

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 controlling 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

As described further in a prior series of transfer of control applications,² the International Section 214 authorization holders are ultimately controlled by Robert C. Dunn and James A. Cooper. Prior to the restructuring that is the subject of this *pro forma* transfer of control, Mr. Dunn and Mr. Cooper exercised that control as members of Thompson Street Capital Manager, LLC and of Thompson Street Capital UGP LLC. The restructuring has placed some intervening entities into the chain of control but Mr. Dunn and Mr. Cooper continue to control the International Section 214 authorization holders.

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 See File Nos. ITC-T/C-20220104-00003; ITC-T/C-20220104-00004; ITC-T/C-20220104-00005; ITC-T/C-20220104-00006; ITC-T/C-20220104-00007.

Answer to Question 10

Response to Section 63.18(c)

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

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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. BCM One, Inc. is a corporation organized in the state of New York.

SIP.US LLC (ITC-214-20180815-00163), Global or Limited Global Resale Service. SIP.US LLC is an LLC organized in the state of Delaware.

Arena One, LLC (ITC-214-20130909-00245), Global or Limited Global Facilities-Based Service Global or Limited Global Resale Service. Arena One, LLC is an LLC organized in the state of New York.

PayG, LLC *d/b/a* Skywitch (ITC-214-20171116-00208), Global or Limited Global Resale Service. PayG, LLC is an LLC organized in the state of Delaware.

Wholesale Carrier Service, Inc. (ITC-214-19970630-00357), Global Resale Service. Wholesale Carrier Services, Inc. is a corporation organized in the state of Delaware.

Answer to Question 11

The following entities hold a disclosable direct or indirect 10 percent or greater ownership interest in the International Section 214 authorization holders following the *pro forma* restructuring and for the convenience of the Commission, the new entities are noted in italics:³

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

³ See Exhibit 2.

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: Investment adviser to TSCP CV I, L.P.

Name: TSCP Management Holdings, L.P.
Address: 7676 Forsyth Blvd., Suite 2700
St. Louis, MO 63105
Citizenship: Delaware
Note: Member of Thompson Street Capital Manager LLC

Name: TSCP Holdings GP, LLC
Address: 7676 Forsyth Blvd., Suite 2700
St. Louis, MO 63105
Citizenship: Delaware
Note: General Partner of TSCP Management Holdings, L.P.

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

The following insulated parties continue to hold 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

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).

Name:	AlpInvest Secondaries Fund VII B C.V. ⁵
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. ⁶

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.

⁵ No owner of AlpInvest Secondaries Fund VII B C.V. will indirectly own 10% or more of the International Section 214 authorization holders.

⁶ 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., a corporation organized in Delaware. 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 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).

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.⁷

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

Effective July 29, 2022,⁸ the upstream ownership of the International Section 214 authorization holders underwent an internal restructuring whereby intervening entities were placed between existing entities in the International Section 214 authorization holders and the controlling parties, Mr. Dunn and Mr. Cooper. 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.

Specifically, Mr. Dunn and Mr. Cooper previously held direct member interests in Thompson Street Capital Manager LLC. There are now two intervening entities between Mr.

⁷ GIC owns an indirect 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.

⁸ A notice filing was made on August 25, 2022 referencing each of the International Section 214 authorization holders. See FCC File No. ITC-T/C-20220825-00107; 47 C.F.R. 63.24(f)(3).

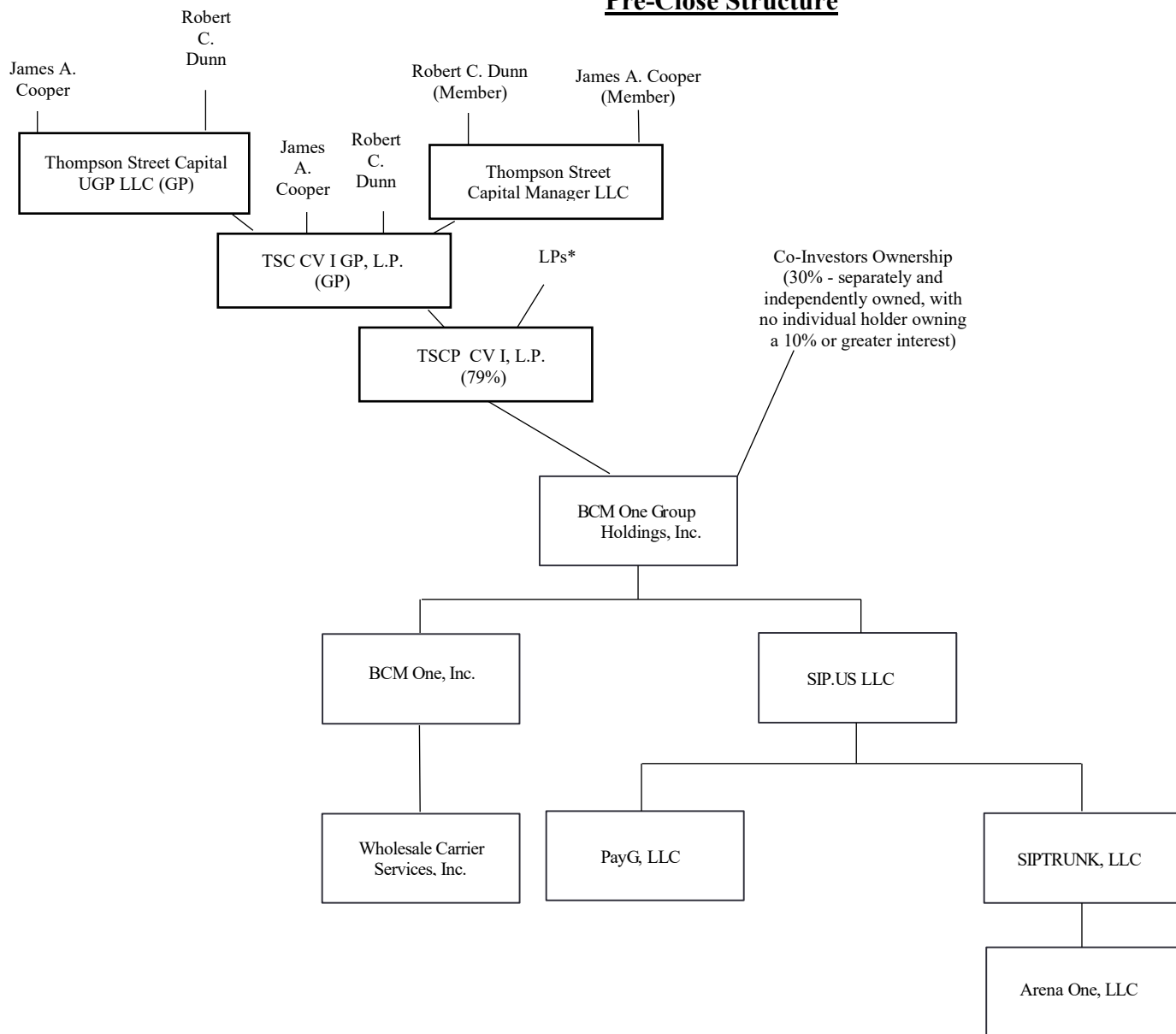
Dunn and Mr. Cooper and Thompson Street Capital Manager LLC. TSCP Management Holdings, L.P. is now the sole member of Thompson Street Capital Manager LLC; its General Partner is TSCP Holdings GP, LLC, whose controlling members are Mr. Dunn and Mr. Cooper. Mr. Dunn and Mr. Cooper continue to hold controlling member interests in Thompson Street Capital UGP LLC.

Mr. Dunn and Mr. Cooper also previously held direct interests in TSC CV I GP, L.P., which they no longer do but that has no impact on control of the International Section 214 authorization holders.

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



*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.

EXHIBIT 2

Post-Close Structure

