



State of Utah  
Department of Commerce  
Division of Public Utilities

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**MEMORANDUM**

**To:** Public Service Commission

**From:** Division of Public Utilities  
Chris Parker, Director  
Bill Duncan, Telecommunications / Water Manager  
Ron Slusher, Utility Technical Consultant

**Date:** October 09, 2018

**Re:** In the Matter of the Notification of Transfer of Control of BCM One, Inc. to BCM Group Holdings, Inc. Docket No. 18-2524-01.

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**RECOMMENDATION (Allow):**

The Division of Public Utilities (“Division”) has reviewed the joint application between BCM One, Inc. and BCM Group Holdings, Inc. The public interest will be promoted by recommending that the Public Service Commission (“Commission”) allowing this Transfer of Control.

The Division expects that, based on history that a filing of this type and with the information submitted by the company, there will be no objections or opposition to this recommendation. Therefore, the Division requests that this docket be adjudicated informally in accordance with R746-110-1.

**EXPLANATION:**

On or about September 17, 2018, BCM One, Inc. (“BCM One”) and BCM Group Holdings, Inc. (“BCM Holdings”) notified the Commission of a transaction, which will result in a transfer of control of BCM One, Inc. to BCM Group Holdings, Inc.

BCM One, Inc. is a New York corporation headquartered at 521 5<sup>th</sup> Avenue, 14<sup>th</sup> Floor, New York, New York 10175. BCM One is authorized to provide public telecommunications services in the State of Utah by the Commission on September 01, 2010, Docket Number 10-2524-01.

On or about July 18, 2018, BCM Group Holdings, Inc., which is owned by Thompson Street Capital Partners V, L.P. entered into an agreement whereby BCM Holdings will acquire 70% of BCM One. The current owners will retain the remaining 30%.

The Applicants submit that the transaction described herein will serve the public interest. The Applicants expect that the merger will enable the combined entities to better meet the needs of enterprises, wholesale buyers, and other customers. The transaction will help create a stronger competitor by bringing together each organization's respective strengths.

The Applicants further submit that the transaction will be conducted in a manner that will be largely transparent their customers. The transaction will not result in a change of carrier for customers or any assignment of authorizations, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers.

Cc. Kenny Perkins, Sr., Consultant to BCM One, Inc., RTC Associates, LLC  
Marc Korman, Counsel to Thompson Street Capital Partners V, L.P., Sidley Austin LLP  
Justin Jetter, Assistant Attorney General, State of Utah  
Office of Consumer Services, State of Utah