



Public Service Commission

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DAVID R. CLARK
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State of Utah

SPENCER J. COX
Governor

DEIDRE M. HENDERSON
Lieutenant Governor

December 21, 2021

Geoffrey Bloss
Chief Executive Officer
BCM One Group Holdings, Inc.
7676 Forsyth Blvd., Suite 2700
St. Louis, MO 63105

Geoffrey Bloss
Chief Executive Officer
Wholesale Carrier Services, Inc.
12350 NW 39th Street
Coral Springs, FL 33065

Geoffrey Bloss
Chief Executive Officer
BCM One, Inc.
295 Madison Avenue, 5th Floor
New York, NY 10017

Todd B. Lantor
Lukas, LaFuria, Gutierrez & Sachs, LLP
8300 Greensboro Drive, Suite 1200
Tysons, VA 22102

Re: Docket Nos. 21-2524-02 and 21-2545-02, *Application for Approval of Planned Intermediate Change of Control of BCM One, Inc., Wholesale Carrier Services, Inc., and BCM One Group Holdings, Inc.*

All,

The Public Service Commission (PSC) has reviewed the concurrent applications of BCM One Group Holdings, Inc. and Wholesale Carrier Services, Inc. (“Applicants”) of the proposed planned intermediate change of control of BCM One, Inc., Wholesale Carrier Services, Inc., and BCM One Group Holdings, Inc. (“Transaction”), filed October 13, 2021 (collectively, “Application”), pursuant to Utah Code Ann. § 54-8b-3.4(1)(b), and the supplements to the Application (collectively, “Supplement”) filed on November 4, 2021.

The Application describes the Applicants, explains the Transaction, and asserts that the Transaction is in the public interest because the Transaction will result in a reorganization of indirect upstream ownership only, will not change ultimate control of Applicants, and will not involve any assignment or changes to operating authority, assets, or customers. The Application requests only that the PSC take such actions as may be necessary for the approval of the Transaction. The Supplement provides further detail on the resulting structure of the relationship

between the companies. The Applicants state the Supplement was made to “ensure the record is accurate as to the factual statements related to the [T]ransaction, although the information provided in [the] Supplement does not affect the structure of the [T]ransaction or who controls the certificated entities.”

The PSC also reviewed comments filed by the Division of Public Utilities (DPU) on November 2, 2021 related to the Application, and subsequent comments filed by DPU on November 9, 2021 related to the Supplement. DPU states that the Transaction is not intended or expected to result in the discontinuance, reduction, loss, or impairment of service to any customer. DPU’s comments do not address whether PSC approval of the Transaction is required, but DPU recommends the PSC acknowledge the notice provided by the Application and Supplement, stating that they provide reasonable documentation of information required by Utah Admin. Code R746-349-7, and that acknowledgment will promote the public interest. DPU also requested informal adjudication under Utah Admin. Code R746-110-1 because it does not expect opposition to its recommendation.

No party has identified a statutory or other legal requirement for the PSC to approve the Transaction, and no party has requested a declaratory ruling on the issue pursuant to Utah Admin. Code R746-101-1, et seq. Accordingly, the PSC acknowledges that the Application and Supplement provide notice of the Transaction and gives notice it will take no further action in these dockets unless a party files a request for action and explains the basis on which the PSC may or should act.

Sincerely,

/s/ Gary L. Widerburg
PSC Secretary
DW#321585