

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS FILING FORM

(Effective: 01/20/2011)

This form is intended to be used with most types of required filings. It provides check boxes with rule references for the most common types of filings. It does not replace or supersede Commission rules in any way.

In the Matter of the Joint Application of Fusion)
International, Inc., Fusion NBS Acquisition Corp., and)
Network Billing Systems, LLC for Approval of the Transfer)
of Control of Network Billing Systems, LLC)

TRF Docket No. 90-_____

Case No. **12-1849-TP-CIO**

NOTE: Unless you have reserved a Case #, leave the "Case No" fields
BLANK.

Name of Registrant(s) Network Billing Systems, LLC

DBA(s) of Registrant(s) _____

Address of Registrant(s) 155 Willowbrook Boulevard, Wayne, NJ 07470

Company Web Address www.nbsvoice.com

Regulatory Contact Person(s) Jonathan Kaufman, CEO

Phone 973-638-2121

Fax 973-638-2199

Regulatory Contact Person's Email Address jonk@nbsvoice.com

Contact Person for Annual Report Ralph J. Carraliello

Phone 973-638-2116

Address (if different from above) Same as above.

Consumer Contact Information Toni Campanello

Phone 973-638-2113

Address (if different from above) Same as above.

Motion for protective order included with filing? ☐ Yes ☒ No

Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: Waivers may toll any automatic timeframe.]

Notes:

Section I and II are Pursuant to Chapter 4901:1-6 OAC.

Section III – Carrier to Carrier is Pursuant to 4901:1-7 OAC, and Wireless is Pursuant to 4901:1-6-24 OAC.

Section IV – Attestation.

(1) Indicate the Carrier Type and the reason for submitting this form by checking the boxes below.

(2) For requirements for various applications, see the identified section of Ohio Administrative Code Section 4901 and/or the supplemental application form noted.

(3) Information regarding the number of copies required by the Commission may be obtained from the Commission's web site at www.puco.ohio.gov under the docketing information system section, by calling the docketing division at 614-466-4095, or by visiting the docketing division at the offices of the Commission.

(4) An Incumbent Local Exchange Carrier (ILEC) offering basic local exchange service (BLES) outside its traditional service area should choose CLEC designation when proposing to offer BLES outside its traditional service area or when proposing to make changes to that service.

All Filings that result in a change to one or more tariff pages require, at a minimum, the following exhibits.

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s) N/A No tariff changes are anticipated.
B	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin. N/A No tariff changes are anticipated.
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected. See Attachment A for a description of the transaction.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s). N/A Applicants will continue to provide service under the same names, respectively, without immediate change in rates, terms or conditions.

Section I – Part I - Common Filings

Carrier Type <input type="checkbox"/> Other (explain below)	<input type="checkbox"/> For Profit ILEC	<input type="checkbox"/> Not For Profit ILEC	<input type="checkbox"/> CLEC
Change terms & conditions of existing BLES	<input type="checkbox"/> ATA 1-6-14(H) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(H) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(H) (Auto 30 days)
Introduce non-recurring charge, surcharge, or fee to BLES			<input type="checkbox"/> ATA 1-6-14(H) (Auto 30 days)
Introduce or Increase Late Payment	<input type="checkbox"/> ATA 1-6-14(I) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(I) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(I) (Auto 30 days)
Revisions to BLES Cap.	<input type="checkbox"/> ZTA 1-6-14(F) (0 day Notice)		
Introduce BLES or expand local service area (calling area)	<input type="checkbox"/> ZTA 1-6-14(H) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-14(H) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-14(H) (0 day Notice)
Notice of no obligation to construct facilities and provide BLES	<input type="checkbox"/> ZTA 1-6-27(C) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-27(C) (0 day Notice)	
Change BLES Rates	<input type="checkbox"/> TRF 1-6-14(F) (0 day Notice)	<input type="checkbox"/> TRF 1-6-14(F)(4) (0 day Notice)	<input type="checkbox"/> TRF 1-6-14(G) (0 day Notice)
To obtain BLES pricing flexibility	<input type="checkbox"/> BLS 1-6-14 (C)(1)(c) (Auto 30 days)		
Change in boundary	<input type="checkbox"/> ACB 1-6-32 (Auto 14 days)	<input type="checkbox"/> ACB 1-6-32 (Auto 14 days)	
Expand service operation area			<input type="checkbox"/> TRF 1-6-08(G)(0 day)
BLES withdrawal			<input type="checkbox"/> ZTA 1-6-25(B) (0 day Notice)
Other* (explain) _____			

Section I – Part II – Customer Notification Offerings Pursuant to Chapter 4901:1-6-7 OAC

Type of Notice	Direct Mail	Bill Insert	Bill Notation	Electronic Mail
<input type="checkbox"/> 15-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> 30-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Date Notice Sent:				

Section I – Part III –IOS Offerings Pursuant to Chapter 4901:1-6-22 OAC

IOS	Introduce New	Tariff Change	Price Change	Withdraw
<input type="checkbox"/> IOS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Section II – Part I – Carrier Certification - Pursuant to Chapter 4901:1-6-08, 09 & 10 OAC

Certification	ILEC (Out of Territory)	CLEC	Telecommunications Service Provider Not Offering Local	CESTC	CETC
* See Supplemental form	<input type="checkbox"/> ACE 1-6-08 * (Auto 30- day)	<input type="checkbox"/> ACE 1-6-08 * (Auto 30 day)	<input type="checkbox"/> ACE 1-6-08 * (Auto 30 day)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 day)	<input type="checkbox"/> UNC 1-6-09 * (Non-Auto)

*Supplemental Certification forms can be found on the Commission Web Page.

Section II – Part II – Certificate Status & Procedural

Certificate Status	ILEC	CLEC	Telecommunications Service Provider Not Offering Local
Abandon all Services		<input type="checkbox"/> ABN 1-6-26 (Auto 30 days)	<input type="checkbox"/> ABN 1-6-26 (Auto 30 days)
Change of Official Name *	<input type="checkbox"/> ACN 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> ACN 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)
Change in Ownership *	<input type="checkbox"/> ACO 1-6-29(E) (Auto 30 days)	<input type="checkbox"/> ACO 1-6-29(E) (Auto 30 days)	<input checked="" type="checkbox"/> CIO 1-6-29(C) (0 day Notice)
Merger *	<input type="checkbox"/> AMT 1-6-29(E) (Auto 30 days)	<input type="checkbox"/> AMT 1-6-29(E) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)
Transfer a Certificate *	<input type="checkbox"/> ATC 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> ATC 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)
Transaction for transfer or lease of property, plant or business *	<input type="checkbox"/> ATR 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> ATR 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)

* Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see the 4901:1-6-29 Filing Requirements on the Commission's Web Page for a complete list of exhibits.

Section III – Carrier to Carrier (Pursuant to 4901:1-7), and Wireless (Pursuant to 4901:1-6-24)

Carrier to Carrier	ILEC	CLEC
Interconnection agreement, or amendment to an approved agreement	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)
Request for Arbitration	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)
Introduce or change c-t-c service tariffs,	<input type="checkbox"/> ATA 1-7-14 (Auto 30 day)	<input type="checkbox"/> ATA 1-7-14 (Auto 30 day)
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC 1-7-04 or 05 (Non-Auto)	
Changes in rates, terms & conditions to Pole Attachment, Conduit Occupancy and Rights-of-Way.	<input type="checkbox"/> UNC 1-7-23(B) (Non-Auto)	
Wireless Providers See 4901:1-6-24	<input type="checkbox"/> RCC [Registration & Change in Operations]	<input type="checkbox"/> NAG [Interconnection Agreement or

Section IV. – Attestation

Registrant hereby attests to its compliance with pertinent entries and orders issued by the Commission.

AFFIDAVIT
Compliance with Commission Rules

I am an officer/agent of the applicant corporation, _____, and am authorized to make this statement on its behalf.

(Name)

Please Check ALL that apply:

☐ I attest that these tariffs comply with all applicable rules for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the state of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio.

☐ I attest that customer notices accompanying this filing form were sent to affected customers, as specified in Section II, in accordance with Rule 4901:1-6-7, Ohio Administrative Code.

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

Executed on (Date) _____ at (Location) _____

*(Signature and Title) _____ (Date) _____

- *This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

VERIFICATION

I, _____ verify that I have utilized the Telecommunications Filing Form for most proceedings provided by the Commission and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.

*(Signature and Title) [SEE ATTACHMED VERIFICATIONS] (Date) _____

**Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

Send your completed Application Form, including all required attachments as well as the required number of copies, to:

Public Utilities Commission of Ohio
Attention: Docketing Division
180 East Broad Street, Columbus, OH 43215-3793
Or

Make such filing electronically as directed in Case No 06-900-AU-WVR

STATE OF NEW JERSEY

§
§
§

COUNTY OF PASSAIC

VERIFICATION

I, Gordon Hutchins, Jr., am President and Chief Operating Officer of Fusion Telecommunications International, Inc. and its subsidiaries (collectively, the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.



Gordon Hutchins, Jr.
President and Chief Operating Officer
Fusion Telecommunications International, Inc.

Sworn and subscribed before me this 4th day of June, 2012.



Notary Public

My commission expires _____

Toni Campanello
Notary Public of New Jersey
My Commission Expires August 14, 2014


STATE OF NEW JERSEY

§
§
§

COUNTY OF PASSAIC

VERIFICATION

I, Jonathan Kaufman, am Chief Executive Officer of Network Billing Systems, LLC (the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.


Jonathan Kaufman
Chief Executive Officer
Network Billing Systems, LLC

Sworn and subscribed before me this 4th day of June, 2012.


Toni Campanello
Notary Public

My commission expires _____

Toni Campanello
Notary Public of New Jersey
My Commission Expires August 14, 2014

LIST OF ATTACHMENTS

Attachment A	Description of Transaction
Attachment B	Certificate of Good Standing
Attachment C	Diagrams of the Pre- and Post-Transaction Corporate Organization Structures
Attachment D	List of Officers and Directors

ATTACHMENT A

DESCRIPTION OF THE TRANSACTION

Fusion Telecommunications International, Inc. (“Fusion”), Fusion NBS Acquisition Corp. (“Newco”) and Network Billing Systems, LLC (“NBS”) (collectively, the “Applicants”) respectfully request Commission approval, to the extent required, to complete the transfer of direct control of NBS to Newco and indirect control to Fusion (the “Transaction”). In support of this Application, Applicants provide the following information:

Description Of The Applicants

A. Fusion and Newco

Fusion is a publicly-held Delaware corporation (OTC BB: FSNN) with principal offices located at 420 Lexington Avenue, Suite 1718, New York, NY 10170. Newco is a corporation to be formed under the laws of the State of Delaware as a wholly-owned direct subsidiary of Fusion. Although a publicly-held company, Fusion has the following shareholders that hold more than 10% of Fusion’s equity: Marvin S. Rosen, the Chairman of Fusion (approximately 15%) and West End Special Opportunity Fund II, LP (approximately 12%). In connection with the Transactions, Fusion may issue additional equity diluting the ownership of current shareholders such that upon completion of the Transactions there may be no shareholder that has a 10% or greater ownership interest in Fusion.

Formed in 1997, Fusion is a provider of Internet Protocol (“IP”) based digital voice and data communications services to corporations and carriers worldwide. Fusion’s services include local, long distance, and international Voice over Internet Protocol (“VoIP”) services and other enhanced communications services and features. Currently, Fusion does not hold authorization to provide intrastate telecommunications services in any state, but is authorized by the Federal Communications Commission (“FCC”) to provide interstate and international telecommunications services.

Fusion is managerially, technically, and financially well-qualified to complete the Transaction. As noted above, Fusion has provided voice and data communications services since 1997. For additional detail on the financial and managerial qualifications of Fusion, please see www.fusiontel.com. In addition, the key management of NBS will remain with NBS and continue to manage the day-to-day operations of company with additional support from Fusion’s

experienced management team. Following the Transaction, therefore, NBS will continue to have the managerial, technical and financial qualifications to provide high quality telecommunications services to consumers in Ohio supported by experienced Fusion management and Fusion's financial resources.

B. NBS

NBS is a New Jersey limited liability company with principal offices at 155 Willowbrook Boulevard, Wayne, NJ 07470. A copy of NBS's Certificate of Good Standing from the Ohio Secretary of State is provided as Attachment B. NBS is owned by its founder and Chief Executive Officer, Jonathan Kaufman (15%), and the LK Trust (85%), which is managed by Mr. Kaufman. NBS provides voice (circuit switched and VoIP) and data telecommunications services to small and medium sized companies.

In Ohio, NBS is authorized to provide resold interexchange telecommunications services pursuant to Certificate No. 90-6129 granted in Case No. 90-6129-TP-TRF. NBS is further authorized to provide local exchange services pursuant to Certificate No. 90-9386-TP-TRF granted in Case No. 11-1160-TP-ACE. NBS, however, does not offering basic local exchange services. NBS is also authorized by the FCC to provide interstate and international telecommunications services.

Contacts

Questions or any correspondence, orders, or other materials pertaining to this filing should be directed to the following:

For Fusion and Newco:

Andrew D. Lipman
Brett P. Ferencak
Bingham McCutchen LLP
2020 K Street, N.W., Suite 1100
Washington, DC 20006-1806
202-373-6697 (tel)
202-373-6001 (fax)
andrew.lipman@bingham.com
brett.ferencak@bingham.com

With copies to:

Gordon Hutchins, Jr.
President and Chief Operating Officer
Fusion Telecommunications International, Inc.
420 Lexington Avenue, Suite 1718
New York, NY 10170
212-201-2424 (tel)
212-972-7884 (fax)
dhutchins@fusiontel.com

For NBS:

Jonathan Kaufman
Chief Executive Officer
Network Billing Systems, LLC
155 Willowbrook Boulevard
Wayne, NJ 07470
973-638-2121 (tel)
973-638-2199 (fax)
jonk@nbsvoice.com

Description of the Transaction

Pursuant to a Membership Interest Purchase and Sale Agreement by and among Fusion, Newco, NBS, Jonathan Kaufman and Christiana Trust as trustee of LK Trust (the “Agreement”), Newco will acquire all of the outstanding equity interests in NBS. As a result, NBS will become a wholly-owned direct subsidiary of Newco and a wholly-owned indirect subsidiary of Fusion. Diagrams depicting the pre- and post-transaction corporate organization structures are appended hereto as Attachment C.

The current customers of NBS will remain customers of NBS immediately following the Transaction. Accordingly, the Transaction will be seamless and transparent to NBS customers, who will continue to enjoy the same rates, terms and conditions of service as they do prior to closing. Any future changes to the rates, terms and conditions of service will be undertaken pursuant to the customers’ contracts and applicable law. The only immediate change resulting from the Transaction will be that NBS will be owned directly by Newco and ultimately Fusion.

Public Interest Considerations

Applicants submit that the Transaction described herein will serve the public interest. The Transaction is expected to enable Fusion and NBS to offer customers a compelling alternative to legacy carriers through a comprehensive suite of IP-based and circuit switched communications services. The Transaction also will serve the public interest in promoting competition among telecommunications carriers by providing Fusion and NBS with access to greater financial resources that will allow them to combine their operations and thereby become more effective competitors to legacy carriers. Fusion expects that the combination of Fusion and NBS will create opportunities for existing and potential customers of both companies to receive a broader base of high quality services. Immediately following consummation of the Transaction,

Attachment A - Page 3

NBS will continue to provide service to customers pursuant to its existing authorizations with no immediate change in their rates or terms and conditions of service. The Transaction, therefore, will be transparent and seamless to NBS's customers in terms of the services they currently receive.

ATTACHMENT B

Certificate of Good Standing

**United States of America
State of Ohio
Office of the Secretary of State**

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show NETWORK BILLING SYSTEMS, L.L.C., a New Jersey Limited Liability Company, Registration Number 1028507, filed on August 10, 1998, is currently in FULL FORCE AND EFFECT upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 15th day of June, A.D. 2012*

A handwritten signature in dark ink that reads "Jon Husted". The signature is written in a cursive style with a large, looping initial "J".

Ohio Secretary of State

Validation Number: V2012166J07604

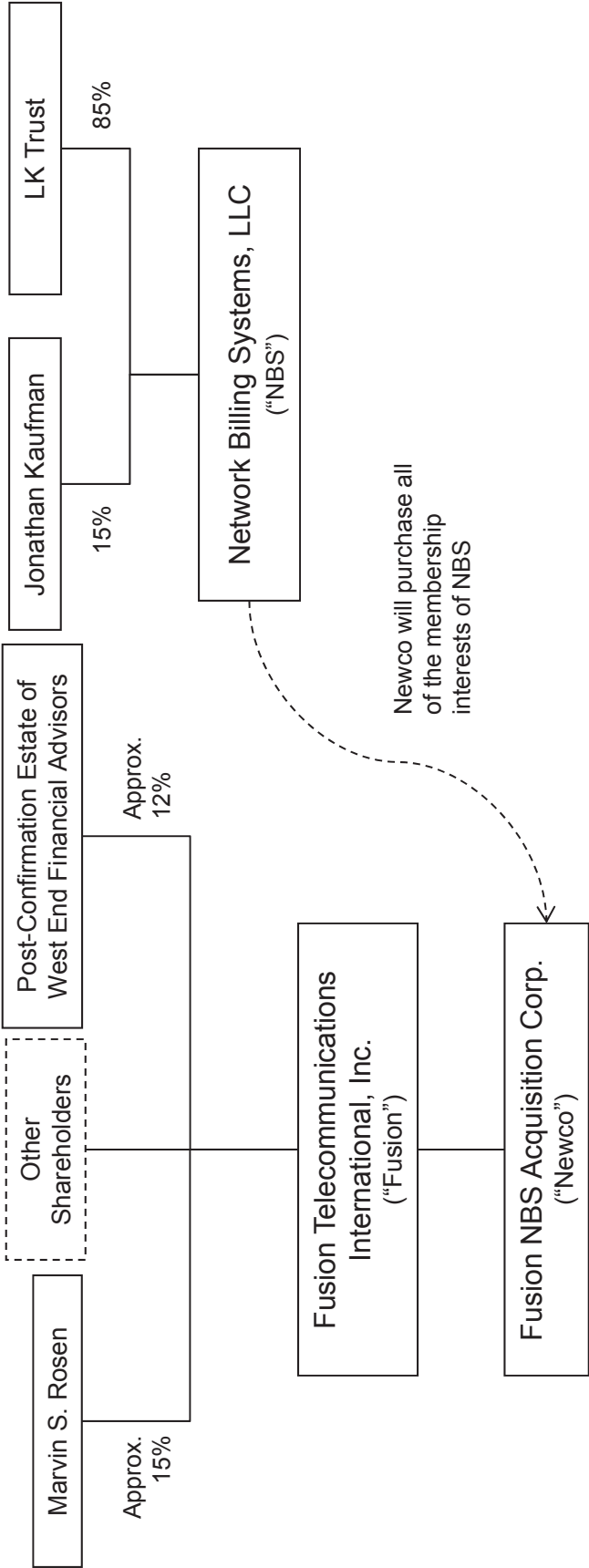
ATTACHMENT C

Diagrams of the Pre- and Post-Transaction Corporate Organization Structures

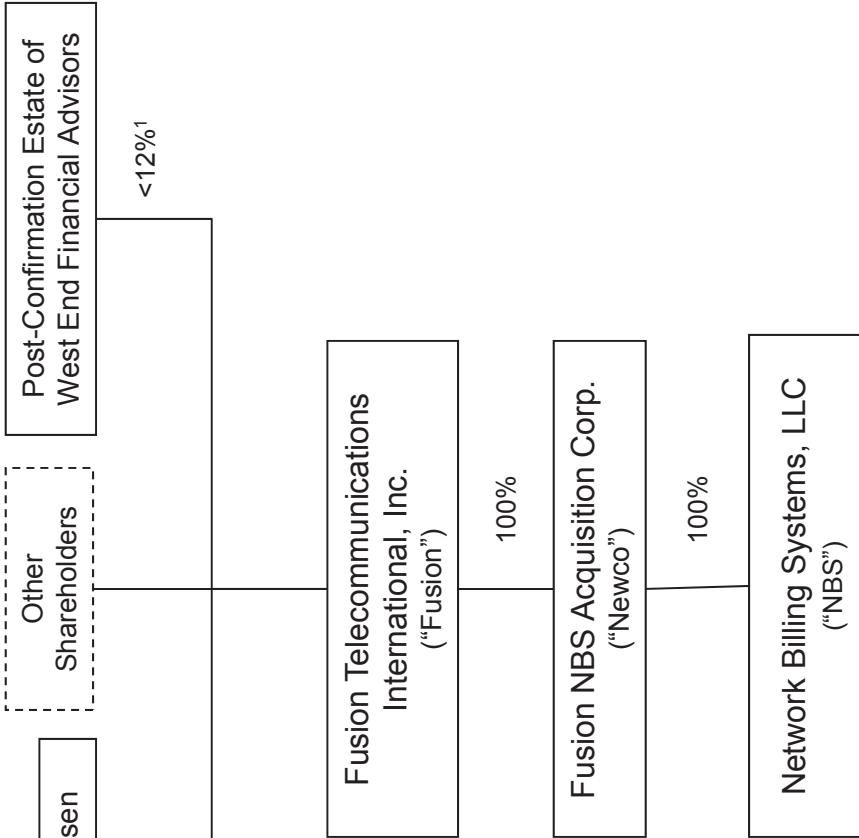
Pre-Transaction Corporate Organization Structures

Ownership Structure of Fusion

Ownership Structure of NBS



Post-Transaction Corporate Organization Structure



¹ The ownership of Fusion's current stockholders is expected to be diluted (possibly below 10% each) as a result of new equity that may be issued by Fusion.

ATTACHMENT D

List of Officers and Directors

NBS Officers:

Jon Kaufman – Chief Executive Officer
Russell P. Markman – President
Larry Laskowski – Executive Vice President
Ralph Carrafiello – Controller

NBS Member:

Jon Kaufman – Managing Member

Fusion Officers:

Matthew D. Rosen - Chief Executive Officer & Director
Gordon Hutchins, Jr. - President & COO
Jan Sarro -Executive Vice President
Philip D. Turits - Secretary, Treasurer, & Director

Fusion Directors:

Marvin S. Rosen (Chairman)
Matthew D. Rosen
Larry Blum
E. Alan Brumberger
Michael J. Del Giudice
Julius Erving
Paul C. O'Brien
William Ruben
Philip D. Turits

This foregoing document was electronically filed with the Public Utilities

Commission of Ohio Docketing Information System on

6/15/2012 5:16:35 PM

in

Case No(s). 12-1849-TP-CIO

Summary: Application Joint Application of Fusion International, Inc., Fusion NBS Acquisition Corp., and Network Billing Systems, LLC for Approval of the Transfer of Control of Network Billing Systems, LLC electronically filed by Mr. Brett P Ferencak on behalf of Fusion Telecommunications International, Inc. and Fusion NBS Acquisition, Inc. and Network Billing Systems, LLC