



State of Utah
Department of Commerce
Division of Public Utilities

MARGARET W. BUSSE
Executive Director

CHRIS PARKER
Director, Division of Public Utilities

SPENCER J. COX
Governor

DEIDRE HENDERSON
Lieutenant Governor

Action Request Response

To: Public Service Commission of Utah

From: Utah Division of Public Utilities

Chris Parker, Director

Artie Powell, Manager

Brenda Salter, Utility Technical Consultant Supervisor

Ron Slusher, Utility Technical Consultant

Date: March 31, 2021

Re: **Docket No(s). 21-2524-01 & 21-2545-01**, In the Matter of the Notification of the Proposed Transfer of Control of Wholesale Carrier Services, Inc. to BCM One Group Holdings, Inc.

Recommendation (Approve)

The Division of Public Utilities (“Division”) has reviewed the joint application between Wholesale Carrier Services, Inc. (“WCS”) and BCM One Group Holdings, Inc. (“BCM”) (together “the Applicants”) and recommends that the Public Service Commission (“Commission”) approve the application for the transfer of control. The public interest will be promoted by the Commission approving this transfer of control. As a result of the acquisition, the Applicants should be in a better position to provide expanded and advanced telecommunications services in the State of Utah.

The Division expects that, based on history, a filing of this type and with the information submitted by the company will bring no objections or opposition to this recommendation.

Therefore, the Division requests that this docket be adjudicated informally in accordance with R746-110-1.

Discussion

On or about March 16, 2021, WCS and BCM filed a joint application with the Commission indicating WCS will be transferring control to BCM.

WCS is a corporation organized under the laws of the State of Florida. Headquartered at 12350 NW 39th Street, Coral Springs, FL. 33065. WCS was issued a Certificate of Public Convenience and Necessity (“CPCN”) by the Commission on September 07, 2012 in Docket No. 12-2545-01.

BCM is a corporation organized under the laws of the State of Delaware. Headquartered at 7676 Forsyth Blvd., Suite 2700, Saint Louis, MO, 63105 and is the parent company of BCM One, Inc. (“BCM One”). BCM One is a corporation organized under the laws of the State of New York. Headquartered at 521 5th Avenue, 14th Floor, New York, NY 10175. BCM One was issued a CPCN by the Commission on September 01, 2010 in Docket No. 10-2524-01.

On or about February 23, 2021, the Applicants entered into an agreement whereby, WCS will be acquired by BCM indirectly through one of its wholly owned subsidiaries, BCM One.

The Division concludes that the Applicants are in compliance with Commission Rule R746-349-7, and have provided reasonable documentation of the following:

1. The CLEC shall submit an application which includes but is not limited to:
 - a. Identification that it is not an ILEC,
 - b. Identification that it seeks approval of the application pursuant to this rule,
 - c. A reasonably detailed description of the transaction for which approval is sought,
 - d. A copy of any filings required by the Federal Communications Commission or any other state utility regulatory agency in connection with the transaction, and,
 - e. Copies of any notices, correspondence, or orders from any federal agency or any other state utility regulatory agency reviewing the transaction, which is the subject of the application.

The Applicants submit that the transaction described herein will serve the public interest. WCS' management team will remain with the company. WCS will continue to provide robust communications solutions to its customers and because of this transaction it will be in a better financial position to compete in the Utah telecommunications marketplace.

The Applicants further submit that the transaction will be conducted in a manner that will be largely transparent to 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.

Conclusion

The Division has reviewed the notice filed by the Applicants for the transfer of control and concludes that it is in the public interest; therefore, the Division recommends the Commission approve this notice.

Cc: Todd B. Lantor, Lukas, LaFuria, Gutierrez & Sachs, LLP, Counsel for BCM One Group Holdings, Inc.
Geoff Bloss, Chief Executive Officer, BCM One Group Holdings, Inc.
Leon L. Nowalsky, Nowalsky & Gothard, APLLC, Counsel for Wholesale Carrier Services, Inc.
Christopher Barton, President & CEO, Wholesale Carrier Services, Inc.
Justin Jetter, Assistant Attorney General, State of Utah
Office of Consumer Services, State of Utah