



State of Utah

Department of Commerce
Division of Public Utilities

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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: November 2, 2021

Re: **Docket No(s). 21-2524-02 & 21-2545-02**, In the Matter of the Application for Approval of Planned Intermediate Change of Control of BCM One, Inc., Wholesale Carrier Services, Inc. and BCM One Group Holdings, Inc.

Recommendation (Acknowledge)

The Division of Public Utilities (“Division”) has reviewed the notification of the transfer of intermediate control and restructuring of BCM One, Inc. (“BCM One”), Wholesale Carrier Services, Inc. (“WCS”), and BCM One Group Holdings, Inc. (“BCM One Group Holdings”) (together “Applicants”). The public interest will be promoted by the Public Service Commission (“Commission”) acknowledging this restructuring of the Applicants. As a result of the restructuring, the companies 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, 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.

Discussion

On or about October 13, 2021, BCM One, WCS, and BCM One Group Holdings notified the Commission of a transaction, which will result in the transfer of intermediate control and restructuring of the companies.

BCM One is a New York corporation headquartered at 295 Madison Avenue, 5th Floor, New York, NY 10017. BCM One is authorized to provide public telecommunications services in the State of Utah by the Commission on September 01, 2010, Docket No. 10-2524-01.

WCS is a Delaware corporation headquartered at 12350 NW 39th Street, Coral Springs, FL 33065. WCS is authorized to provide public telecommunications services in the State of Utah by the Commission on September 07, 2012, Docket No. 12-2545-01.

Both companies are subsidiaries of BCM One Group Holdings, a Delaware corporation headquartered at 7676 Forsyth Blvd., Suite 2700, St. Louis, MI 63105. Which is owned by Thompson Street Capital Partners V, L.P. (“TSCP”).

The owners of TSCP plan to restructure the companies and transfer the holdings of TSCP within other affiliated entities. The Applicants state that, the transfer will affect only the ultimate ownership of BCM One and WCS. BCM One and WCS will continue to provide competitive and innovative services to existing customers at the same rates, terms, and conditions and in the same geographic areas as are provided at the time the restructuring is completed. The transaction is not intended—or expected to—result in the discontinuance, reduction, loss, or impairment of service to any customer.

Conclusion

The Division has reviewed the notice filed by the Applicants for the transfer of control and 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 Division recommends the Commission acknowledge this notice.

Cc: Todd B. Lantor, Counsel for BCM One, Inc., Wholesale Carrier Services, Inc., and BCM One Group Holdings, Inc.
Justin Jetter, Assistant Attorney General, State of Utah
Office of Consumer Services, State of Utah