



March 15, 2012

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SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

VIA OVERNIGHT DELIVERY

Ms. Patricia Van Gerpen
Executive Director
South Dakota Public Utilities Commission
500 East Capitol Avenue
Pierre, SD 57501-5070

Re: UPH Holdings, Inc.; UPH Acquisition Sub Inc.; Pac-West Acquisition Company, LLC; and Pac-West Telecomm, Inc. Transfer of Control

Dear Ms. Van Gerpen:

Please be advised with this original notification letter and one (1) copy that UPH Holdings, Inc. ("UPH"); UPH Acquisition Sub Inc.; Pac-West Telecomm, Inc. ("Pac-West"), and Pac-West Acquisition Company, LLC (collectively, the "Parties") will be undergoing a transaction involving the transfer of control of Pac-West, which will result in the acquisition of 100% of the issued and outstanding shares of Pac-West by UPH ("Transaction").

The Transaction has been approved by the Federal Communications Commission ("FCC") and the Parties are in the process of obtaining all required approvals from applicable state regulatory authorities. It is the Parties' understanding that Commission approval is not required in connection with the Transaction. Accordingly, this letter is filed for informational purposes only to ensure the continuing accuracy of the Commission's records.

In connection with the Transaction, the Parties 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 Communications, LLC ("nWire"). nWire is a limited liability company 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 certified as a non-dominant carrier

authorized to provide telecommunications services in Texas, Arkansas, and Oklahoma. nWire currently offers all forms of telecommunications including telephone exchange service, exchange access, and telephone toll service.¹ As a result of the Transaction, nWire will be a sister company to Pac-West.

B. UPH Acquisition Sub, Inc.

UPH Acquisition Sub Inc. ("UPH-AS") 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.

C. Pac-West Telecomm, Inc.

Pac-West is a corporation formed under the laws of the State of California, and headquartered 4210 Coronado Avenue, Stockton, California 95204. In South Dakota, Pac-West is authorized to provide facilities-based and resold local exchange and interexchange telecommunications services pursuant to authority granted by the Commission in Docket No. TC10-097 on January 18, 2011. Pac-West is a certified non-dominant carrier authorized to provide telecommunications services in the following states in addition to South Dakota: Alabama, Arizona, California, Colorado, Delaware, Florida, Georgia, Idaho, Illinois, Indiana, Kansas, Kentucky, Louisiana, Massachusetts, Michigan, Nevada, New Jersey, New Mexico, New York, North Carolina, Oregon, Rhode Island, South Carolina, Tennessee, Texas, Utah, Washington, Wisconsin, and Wyoming.² Pac-West is certified as a competitive carrier in the District of Columbia as well. Pac-West also holds domestic and international Section 214 authorizations from the FCC, which allow Pac-West to offer interstate and international telecommunications services. 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.

D. Pac-West Acquisition Company, LLC

Pac-West is a wholly-owned subsidiary of Pac-West Acquisition Company, LLC ("PWAC"), a limited liability company formed under the laws of the State of Washington, with a principal place of business located at 12503 S.E. Mill Plain Boulevard, Suite 120, Vancouver, Washington 98684. PWAC is a wholly-owned subsidiary of Columbia Ventures Corporation, a privately-owned Washington corporation, with its principal place of business located at 12503

¹ nWire does not provide telecommunications services to any foreign destination.

² Pac-West also has two wholly-owned subsidiaries that provide telecommunications services outside of the State of South Dakota: Pac-West Telecomm of Virginia, Inc., which provides local exchange and interexchange services in the Commonwealth of Virginia, and Tex-Link Communications, Inc., which provides local exchange and interexchange services within the State of Texas.

S.E. Mill Plain Boulevard, Suite 120, Vancouver, Washington 98687. PWAC does not hold any authorizations to provide telecommunications services.

E. Designated Contacts

The designated contacts for questions concerning this notice letter are:

For UPH:

UPH Holdings, Inc.
Attn: Gary Egger
6500 River Place Blvd.
Bldg. 2, Suite 200
Austin, TX 78730
Telephone: (512) 735-1200
Facsimile: (512) 735-1220
Email: legal@pointone.com

With copies to:

Jonathan B. Mirsky
Darah S. Franklin
Wiltshire & Grannis LLP
1200 Eighteenth Street NW
Suite 1200
Washington, DC 20036
Telephone: (202) 730-1300
Facsimile: (202) 730-1301
Email: jmirsky@wiltshiregrannis.com
dfranklin@wiltshiregrannis.com

For Pac-West:

Blaine Gilles, Ph. D.
General Manager
Pac-West Telecomm, Inc.
4210 Coronado Avenue
Stockton, California 95204
Telephone: (510) 380-5995
Email: legal@pacwest.com

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, the following will occur at the closing of the Transaction. The issued and outstanding capital stock of Pac-West will be exchanged for, and converted into, common stock of UPH. PWAC, the parent company of Pac-West, thereby will obtain 29% 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. Pac-West's wholly-owned subsidiaries, Pac-West Telecomm of Virginia, Inc. and Tex-Link Communications, Inc., will continue to operate as wholly-owned subsidiaries of Pac-West.

Diagrams of the pre- and post-close organizational structures of the Parties are included as Exhibit A.

The proposed transfer of control of Pac-West will have no adverse impact on its customers. Pac-West's customers 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 will be managed by personnel with significant experience in the telecommunications industry and may realize additional infusion of capital to support further expansion of Pac-West's current operations.

III. PUBLIC INTEREST STATEMENT

The changes described herein will have no impact on public interest considerations. The entity offering service to customers, Pac-West, will not change, and there will be no change to the rates, terms and conditions of the service it provides. Pac-West and its subsidiaries will continue to be managed by persons with significant experience in the telecommunications industry. Further, the Transaction may provide Pac-West and its subsidiaries with additional capital to support and expand its operations.

The Parties note that there are a number of other carriers operating in each market, including the incumbent carrier, which in each market controls a substantial market share. Pac-West is one of these competitive carriers.

South Dakota Public Utilities Commission

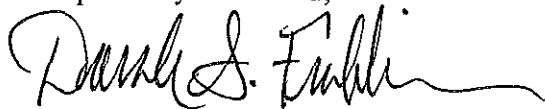
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Please date-stamp the extra copy of this letter and return it in the postage prepaid envelope provided. Should you have any questions, please do not hesitate to contact the undersigned.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Darah S. Franklin". The signature is fluid and cursive, with a long horizontal flourish extending to the right.

Jonathan B. Mirsky

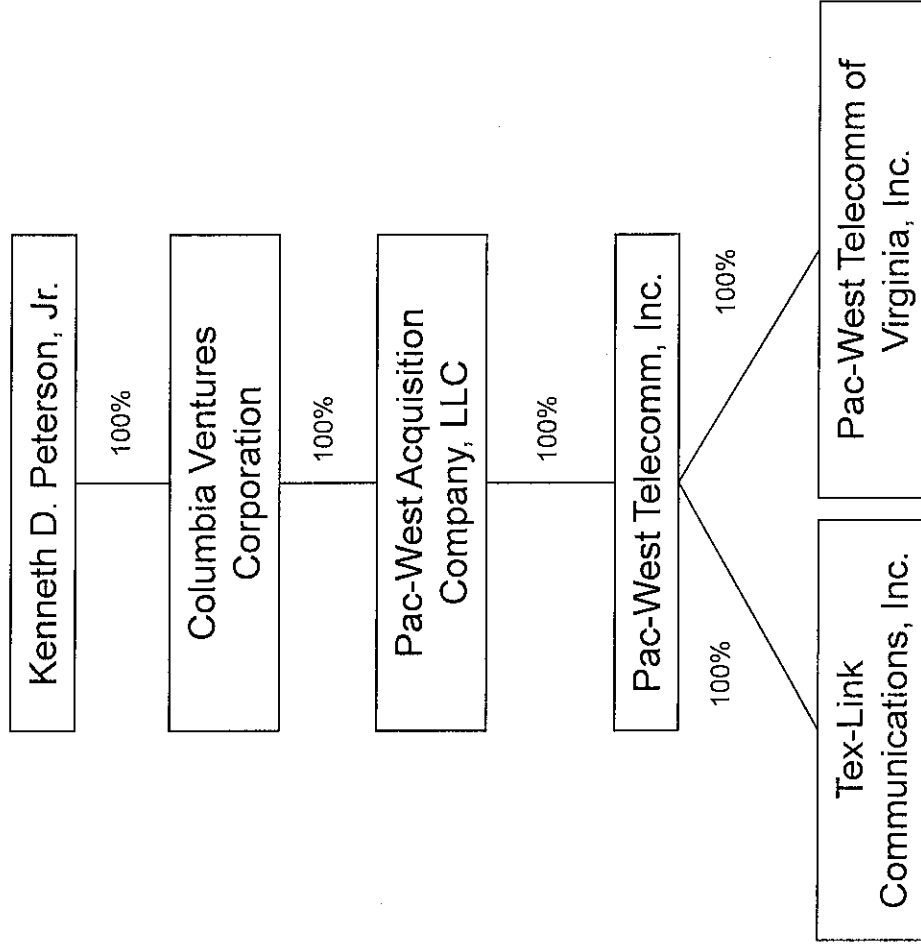
Darah S. Franklin

*Counsel to UPH Holdings, Inc. and
UPH Acquisition Sub Inc.*

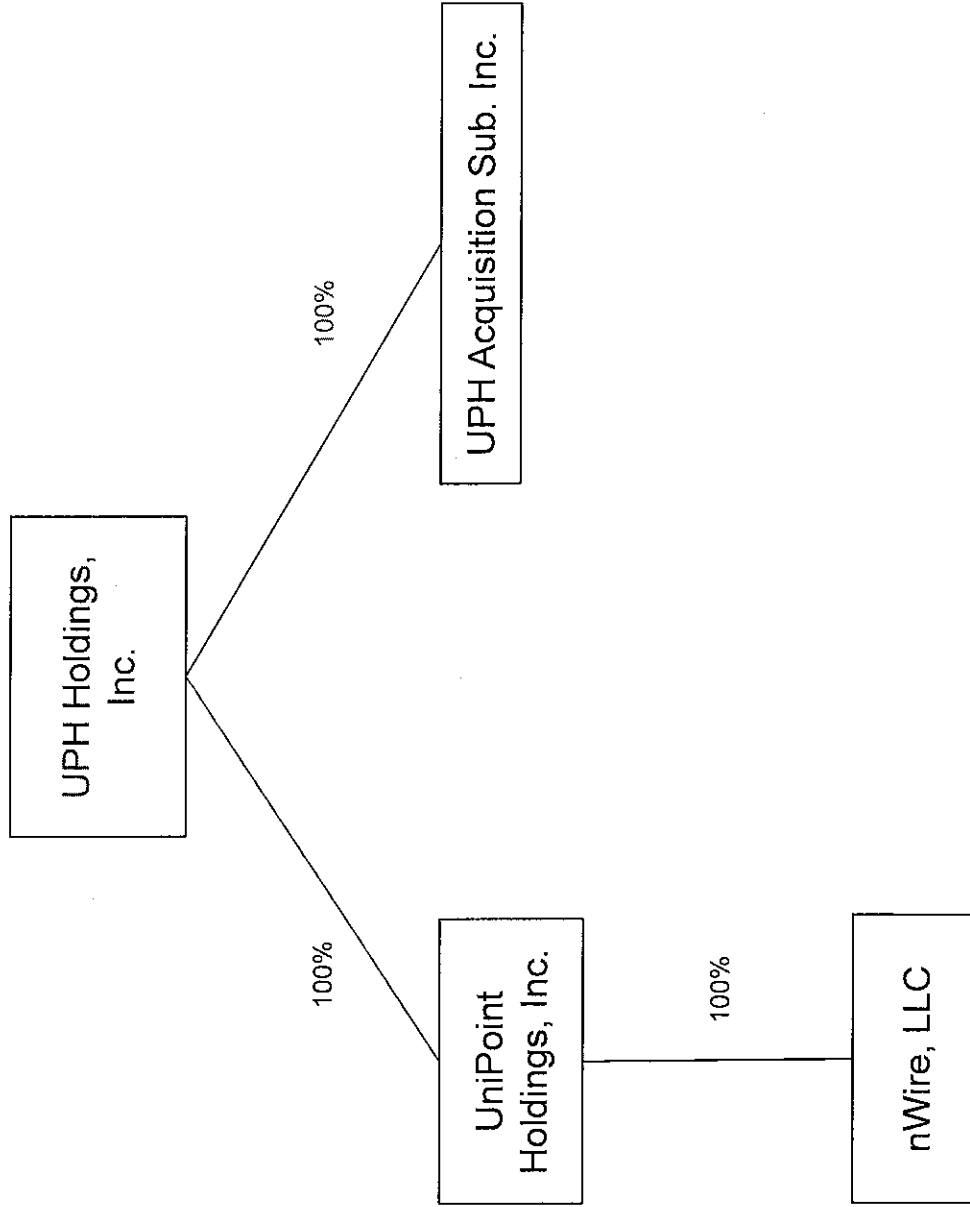
EXHIBIT A

Pre- and Post-Transaction Organizational Charts

Pac-West Pre-Transaction Organizational Chart



UPH Pre-Transaction Organizational Chart



Post-Transaction Organizational Chart

