited Global Facilities-Based Service Global or Limited Global Resale Service

SIP.US LLC (ITC-214-20180815-00163), Global or Limited Global Resale Service

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

Wholesale Carrier Service, Inc. (ITC-214-19970630-00357), Global Resale Service

Answer to Question 11

The following entities hold a disclosable direct or indirect 10 percent or greater ownership interest in the Section 214 authorization holders following the *pro forma* restructuring:[3]

[3] *See* Exhibit 2.

Name:	SIPTRUNK, LLC
Address:	3005 Royal Blvd S. Suite 120 Alpharetta, GA 30022
Citizenship:	New York
Ownership Interest:	100%
Note:	International Section 214 authorization holder Arena One, LLC is wholly owned by SIPTRUNK, LLC which is, in turn, wholly owned by International Section 214 authorization holder SIP.US, LLC.

Name:	SIP.US, LLC (FRN: 0028208148)
Address:	3005 Royal Blvd S. Suite 120 Alpharetta, GA 30022
Citizenship:	New York
Ownership Interest:	100%
Note:	SIP.US LLC is an International Section 214 authorization holder wholly owned by BCM One Group Holdings, Inc. and is also the direct parent of International Section 214 authorization holder PayG, LLC and the indirect parent of International Section 214 authorization holder Arena One, LLC.

Name:	BCM One, Inc. (FRN: 0003761467)
Address:	295 Madison Avenue, 5th Floor New York, NY 10017
Citizenship:	New York
Ownership Interest:	100%
Note:	BCM One, Inc. is an International Section 214 authorization holder wholly owned by BCM One Group Holdings, Inc. and also wholly owns International Section 214 authorization holder Wholesale Carrier Services, Inc.

Name:	BCM One Group Holdings, Inc. (FRN: 0031665466)
Address:	295 Madison Avenue, 5th Floor New York, NY 10017
Citizenship:	Delaware
Ownership Interest:	100%
Note:	BCM One Group Holdings, Inc. is the direct parent of International Section 214 holders BCM One, Inc. and SIP.US, LLC and the indirect parent of International Section 214 authorization holders Arena One, LLC, Wholesale Carrier Services, Inc., and PayG, LLC.

Name:	TSCP CV I, L.P. (FRN: 0031786320)
Address:	7676 Forsyth Blvd., Suite 2700 St. Louis, MO 63105
Citizenship:	Delaware
Ownership Interest:	~81% of BCM One Group Holdings, Inc.

Name:	TSC CV I GP, L.P.
Address:	7676 Forsyth Blvd., Suite 2700 St. Louis, MO 63105
Citizenship:	Delaware
Note:	General Partner—and controlling interest holder—of TSCP CV I, L.P.

Name:	Thompson Street Capital UGP LLC
Address:	7676 Forsyth Blvd., Suite 2700 St. Louis, MO 63105
Citizenship:	Delaware
Note:	General Partner—and controlling interest holder—of TSC CV I GP, L.P.

Name:	Thompson Street Capital Manager LLC
Address:	7676 Forsyth Blvd., Suite 2700 St. Louis, MO 63105
Citizenship:	Delaware
Note:	Manager—and controlling interest holder—of TSCP CV I, L.P. and TSC CV I GP, L.P.

Name:	James A. Cooper
Address:	7676 Forsyth Blvd., Suite 2700 St. Louis, MO 63105
Citizenship:	United States
Note:	Member of Thompson Street Capital Manager LLC and Thompson Street Capital UGP LLC.

Name:	Robert C. Dunn
Address:	7676 Forsyth Blvd., Suite 2700 St. Louis, MO 63105
Citizenship:	United States
Note:	Member of Thompson Street Capital Manager LLC and Thompson Street Capital UGP LLC.

The following parties have a disclosable indirect 10% or greater equity interest in the International Section 214 authorization holders as a result of their status as passive, non-voting limited partners in TSCP CV I, L.P.[4] The parties are also insulated pursuant to Section 1.5003 of the Commission's rules.[5]

Name:	AlpInvest Secondaries Fund VII B C.V.[6]
Address:	Jachthavenweg 118, 1081 KJ Amsterdam, the Netherlands
Citizenship:	Netherlands
Note:	Passive, non-voting limited partner with 10.4% indirect equity interest in the International Section 214 authorization holders.[7]

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[4] The presence of new disclosable foreign owners without *de facto* or *de jure* control where the party with the controlling interest has not changed has been treated as *pro forma* by the Commission. *See, e.g.*, *Metro Fibernet LLC*, ULS File No. 0006217800 (wireless *pro forma* transfer of control where *de facto* and *de jure* control did not change but there were new disclosable foreign owners).

[5] 47 C.F.R. § 1.5003; *see Review of the Foreign Ownership Policies for Common Carrier and Aeronautical Radio Licenses Under Section 310(b)(4) of the Communications Act of 1934, as Amended,* 28 FCC Rcd. 5741, 5805, ¶ 122 (2013) ("governance documents of the limited partnership prohibit the limited partner[s] from becoming actively involved in the management or operation of the partnership and limit the limited partner's voting or consent rights to the investor protections" specified in the rule).

[6] No owner of AlpInvest Secondaries Fund VII B C.V. will indirectly own 10% or more of the International Section 214 authorization holders.

[7] In addition, several other AlpInvest funds are also insulated, passive, non-voting limited partners with less than 10% indirect ownership interests in the International Section 214 authorization holders. These funds each have separate investors/owners, although they have a common ultimate management entity, AlpInvest Partners B.V., a Dutch entity that is wholly owned by The Carlyle Group Inc. To the extent the rules require that these other AlpInvest fund ownership interests should be aggregated, all of the AlpInvest funds combined indirectly own 39.4% of the International Section 214 authorization holders. The other AlpInvest entities and their country of formation are: AlpInvest Partners US Secondary Investments 2020/2021 I C.V. (Netherlands); AlpInvest PEP Secondary 2021 C.V. (Netherlands); AlpInvest Secondaries Fund VII A C.V. (Netherlands); AlpInvest Secondaries Fund VII B C.V. (Netherlands); AlpInvest Secondaries Fund (Euro) VII C.V. (Netherlands); GGG Secondary 2021 C.V. (Netherlands); ALP L Global Secondary 2020 C.V. (Netherlands); AGRI Secondary C.V (Netherlands); AP P Secondary C.V. (Netherlands); HLI Secondary C.V. (Netherlands); RV AIP S.C.S. SICAV-SIF – TF 4 Secondaries (Luxembourg); ALP PM Secondary C.V. (Netherlands); AG II PSMA Secondary C.V. (Netherlands); ALP Spire Secondary, L.P. (Cayman Islands); Cendana Secondary - Series 1 C.V. (Netherlands); AJ II Secondary C.V. (Netherlands); ASF VII Access Sidecar, L.P. (Cayman Islands); ASF VII Pacific Sidecar, L.P. (Cayman Islands), AG II CSMA C.V. (The Netherlands), ASP Cardinal (Cayman), L.P. (Cayman Islands); AlpInvest GA Secondary 2018 C.V. (The Netherlands); AG Secondary C.V. (The Netherlands); AJ Secondary

Name:	Stamford Bridge Investment Pte. Ltd
Address:	168 Robinson Road #37-01 Capitol Tower, Singapore
Citizenship:	Singapore
Note:	Passive, non-voting limited partner with 18% interest equity interest in the International Section 214 authorization holders.

Name:	GIC (Ventures) Pte. Ltd.
Address:	168 Robinson Road #37-01 Capitol Tower, Singapore
Citizenship:	Singapore
Note:	Owns 100% of Stamford Bridge Investment Pte. Ltd.[8]

Name:	Singapore Minster for Finance
Address:	100 High St, #06-03 The Treasury, Singapore 179434
Citizenship:	Singapore
Note:	Owns 100% of GIC (Ventures) Pte. Ltd.

No other person or entity will hold a direct or indirect 10 percent or greater equity interest in the International Section 214 authorization holders.

Answer to Question 13

On December 16, 2021, TSCP Fund V and its direct and indirect owners underwent a restructuring whereby TSCP Fund V's ownership in BCM One Group Holdings, Inc. (and its indirect ownership of the International Section 214 authorization holders), was transferred to an affiliated entity, the Continuation Fund. As with TSCP Fund V, the Continuation Fund's equity

C.V. (The Netherlands); AlpInvest Partners Secondary Investments 2020/2021 I C.V. (The Netherlands); AlpInvest Secondaries Fund VII C.V. (Netherlands); and AlpInvest PEP Secondary 2020 C.V. (The Netherlands).

[8] GIC owns an inidrect 20.4% interest in the International Section 214 authorization holders as the 100% owner of Stamford Bridge Investment Pte. Ltd, an insulated and passive limited partner in TSCP CV I, L.P. GIC also owns an additional indirect 1.25% interest in the International Section 214 authorization holders as an investor in certain of the AlpInvest LPs described in footnote 6.

is dispersed among numerous limited partners (including those disclosed above with 10% or greater indirect, passive ownership). Also as with TSCP Fund V, the Continuation Fund has a General Partner (TSC CV I GP, L.P.) and that entity has a General Partner (Thompson Street Capital UGP LLC), which is managed by James A. Cooper and Robert C. Dunn. Pursuant to a management agreement, the Continuation Fund and its General Partner are managed by Thompson Street Capital Manager LLC, which is controlled by James A. Cooper and Robert C. Dunn. The manager and these two individuals had ultimate control of the International Section 214 authorization holders prior to the restructuring and continue to have ultimate control today, including control over the operational, financial, and management activities of each International Section 214 authorization holder.

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); *ARINC, Inc.*, FCC File No. ITC-T/C-20120601-00142 (2012) (Commission approval of *pro forma* transfer of control where intermediate fund ownership changed but not ultimate control); *Syniverse Technologies, LLC*, FCC File No. ITC-T/C-20120601-00143 (2012) (same).

EXHIBIT 1

Pre-Close Structure

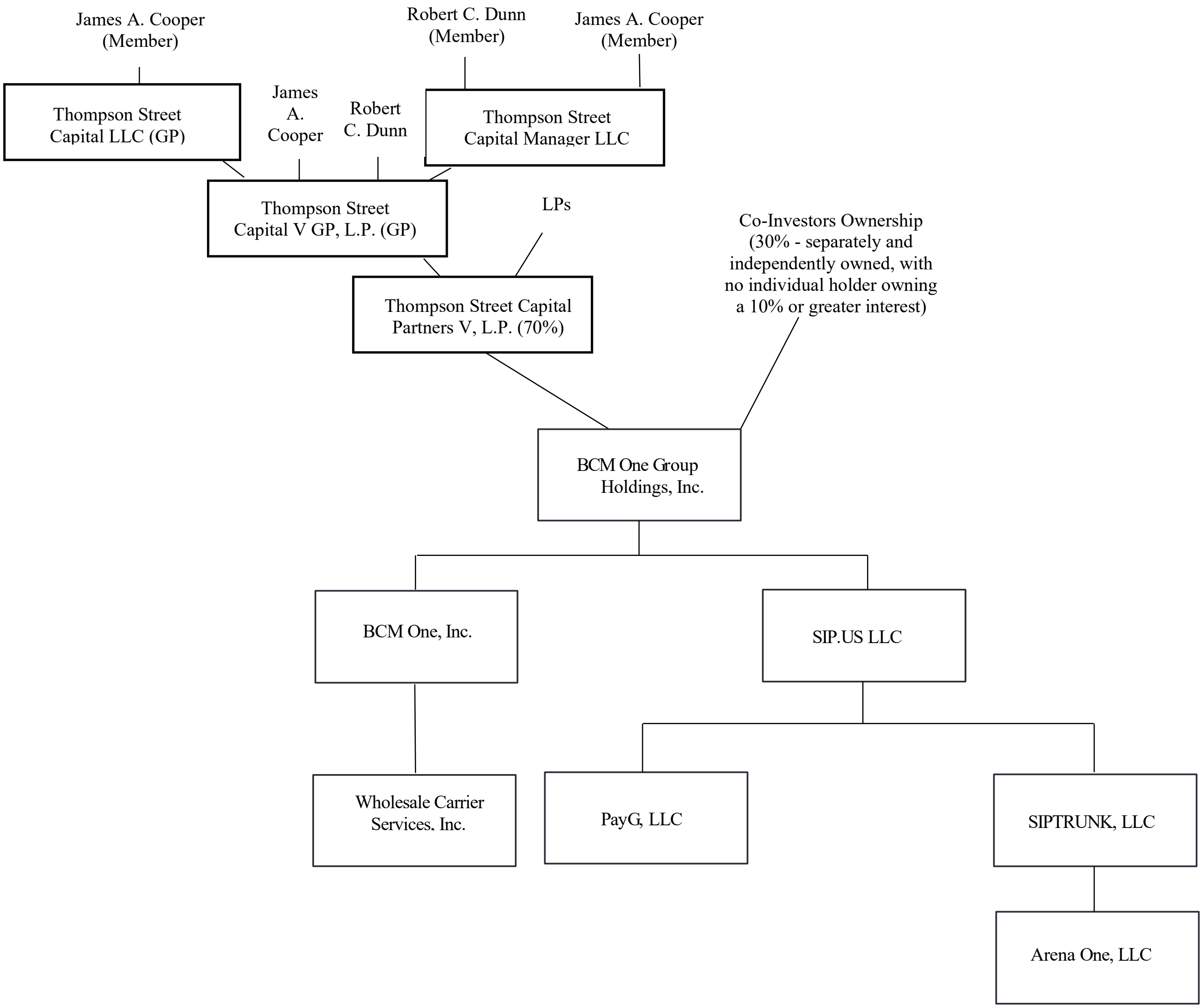
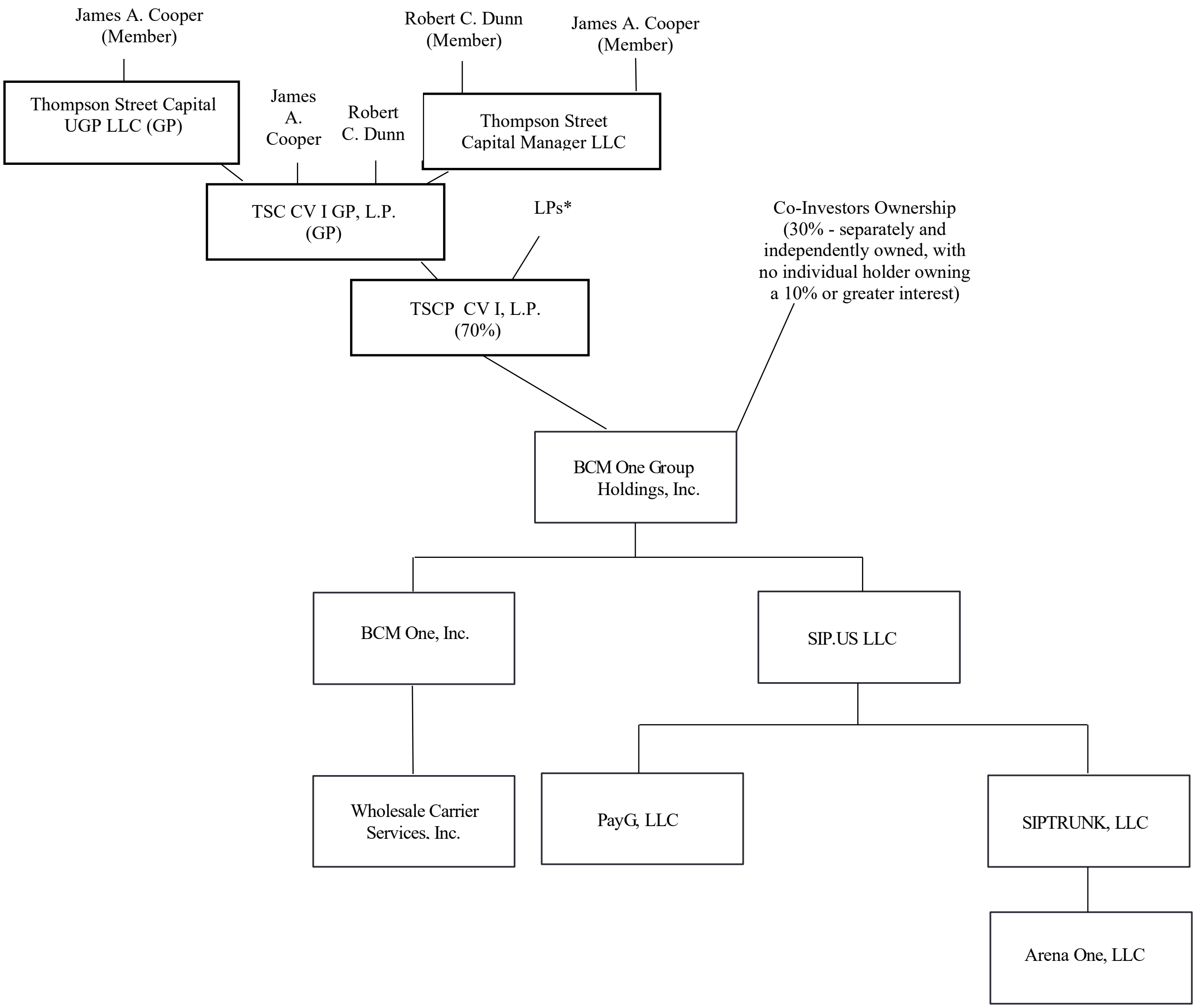


EXHIBIT 2

Post-Close Structure



*As noted above, there are two passive, non-voting but disclosable LPs with 10% or greater equity ownership. In addition, several other LPs have an affiliated management entity.