

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
)	
BCN TELECOM, INC.)	
Assignee,)	
)	
)	
OPCOM, INC.)	
D/B/A WCS TELECOM)	WC Docket No. 16-_____
Assignor,)	
)	
)	
Application for Consent to Assign Certain)	
Assets of a Company Holding a)	
Blanket Domestic Authorization Pursuant to)	
Section 214 of the Communications Act of)	
1934, as Amended)	

APPLICATION

BCN Telecom, Inc. (“BCN”, “Assignee” or “Buyer”) and Opcom, Inc. d/b/a WCS Telecom (“Opcom”, “Assignor” or “Seller” and together with BCN, the “Applicants”), pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. §214 (the “Act”), and Section 63.04 of the Commission’s Rules, 47 CFR §§ 63.04, hereby request authority to enable BCN to acquire all assets related to and comprising the customer base of Opcom (the “Business”).

Pursuant to the terms of an Asset Purchase Agreement (“Agreement”) executed on or about September 1, 2016, BCN will acquire all assets of Opcom relating to and comprising the telecommunications services Customer Base of the Seller that constitute the Business. Accordingly, the Applicants request that the Commission approve the transfer of these assets, including the telecommunications customer base of Opcom (“Customers”) and contractual and other rights with respect to customer accounts to BCN. The assets being transferred do not

include any Section 214 authorizations. The Applicants note that BCN already holds authority under Section 214 of the Act to provide domestic and international telecommunications services.¹

The proposed transaction is not expected to result in any loss or impairment of service to the Customers. Customers will continue to receive their existing services at the same rates, terms, and conditions that they have prior to the transfer and any future changes in the rates, terms, and conditions of service will be made consistent with Commission requirements. The only material change will be in the Customers' service provider. Notice of the change will be provided to Customers in accordance with Section 64.1120 of the Commission's Rules.

Pursuant to Section 63.04(b) of the Commission's Rules, filing an application for the proposed transfer of assets. **Exhibit A** provides the additional information requested by Section 63.04(a)(6) through (a)(12) of the Commission's Rules, 47 CFR § 63.04(a)(6)-(12).

The Applicant's respectfully request streamlined treatment of this Application pursuant to Section 63.03 of the Commission's Rules, 47 CFR § 63.03. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules, 47 CFR § 63.03(b)(2)(i), because (1) after the proposed transaction, BCN (including its affiliates) will have a market share in the interstate, interexchange market of substantially less than 10 percent, and will provide competitive services exclusively in areas served by a dominant local carrier not a party to the transaction; and (2) BCN and Opcom are not currently dominant with respect to any domestic service, and will not become dominant with respect to any domestic service after consummation of the proposed transaction.

The Applicants provide the following in support of this request:

¹ BCN received its international Section 214 authority in File Nos. ITC-214-19951228-00061 (granted March 11, 1996) and ITC-214-19960529-00214 (granted July 22, 1996) and ITC-214-20090106-00007 (granted January 30, 2009). BCN holds blanket authority to provide domestic interstate service pursuant to Section 63.01 of the Commission's Rules.

I. APPLICANTS

A. BCN Telecom, Inc. (FRN: 0019066281)

BCN is a non-dominant carrier providing international (as well as intrastate and interstate) facilities-based and/or resold local exchange and long distance services through the sale of purchased services from various facilities-based carriers. BCN is headquartered at:

1200 Mt Kemble Ave, 3rd Floor
Morristown, NJ 07960
Telephone: (908) 367-5600

BCN is a wholly-owned subsidiary of Telecom Acquisition Company, LLC (“TAC”), which is a New Jersey limited liability company and a holding company. No other entity holds a 10 percent (10%) or greater interest in BCN.

The following entities hold a 10 percent or greater equity interest in TAC.

Richard M. Boudria Family Trust
1200 Mt Kemble Ave, 3rd Floor
Morristown, NJ 07960
Citizenship: U.S.
Principal business: telecommunications management
Percent ownership: 67.1%

No other entity holds a 10 percent (10%) or greater interest in TAC.

Currently, BCN is authorized as a reseller of intrastate interexchange telecommunications services throughout the United States, with the exception of Alaska, and has resold and/or facilities-based local exchange authority in the states of Alabama, California, Colorado, Connecticut, Delaware, District of Columbia, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kentucky, Maine, Maryland, Massachusetts, Michigan, Minnesota, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin and Wyoming.

B. Opcom, Inc. d/b/a WCS Telecom (FRN: 0007514847)

Opcom is a privately-held corporation organized under the laws of the State of Montana and is headquartered at:

2320 3rd Avenue N
Billings,, MT 59101
Telephone: 460-294-7794

The following holds a 10 percent or greater beneficial ownership in Opcom.

Name: John Van Heuvelen
Address: 820 S Jackson St
Denver, CO 80209
Citizenship: U.S.
Principal business: Telecommunications
Percent ownership: 63.67%

Name: RGP of Billings, LLC
Dan Hickey - Managing Member
Address: 2320 3rd Ave N.
Billings, MT 59101
Citizenship: U.S.
Principal business: Telecommunications
Percent ownership: 13.02%

Name: Errol Gault
Address: 40 71 Ranch Lane
Martinsdale, MT 59053
Citizenship: U.S.
Principal business: Telecommunications
Percent ownership: 10.25%

No other entity holds a 10 percent or greater equity interest in Opcom under the Commission's attribution rules.

Currently Opcom has authority to provide intrastate, interexchange service in the states of: Arizona, California, Colorado, Georgia, Iowa, Minnesota, Montana, Nebraska, North Dakota, Ohio, Oregon, South Dakota, Texas, Washington, Wyoming,

II. DESCRIPTION OF TRANSACTION

Pursuant to an Asset Purchase Agreement ("Agreement") executed on or about September 1, 2016, Opcom agrees to sell, convey, transfer, assign and deliver to the Buyer, and BCN agrees to purchase and assume all assets related to and comprising the telecommunications

service Customer Base summarized as follows: (a) the customer base; (b) all supporting documentation and Customer Base account information and files; (c) all agreements and arrangements with the Customer Base and suppliers including customer letter of authorizations and customer service term agreements; and (d) customer contracts.

After the Closing, BCN will provide telecommunications services to the Customers pursuant to its own telecommunications authorizations. After consummation of the Transaction, Opcom will surrender its authorization.

The proposed transfer of customers to BCN will have no adverse impact on the Customers. Customers will continue to receive their existing services at the same rates, terms, and conditions that they have prior to the transfer and any future changes in the rates, terms, and conditions of service will be made consistent with Commission regulations. To avoid Customer confusion and ensure a seamless transition, the Applicants will provide advance written notice to the affected Customers at least thirty (30) days prior to the transfer, explaining the change in service provider in accordance with applicable Commission and state regulations for changing a customer's presubscribed carrier. BCN will file the required notice with the Commission in CC Docket No. 00-257 pursuant to Section 64.1120 of the Commission's Rules, 47 C.F.R. § 64.1120, to comply with the Commission's slamming requirements.

III. PUBLIC INTEREST STATEMENT

The transaction contemplated by the Agreement will serve the public interest. BCN is a strong company that will continue to provide high quality services to the Customers. The purchase of Opcom's assets will strengthen BCN, enable it to expand and better ensure that it remains a viable long-term competitor in the telecommunications market.

At the same time, the proposed transfer of assets does not present any anticompetitive issues. The Applicants emphasize that, following the transfer the Customers will continue to receive services from an experienced and qualified carrier, which services will be consistent with the quality of services currently provided by Opcom. The Applicants anticipate that Customers

will experience a seamless transition of service provider. Further, these Customers will be sufficiently notified of the transaction and their rights. The contact for Commission inquiries will be:

Patrick D. Crocker
Crocker & Crocker
107 W. Michigan Ave, 4th Floor
Kalamazoo, MI 49007
Phone: (269) 381-8893
Fax: (269) 381-4855
Email: patrick@crockerlawfirm.com

The proposed transfer does not present any competitive issues. The Applicants note that there are a number of other carriers operating in each market, including the incumbent carrier, which controls a substantial market share.

In sum, grant of the Application will serve the public interest by strengthening the competitive position of BCN without negatively impacting either the Customers or competition in the markets in which the Applicants operate.

IV. INFORMATION REQUIRED BY § 63.04(b) OF THE COMMISSION'S RULES

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, the additional information required for the domestic Section 214 transfer of control application is provided in Exhibit A.

V. CONCLUSION

Based on the foregoing, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

BCN Telecom, Inc.



By: _____
Patrick D. Crocker, Attorney

EXHIBIT A

Domestic Section 214 Transfer of Control Information

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04, regarding the information described in paragraphs (a)(6)-(a)(12) of Section 63.04, Applicants provide the following information in support of their request.

63.04(a)(6): Description of the Transaction

The proposed transaction is described in Section II of the Application.

63.04(a)(7): Description of Geographic Service Area and Services in Each Area

A description of the geographic service areas and services provided in each area is provided in Section I of the Application.

63.04(a)(8): Presumption of Non-Dominance and Qualification for Streamlining

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2)(i). Following the consummation of the proposed transaction, BCN (including its affiliates) will have a market share in the interstate, interexchange market of substantially less than 10 percent, and will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not party to the transaction. Finally, neither BCN nor Opcom, nor any affiliate of either company, is dominant with respect to any service it provides.

63.04(a)(9): Other Commission Applications Related to the Proposed Transaction

None.

63.04(a)(10): Special Considerations

None.

63.04(a)(11): Separately Filed Waiver Requests

None.

63.04(a)(12): Public Interest Statement

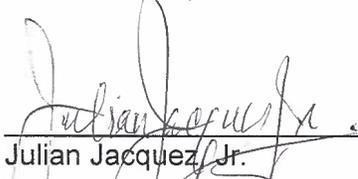
The proposed transaction is in the public interest for the reasons detailed in Section III of the Application.

VERIFICATION

I, Julian Jacquez, Jr., am the Executive Vice President of BCN Telecom, Inc., and am authorized to make this verification on its behalf. I do hereby verify that I have read the foregoing Application and the statements made therein are true, correct, and complete to the best of my knowledge, information, and belief.

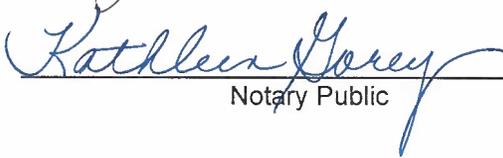
Executed on the 21 day of October, 2016.

BCN Telecom, Inc.



Julian Jacquez, Jr.

Subscribed and sworn before me this 21 day of October, 2016.



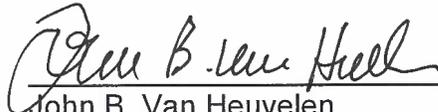
Notary Public

VERIFICATION

I, John B. Van Heuvelen, state that I am the President and CEO of Opcom, Inc. d/b/a WCS Telecom; that I am authorized to make this Verification on behalf of Opcom, Inc. d/b/a WCS Telecom; that the foregoing filing was prepared under my direction and supervision; and that the statements in the foregoing document regarding Opcom, Inc. d/b/a WCS Telecom are true and correct to the best of my knowledge, information and belief.

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

Executed this 28 day of October, 2016



John B. Van Heuvelen
President and CEO
Opcom, Inc. d/b/a WCS Telecom