



COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
COMMONWEALTH KEYSTONE BUILDING
400 NORTH STREET
HARRISBURG, PENNSYLVANIA 17120
January 28, 2026

Docket No. A-2025-3056581

Justin B. Newman, President
Baltimore-Washington Telephone Company
Uptown Moose, Inc.
4422 N. Ravenswood Ave., Suite 55
Chicago, IL 60640

RE: Joint Application of Baltimore-Washington Telephone Company and Uptown Moose, Inc. for Approval of a General Rule Transfer of Control of Baltimore-Washington Telephone Company

Dear President Newman:

On July 25, 2025, Baltimore-Washington Telephone Company (“BWT” or the “Company”), Voxology Group, Inc. (VGI), and Uptown Moose, Inc. (UMI) (collectively, the “Joint Applicants”) filed a joint application pursuant to the Pennsylvania Public Utility Code (Code), 66 Pa. C.S. §§ 1102-1103, the Commission’s Statement of Policy regarding Utility Stock Transfers at 52 Pa. Code § 69.901, and its Abbreviated Procedures for Review of Transfer of Control of Telecommunications Public Utilities at 52 Pa. Code §§ 63.321 – 63.325. The Joint Applicants are seeking approval of a transfer of direct control of BWT to UMI (the “Transaction”). The joint application was filed as a general rule transaction under 52 Pa. Code § 63.324(a)(2) because it will transfer more than 20% of the direct control of the Company.

Pursuant to 52 Pa. Code § 5.14, relating to applications requiring notice, the Commission published notice of the Transaction in the *Pennsylvania Bulletin* on August 16, 2025, at 55 *Pa.B.* 5966, with a protest period ending September 2, 2025. Additionally, the Joint Applicants served copies of the joint application upon the Office of Small Business Advocate, the Office of Consumer Advocate, and the Commission’s Bureau of Investigation and Enforcement. Further notice was not required, and no protests or comments have been received.

BWT, utility code 3126375, is a Maryland corporation with its principal place of business located at 4422 North Ravenswood Avenue, Suite 55, Chicago, IL 60640. The Company is authorized in the Commonwealth of Pennsylvania to provide Competitive Local Exchange Carrier (CLEC) services within the service territories of Verizon Pennsylvania LLC and Verizon North LLC pursuant to a certificate of public convenience (CPC) granted at Docket No. A-2023-3041706. BWT has only recently

received its CPC to offer services as a CLEC within the Commonwealth¹ and currently has no customers. As such, no services or service territories will be directly affected by the Transaction. BWT intends to offer CLEC services immediately following approval of the Transaction, in accordance with its CPC.²

VGI, a Delaware corporation and technology holding company founded in 2019, is headquartered at 3513 Brighton Boulevard, Suite 482, Denver, CO 80216. In addition to BWT, its holdings include Voxology Carrier Services, Inc., Voxology Integrations, Inc., and Voxology, Inc. VGI is privately owned by four individual investors.

UMI, an Illinois corporation and technology company founded in 2024, maintains a principal place of business at the same address as BWT. UMI's chief executive is Justin Newman (Mr. Newman), who has been the chief executive of BWT since 2019 and involved in its operations continuously since 2014.

Through the proposed Transaction, the Joint Applicants request authority to transfer control of BWT to UMI. UMI has entered into an agreement with VGI, BWT's sole shareholder, through which UMI will acquire 100% of VGI's equity in and ownership of BWT. Following the Transaction, BWT will be a direct wholly owned subsidiary of UMI and Mr. Newman will go from being one of the four indirect owners of BWT to the 100% indirect owner of BWT.³

The Joint Applicants claim that the Transaction will provide BWT an opportunity to grow in a more focused environment, while bringing additional financial and managerial strength to the Company. In turn, they believe the Company will be able to compete more effectively against incumbent carriers and larger competitive carriers who have more substantial resources and can offer a wider range of facilities-based services. Following the Transaction, BWT expects to compete more aggressively within the Pennsylvania telecommunications market but does not expect any other meaningful Pennsylvania impacts. The Transaction will have no effect on any Pennsylvania tariffs, as BWT will continue to offer services under its existing tariffs immediately following Transaction.

The Joint Applicants attest that the Transaction will not result in any changes to the services received by customers, including rates, terms, and conditions of service. Therefore, the Company does not intend, nor is it required, to provide customers notice of

¹ The CPC was issued to BWT on April 23, 2025.

² We remind BWT that certificated telephone utilities are required to provide service within one year of receiving Commission certification pursuant to Docket No. M-2011-2273119. As noted in the Commission's prior order granting BWT a CPC, we also remind BWT that it is required to file an accurate financial report (52 Pa. Code § 63.36) and an accurate separate statement of gross intrastate, wholesale and retail revenues for fiscal assessment purposes (66 Pa. C.S. § 510(b)).

³ See Exhibit B of the joint application for pre and post-Transaction ownership charts that more clearly illustrate the effects of the Transaction.

the Transaction. The Joint Applicants claim that the Transaction will serve the public interest and be entirely transparent to customers.

The Joint Applicants indicate that no service territories will be affected by the Transaction, as the Company will continue to provide the same services in the same locations in Pennsylvania before and after the Transaction. The Joint Applicants confirm that the Company is in compliance with all Commission obligations and filings and that none of the Joint Applicants have been a party to any state or federal proceedings over the last three years involving allegations of violations of State or Federal Requirements.

The Joint Applicants verify that there will be no negative effect on their capital structures as a result of the Transaction, nor will it have an immediate effect on its affiliated interest agreements, if any.

The Joint Applicants also filed an application for approval of the Transaction with the Federal Communications Commission (FCC), which was granted on September 2, 2025.⁴ The Transaction does not require any further federal approval, nor does it involve a foreign interest.⁵ In addition to Pennsylvania, applications for approval of the general rule transaction have been or will be filed with Maryland and New York, and the Joint Applicants are evaluating their obligations with regard to Canadian operations.⁶

The Joint Applicants further submit that they do not have eligible telecommunications carrier status under federal and state law, are not subject to any broadband deployment commitments under federal or state law, and that the Transaction complies with the prohibition against cross-subsidization imposed under federal and state law.

The Joint Applicants claim that the Transaction is not expected to result in loss or potential loss of Pennsylvania jobs, tax revenues, facilities, downsizing, consolidation, or any other net negative effect in Pennsylvania.⁷

The Joint Applicants do not expect that the Transaction will negatively impact any functions, operations, employment, or activities of any nature currently performed in or affecting Pennsylvania.⁸

The Commission has determined that BWT is current with the filing of its annual financial and annual Security Planning and Readiness Self-Certification reports. There are no payments owed to the Pennsylvania USF, and there are no outstanding Commission fines, fees, or fiscal assessments due.

⁴ See, DA-25-791A1.pdf

⁵ Response to Data Request at questions 16 & 17.

⁶ Response to Data Request at question 4.

⁷ Response to Data Request at question 8.

⁸ Response to Data Request at question 10.

As required by 66 Pa. C.S. §§ 1102(a) and 1103 and the Commission’s regulations at 52 Pa. Code § 63.324(k)(1), we find that the record sufficiently supports the Joint Applicants’ claim that the proposed Transaction is in the public interest.⁹ Specifically, the Transaction will have no adverse effects on the quality of service enjoyed by BWT’s customers, nor will it impact the accommodation, convenience, or safety of the public. As stated by the Joint Applicants, the Transaction will not disrupt any customer-facing operations such as ordering, service installation, customer service, and billing, which will continue to be provided as before. As described in the joint application, UMI will be technically, managerially, and financially well-qualified to be the ultimate owner of BWT. Once the Transaction is completed, BWT will continue to have the managerial, technical, financial, and customer care qualifications to provide high quality telecommunications services to consumers in Pennsylvania. The Transaction will thus be seamless for BWT’s customers and in accord with the public interest. Therefore, for the reasons provided by the Joint Applicants, we conclude that the record provides substantial evidence of positive public benefits necessary to justify approval of the proposed Transaction.

Additionally, based upon the Commission’s analysis of the information provided in the joint application, we find that the Transaction will benefit and does not harm competition. Furthermore, there are a number of unaffiliated providers offering similar services in the same geographic locales as BWT, including but not limited to Verizon and Verizon North.¹⁰ The Commission’s approval will enhance the Company’s ability to compete in Pennsylvania without harm to consumers or Pennsylvania markets as required by the Public Utility Code at 66 Pa. C.S. §§ 1102(a) and 1103 and the Commission’s regulations at 52 Pa. Code § 63.324(k)(3).

For these reasons, we agree with the assertions advanced by the Joint Applicants and conclude that the Transaction is in the public interest, as it is necessary or proper for the service, accommodation, convenience, or safety of the public. We also conclude that the Company is fit financially, managerially, and technically. Thus, the Commission will issue a certificate of public convenience authorizing this Transaction as required by the Public Utility Code at 66 Pa. C.S. §§ 1102(a) and 1103 and the Commission’s regulations at 52 Pa. Code § 63.324(k)(2).

⁹ We believe the record shows that the transaction satisfies the necessary or proper standard under Section 1103 of the Code and provides affirmative public benefits consistent with *City of York v. Pa. PUC*, 295 A.2d 825 (Pa. 1972) (*City of York*), and *Irwin A. Popowsky v. Pa. PUC*, 937 A.2d 1040 (Pa. 2007) (*Popowsky*). The Commission retains general authority to impose conditions upon approval of a transaction as codified in the Public Utility Code at 66 Pa. C.S. § 1103. “[E]ven where the [Commission] finds benefit in the first instance, Section 1103(a) also confers discretion upon the agency to impose conditions which it deems to be just and reasonable.” *Popowsky*, 937 A.2d at 1057, n.21. This includes authority to impose conditions upon approval of a general rule or pro forma transaction in accordance with Sections 63.324(h)(4) and 63.325(h)(4) of our regulations at Title 52 of the Pennsylvania Code.


¹⁰ Response to Data Request, question 14.

In summary, we find that the joint application should be approved as a general rule transaction under Section 63.324 of the Commission regulations and that a certificate of public convenience be issued to Baltimore-Washington Telephone Company evidencing our approval of the general rule transfer of control of Baltimore-Washington Telephone Company to Uptown Moose, Inc.

However, there is risk to Pennsylvania in approving this general rule transaction in advance of the remaining jurisdictions, which may impose conditions that could jeopardize the Joint Applicants' averments to Pennsylvania upon which this approval is based. For this reason, in the event the Joint Applicants and/or their non-Pennsylvania subsidiaries and affiliates agree to or accept resolution of this or a related pending transaction from another jurisdiction in which that jurisdiction obtains or imposes any condition(s) on or commitment regarding this and/or a related pending transaction, the Joint Applicants shall, within 10 days of such agreement or acceptance, provide notice of the condition(s), including a copy of the relevant jurisdictional action, to Pennsylvania by letter to the Secretary with a copy to the Commission's Director, Bureau of Technical Utility Services (TUS). In the notice, the Joint Applicants shall offer to Pennsylvania their agreement to or acceptance of the same condition(s), or reasonably comparable condition(s) for Pennsylvania, as appropriate. The Commission will act upon the notice as expeditiously as possible. If the Joint Applicants do not agree with this provision, they shall immediately notify the Commission in writing by letter to the Secretary with a copy to TUS. Upon such notice, the Joint Applicants are advised pursuant to Sections 703(g) and 1103 of the Code, 66 Pa. C.S. §§ 703(g), 1103, that this Secretarial Letter approving the Transaction shall be immediately rescinded and of no effect; and, in accordance with the Code and our regulation at 52 Pa. Code § 63.324(k)(5), Commission review of the Transaction shall be extended for a further opportunity for the Joint Applicants to be heard and for further consideration by the Commission as necessary and appropriate to protect the public interest.

Therefore, the Commission directs the Joint Applicants to file notice with the Commission within 30 days of the consummation of the general rule transaction detailing the final corporate structure resulting from the Transaction. If the Joint Applicants determine that the transaction will not occur, they shall promptly notify this Commission.

BY THE COMMISSION,



Matthew L. Homsher
Secretary

cc: James Christiano
Patrick Etzel
Sam Melvin