



State of Utah

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July 21, 2022

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James P. Prenetta, Jr.
Executive Vice President and General Counsel
Fusion Connect, Inc.
210 Interstate North Parkway, Suite 200
Atlanta, GA 30339

Re: Docket No. 22-2600-01, *Joint Notice of Fusion Connect, Inc., Fusion Cloud Services, LLC, and the North Haven Entities of a Change in Control of Fusion Cloud Services, LLC*

All,

The Public Service Commission (PSC) has reviewed the notice (“Notification”) filed on June 30, 2022, by Fusion Connect, Inc. (“Fusion Connect”), Fusion Cloud Services, LLC (“Fusion Cloud”), and the North Haven Entities (“North Haven”) of the proposed transfer of control of Fusion Cloud to North Haven (the “Transaction”).¹ We refer to Fusion Connect, Fusion Cloud, and North Haven, collectively, as the “Parties.”

The Parties state that Fusion Cloud is a competitive entrant under Utah Code Ann. § 54-8b-2.1 and does not receive high cost support from the Universal Public Telecommunications Support Fund. They claim the Transaction is, therefore, exempt from the requirements of Utah Code Ann. § 54-4-29, consistent with the exemption for competitive entrants described in Utah Code Ann. § 54-8b-3.4. The Notification asks the PSC to review the filing and acknowledge its sufficiency in whatever manner it deems appropriate. The Parties also state that the public interest is best served by the sustained presence of numerous successful telecommunications

¹ On January 23, 2018, the PSC authorized Fusion Cloud (formerly known as Birch Communications, LLC) to provide local exchange, access, and telecommunications services in Docket No. 17-2600-01.

competitors in the market. Accordingly, it is important to allow a company to organize its corporate structure in the manner that best supports the company's business operations provided that such actions are consistent with law and have no adverse impact on the public.

The Division of Public Utilities (DPU) filed comments on July 20, 2022, recommending the PSC acknowledge the Notification and requesting informal adjudication of the matter under Utah Admin. Code R746-110-1. DPU states the Transaction meets the requirements for informal adjudication of mergers and acquisition transactions under Utah Admin. Code R746-349-7. DPU does not address whether PSC approval of the Transaction is required.

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 Notification was filed and gives notice it will take no further action in this docket unless a party files a request for agency action and explains the basis on which the PSC may or should act.

Sincerely,

/s/ Gary L. Widerburg

PSC Secretary

DW#324940