

**STEVENS & LEE**  
**LAWYERS & CONSULTANTS**  
17 North Second Street  
16th Floor  
Harrisburg, PA 17101  
(717) 234-1090 Fax (717) 234-1099  
www.stevenslee.com

**RECEIVED**

**2017 JUN 22 PM 12:27**

**PA PUC**  
**SECRETARY'S BUREAU**  
**FRONT DESK**  
(717) 255-7365  
Email: mag@stevenslee.com

June 22, 2017

**VIA HAND DELIVERY**

Secretary Rosemary Chiavetta  
Pennsylvania Public Utility Commission  
Commonwealth Keystone Building  
P.O. Box 3265  
Harrisburg, PA 17105-3265

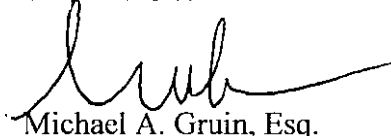
**RE: Joint Application of Network Billing Systems, LLC and BCN Telecom, Inc.  
for Approval of a Pro Forma Asset Transfer Transaction  
Docket No. \_\_\_\_\_**

Dear Secretary Chiavetta:

On behalf of Network Billing Systems, LLC and BCN Telecom, Inc., enclosed for filing with the Commission are an original plus two copies of the above-referenced Application for Approval of a Pro Forma Asset Transfer Transaction. Also enclosed is a check in the amount of \$350 for the requisite filing fee. The Applicants respectfully request consideration of this Application on an expedited basis.

Please date-stamp the extra copies of these filings and return them to our courier. If you have any questions, please contact me by any of the means listed above. Thank you.

STEVENS & LEE



Michael A. Gruin, Esq.

Enclosures

cc: Certificate of Service

Philadelphia • Reading • Valley Forge • Allentown • Harrisburg • Lancaster • Scranton  
Wilkes-Barre • Princeton • Charleston • New York • Wilmington  
A PROFESSIONAL CORPORATION

BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION

RECEIVED

2017 JUN 22 PM 12: 28

PA PUC  
SECRETARY'S BUREAU  
FRONT DESK

Joint Application of )  
 )  
Network Billing Systems LLC, Assignee )  
 )  
and )  
 )  
BCN Telecom, Inc., Assignor )  
 )  
For Approval to Participate in an )  
Asset Transfer Transaction )

Docket No. A-2017-\_\_\_\_\_

**JOINT APPLICATION FOR APPROVAL OF A PRO FORMA TRANSACTION**

Network Billing Systems LLC dba Fusion dba Solex ("NBS") assignee, and BCN Telecom, Inc. ("BCN"), assignor, (jointly "Applicants"), through their undersigned counsel, pursuant to Section 1102(a) and 1103 of the Public Utility Code, 66 Pa. C.S. §§ 1102(a) and 1103; the Pennsylvania Public Utility Commission's ("Commission") Policy Statement at 52 Pa. Code § 69.901; and, its regulations at 52 Pa. Code § 63.325 submit this Application for approval of a *pro forma* asset transfer transaction between the Applicants.

On March 1, 2017, BCN and NBS entered into an Asset Purchase Agreement ("Agreement") whereby BCN agreed to sell, and NBS agreed to acquire, a limited subset of BCN assets including certain telephone assets and commercial local exchange and interexchange customer accounts located in Pennsylvania and other jurisdictions served by BCN (the "Transaction"). Applicants request Commission approval or such authority as may be necessary or required on an expedited basis, to enable Applicants to complete the Transaction in Pennsylvania. For important business reasons, the Applicants seek to complete the transaction as soon as possible. Applicants therefore request that the Commission promptly publish notice of the Application in the next Pennsylvania Bulletin and commence its examination of the *Pro*

*Forma* transfer of assets so that Commission review and approval can be completed within the time frames specified by the Commission's regulations but not later than within 60 days of filing so that the parties can take the corporate steps necessary to complete the process within that timeframe.

In support of their Application, Applicants state as follows:

## **I. DESCRIPTION OF THE APPLICANTS**

### **A. Network Billing Systems LLC dba Fusion dba Solex (Transferee)**

Network Billing Systems LLC dba Fusion dba Solex is a limited liability corporation formed under the laws of the State of New Jersey in 1998. NBS is an affiliate of Fusion Telecommunications International Inc. NBS provides unified communications and hosted voice and data services, broadband Internet access service, interconnected VoIP, data networks, and traditional voice solutions to commercial and residential marketplaces throughout the United States. NBS offers voice services, including local, long distance, conference calling, Internet protocol ("IP") phones and customer premise equipment, and calling cards and debit cards; data services that include Internet, auto-failover solutions, and integrated circuits; and hosted and premise IP private branch exchange and trunk replacement VoIP solutions designed to address the needs of corporate customers. It also provides custom solutions, such as consulting.

In Pennsylvania, NBS was granted a certificate of public convenience to provide non-facilities-based intrastate interexchange services in Docket No. A-310728 on January 28, 1999. NBS was granted authority to provide non-facilities-based local exchange services in Docket No. A-310728F0002<sup>1</sup> on April 1, 2004.

---

<sup>1</sup> *Application of Network Billing Systems, LLC for approval to offer, render, furnish or supply telecommunication services as a Reseller of Competitive Local Exchange Services to the Public in the Commonwealth of Pennsylvania, Docket No. A-310728 F0002, Order (April 1, 2004).*

For purposes of the Transaction, NBS has obtained the fictitious “doing business as” name of “Solex.” Following Commission approval of the Transaction, transferred BCN subscribers will be served by NBS under the assumed “Solex” name. Other NBS subscribers will continue to be served without a change in Company name. Evidence of the Solex fictitious name registration with the Pennsylvania Secretary of State, is attached hereto at **Exhibit A**.

**B. BCN Telecom, Inc. (Transferor)**

BCN Telecom, Inc. is a corporation incorporated under the laws of the State of New Jersey. BCN provides an array of traditional voice and data services, various types of Internet access services, as well as interconnected VoIP services, including SIP trunking and hosted PBX, to SMB and Enterprise level business customers. BCN also provides business customers with managed service solutions which includes the configuration, deployment and management of network hardware and software services. In addition, BCN provides wireless data solutions, such as wireless 4G LTE data services for IP access failover, site connectivity and mobility applications.

BCN is certified to provide long distance and competitive local exchange carrier service throughout the United States. BCN was granted Certification by the Commission as an IXC Reseller in Pennsylvania by Order entered September 6, 1996 in Docket No. A-310395, and Certification as a facilities-based local exchange carrier in Pennsylvania by the Commission by Order entered on December 3, 2004 in Docket No. A-310395F0002 .

## II. CONTACTS

Questions or any correspondence, orders, or other materials pertaining to this filing should be directed to the following:

Michael A. Gruin  
Pa. ID No. 78625  
Stevens & Lee  
17 North 2<sup>nd</sup> Street, 16<sup>th</sup> Floor  
Harrisburg, PA 17101  
Telephone: 717.255.7365  
Email: mag@stevenslee.com

Andrew O. Isar  
Miller Isar Inc.  
4304 92<sup>nd</sup> Avenue NW  
Gig Harbor, WA 98335  
Telephone: 253.851.6700  
Email: aisar@millerisar.com

### **For BCN Telecom, Inc.**

Company Contact:

Richard G. Schmeling  
BCN Telecom, Inc.  
1200 Mount Kemble Avenue  
3rd Floor  
Morristown, NJ 07960  
Telephone: 908.367.5600  
Email: rschmeling@bcentele.com

Legal Counsel:

Patrick D. Crocker  
Crocker & Crocker  
The Kalamazoo Building  
107 W. Michigan Avenue, 4th Floor  
Kalamazoo, Michigan 49007  
Telephone: 269.381.8893  
Email: patrick@crockerlawfirm.com

### **For Network Billing Systems LLC dba Fusion dba Solex:**

Company Contact:

Jonathan Kaufman  
Network Billing Systems LLC dba Fusion  
dba Solex  
155 Willowbrook Boulevard  
Wayne, NJ 07470  
Telephone: 973.638.2100  
Email: JKaufman@fusionconnect.com

## III. REQUEST FOR APPROVAL/DESCRIPTION OF THE TRANSACTION

On March 1, 2017, BCN and NBS entered into an Asset Purchase Agreement (“Agreement”) whereby BCN agreed to sell, and NBS agreed to acquire, a limited subset of BCN assets including certain telephone assets and commercial local exchange and interexchange

customer accounts located in Pennsylvania and other jurisdictions served by BCN. Under the terms of the Transaction, BCN will sell its interest in certain regulated telephone assets including a limited subset of its customer base primarily comprised of commercial subscribers to NBS in Pennsylvania and elsewhere. Following the grant of the proposed Transaction, NBS will serve this subset of former BCN subscribers and will continue to provide intrastate, interstate and international telecommunications services to this subset of former BCN subscribers as well as existing NBS subscribers. BCN will continue to serve BCN subscribers in Pennsylvania and elsewhere.

The Transaction will be entirely transparent to subscribers. The Transaction will not result in any immediate change in service rates, terms, and conditions, and will not result in the discontinuance, reduction, loss, or impairment of service to subscribers or customers.

The Transaction qualifies as a *pro forma* transaction subject to 66 Pa.C.S. § 1102(a)(3) and 1103 by virtue of the transaction resulting in a transfer of less than 20 percent of the assets of BCN to NBS as set forth in 52 Pa. Code § 63.325(a)(1) and not involving a change of conditions of service or rates as set forth in 52 Pa. Code § 63.325(a)(5).

#### **IV. CUSTOMER NOTICE**

In accordance with the terms of their Agreement and the Federal Communications Commission's ("FCC") rules, subscribers have been properly notified of the Transaction and the change in their telecommunications provider from BCN to NBS. BCN and NBS will have provided customers with more than thirty (30) days advanced notice of the transfer pursuant to Section 64.1120(e) of the FCC's rules.<sup>2</sup> Notification of the Transaction has also been provided

---

<sup>2</sup> 47 C.F.R. §64.1120(e)

to the FCC pursuant to Sections 63.04 and 63.24 of the FCC's rules.<sup>3</sup> A copy of the notice, which complies with FCC rule 47 C.F.R. §64.1120(e) is attached at **Exhibit B**. This notice is deemed compliant with the Applicant notice to customers requirement set forth in 52 Pa. Code 63.325(g), to the extent applicable.

**V. INAPPLICABILITY OF LONG-TERM DEBT PURSUANT TO SECTION 1901 OF PUBLIC UTILITY CODE.**

The Transaction is being fully funded by NBS and requires no form of external debt funding or the grant of any security interest by either Applicant. Section 1901 of the Public Utility Code, 66 Pa. C.S. § 1901, and Section 3.602 of the Commission's regulations, 52 Pa. Code § 3.602, do not apply, accordingly.

**VI. PUBLIC INTEREST CONSIDERATIONS**

The proposed assignment of certain BCN assets to NBS serves the public interest and will cause no offsetting public interest harms. The Transaction will provide additional resources needed to expand NBS's services and operations, and enhance NBS's ability to provide competitive telecommunications services to the public. Further, broad management experience will enable NBS to explore new innovative service opportunities and provide added value to subscribers. The proposed assignment does not raise any competitive concerns. The only impact of the proposed transaction is that NBS will obtain access to increased resources that will result in a stronger, more capable and robust company, capable of pursuing additional competitive opportunities. No external funding for the Transaction is required.

The Transaction will be entirely transparent to subscribers. The Transaction will not result in any immediate change in service rates, terms, and conditions, and will not result in the

---

<sup>3</sup> 47 C.F.R. §§63.03, 63.24.

discontinuance, reduction, loss, or impairment of service to subscribers. Transferred BCN subscriber service contracts will be honored by NBS.

**VII. INFORMATION REQUIRED BY 53 PA. CODE § 63.325(d)**

Pursuant to 52 PA Code § 63.325(d), Applicants provide the following information:

1. Description of Applicants: Please refer to Section I, above.
2. Jurisdiction of Applicants: Please refer to Section I, above.
3. Points of Contact: Please refer to Section II, above.
4. Ownership Information:

**BCN** is wholly owned by, Telecom Acquisition Company, LLC, a limited liability company organized under the laws of the United States, located at: 1200 Mount Kemble Avenue, 3rd Floor, Morristown, NJ 07960; Telecom Acquisition Company, LLC is principally owned (67.1 %) by The Boudria Family Limited Partnership, a limited liability company organized under the laws of the United States, located at: 1200 Mount Kemble Avenue, 3rd Floor, Morristown, NJ 07960. There are no other owners of Telecom Acquisition Company, LLC that hold an interest of 20% or more.

**NBS** is wholly owned by Fusion NBS Acquisition Corp., a U.S. Corporation, 420 Lexington Avenue Suite 1718, New York, NY 10170; Fusion NBS Acquisition Corp. is wholly owned by Fusion Telecommunications International, Inc., a U.S. Corporation, 420 Lexington Avenue Suite 1718, New York, NY 10170; There are no other owners of Fusion Telecommunications International, Inc. that hold an interest of 20% or more.

5. Description of the Transaction: Please refer to Section III, above.

6. Service Territories Affected: The Transaction entails the transfer of a limited subset – less than 20 percent - of local exchange, intraLATA and interLATA intrastate interexchange service subscribers from BCN to NBS. No service territories will be affected by the Transaction. NBS and BCN will continue to provide services in their current operating territories.
7. Categorization of Transaction: The Applicants verify that the Transaction qualifies for the *pro forma* rule transaction category under 52 Pa. Code §§ 63.325(a)(1) and (a)(4), in that the Transaction involves a transfer of less than 20% of the assets and subscribers of BCN, and involves a transfer of a portion of the customer base of BCN and does not involve a change in conditions of service or rates.. Applicants' verifications attesting to qualification as a *pro forma* transaction are attached.
8. Identification of Related Transactions: There are no other related transactions associated with the instant Transaction.
9. Special Consideration: Applicants verify that no party to the proposed Transaction is facing imminent business failure.
10. Waiver Request: No waiver request is being made with respect to the Transaction.
11. Facts Supporting Public Interest: Applicants verify the facts and allegations set forth in Section VI, *supra*, demonstrating the impact of the Transaction on the promotion of service, competition, and the public interest.
12. Compliance: Applicants verify that they are in compliance with all Commission obligations and filings.

13. Customer Notice: In accordance with the terms of their service contracts and the rules and procedures of the Federal Communications Commission (“FCC”) and applicable state(s) subscribers have been properly notified of the Transaction and the change in their telecommunications provider from BCN to NBS. BCN and NBS have provided affected customers with more than 30 days advance notice of the transfer pursuant to Section 64.1120(e) of the FCC’s rules, 47 C.F.R. §64.1120(e). Notification of the transaction has also been provided to the FCC pursuant to 47 C.F.R. §64.1120(e). A copy of the notification letter is attached as **Exhibit B**.
14. Utility Certificates: Please refer to Section I, above, in which Applicants verify the authority held by them in Pennsylvania.
15. Tariffs: NBS will adopt the rates, terms, and conditions of BCN’s transferred subscribers following completion of the asset acquisition transaction.
16. Affiliate Interest Agreements: There are no affiliate interest agreements.
17. Federal or State Regulatory Proceedings: Applicant verifies that the Transaction will not require an informal or formal investigation, complaint or proceeding into the transaction, except for public utility commission reviews typically required for such transactions. Applicants are seeking advance approval from the FCC.
18. Organizational Charts: The Transaction will not result in any change of either entity’s organizational structure. See Section VI.(4), *supra*.
19. FCC Application or DOJ Notice: No application has been filed with the U.S. DOJ with respect to the Transaction. A copy of the FCC *Joint Application* for domestic

and international assignment of assets pursuant to Section 214 of the Communications Act of 1934, as amended, is attached hereto at **Exhibit C**.

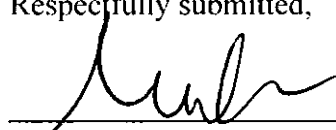
20. Public Interest Statement and Capital Structure: Please refer to Section VI, above, in which Applicants provide a description of the public benefits of the Transaction. Applicants further verify that the consummation of the Transaction will not have a negative impact on NBS's capital structure over the next five years.
21. Broadband Deployment Commitment: Applicants are not incumbent local exchange carriers ("ILEC") and, therefore, are not subject to the applicable broadband deployment commitments.
22. ETC Status: Applicants verify they are not "eligible telecommunications carriers."
23. Cross Subsidization: The Applicants verify that the transaction does not violate Federal or State cross-subsidization rules, as neither Applicant is an ILEC.

#### **VIII. CONCLUSION**

WHEREFORE, for the reasons set forth above, Applicants submit that the public interest, convenience, and necessity would be furthered by granting this Application and authorizing the Pro Forma Transfer of Assets described herein. Accordingly, Applicants respectfully request the Commission grant all authority and approvals necessary for NBS to acquire certain BCN assets as set forth herein. Further, Applicants request that the Commission expeditiously act on the Application so that affected BCN's Pennsylvania's subscribers may be assigned to NBS at the earliest possible date.

[Signature on following page.]

Respectfully submitted,



---

Michael A. Gruin  
PA I.D. No. 78625  
Stevens & Lee  
17 North 2nd Street, 16th Floor  
Harrisburg, PA 17101  
Telephone: 717.255.7365  
Email: mag@stevenslee.com  
*Counsel for Applicants*

June 22, 2017

RECEIVED  
2017 JUN 22 PM 12:28  
PA PUC  
SECRETARY'S BUREAU  
FRONT DESK

STATE OF NEW JERSEY )  
 )  
COUNTY OF PASSAIC )

**VERIFICATION**

I, Jonathan Kaufman, being duly sworn and deposed, state that I am Chief Strategy Officer of Network Billing Systems LLC dba Fusion dba Solex; that I am authorized to make this Verification on behalf of Network Billing Systems LLC dba Fusion dba Solex; that I have read the foregoing *Joint Application* ("Application"); that the Application was prepared with my concurrence; that the stated Transaction impacts less than 20 percent of BCN's subscribers and does not entail a change in subscriber rates, terms and conditions, and qualifies as a *pro forma* transaction pursuant to in 52 Pa. Code § 63.325; and that with respect to Network Billing Systems LLC dba Fusion dba Solex, the statements made therein are true and correct to the best of my knowledge, information, and belief.

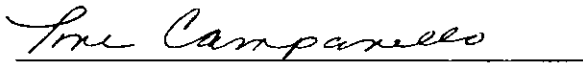
Dated this 17 day of May, 2017.

Network Billing Systems LLC dba Fusion  
dba Solex



Jonathan Kaufman  
Chief Strategy Officer  
155 Willowbrook Boulevard  
Wayne, NJ 07470

Subscribed and Sworn to me this 17 day of May, 2017



Notary Public

My Commission Expires

SEAL

**TONI CAMPANELLO**  
**NOTARY PUBLIC OF NEW JERSEY**  
**My Commission Expires 8/14/2019**

RECEIVED  
2017 JUN 22 PM 12: 28  
PA PUC  
SECRETARY'S BUREAU  
FRONT DESK

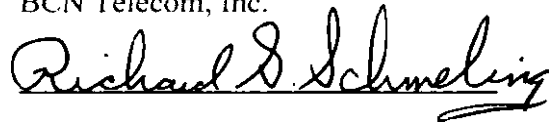
STATE OF NEW JERSEY )  
 )  
COUNTY OF MORRIS )

**VERIFICATION**

I, Richard Schmeling, being duly sworn and deposed, state that I am the Chief Financial Officer of BCN Telecom, Inc.; that I am authorized to make this Verification on behalf of BCN Telecom, Inc.; that I have read the foregoing *Joint Application* ("Application"); that the Application was prepared with my concurrence; that the stated Transaction impacts less than 20 percent of BCN's subscribers and does not entail a change in subscriber rates, terms and conditions, and qualifies as a *pro forma* transaction pursuant to in 52 Pa. Code § 63.325; and that with respect to BCN Telecom, Inc., the statements made therein are true and correct to the best of my knowledge, information, and belief.


Dated this 17 day of May, 2017.

BCN Telecom, Inc.



Richard Schmeling  
Chief Financial Officer  
1200 Mount Kemble Avenue, 3rd Floor  
Morristown, NJ 07960

Subscribed and Sworn to me this 17 day of May, 2017

  
\_\_\_\_\_  
Notary Public

My Commission Expires 11/20

SEAL

RECEIVED  
2017 JUN 22 PM 12: 28  
PA PUC  
SECRETARY'S BUREAU  
FRONT DESK

**BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of )  
 )  
**Network Billing Systems LLC**, Assignee )  
 )  
and )  
 )  
**BCN Telecom, Inc.**, Assignor )  
 )  
For Approval to Participate in an )  
Asset Transfer Transaction )

Docket No. A-2017-\_\_\_\_\_

**LISTING OF EXHIBITS**

Exhibit A	Fictitious Name Registration
Exhibit B	Customer Notice
Exhibit C	FCC Joint Application

**RECEIVED**  
**2017 JUN 22 PM 12: 28**  
**PA PUC**  
**SECRETARY'S BUREAU**  
**FRONT DESK**

**EXHIBIT A**

**Pennsylvania Secretary of State  
Fictitious Name Registration  
(Attached)**

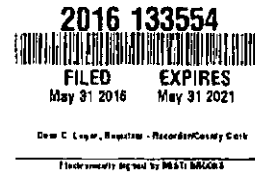
RECEIVED

2011 JUN 22 PM 12: 29

PA PUC  
SECRETARY'S BUREAU  
FRONT DESK

YOUR RETURN MAILING ADDRESS

NAME: Business Filings Incorporated  
ADDRESS: 8020 Excelsior Dr., Suite 200  
CITY: Madison STATE: WI ZIP CODE: 53717



FICTITIOUS BUSINESS NAME STATEMENT

TYPE OF FILING AND FILING FEE (Check one)

- Original - \$26.00 (FOR ORIGINAL FILING WITH ONE BUSINESS NAME ON STATEMENT)
New (Amended) Filing - \$26.00 (CHANGES IN FACTS FROM ORIGINAL FILING - REQUIRES PUBLICATION)
Refile - \$26.00 (NO CHANGES IN THE FACTS FROM ORIGINAL FILING)
\$6.00 - FOR EACH ADDITIONAL BUSINESS NAME FILED ON SAME STATEMENT, DOING BUSINESS AT THE SAME LOCATION \$5.00 - FOR EACH ADDITIONAL OWNER IN EXCESS OF ONE OWNER

The following person(s) is (are) doing business as:

\*1 Solex
Print Previous Business Name(s)
\*\* 1112 Ocean Drive Suite 202
Street address of principal place of business
Manhattan Beach California 90266 Los Angeles
City State Zip COUNTY City State Zip
Articles of Incorporation or Organization Number (if applicable): AI #0N 199818310018

\*\*\* REGISTERED OWNER(S):

- 1. Network Billing Systems, L.L.C.
Full Name/Corp/LLC (P.O. Box not accepted)
420 Lexington Avenue Suite 1718
Residence Address
New York, New York 10170
City State Zip
New Jersey
If Corporation or LLC - Print State of Incorporation/Organization
2.
Full Name/Corp/LLC (P.O. Box not accepted)
Residence Address
City State Zip
If Corporation or LLC - Print State of Incorporation/Organization
3.
Full Name/Corp/LLC (P.O. Box not accepted)
Residence Address
City State Zip
If Corporation or LLC - Print State of Incorporation/Organization
4.
Full Name/Corp/LLC (P.O. Box not accepted)
Residence Address
City State Zip
If Corporation or LLC - Print State of Incorporation/Organization

IF MORE THAN FOUR REGISTRANTS, ATTACH ADDITIONAL SHEET SHOWING OWNER INFORMATION

- \*\*\*\* THIS BUSINESS IS CONDUCTED BY: (Check one)
an Individual a General Partnership a Limited Partnership a Limited Liability Company
an Unincorporated Association other than a Partnership a Corporation a Trust Copartners
a Married Couple Joint Venture State or Local Registered Domestic Partners a Limited Liability Partnership

\*\*\*\*\* The date registrant commenced to transact business under the fictitious business name or names listed above on N/A
(Insert N/A above if you haven't started to transact business)

I declare that all information in this statement is true and correct.
(A registrant who declares as true any material matter pursuant to Section 17913 of the Business and Professions Code that the registrant knows to be false is guilty of a misdemeanor punishable by a fine not to exceed one thousand dollars (\$1,000)

REGISTRANT/CORP/LLC NAME (PRINT) Network Billing Systems, L.L.C. TITLE Manager

REGISTRANT SIGNATURE [Signature] IF CORP OR LLC, PRINT NAME Jonathan Kaufman

If corporation, also print corporate title of officer. If LLC, also print title of officer or manager.

This statement was filed with the County Clerk of LOS ANGELES on the date indicated by the filed stamp in the upper right corner.
NOTICE - IN ACCORDANCE WITH SUBDIVISION (a) OF SECTION 17920, A FICTITIOUS NAME STATEMENT GENERALLY EXPIRES AT THE END OF FIVE YEARS FROM THE DATE ON WHICH IT WAS FILED IN THE OFFICE OF THE COUNTY CLERK, EXCEPT, AS PROVIDED IN SUBDIVISION (d) OF SECTION 17920, WHERE IT EXPIRES 40 DAYS AFTER ANY CHANGE IN THE FACTS SET FORTH IN THE STATEMENT PURSUANT TO SECTION 17913 OTHER THAN A CHANGE IN THE RESIDENCE ADDRESS OF A REGISTERED OWNER. A NEW FICTITIOUS BUSINESS NAME STATEMENT MUST BE FILED BEFORE THE EXPIRATION. EFFECTIVE JANUARY 1, 2014, THE FICTITIOUS BUSINESS NAME STATEMENT MUST BE ACCOMPANIED BY THE AFFIDAVIT OF IDENTITY FORM.

THE FILING OF THIS STATEMENT DOES NOT OF ITSELF AUTHORIZE THE USE IN THIS STATE OF A FICTITIOUS BUSINESS NAME IN VIOLATION OF THE RIGHTS OF ANOTHER UNDER FEDERAL, STATE, OR COMMON LAW (SEE SECTION 14411 ET SEQ., BUSINESS AND PROFESSIONS CODE.)

I HEREBY CERTIFY THAT THIS COPY IS A CORRECT COPY OF THE ORIGINAL STATEMENT ON FILE IN MY OFFICE.

DEAN C. LOGAN, LOS ANGELES COUNTY CLERK

BY: M. BROOKS, Deputy

(When required)

RECORDING REQUESTED BY AND MAIL TO:

**DAILY COMMERCE**

- SINCE 1917 -

915 E FIRST ST, LOS ANGELES, CA 90012  
Mailing Address: P.O. Box 54026, Los Angeles, California 90054-0026  
Telephone (213) 229-5300 / Fax (213) 229-5481

This space for filing stamp only

2016 166912



FILED  
Jul 06 2016

John C. Inger, Register - Riverside/County Clerk

Electronically signed by 1300 TR44

JESSICA  
BIZFILINGS  
8020 EXCELSIOR DR #200  
MADISON, WI - 53717

DC #: 2885252

**FICTITIOUS BUSINESS  
NAME STATEMENT**

File No. 2016 133554  
The following person(s) is (are) doing  
business as:  
Solex, 1112 Ocean Drive, Suite 202,  
Manhattan Beach, California 90266,  
County of Los Angeles  
Articles of Incorporation or Organization  
Number: AI#CN: 193618310016  
Registered owner(s):  
Network Billing Systems, L.L.C., 420  
Lexington Avenue, Suite 1718, New York,  
New York 10170, New Jersey  
This business is conducted by: a Limited  
Liability Company

The registrant commenced to transact  
business under the fictitious business  
name or names listed above on N/A  
I declare that all information in this  
statement is true and correct. I, a registrant  
who declares as true any material matter  
pursuant to Section 17913 of the  
Business and Professions Code that the  
registrant knows to be false is guilty of a  
misdemeanor punishable by a fine not to  
exceed one thousand dollars (\$1,000)

By Jonathan Kaufman, Manager  
Network Billing Systems, L.L.C.

This statement was filed with the County  
Clerk of Los Angeles on May 31, 2016

NOTICE in accordance with Subdivision  
(a) of Section 17920, a Fictitious Name  
Statement generally expires at the end of  
five years from the date on which it was  
filed in the office of the County Clerk,  
except as provided in Subdivision (b) of  
Section 17920, where it expires 45 days  
after any change in the facts set forth in  
the statement pursuant to Section 17913  
other than a change in the residence  
address of a registered owner. A new  
Fictitious Business Name Statement must  
be filed before the expiration. Effective  
January 1, 2014, the Fictitious Business  
Name Statement must be accompanied by  
the Affidavit of Identity form.

The filing of this statement does not of  
itself authorize the use in this state of a  
Fictitious Business Name in violation of  
the rights of another under Federal, State,  
or common law (See Section 14411 of  
sec., Business and Professions Code)

Original  
6/6, 6/13, 6/20 6/27/16

DC-2885252#

**PROOF OF PUBLICATION**

(2015.5 C.C.P.)

State of California )  
County of Los Angeles ) ss

Notice Type: FNS - FICTITIOUS BUSINESS NAME

Ad Description:  
SOLEX

I am a citizen of the United States and a resident of the State of California; I am  
over the age of eighteen years, and not a party to or interested in the above  
entitled matter. I am the principal clerk of the printer and publisher of the DAILY  
COMMERCE, a newspaper published in the English language in the city of  
LOS ANGELES, county of LOS ANGELES, and adjudged a newspaper of  
general circulation as defined by the laws of the State of California by the  
Superior Court of the County of LOS ANGELES, State of California, under date  
10/30/1981, Case No. 599760. That the notice, of which the annexed is a  
printed copy, has been published in each regular and entire issue of said  
newspaper and not in any supplement thereof on the following dates, to-wit:

06/06/2016, 06/13/2016, 06/20/2016, 06/27/2016

Executed on: 06/27/2016  
At Los Angeles, California

I certify (or declare) under penalty of perjury that the foregoing is true and  
correct.

\_\_\_\_\_  
Signature



\* A D O O O 0 4 1 4 4 4 0 5 \*

Entity# : 6428388  
Date Filed : 07/08/2016  
Pedro A. Cortés  
Secretary of the Commonwealth

PENNSYLVANIA DEPARTMENT OF STATE  
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

<input checked="" type="checkbox"/> Return document by mail to: Business Filings Incorporated Name: COUNTER Address: City: State: Zip Code: <input type="checkbox"/> Return document by email to:	<b>Registration of Fictitious Name</b> DSCB:54-311 TCO160711MCD126
--	--

Read all instructions prior to completing. This form may

Fee: \$70

In compliance with the requirements of 54 Pa.C.S. § 311 (relating to registration), the undersigned entity(ies) desiring to register a fictitious name under 54 Pa.C.S. Ch. 3 (relating to fictitious names), hereby state(s) that:

1. The fictitious name is: Solax
2. A brief statement of the character or nature of the business or other activity to be carried on under or through the fictitious name is: Cloud services and cloud networks services
3. The address, including number and street, if any, of the principal place of business (P.O. Box alone is not acceptable): 420 Lexington Avenue Suite 1718, New York, New York 10170, NEW YORK
Number and street                      City                      State                      Zip                      Country
4. The name and address, including number and street, if any, of each individual interested in the business is:
Name                      Number and Street                      City                      State                      Zip

2016 JUL -8 PM 4: 25  
PA. DEPT. OF STATE

5. Each entity, other than an individual, interested in such business is (are):

Network Billing Systems, L.L.C.	LLC	New Jersey
Name	Form of Organization	Organizing Jurisdiction
420 Lexington Avenue Suite 1718, New York, New York 10170, NEW YORK		
Principal Office Address		
Business Filings Incorporated, Dauphin		
PA Registered Office, if any		


Name	Form of Organization	Organizing Jurisdiction
Principal Office Address		
PA Registered Office, if any		

6. The applicant is familiar with the provisions of 54 Pa.C.S. § 332 (relating to effect of registration) and understands that filing under the Fictitious Names Act does not create any exclusive or other right in the fictitious name.

7. (Optional): The name(s) of the agent(s), if any, any one of whom is authorized to execute amendments to, withdrawals from or cancellation of this registration in behalf of all then existing parties to the registration, is (are):

IN TESTIMONY WHEREOF, the undersigned have caused this Application for Registration of Fictitious Name to be executed this

6<sup>th</sup> day of July, 2016

Individual Signature	Individual Signature
Individual Signature	Individual Signature
Network Billing Systems, L.L.C.	Entity Name
Entity Name	Entity Name
	Signature
Jon Stry, EVP Business Development and Marketing of Strategic Acquisition Corp, Member	Signature
Title	Title

**EXHIBIT B**

**Customer Notice**  
(Attached)

RECEIVED  
2017 JUN 22 PM 12:29  
PA PUC  
SECRETARY'S BUREAU  
FRONT DESK

## Notice of Carrier Change

April 20, 2017

Dear Valued BCN Telecom, Inc. Customer:

We are pleased to jointly announce that BCN Telecom, Inc. ("BCN") and Network Billing Systems, LLC ("NBS") have entered into a transaction and also wanted to clarify some points that may have been misinterpreted or caused confusion in connection with the insert in last month's bill. First, BCN is not changing its name or its brand and will continue to provide services to its other customers who are not part of this transaction under its own name, BCN Telecom. Second, in March, NBS entered into an agreement with BCN to acquire certain assets and accounts of BCN that have historically been supported by Technology Opportunity Group, LLC dba "BCN Solutions Express" and "Solutions Express" (an independent sales agent for BCN). The transaction is subject to applicable regulatory approvals following which your services will be provided under NBS's registered trade name "Solex" (as authorized), honoring all of your current contract terms with BCN.

Please rest assured that the transaction will not affect the services you currently receive from BCN. You will continue to receive your services with the same rates, features, terms, and conditions as you currently enjoy, while also gaining access to a full range of additional Solex telecommunications services.

Solex will automatically become your telecommunications provider upon final close and regulatory approval on or after June 1, 2017. This change will be completely seamless for you and you do not need to do anything in order for this to occur. Solex will take care of all the details and will be responsible for any change fees associated with transferring your account. However, it is important that you be aware of the following information. You are responsible for continued payment of your monthly recurring and usage charges throughout this period. Unless you have made arrangements on your own to switch your provider prior to the date that your services transfer to Solex, your account will be automatically transferred and your services contract assigned to Solex.

All preferred carrier freezes you may have had with BCN will be lifted for purposes of completing the transfer of your services to Solex and will then be reinstated by Solex. In the event you currently receive local services from an alternative provider other than BCN, you will need to contact your existing or new local service provider to reinstate your preferred carrier freeze. In addition any deposits or prepayments you may have paid to BCN will be transferred along with your account to Solex. Subject to the terms of your current contract, you have the option to select another provider. We value your business and we hope that Solex may continue to serve you. If you should choose another provider you will need to contact that carrier directly to arrange for that change prior to the transfer of your service to Solex. Please note it can take several weeks for a new carrier to make the switch and you may also incur service initiation fees from that provider such as service order, installations, and other similar charges associated with establishing a new service account.

In the event there are any changes to your services following the transaction they will be made in compliance with your contract, service terms and applicable federal and state regulatory requirements. Solex will be responsible for handling complaints filed, or otherwise raised, prior to or during the transfer of service process, along with all service and repair issues, or concerns related to your service.

Our mission is to continue to provide superior products and services to our customers. We want to thank you for your continued support. Welcome to Solex! We look forward to meeting all your long distance communication needs. If you have any questions or concerns regarding your service or this transaction you can contact Solex customer service at 800-585-6687.

Sincerely,

The Management Teams

**EXHIBIT C**  
**FCC Joint Application**

(Attached)

RECEIVED  
2011 JUN 22 PM 12: 29  
PA PUC  
SECRETARY'S BUREAU  
FRONT DESK

RECEIVED

Before the  
Federal Communications Commission  
Washington, DC 20554

2017 JUN 22 PM 12: 29  
PA PUC  
SECRETARY'S BUREAU  
FRONT DESK

In the Matter of

**BCN Telecom, Inc., Assignor**

and

**Network Billing Systems, LLC**

For Grant of authority Pursuant to Section 214  
Of the Communications Act of 1934, as Amended  
And Sections 63.04 and 63.24 of the  
Commission's Rules to Complete  
Assignment of Assets Between Authorized  
Domestic and International Section 214  
Carriers

WC Docket No. 17-\_\_\_\_\_

IB File No. ITC-ASG-2017\_\_\_\_\_

### JOINT APPLICATION

BCN Telecom, Inc. ("BCN" or "Assignor"), and Network Billing Systems LLC dba Fusion dba Solex ("NBS" or "Assignee") (collectively, "Applicants"), pursuant to Section 214 of the Communications Act, as amended,<sup>1</sup> and Sections 63.04 and 63.24 of the "Commission's rules,"<sup>2</sup> hereby request authority to assign certain interstate and international telecommunications customers and assets of the Assignor to NBS. This Application pertains exclusively to a limited subset of BCN subscriber assets. Upon approval of the instant Application, BCN and NBS will continue to operate under their respective Commission authorities.

<sup>1</sup> 47 U.S.C. §214.

<sup>2</sup> 47 C.F.R. §§63.04 and 63.24.

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 and 63.12 of the Commission's Rules.<sup>3</sup> With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions, (1) Applicants and their affiliates, as defined in Section 153(2) of the Communications Act<sup>4</sup> ("Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas also served by a dominant local exchange carrier not party to the proposed transactions; and (3) none of the Applicants or their Affiliates is dominant with respect to any service.

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is a foreign carrier, or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

In support of this Application, Applicants provide the following information:

## **I. DESCRIPTION OF THE APPLICANTS**

### **(1) BCN Telecom, Inc.**

BCN Telecom, Inc. is a corporation incorporated under the laws of the State of New Jersey. BCN provides traditional voice and data transport services, broadband Internet access services, as well as interconnected voice over Internet protocol ("VoIP") services, including SIP trunking and hosted PBX services on both a retail and wholesale basis. The Company also offers cloud management solutions that include managed connectivity,

---

<sup>3</sup> 47 C.F.R. §§ 63.03 and 63.12.

<sup>4</sup> 47 U.S.C. §153(2).

offsite data backup and storage, cloud computing, application hosting, hosted exchange server, colocation hosting, disaster recovery, and managed services; and data and networking solutions that include power over Ethernet, MPLS, managed router, managed IAD, managed firewall, IPsec and SSL VPN, Internet access, FTTH, Ethernet and EOC, DSL, and cable IP. The company also provides mobility solutions, such as wireless data, wireless 4G LTE IP backup, mobile device management, and fixed terminal wireless voice services.

BCN is authorized to provide local and long distance telecommunications services throughout the United States. BCN provides services through resale to more than 7,600 accounts.

**(2) Network Billing Systems LLC**

Network Billing Systems LLC dba Fusion dba Solex is a limited liability corporation formed under the laws of the State of New Jersey in 1998. NBS is an affiliate of Fusion Telecommunications International Inc. NBS provides unified communications and hosted voice and data services, broadband Internet access service, interconnected VoIP, data networks, and traditional voice solutions to commercial and residential marketplaces throughout the United States. NBS offers voice services, including local, long distance, conference calling, Internet protocol ("IP") phones and customer premise equipment, and calling cards and debit cards; data services that include Internet, auto-failover solutions, and integrated circuits; and hosted and premise IP private branch exchange and trunk replacement VoIP solutions designed to address the needs of corporate customers. NBS also provides custom solutions, such as consulting.

**II. INFORMATION REQUIRED BY SECTION 63.04.**

**(1) The name, address and telephone number of each applicant - 47 C.F.R. § 63.04(a)(1):**

Assignor:

BCN Telecom, Inc.  
1200 Mount Kemble Avenue  
3rd Floor  
Morristown, NJ 07960  
Telephone: 908.367.5600  
Email: rschmeling@bcntele.com

FRNs: 0014562128, 0016071862,  
0019066281

Assignee:

Network Billing Systems LLC dba Fusion dba Solex FRN: 0004965141, 0016044448  
155 Willowbrook Boulevard  
Wayne, NJ 07470  
Tel: 973.638.2100  
Email: JKaufman@fusionconnect.com

**(2) The government, state, or territory under the laws of which each corporate or partnership applicant is organized - 47 C.F.R. § 63.04(a)(2):**

BCN is incorporated under the laws of New Jersey. NBS is organized under the laws of the State of New Jersey.

**(3) The name, title, post office address, and telephone number of the officer or contact point, such as legal counsel, to whom correspondence concerning the Application is to be addressed - 47 C.F.R. § 63.04(a)(3):**

Correspondence regarding this Application should be addressed to:

**For BCN Telecom, Inc.**

**Company Contact:**

Richard G. Schmeling  
BCN Telecom, Inc.  
1200 Mount Kemble Avenue  
3rd Floor  
Morristown, NJ 07960  
Telephone: 908.367.5600  
Email: rschmeling@bcntele.com

RECEIVED  
2011 JUN 22 PM 12: 29  
PA PUC  
SECRETARY'S BUREAU  
FRONT DESK

Legal Counsel:

Patrick D. Crocker  
Crocker & Crocker  
The Kalamazoo Building  
107 W. Michigan Avenue, 4th  
Floor  
Kalamazoo, Michigan 49007  
Telephone: (269) 381-8893  
Email: patrick@crockerlawfirm.com

RECEIVED  
2017 JUN 22 PM 12: 29  
PA PUC  
SECRETARY'S BUREAU  
FRONT DESK

**For Network Billing Systems LLC dba Fusion dba Solex:**

Company Contact

Jonathan Kaufman  
Network Billing Systems LLC dba Fusion dba Solex  
155 Willowbrook Boulevard  
Wayne, NJ 07470  
Telephone: 973.638.2100  
Email: JKaufman@fusionconnect.com

Regulatory Consultant

Andrew O. Isar  
Miller Isar, Inc.  
4304 92<sup>nd</sup> Avenue NW  
Gig Harbor, WA 98335  
Telephone 253.851.6700  
Email: aisar@millerisar.com

- (4) **The name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities (to the nearest one (1) percent) - 47 C.F.R. § 63.04(a)(4)**

**Assignor Ownership (BCN Telecom, Inc.)**

BCN is wholly owned by:

Telecom Acquisition Company, LLC, a limited liability company organized under the laws of the United States, located at: 1200 Mount Kemble Avenue, 3rd Floor, Morristown, NJ 07960.

Telecom Acquisition Company, LLC is principally owned (67.1 %) by:

The Boudria Family Limited Partnership, a limited liability company organized under the laws of the United States, located at: 1200 Mount Kemble Avenue, 3rd Floor, Morristown, NJ 07960.

There are no other owners of Telecom Acquisition Company, LLC that hold an interest of 10% or more.

**Assignee Ownership (Network Billing Systems LLC)**

NBS is wholly owned by:

Fusion NBS Acquisition Corp., a U.S. Corporation, 420 Lexington Avenue Suite 1718, New York, NY 10170

Fusion NBS Acquisition Corp. is wholly owned by:

Fusion Telecommunications International, Inc., a U.S. Corporation, 420 Lexington Avenue Suite 1718, New York, NY 10170

Fusion Telecommunications International, Inc. is owned by

Apptix, ASA	13.4%	U.S. Corporation
3921 Park Center Road		
Herndon, VA 20171		

Underberg Capital	17.7%	U.S. Corporation
445 Park Avenue, Room 901		
New York, NY 10022		

- (5) Certification pursuant to §§1.2001 through 1.2003 of this chapter that no party to the application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. 853 - 47 C.F.R. § 63.04(a)(5):**

By their signatures below, Applicants certify that no party to the instant Application is subject to a denial of Federal benefits that includes Commission benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988. Applicants certify that this certification is true, complete, and correct to the best of their knowledge and belief, and are made in good faith.

**(6) A description of the transaction - 47 C.F.R. § 63.04(a)(6):**

BCN seeks to sell, and NBS, seeks to acquire, a limited subset of assets and business of BCN as an ongoing operation. Under the terms of the proposed acquisition, BCN will sell its interest in a limited subset of its customer base primarily comprised of commercial subscribers to NBS. Following the grant of the proposed transaction, NBS will serve this subset of former BCN subscribers and will continue to provide domestic (and international) telecommunications services to this subset of former BCN subscribers.

There will be no change in former BCN subscriber rates, terms or conditions as a result of this transaction. The transaction will be entirely transparent to former BCN subscribers. Applicants will notify all customers consistent with 47 C.F.R. § 64.1120(e)(3). A copy of the customer notice is attached hereto at **Appendix A**.

The proposed transaction entails a limited subset of BCN subscribers located in the States of Alabama, California, Florida, Georgia, Massachusetts, Michigan, New Jersey, New York, Pennsylvania, and Texas.

**(7) A description of the geographic areas in which the Transferors and Transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area - 47 C.F.R. § 63.04(a)(7):**

NBS provides local exchange domestic and international interexchange telecommunications services, interconnected VoIP, and non-regulated services to residential and commercial and governmental institution subscribers, wholesale telecommunications network facilities and services to carriers, and switched exchange access services to interconnecting carriers, throughout the United States. NBS is an affiliate of Fusion Telecommunications International, Inc. that provides domestic and international telecommunications services.

BCN provides broadband services, traditional voice, as well as interconnected VOIP

services, including SIP trunking and hosted PBX services on both a retail and wholesale basis. BCN also serves residential, commercial, and institutional customers throughout the United States. BCN has no other affiliates providing domestic telecommunications services.

**(8) A statement as to how the Application fits into one or more of the presumptive streamlined categories in this section or why it is otherwise appropriate for streamlined treatment - 47 C.F.R. § 63.04(a)(8):**

This Application presumptively qualifies for streamlined processing pursuant to Section

63.03(b)(2)(i) because, immediately following the transaction: (1) Applicants, combined, will hold less than a ten percent share of the interstate, interexchange market; (2) to the extent that Applicants provide local exchange services or exchange access services in the United States, those services are provided only in geographic areas served by a dominant local exchange carrier that is not a party to this transaction; and (3) none of the Applicants or their Affiliates is dominant with respect to any United States' domestic service. 47 C.F.R. § 63.03(b)(2)(i).

This Application for assignment of domestic Section 214 authority also presumptively qualifies for streamlined processing pursuant to 47 C.F.R. § 63.03(b)(1)(iii). The proposed transaction is an asset sale that involves the transfer of the assets of BCN to NBS. The Commission has determined that transactions such as this that involve an asset acquisition, and not an acquisition of corporate control, do not raise the potential of competitive harm.<sup>5</sup>

**(9) Identification of all other Commission applications related to the same transaction**

**47 C.F.R. § 63.04(a)(9):**

This Application is being concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R §63.04(b)). Applicants will file no

---

<sup>5</sup> See *Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, Report and Order, 17 FCC Rcd 5517 ¶ 33 (2002).

other applications with the Commission with respect to this Transaction.

- (10) A statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure - 47 C.F.R. § 63.04(a)(10):**

Applicants are not facing imminent business failure.

- (11) Identification of any separately filed waiver requests being sought in conjunction with the transaction - 47 C.F.R. § 63.04(a)(11):**

There are no separately filed waiver requests being sought in conjunction with this transaction.

- (12) A statement showing how grant of the Application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets - 47 C.F.R. § 63.04(a)(12):**

The proposed assignment of the BCN assets acquired by NBS serves the public interest and will cause no offsetting public interest harms. Therefore, the Commission should expeditiously approve the proposed assignment. The transaction will provide additional capitalization needed to expand services and operations, and enhance the company's ability to provide competitive telecommunications services to the public. Further, broad management experience will enable NBS provide added value to customers.

### **III. INFORMATION REQUIRED BY SECTION 63.24(e).**

Pursuant to Section 63.24(e)(3) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

**(1) Name, address and telephone number of each Applicant - 47 C.F.R. §63.0463.18(a):**

Assignor:

BCN Telecom, Inc.  
1200 Mount Kemble Avenue  
3rd Floor  
Morristown, NJ 07960  
Telephone: 908.367.5600  
Email: rschmeling@bcntele.com

FRNs: 0014562128, 0016071862,  
0019066281

Assignee:

Network Billing Systems LLC dba Fusion dba Solex FRN: 0004965141, 0016044448  
155 Willowbrook Boulevard  
Wayne, NJ 07470  
Tel: 973.638.2100  
Email: JKaufman@fusionconnect.com

**(2) The Government, State, or Territory under the laws of which each corporate or partnership applicant is organized - 47 C.F.R. §63.18(b):**

BCN is a New Jersey corporation. NBS is organized under the laws of the State of New Jersey.

**(3) The name, title, post office address, and telephone number of the officer and any other contact point, such as legal counsel, to whom correspondence concerning the application is to be addressed - 47 C.F.R. §63.18(c):**

Correspondence regarding this Application should be addressed to:

**For BCN Telecom, Inc.**

Company Contact:

Richard G. Schmeling  
BCN Telecom, Inc.  
1200 Mount Kemble Avenue  
3rd Floor  
Morristown, NJ 07960  
Telephone: 908.367.5600  
Email: rschmeling@bcntele.com

Legal Counsel:

Patrick D. Crocker  
**Crocker & Crocker**  
The Kalamazoo Building  
107 W. Michigan Avenue, 4th  
Floor  
Kalamazoo, Michigan 49007  
Telephone: (269) 381-8893  
Email: patrick@crockerlawfirm.com

**For Network Billing Systems LLC dba Fusion dba Solex:**

Company Contact

Jonathan Kaufman  
Network Billing Systems LLC dba Fusion dba Solex  
155 Willowbrook Boulevard  
Wayne, NJ 07470  
Telephone: 973.638.2100  
Email: JKaufman@fusionconnect.com

Regulatory Consultant

Andrew O. Isar  
Miller Isar, Inc.  
4304 92<sup>nd</sup> Avenue NW  
Gig Harbor, WA 98335  
Telephone 253.851.6700  
Email: aisar@millerisar.com

- (4) **A statement as to whether the applicant has previously received authority under Section 214 of the Act and, if so, a general description of the categories of facilities and services authorized (i.e., authorized to provide international switched services on a facilities basis) - 47 C.F.R. §63.18(d):**

Assignor:

BCN is authorized to provide domestic interstate Services pursuant to blanket domestic Section 214 authority. In addition, is authorized to provide international services pursuant to the following: ITC-214-19951228-00061, ITC-214-19960529-00214, ITC-T/C-20060120-00033, ITC-T/C-20070214-00195, ITC-ASG-20080925-00436, ITC-214-20090106-00007, ITC-ASG-20140731-00227.

Assignee:

NBS is authorized to provide domestic interstate services pursuant to blanket domestic Section 214 authority. NBS holds international Section 214 authority to provide international services granted in File No. ITC-214-19990127-00044, and ITC-T/C-20120614-00148.

- (5) **The name, address, citizenship and principal businesses of any person or entity that directly or indirectly owns at least ten percent of the equity of the applicant, and the percentage of equity owned by each of those entities (to the nearest one percent). The applicant shall also identify any interlocking directorates with a foreign carrier - 47 C.F.R. §63.18(h) Ownership**

**Assignor Ownership (BCN Telecom, Inc.)**

BCN is wholly owned by:

Telecom Acquisition Company, LLC, a limited liability company organized under the laws of the United States, located at: 1200 Mount Kemble Avenue, 3rd Floor, Morristown, NJ 07960.

Telecom Acquisition Company, LLC is principally owned (67.1 %) by:

The Boudria Family Limited Partnership, a limited liability company organized under the laws of the United States, located at: 1200 Mount Kemble Avenue, 3rd Floor, Morristown, NJ 07960

There are no other owners of Telecom Acquisition Company, LLC that hold an interest of 10% or more.

**Assignee Ownership (Network Billing Systems LLC)**

NBS is wholly owned by:

Fusion NBS Acquisition Corp., a U.S. Corporation, 420 Lexington Avenue Suite 1718, New York, NY 10170

Fusion NBS Acquisition Corp. is wholly owned by:

Fusion Telecommunications International, Inc., a U.S. Corporation, 420 Lexington Avenue Suite 1718, New York, NY 10170

Fusion Telecommunications International, Inc. is owned by

Apptix, ASA 3921 Park Center Road Herndon, VA 20171	13.4%	U.S. Corporation
---	-------	------------------

Underberg Capital 445 Park Avenue, Room 901 New York, NY 10022	17.7%	U.S. Corporation
--	-------	------------------

- (6) A certification as to whether or not the applicant is, or is affiliated with, a foreign carrier. The certification shall state with specificity each foreign country in which the applicant is, or is affiliated with, a foreign carrier- 47 C.F.R. §63.18 (i):**

Applicants certify that they are not foreign carriers, nor are they affiliated with foreign carriers, nor will they become affiliated with foreign carriers as a result of this transaction.

- (7) A certification as to whether or not the applicant seeks to provide international telecommunications services to any destination country for which any of the following is true. The certification shall state with specificity the foreign carriers and destination countries - 47 C.F.R. §63.18 (j)**

Applicants certify that they do not seek to provide international telecommunications services to any destination country where:

- (1) An Applicant is a foreign carrier in that country; or
  - (2) An Applicant controls a foreign carrier in that country; or
  - (3) Any entity that owns more than 25 percent of Assignor or Assignee, or that controls Assignor or Assignee, controls a foreign carrier in that country; or
  - (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of Assignor or Assignee and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing or international basic telecommunications services in the United States.
- (8) 47 C.F.R. §63.18 (k) Not applicable.**
- (9) 47 C.F.R. §63.18 (l) Not applicable.**
- (10) 47 C.F.R. §63.18 (m) Not applicable. Applicant is not affiliated with a foreign carrier.**

- (11) Certification that the applicant has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future - 47 C.F.R. §63.18 (n):**

Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any United States international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

- (12) A certification pursuant to §§ 1.2001 through 1.2003 of this chapter that no party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. 853a. - 63.18 (o):**

Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.

- (13) Any other information that may be necessary to enable the Commission to act on the application. 63.18 (p):**

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

The proposed assignment does not raise any competitive concerns. The only impact of the proposed transaction is that NBS's business will obtain access to increased resources that will result in a stronger, more capable and robust company, capable of pursuing additional opportunities.

The transaction will be entirely transparent to subscribers and customers. The transaction will not result in any immediate change in service rates, terms, and conditions, and will not result in the discontinuance, reduction, loss, or impairment of service to subscribers or customers.

**IV. CONCLUSION**

For the foregoing reasons, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of the instant Application. Applicants respectfully request streamlined and expedited treatment to permit Applicants to consummate the proposed transaction as soon as possible.

BCN Telecom, Inc.



Richard Schmeling  
Chief Financial Officer  
1200 Mount Kemble Avenue, 3rd Floor  
Morristown, NJ 07960

and

Network Billing Systems LLC dba  
Fusion dba Solex



Jonathan Kaufman  
Chief Strategy Officer  
155 Willowbrook Boulevard  
Wayne, NJ 07470

Dated: May 25, 2017

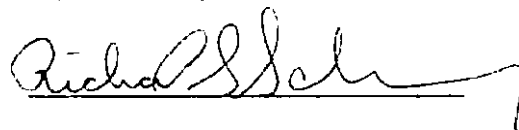
CERTIFICATION

I, Richard G. Schmeling, Chief Financial Officer of BCN Telecom, Inc., hereby certify under penalty of perjury that I am authorized to make this Certification on behalf of BCN Telecom, Inc., the Assignor in the foregoing Application. I further certify that the information in the foregoing Application as it pertains to the Assignor is true and accurate to the best of my knowledge, and that the Assignor is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. §853(a), as amended.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 25<sup>th</sup> day of May, 2017.

BCN Telecom, Inc.

A handwritten signature in black ink, appearing to read "Richard G. Schmeling", written over a horizontal line.

Richard G. Schmeling  
Chief Financial Officer  
1200 Mount Kemble Avenue  
3rd Floor  
Morristown, NJ 07960

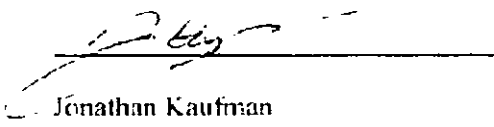
## CERTIFICATION

I, Jonathan Kaufman, Chief Strategy Officer of Network Billing Systems LLC dba Fusion dba Solex, hereby certify under penalty of perjury that I am authorized to make this Certification on behalf of Network Billing Systems LLC dba Fusion dba Solex, the Assignee in the foregoing Application. I further certify that the information in the foregoing Application as it pertains to the Assignee is true and accurate to the best of my knowledge, and that the Assignor is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. §853(a), as amended.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 25<sup>th</sup> day of May, 2017.

Network Billing Systems LLC dba  
Fusion dba Solex



---

Jonathan Kaufman  
Chief Strategy Officer  
155 Willowbrook Boulevard  
Wayne, NJ 07470

**APPENDIX A**

**Customer Notice  
(Attached)**

## Notice of Carrier Change

April 20, 2017

Dear Valued BCN Telecom, Inc. Customer:

We are pleased to jointly announce that BCN Telecom, Inc. ("BCN") and Network Billing Systems, LLC ("NBS") have entered into a transaction and also wanted to clarify some points that may have been misinterpreted or caused confusion in connection with the insert in last month's bill. First, BCN is not changing its name or its brand and will continue to provide services to its other customers who are not part of this transaction under its own name, BCN Telecom. Second, in March, NBS entered into an agreement with BCN to acquire certain assets and accounts of BCN that have historically been supported by Technology Opportunity Group, LLC dba "BCN Solutions Express" and "Solutions Express" (an independent sales agent for BCN). The transaction is subject to applicable regulatory approvals following which your services will be provided under NBS's registered trade name "Solex" (as authorized), honoring all of your current contract terms with BCN.

Please rest assured that the transaction will not affect the services you currently receive from BCN. You will continue to receive your services with the same rates, features, terms, and conditions as you currently enjoy, while also gaining access to a full range of additional Solex telecommunications services.

Solex will automatically become your telecommunications provider upon final close and regulatory approval on or after June 1, 2017. This change will be completely seamless for you and you do not need to do anything in order for this to occur. Solex will take care of all the details and will be responsible for any change fees associated with transferring your account. However, it is important that you be aware of the following information. You are responsible for continued payment of your monthly recurring and usage charges throughout this period. Unless you have made arrangements on your own to switch your provider prior to the date that your services transfer to Solex, your account will be automatically transferred and your services contract assigned to Solex.

All preferred carrier freezes you may have had with BCN will be lifted for purposes of completing the transfer of your services to Solex and will then be reinstated by Solex. In the event you currently receive local services from an alternative provider other than BCN, you will need to contact your existing or new local service provider to reinstate your preferred carrier freeze. In addition any deposits or prepayments you may have paid to BCN will be transferred along with your account to Solex. Subject to the terms of your current contract, you have the option to select another provider. We value your business and we hope that Solex may continue to serve you. If you should choose another provider you will need to contact that carrier directly to arrange for that change prior to the transfer of your service to Solex. Please note it can take several weeks for a new carrier to make the switch and you may also incur service initiation fees from that provider such as service order, installations, and other similar charges associated with establishing a new service account.

In the event there are any changes to your services following the transaction they will be made in compliance with your contract, service terms and applicable federal and state regulatory requirements. Solex will be responsible for handling complaints filed, or otherwise raised, prior to or during the transfer of service process, along with all service and repair issues, or concerns related to your service.

Our mission is to continue to provide superior products and services to our customers. We want to thank you for your continued support. Welcome to Solex! We look forward to meeting all your long distance communication needs. If you have any questions or concerns regarding your service or this transaction you can contact Solex customer service at 800-585-6687.

Sincerely,

The Management Teams

**CERTIFICATE OF SERVICE**

I hereby certify that this day I served a copy of this Joint Application upon the persons listed below in the manner indicated in accordance with the requirements of 52 Pa. Code Section 1.54.


**VIA FIRST CLASS MAIL**

Office of Consumer Advocate  
555 Walnut Street Forum Place, 5th Floor  
Harrisburg, PA 17101-1921

Office of Small Business Advocate  
Commerce Building, Suite 202  
300 North Second Street  
Harrisburg, PA 17101

Bureau of Investigation and Enforcement  
PA Public Utility Commission  
Commonwealth Keystone Building  
400 North Street, 2nd Floor West  
Harrisburg, PA 17120

Dated: June 22, 2017

  
\_\_\_\_\_  
Michael A. Gruin

RECEIVED  
2017 JUN 22 PM 12:30  
PA PUC  
SECRETARY'S BUREAU  
FRONT DESK