

Todd B. Lantor  
8300 Greensboro Dr.  
Suite 1200  
Tysons, VA 22102

NOT ADMITTED IN VA  
tlantor@fcclaw.com  
(703) 584-8671  
WWW.FCCLAW.COM

LLGS | LUKAS  
LAFURIA  
GUTIERREZ  
& SACHS LLP

November 15, 2021

VIA ELECTRONIC MAIL

Linda C. Bridwell, Executive Director  
Kentucky Public Service Commission  
211 Sower Boulevard, P.O. Box 615  
Frankfort, Kentucky 40602

RECEIVED  
NOV 15 2021

PUBLIC SERVICE  
COMMISSION

**Re: Supplement to Notification of Planned Intermediate Change of Control of BCM One, Inc., Wholesale Carrier Services, Inc., and BCM One Group Holdings, Inc.**

Dear Ms. Bridwell:

BCM One, Inc. (“BCM One”), Wholesale Carrier Services, Inc. (“WCS”), and BCM One Group Holdings, Inc. (“BCM One Group Holdings”) (collectively, the “Parties”) hereby supplement the notification of a planned intermediate change of control the Parties filed with the Commission on October 11, 2021 (the “Notification”), as follows:<sup>1</sup>

Section II (“Description of the Transaction”) of the Notification is hereby supplemented to provide the following revised and updated information concerning certain entities that are involved in the planned intermediate change of control:

TSCP Fund V and its direct and indirect owners plan to undergo the Restructuring, to be completed no later than November 30, 2021, whereby TSCP Fund V’s ownership in BCM One Group Holdings (and its indirect ownership in BCM One and WCS) will be transferred<sup>2</sup> to an affiliated entity, TSCP CV I, L.P. (“TSCP CV I”). TSCP CV I’s equity will be dispersed among a vast number of passive limited partners (as was the case with TSCP Fund V), some of whom will indirectly own more than 10% of the equity of BCM One or WCS. As with TSCP Fund V, however, all of the managerial and day-to-day control of BCM One or WCS will reside with the General Partner in TSCP CV I.

---

<sup>1</sup> The purpose of this supplement is to ensure the record is accurate as to the factual statements related to the transaction, although the information provided in this supplement does not affect the structure of the transaction or who controls the certificated entities.

<sup>2</sup> The transfer in intermediate control will occur via a combination of a sale and roll-over of certain shares.

Linda C. Bridwell, Executive Director  
Kentucky Public Service Commission  
November 15, 2021  
Page 2

Also, as with TSCP Fund V, TSCP CV I will have a General Partner, TSC CV I GP, L.P. (“TSC CV I GP”), and TSC CV I GP’s General Partner will be Thompson Street Capital UGP LLC, which will be managed by James A. Cooper and Robert C. Dunn. Pursuant to a management agreement, TSCP CV I and TSC CV I GP will be managed by Thompson Street Capital Manager LLC, which is controlled by James A. Cooper and Robert C. Dunn, the same two individuals who currently ultimately control BCM One and WCS.

Respectfully submitted,



Todd B. Lantor  
LUKAS, LAFURIA, GUTIERREZ & SACHS, LLP  
8300 Greensboro Drive, Suite 1200  
Tysons, VA 22102  
Phone: (703) 584-8678  
E-mail: [tlantor@fcclaw.com](mailto:tlantor@fcclaw.com)

*Counsel for BCM One, Inc., Wholesale  
Carrier Services, Inc., and BCM One Group  
Holdings, Inc.*