

**Before the
Federal Communications Commission
Washington, DC 20554**

In the Matter of

BCN Telecom, Inc., Assignor

and

Network Billing Systems, LLC

For Grant of Authority Pursuant to Section 214
Of the Communications Act of 1934, as Amended
And Sections 63.04 and 63.24 of the
Commission’s Rules to Complete
Assignment of Assets Between Authorized
Domestic and International Section 214
Carriers

WC Docket No. 18-_____

IB File No. ITC-ASG-2018_____

JOINT APPLICATION

BCN Telecom, Inc. (“BCN” or “Assignor”), and Network Billing Systems LLC dba Fusion dba Solex (“NBS” or “Assignee”) (collectively, “Applicants”), pursuant to Section 214 of the Communications Act of 1934, as amended,¹ and Sections 63.04 and 63.24 of the “Commission’s rules,”² hereby request authority to assign certain interstate and international telecommunications customers and assets of the Assignor to NBS. This Application pertains exclusively to a limited subset of BCN subscriber assets. Upon approval of the instant Application, BCN and NBS will continue to operate under their respective Commission authorities.^{3 4}

¹ 47 U.S.C. §214.

² 47 C.F.R. §§63.04 and 63.24.

³ This Application was initially submitted to the Commission on May 26, 2017 in WC Docket No. 17-203 and ITC-ASG-20170822-00142. Applicants withdrew the Application on September 6, 2017, in order to allow time to further consider the transaction. Having resolved their concerns, Applicants now re-file in order to complete the regulatory review process and move forward with their plans.

⁴ NBS’ ultimate parent corporation, Fusion Telecommunications International, Inc. (“FTI”), together with Birch Communications, has recently submitted to the Commission a separate joint transfer of control application. That filing requests Commission approval for the ultimate shareholders of the Birch Companies to acquire a controlling

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 and 63.12 of the Commission’s Rules.⁵ With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions, (1) Applicants and their affiliates, as defined in Section 153(2) of the Communications Act⁶ (“Affiliates”) combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas also served by a dominant local exchange carrier not party to the proposed transactions; and (3) none of the Applicants or their Affiliates is dominant with respect to any service.

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission’s Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is a foreign carrier, or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission’s Rules, 47 C.F.R. § 63.12(c), applies.

In support of this Application, Applicants provide the following information:

I. DESCRIPTION OF THE APPLICANTS

(1) BCN Telecom, Inc.

BCN. is a corporation incorporated under the laws of the State of New Jersey. BCN provides traditional local and long distance voice and data transport services, broadband Internet access services, as well as interconnected voice over Internet protocol (“VoIP”) services, including SIP trunking and hosted PBX services on both a retail and wholesale basis. The Company also offers cloud management solutions that include managed

majority interest in FTI and NBS. Except that the proceedings both involve FTI and NBS, these are distinct transactions that are not, in any respect, interdependent.

⁵ 47 C.F.R. §§ 63.03 and 63.12.

⁶ 47 U.S.C. §153(2).

connectivity, offsite data backup and storage, cloud computing, application hosting, hosted exchange server, colocation hosting, disaster recovery, and managed services; and data and networking solutions that include power over Ethernet, MPLS, managed router, managed IAD, managed firewall, IPsec and SSL VPN, Internet access, FTTH, Ethernet and EOC, DSL, and cable IP. The company also provides mobility solutions, such as wireless data, wireless 4G LTE IP backup, mobile device management, and fixed terminal wireless voice services.

BCN is authorized to provide local and long distance telecommunications services throughout the United States. BCN provides services through resale to more than 7,600 accounts.

(2) Network Billing Systems LLC

NBS is a limited liability corporation formed under the laws of the State of New Jersey in 1998. NBS is wholly owned by Fusion NBS Acquisition Corp., which is wholly owned by Fusion Telecommunications International Inc. NBS provides unified communications and hosted voice and data services, broadband Internet access service, interconnected VoIP, data networks, and traditional voice solutions to commercial and residential marketplaces throughout the United States. NBS offers voice services, including local, long distance, conference calling, Internet protocol (“IP”) phones and customer premise equipment, and calling cards and debit cards; data services that include Internet, auto-failover solutions, and integrated circuits; and hosted and premise IP private branch exchange and trunk replacement VoIP solutions designed to address the needs of corporate customers. NBS also provides custom solutions, such as consulting.

II. INFORMATION REQUIRED BY SECTION 63.04.

(1) The name, address and telephone number of each applicant - 47 C.F.R. § 63.04(a)(1):

Assignor:

BCN Telecom, Inc.
1200 Mount Kemble Avenue
3rd Floor
Morristown, NJ 07960
Telephone: 908.367.5600
Email: rschmeling@bcntele.com

FRNs: 0014562128, 0016071862,
0019066281

Assignee:

Network Billing Systems LLC dba Fusion dba Solex FRN: 0004965141, 0016044448
695 Route 46 West, Suite 200
Fairfield, NJ 07004
Tel: 973.638.2100
Email: JKaufman@fusionconnect.com

(2) The government, state, or territory under the laws of which each corporate or partnership applicant is organized - 47 C.F.R. § 63.04(a)(2):

BCN is incorporated under the laws of New Jersey. NBS is organized under the laws of the State of New Jersey.

(3) The name, title, post office address, and telephone number of the officer or contact point, such as legal counsel, to whom correspondence concerning the Application is to be addressed - 47 C.F.R. § 63.04(a)(3):

Correspondence regarding this Application should be addressed to:

For BCN Telecom, Inc.

Company Contact:

Richard G. Schmeling
BCN Telecom, Inc.
1200 Mount Kemble Avenue
3rd Floor
Morristown, NJ 07960
Telephone: 908.367.5600
Email: rschmeling@bcntele.com

Legal Counsel:

Patrick D. Crocker
Crocker & Crocker
The Kalamazoo Building
107 W. Michigan Avenue
4th Floor
Kalamazoo, Michigan 49007
Telephone: (269) 381-8893
Email: patrick@crockerlawfirm.com

For Network Billing Systems LLC dba Fusion dba Solex:

Company Contact

James Prenetta
Executive Vice President and General Counsel
420 Lexington Avenue, Suite 1718
New York New York 10170
Telephone: 212.201.2425
Email: jprenetta@fusionconnect.com

and

Jonathan Kaufman
Network Billing Systems LLC dba Fusion dba Solex
695 Route 46 West, Suite 200
Fairfield, NJ 07004
Telephone: 973.638.2100
Email: JKaufman@fusionconnect.com

Regulatory Consultant

Andrew O. Isar
Miller Isar, Inc.
4304 92nd Avenue NW
Gig Harbor, WA 98335
Telephone 253.851.6700
Email: aisar@millerisar.com

- (4) **The name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities (to the nearest one (1) percent) - 47 C.F.R. § 63.04(a)(4)**

Assignor Ownership (BCN Telecom, Inc.)

BCN is wholly owned by:

Telecom Acquisition Company, LLC, a limited liability company organized under the laws of the state of New Jersey, located at: 1200 Mount Kemble Avenue, 3rd Floor, Morristown, NJ 07960. The name, address, citizenship and principal place of business of any entity or person holding at least ten (10) percent of equity of Telecom Acquisition Company, LLC includes:

Telecom Acquisition Company, LLC is principally owned (67.1 %) by:

The Boudria Family Limited Partnership, a limited liability company organized under the laws of the United States, located at: 1200 Mount Kemble Avenue, 3rd Floor, Morristown, NJ 07960.

There are no other owners of Telecom Acquisition Company, LLC that hold an interest of ten percent (10%) or more.

Assignee Ownership (Network Billing Systems LLC)

NBS is wholly owned by:

Fusion NBS Acquisition Corp., a U.S. Corporation, 420 Lexington Avenue Suite 1718, New York, NY 10170

Fusion NBS Acquisition Corp. is wholly owned by [Fusion has no 5% or greater holders]:

Fusion Telecommunications International, Inc., a U.S. Corporation, 420 Lexington Avenue Suite 1718, New York, NY 10170

Fusion Telecommunications International, Inc. is a widely-held public corporation with many small shareholders. There are no individuals or entities holding ten percent (10%) or more of the interests in Fusion.

- (5) **Certification pursuant to §§1.2001 through 1.2003 of this chapter that no party to the application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. 853 - 47 C.F.R. § 63.04(a)(5):**

By their signatures below, Applicants certify that no party to the instant Application is subject to a denial of Federal benefits that includes Commission benefits pursuant to

section 5301 of the Anti-Drug Abuse Act of 1988. Applicants certify that this certification is true, complete, and correct to the best of their knowledge and belief, and are made in good faith.

(6) A description of the transaction - 47 C.F.R. § 63.04(a)(6):

BCN seeks to sell, and NBS, seeks to acquire, a limited subset of assets and business of BCN as an ongoing operation. Under the terms of the proposed acquisition, BCN will sell its interest in a limited subset of its customer base primarily comprised of commercial subscribers to NBS. Following the grant of the proposed transaction, NBS will serve this subset of former BCN subscribers and will continue to provide domestic (and international) telecommunications services to this subset of former BCN subscribers.

There will be no change in former BCN subscriber rates, terms or conditions as a result of this transaction. The transaction will be entirely transparent to former BCN subscribers. Applicants have notified all affected customers of the transaction consistent with 47 C.F.R. § 64.1120(e)(3). A copy of the customer notice is attached hereto at **Appendix A**.⁷

The proposed transaction entails a limited subset of BCN subscribers located in the States of Alabama, California, Florida, Georgia, Massachusetts, Michigan, New Jersey, New York, Pennsylvania, and Texas.

(7) A description of the geographic areas in which the Transferors and Transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area - 47 C.F.R. § 63.04(a)(7):

NBS provides local exchange domestic and international interexchange telecommunications services, interconnected VoIP, and non-regulated services to residential and commercial and governmental institution subscribers, wholesale telecommunications network facilities and services to carriers, and switched exchange access services to

⁷ Affected subscribers had been notified of the proposed transaction on or about April 20, 2017. In consideration of the time that has elapsed since, the Companies is re-notify subscribers of the proposed transaction on or about January 2, 2018 and is so notifying the Commission by letter in CC Docket No. 00-257 submitted contemporaneously with the instant Application.

interconnecting carriers, throughout the U.S. NBS is an affiliate of Fusion Telecommunications International, Inc. that provides domestic and international telecommunications services throughout the U.S.

BCN provides broadband services, traditional local and long distance voice, as well as interconnected VOIP services, including SIP trunking and hosted PBX services on both a retail and wholesale basis. BCN also serves residential, commercial, and institutional customers throughout the United States. BCN has no affiliates providing domestic telecommunications services.

(8) A statement as to how the Application fits into one or more of the presumptive streamlined categories in this section or why it is otherwise appropriate for streamlined treatment - 47 C.F.R. § 63.04(a)(8):

This Application presumptively qualifies for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction: (1) Applicants, combined, will hold less than a ten percent share of the interstate, interexchange market; (2) to the extent that Applicants provide local exchange services or exchange access services in the United States, those services are provided only in geographic areas served by a dominant local exchange carrier that is not a party to this transaction; and (3) none of the Applicants or their Affiliates is dominant with respect to any United States' domestic service. 47 C.F.R. § 63.03(b)(2)(i).

This Application for assignment of domestic Section 214 authority also presumptively qualifies for streamlined processing pursuant to 47 C.F.R. § 63.03(b)(1)(iii). The proposed transaction is an asset sale that involves the transfer of the assets of BCN to NBS. The Commission has determined that transactions such as this that involve an asset acquisition, and not an acquisition of corporate control, do not raise the potential of competitive harm.⁸

⁸ See *Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, Report and

(9) Identification of all other Commission applications related to the same transaction 47 C.F.R. § 63.04(a)(9):

In connection with this transaction, Applicants will file a Notification regarding compliance with Section 64.1120(e) of the Commission's rules⁹ in CC Docket No. 00-257.¹⁰ (This Application is being concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R §63.04(b)). Applicants will file no other applications with the Commission with respect to this transaction.)

(10) A statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure - 47 C.F.R. § 63.04(a)(10):

Applicants do not request special consideration due to facing imminent business failure.

(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction - 47 C.F.R. § 63.04(a)(11):

There are no separately filed waiver requests being sought in conjunction with this transaction.

(12) A statement showing how grant of the Application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets - 47 C.F.R. § 63.04(a)(12):

The proposed assignment of the BCN assets acquired by NBS serves the public interest and will cause no offsetting public interest harms. Therefore, the Commission should expeditiously approve the proposed assignment. The transaction will provide additional capitalization needed to expand services and operations, and enhance the company's ability to provide competitive telecommunications services to the public. Further, broad management experience will enable NBS provide added value to customers.

Order, 17 FCC Rcd 5517 ¶ 33 (2002).

⁹ 47 C.F.R. §64.1120(e).

¹⁰ *In the Matter of 2000 Biennial Review – Review of Policies and Rules Concerning Unauthorized Changes of Consumers Long Distance Carriers*, CC Docket No. 00-257.

III. INFORMATION REQUIRED BY SECTION 63.24(e).

Pursuant to Section 63.24(e)(3) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

(1)63.18(a)Name, address and telephone number of each Applicant:

Assignor:

BCN Telecom, Inc.
1200 Mount Kemble Avenue
3rd Floor
Morristown, NJ 07960
Telephone: 908.367.5600
Email: rschmeling@bcntele.com

FRNs: 0014562128, 0016071862,
0019066281

Assignee:

Network Billing Systems LLC dba Fusion dba Solex FRN: 0004965141, 0016044448
695 Route 46 West, Suite 200
Fairfield, NJ 07004
Tel: 973.638.2100
Email: jprenetta@fusionconnect.com

63.18(b) Jurisdiction of Organizations:

BCN is a New Jersey corporation. NBS is organized under the laws of the State of New Jersey.

63.18(c) Correspondence concerning this Application should be sent to:

Correspondence regarding this Application should be addressed to:

For BCN

Company Contact:

Richard G. Schmeling
BCN Telecom, Inc.
1200 Mount Kemble Avenue
3rd Floor
Morristown, NJ 07960
Telephone: 908.367.5600
Email: rschmeling@bcntele.com

Legal Counsel:

Patrick D. Crocker
Crocker & Crocker
The Kalamazoo Building
107 W. Michigan Avenue
4th Floor
Kalamazoo, Michigan 49007
Telephone: (269) 381-8893
Email: patrick@crockerlawfirm.com

For Network Billing Systems LLC dba Fusion dba Solex:

Company Contact

James Prenetta
Executive Vice President and General Counsel
420 Lexington Avenue, Suite 1718
New York New York 10170
Telephone: 212.201.2425
Email: jprenetta@fusionconnect.com

Jonathan Kaufman
Network Billing Systems LLC dba Fusion dba Solex
695 Route 46 West, Suite 200
Fairfield, NJ 07004
Telephone: 973.638.2100
Email: JKaufman@fusionconnect.com

Regulatory Consultant

Andrew O. Isar
Miller Isar, Inc.
4304 92nd Avenue NW
Gig Harbor, WA 98335
Telephone 253.851.6700
Email: aisar@millerisar.com

63.18(d) Section 214 Authorizations:

Assignor:

BCN is authorized to provide domestic interstate Services pursuant to blanket domestic Section 214 authority. In addition, is authorized to provide international services pursuant to the following: ITC-214-19951228-00061, ITC-214-19960529-00214, ITC-T/C-20060120-00033, ITC-T/C-20070214-00195, ITC-ASG-20080925-00436, ITC-214-20090106-00007, ITC-ASG-20140731-00227.

Assignee:

NBS holds international Section 214 authority to provide international services granted in File No. ITC-214-19990127-00044, and ITC-T/C-20120614-00148. NBS is authorized to provide domestic interstate services pursuant to blanket domestic Section 214 authority.

63.18(h) Ownership:

Assignor Ownership (BCN Telecom, Inc.)

BCN is wholly owned by:

Telecom Acquisition Company, LLC, a limited liability company organized under the laws of the United States, located at: 1200 Mount Kemble Avenue, 3rd Floor, Morristown, NJ 07960.

Telecom Acquisition Company, LLC is principally owned (67.1 %) by:

The Boudria Family Limited Partnership, a limited liability company organized under the laws of the United States, located at: 1200 Mount Kemble Avenue, 3rd Floor, Morristown, NJ 07960

There are no other owners of Telecom Acquisition Company, LLC that hold an interest of ten percent (10%) or more.

Assignee Ownership (Network Billing Systems LLC)

NBS is wholly owned by:

Fusion NBS Acquisition Corp., a U.S. Corporation, 420 Lexington Avenue Suite 1718, New York, NY 10170

Fusion NBS Acquisition Corp. is wholly owned by:

Fusion Telecommunications International, Inc., a U.S. Corporation, 420 Lexington Avenue Suite 1718, New York, NY 10170

Fusion Telecommunications International, Inc. is a widely held public corporation with many small shareholders. There are no individuals or entities holding ten percent (10%) or more of the interests in Fusion.

63.18 (i) Applicants certify that they are not foreign carriers, nor are they affiliated with foreign carriers, nor will they become affiliated with foreign carriers as a result of this transaction.

63.18 (j) Applicants certify that they do not seek to provide international telecommunications services to any destination country where:

- (1) An Applicant is a foreign carrier in that country; or
- (2) An Applicant controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of Assignor or Assignee, or that controls Assignor or Assignee, controls a foreign carrier in that country; or
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of Assignor or Assignee and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing or international basic telecommunications services in the United States.

63.18 (k) Not applicable.

63.18 (l) Not applicable.

63.18 (m) Not applicable. Applicant is not affiliated with a foreign carrier.

63.18 (n) Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any United States international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

63.18 (o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.

63.18 (p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

The proposed assignment does not raise any competitive concerns. The only impact of the proposed transaction will result in a stronger, more capable and robust NBS, capable of pursuing additional opportunities.

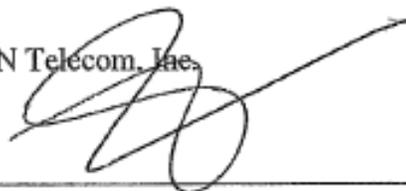
The transaction will be entirely transparent to subscribers and customers. The transaction will not result in any immediate change in service rates, terms, and conditions, and will not result in the discontinuance, reduction, loss, or impairment of service to subscribers or customers.

IV. CONCLUSION

For the foregoing reasons, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of the instant Application. Applicants respectfully request streamlined and expedited treatment to permit Applicants to

consummate the proposed transaction as soon as possible.

BCN Telecom, Inc.

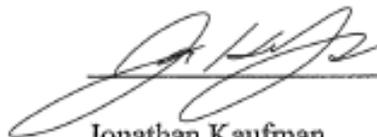


Patrick D. Crocker
Crocker & Crocker
The Kalamazoo Building
107 W Michigan Avenue, 4th Floor
Kalamazoo, MI 49007

Counsel for BCN Telecom, Inc.
1200 Mount Kemble Avenue, 3rd Floor
Morristown, NJ 07960

and

Network Billing Systems LLC dba Fusion
dba Solex



Jonathan Kaufman
Manager
695 Route 46 West, Suite 200
Fairfield, NJ 07004

Dated: January 8, 2018

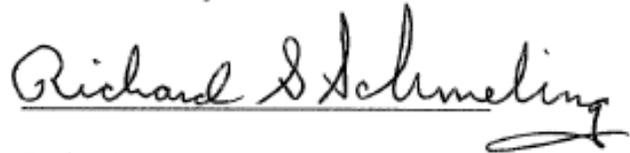
CERTIFICATION

I, Richard G. Schmeling, Chief Financial Officer of BCN Telecom, Inc., hereby certify under penalty of perjury that I am authorized to make this Certification on behalf of BCN Telecom, Inc., the Assignor in the foregoing Application. I further certify that the information in the foregoing Application as it pertains to the Assignor is true and accurate to the best of my knowledge, and that the Assignor is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. §853(a), as amended.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 8th day of January, 2018.

BCN Telecom, Inc.

A handwritten signature in cursive script that reads "Richard G. Schmeling". The signature is written in black ink and is positioned above the typed name and title.

Richard Schmeling
Chief Financial Officer
1200 Mount Kemble Avenue, 3rd Floor
Morristown, NJ 07960

CERTIFICATION

I, Jonathan Kaufman, Manager of Network Billing Systems LLC dba Fusion dba Solex, hereby certify under penalty of perjury that I am authorized to make this Certification on behalf of Network Billing Systems LLC dba Fusion dba Solex, the Assignee in the foregoing Application. I further certify that the information in the foregoing Application as it pertains to the Assignee is true and accurate to the best of my knowledge, and that the Assignor is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. §853(a), as amended.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 8th day of January, 2018.

Network Billing Systems LLC dba Fusion
dba Solex



Jonathan Kaufman
Manager
695 Route 46 West, Suite 200
Fairfield, NJ 07004

APPENDIX A

**Customer Notice
(Attached)**

Notice of Carrier Change

January 2, 2018

Dear Valued BCN Telecom, Inc. Customer:

We are pleased to update you on our original joint announcement that BCN Telecom, Inc. ("BCN") and Network Billing Systems, LLC d/b/a Fusion and Solex ("Solex")¹¹ had entered into a transaction whereby Solex is to acquire certain assets and accounts of BCN that have historically been supported by Technology Opportunity Group, LLC dba "BCN Solutions Express" and "Solutions Express" (an independent sales agent for BCN). These accounts include your telecommunications services, as currently provided by BCN.¹² (BCN is not changing its name or its brand and will continue to provide services to its other customers who are not part of this transaction under its own name, BCN Telecom.) The transaction is subject to applicable regulatory approvals following which your services will be provided by Solex either under its registered trade name "Solex" (or under the Fusion name as necessary pursuant to state law). Solex will honor all of your current contract terms with BCN.

Please rest assured that you will continue to receive your services with the same rates, features, terms, and conditions as you currently enjoy, while also gaining access to a full range of additional telecommunications services.¹³

On or as soon after February 8, 2018 as BCN and Solex have received final regulatory approval and completed their preparations, Solex will become your telecommunications provider. Unless you have made arrangements on your own to switch your provider prior to February 8, 2018, your account will be automatically transferred and your services contract assigned to Solex. In addition, any deposits or prepayments you may have paid to BCN will be transferred along with your account to Solex. This change will be completely seamless for you and you do not need to do anything in order for this to occur. Solex will take care of all the details of the transfer and will be responsible for any change fees associated with transferring your account.

It is important that you be aware of the following information. You are responsible for continued payment of your monthly recurring and usage charges throughout this period. All preferred carrier freezes you may have had with BCN will be lifted for purposes of completing the transfer of your services to Solex and will then be reinstated by Solex. In the event you currently receive local services from an alternative provider other than BCN, you will need to contact your existing or new local service provider to reinstate your preferred carrier freeze following the transfer to Solex. You have the option to select another provider; however, we value your business and we hope that NBS may provide your services going forward. If you should choose another provider you will need to contact that carrier directly to arrange for that change prior to the transfer of your service to Solex. In some cases it may take several weeks for a new carrier to make the switch, so you should begin making the new arrangements soon. You may incur service initiation fees from that provider such as service order, installations, and other similar charges associated with establishing a new service account.

NBS will be responsible for handling complaints filed, or otherwise raised, prior to or during the transfer of service process, along with all service and repair issues, or concerns related to your service.

Our mission is to continue to provide superior products and services to our customers. We want to thank you for your continued support. Welcome to Solex! We look forward to meeting all your long distance communications needs. If you have any questions or concerns regarding your service or this transaction you can contact customer service at 800-585-6687.

Sincerely,

The Management Teams of BCN and Solex

¹¹ Network Billing Systems, LLC is registered in a number of states to operate under the trade name, Solex.

¹² We originally notified you regarding this transaction last April. There were delays with the implementation of the Companies' plans, however, so we are re-notifying all customers whose accounts are affected.

¹³ Any future changes to your services following the transaction will be made in compliance with your contract, service terms and applicable federal and state regulatory requirements.