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Columbia Square  
555 Thirteenth Street, NW  
Washington, DC 20004  
T +1 202 637 5600  
F +1 202 637 5910  
www.hoganlovells.com

December 16, 2014

Ms. Barcy McNeal  
Secretary  
Public Utilities Commission of Ohio  
180 East Broad Street  
Columbus, Ohio 43215

Re: *Pro Forma* Transfer of Control of BCE Nexxia Corporation to BCE U.S. Corporation

Dear Ms. McNeal:

BCE Nexxia Corporation and BCE U.S. Corporation, through counsel and pursuant to Ohio Rev. Code Ann. § 4905.402(B) and Ohio Admin. Code § 4901:1-6-29(A)(1)(a), hereby submit an original and seven copies of the enclosed Application for Commission approval to transfer control of BCE Nexxia Corporation to BCE U.S. Corporation.

Please date-stamp the additional copy of this filing and return it in the envelope provided. Any questions concerning this submission should be addressed to the undersigned.

Respectfully submitted,



Mark W. Brennan  
Partner  
Hogan Lovells US LLP  
555 Thirteenth Street, N.W.  
Washington, D.C. 20004  
202-637-6409

RECEIVED-DOCKETING DIV  
2014 DEC 17 PM 12:07  
PUCO

*Counsel to BCE Nexxia Corporation and BCE U.S. Corporation*

this is to certify that the images appearing are an  
accurate and complete reproduction of a case file  
document delivered in the regular course of business  
Technician AN Date Processed DEC 17 2014

**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 Application of BCE Nexxia Corporation )  
to BCE U.S. Corporation )

TRF Docket No. 90- 6182-CT-TRF

Case No. 14 - 2284 - TP - C10

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

Name of Registrant(s) BCE Nexxia Corporation  
DBA(s) of Registrant(s) n/a  
Address of Registrant(s) 1821 Walden Office Square, Suite 400, Schaumburg, IL 60173  
Company Web Address http://www.bcenexxia.com/  
Regulatory Contact Person(s) Jonathan Blakey, Vice President Phone 613-785-6358 Fax \_\_\_\_\_  
Regulatory Contact Person's Email Address jonathan.blakey@bell.ca  
Contact Person for Annual Report Joey-Lynn Abdulkader, Regulatory Affairs Manager Phone 613-785-6314  
Address (if different from above) Floor 19, 160 Elgin St. Ottawa, Ontario K1P 2C4  
Consumer Contact Information Joey-Lynn Abdulkader Phone 613-785-6314  
Address (if different from above) Floor 19, 160 Elgin St. Ottawa, Ontario K1P 2C4  
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](http://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)
B	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin.
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s).

**Section I – Part I - Common Filings**

<b>Carrier Type</b> <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 <u>1-6-14(H)</u> (Auto 30 days)	<input type="checkbox"/> ATA <u>1-6-14(H)</u> (Auto 30 days)	<input type="checkbox"/> ATA <u>1-6-14(H)</u> (Auto 30 days)
Introduce non-recurring charge, surcharge, or fee to BLES			<input type="checkbox"/> ATA <u>1-6-14(H)</u> (Auto 30 days)
Introduce or Increase Late Payment	<input type="checkbox"/> ATA <u>1-6-14(I)</u> (Auto 30 days)	<input type="checkbox"/> ATA <u>1-6-14(I)</u> (Auto 30 days)	<input type="checkbox"/> ATA <u>1-6-14(I)</u> (Auto 30 days)
Revisions to BLES Cap.	<input type="checkbox"/> ZTA <u>1-6-14(F)</u> (0 day Notice)		
Introduce BLES or expand local service area (calling area)	<input type="checkbox"/> ZTA <u>1-6-14(H)</u> (0 day Notice)	<input type="checkbox"/> ZTA <u>1-6-14(H)</u> (0 day Notice)	<input type="checkbox"/> ZTA <u>1-6-14(H)</u> (0 day Notice)
Notice of no obligation to construct facilities and provide BLES	<input type="checkbox"/> ZTA <u>1-6-27(C)</u> (0 day Notice)	<input type="checkbox"/> ZTA <u>1-6-27(C)</u> (0 day Notice)	
Change BLES Rates	<input type="checkbox"/> TRF <u>1-6-14(F)</u> (0 day Notice)	<input type="checkbox"/> TRF <u>1-6-14(F)(4)</u> (0 day Notice)	<input type="checkbox"/> TRF <u>1-6-14(G)</u> (0 day Notice)
To obtain BLES pricing flexibility	<input type="checkbox"/> BLS <u>1-6-14</u> <u>(C)(1)(c)</u> (Auto 30 days)		
Change in boundary	<input type="checkbox"/> ACB <u>1-6-32</u> (Auto 14 days)	<input type="checkbox"/> ACB <u>1-6-32</u> (Auto 14 days)	
Expand service operation area			<input type="checkbox"/> TRF <u>1-6-08(G)</u> (0 day)
BLES withdrawal			<input type="checkbox"/> ZTA <u>1-6-25(B)</u> (0 day Notice)
<b>Other*</b> (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"/>
<b>Date Notice Sent:</b> _____				

**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 <u>1-6-08</u> * (Auto 30- day)	<input type="checkbox"/> ACE <u>1-6-08</u> * (Auto 30 day)	<input type="checkbox"/> ACE <u>1-6-08</u> * (Auto 30 day)	<input type="checkbox"/> ACE <u>1-6-10</u> (Auto 30 day)	<input type="checkbox"/> UNC <u>1-6-09</u> * (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 <u>1-6-26</u> (Auto 30 days)	<input type="checkbox"/> ABN <u>1-6-26</u> (Auto 30 days)
Change of Official Name *	<input type="checkbox"/> ACN <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> ACN <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Change in Ownership *	<input type="checkbox"/> ACO <u>1-6-29(E)</u> (Auto 30 days)	<input type="checkbox"/> ACO <u>1-6-29(E)</u> (Auto 30 days)	<input checked="" type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Merger *	<input type="checkbox"/> AMT <u>1-6-29(E)</u> (Auto 30 days)	<input type="checkbox"/> AMT <u>1-6-29(E)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Transfer a Certificate *	<input type="checkbox"/> ATC <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> ATC <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Transaction for transfer or lease of property, plant or business *	<input type="checkbox"/> ATR <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> ATR <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (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 <u>1-7-07</u> (Auto 90 day)	<input type="checkbox"/> NAG <u>1-7-07</u> (Auto 90 day)
Request for Arbitration	<input type="checkbox"/> ARB <u>1-7-09</u> (Non-Auto)	<input type="checkbox"/> ARB <u>1-7-09</u> (Non-Auto)
Introduce or change c-t-c service tariffs,	<input type="checkbox"/> ATA <u>1-7-14</u> (Auto 30 day)	<input type="checkbox"/> ATA <u>1-7-14</u> (Auto 30 day)
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC <u>1-7-04 or 05</u> (Non-Auto)	
Changes in rates, terms & conditions to Pole Attachment, Conduit Occupancy and Rights-of-Way.	<input type="checkbox"/> UNC <u>1-7-23(B)</u> (Non-Auto)	
<b>Wireless Providers</b> See <u>4901:1-6-24</u>	<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, BCE Nexxia Corporation, and am authorized to make this statement on its behalf.  
Jonathan Blakey

(Name)

Please Check ALL that apply: NA

☐ 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) DEC 10, 2014 at (Location) OTTAWA, ONTARIO, CANADA

\*(Signature and Title) J. Blakey V-P REGULATORY (Date) DEC 10, 2014

- 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, Jonathan Blakey, Vice President - Regulatory Matters

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)

J. Blakey VICE-PRESIDENT, REGULATORY

(Date) DEC 10, 2014

\*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**

## **EXHIBITS**

Exhibit 1: BCE Nexxia Corporation Certificate of Formation and Good Standing Certificate

Exhibit 2: BCE U.S. Corporation Good Standing Certificate

Exhibit 3: BCE Nexxia Corporation and BCE U.S. Corporation Officers and Directors

Exhibit 4: Description of Transaction and Public Interest Statement

# **Exhibit 1**

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 BCE NEXXIA CORPORATION, a Delaware corporation, having qualified to do business within the State of Ohio on March 21, 2003 under License No. 1377123 is currently in GOOD STANDING upon the records of this office.*



*Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 11th day of December, A.D. 2014.*

A handwritten signature in cursive script that reads "Jon Husted".

Ohio Secretary of State

Validation Number: 201434500029





DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
03/24/2008	200808102038	DOMESTIC/REINSTATEMENT (REN)	25.00	.00	.00	.00	.00

**Receipt**

This is not a bill. Please do not remit payment.

BCE NEXXIA CORPORATION  
1821 WALDEN OFFICE SQUARE  
STE 400  
SCHAUMBURG, IL 60173

# STATE OF OHIO CERTIFICATE

**Ohio Secretary of State, Jennifer Brunner**

1377123

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

**BCE NEXXIA CORPORATION**

and, that said business records show the filing and recording of:

Document(s)

**DOMESTIC/REINSTATEMENT**

Document No(s):

**200808102038**

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

Witness my hand and the seal of  
the Secretary of State at Columbus,  
Ohio this 17th day of March, A.D.  
2008.

Ohio Secretary of State



Taxpayer Services Division  
P.O. Box 182382  
Columbus, Ohio 43218-2382  
[www.ohio.gov/tax](http://www.ohio.gov/tax)

## CERTIFICATE OF REINSTATEMENT/QUALIFICATION

This certificate certifies that all Ohio Corporation Franchise Tax reports required to be filed have been filed, and all reported taxes or fees have been paid for all franchise tax years up through and including franchise tax year 2007. Additional tax liability may be incurred at a later date due to an examination or audit of the corporation's franchise tax reports.

**BCE NEXXIA CORPORATION**

**Charter: 1377123**

Corporation Reinstatement (D-3) (X)  
Corporation Qualification (D-4) ( )

Certificate issue date January 31, 2008

A handwritten signature in cursive script that reads 'Richard A. Levin'.

Richard A. Levin  
Tax Commissioner

**Please Note:**

This certificate must be filed with the Ohio Secretary of State at the address listed below:

Ohio Secretary of State  
180 E. Broad Street  
16<sup>th</sup> Floor  
Columbus, OH 43215

*In addition, a check for \$25.00, payable to the Ohio Secretary of State, must accompany this Certificate in order to reinstate the corporate charter.*

Cert D3



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
03/24/2003	200308300924	FOREIGN LICENSE/FOR-PROFIT (FLF)	125.00	.00	.00	.00	.00

**Receipt**

This is not a bill. Please do not remit payment.

OHIO PROFILE INC.  
CHUCK LEPPERT  
5960 WINTERBERRY DRIVE  
GALLOWAY, OH 43119

**STATE OF OHIO****Ohio Secretary of State, J. Kenneth Blackwell**

1377123

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

**BCE NEXXIA CORPORATION**

and, that said business records show the filing and recording of:

Document(s)

**FOREIGN LICENSE/FOR-PROFIT**

Document No(s):

**200308300924**

Authorization to transact business in Ohio is hereby given, until surrender, expiration or  
cancellation of this license.



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

Witness my hand and the seal of  
the Secretary of State at Columbus,  
Ohio this 21st day of March, A.D.  
2003.

*J. Kenneth Blackwell*  
Ohio Secretary of State

MAR. 13. 2003 3:37PM LUS CORP REG AG

HO. 143 P. 2

Prescribed by **J. Kenneth Blackwell**

Ohio Secretary of State

Central Ohio: (614) 465-3970

Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.state.oh.us/sos

e-mail: busserv@sec.state.oh.us

Expedite this Form: (Select One)

Mail Form to one of the Following:

- ☐ Yes PO Box 1380  
Columbus, OH 43216  
\*\*\* Requires an additional fee of \$100 \*\*\*
- ☐ No PO Box 670  
Columbus, OH 43216

**FOREIGN CORPORATION APPLICATION FOR LICENSE  
OR REGISTRATION OF CORPORATION NAME**  
(For Foreign Profit or Non-Profit)

THE UNDERSIGNED HEREBY STATES THE FOLLOWING:

**(CHECK ONLY ONE (1) BOX)**

(1) Foreign Corporation		(2) Registration of Corporate Name by Uncertified Foreign Corporation	
<input checked="" type="checkbox"/> For Profit (151-FLF)	ORC 1703	<input type="checkbox"/> Original (158-RCO)	CRC 1703
<input type="checkbox"/> Non-Profit (152-FLN)		<input type="checkbox"/> Renewal (172-RNR (RCR))	
Filing Fee \$125.00		Filing Fee \$50.00	

Complete the general information in this section for the box checked above.

Corporate Name BCE Nexia CorporationUnder the Laws of the State of Delaware  
(Home State)Date of Incorporation in Home State 15 December 1998  
(Date)

The corporation's principal office is located at

1000 de La Gauchetiere Street West, Bureau 4100

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

Montreal

(City)

Quebec

(State)

H3B 5H8

(Zip Code)

The corporate privileges it proposes to exercise in the state of Ohio are as follows: (Please provide a brief but specific description; a general purpose clause is not sufficient)

N/A.

The corporation is carrying on or doing business.

☐ Check here if additional provisions are attached

**Complete the information in this section if box (1) is checked.**

The corporation hereby appoints the following as its statutory agent upon whom process against the corporation may be served in Ohio:

LexisNexis Document Solutions Inc.

(Name)

50 W. Broad Street, 11th Floor, Suite 1120

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

Columbus

(City)

Ohio

(State)

43215

(Zip Code)

The entity above irrevocably consents to service of process on the agent listed above as long as the authority of the agent continues, and to service of process upon the OHIO SECRETARY OF STATE if:

- A. the agent cannot be found or
- B. the above listed fails to designate another agent when required to do so, or
- C. the above stated registration to do business in Ohio expires or is cancelled.

**Complete the information in this section if profit is checked in box (1).**

The application is made to secure a ☒ permanent ☐ temporary license

The corporation's principal office within Ohio is to be located in

☒ Corporation will not have an office in Ohio

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

(City)

(County)

Ohio

(State)

(Zip Code)

Has the corporation obtained a license to transact business in Ohio at any time in the past?  
If yes, prior License No. \_\_\_\_\_ issued \_\_\_\_\_ (Date)

☐ Yes ☒ No

The date on which the corporation began transacting business in Ohio

☐ Date \_\_\_\_\_

OR

☒ Will begin business upon approval of application

Is this application being made to enable the corporation to prosecute or defend a legal action?

☐ Yes ☒ No

**Complete the information in this section if non-profit is checked in box (1).**

The location of its principal office in the state of Ohio is

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

(City)

(County)

Ohio

(State)

(Zip Code)

(Pursuant to ORC 1703.27 must have an Ohio address)

MAR. 13. 2003 3:58PM LIS CORP REG AG

NO. 143 P. 4

SS.

IN WITNESS WHEREOF, the corporation has caused this application to be executed by an authorized

officer on March 4, 2003  
(Date)STATE OF Quebec, CanadaCOUNTY OF MontrealMartine Turcott being first duly sworn, deposes and says that he/she is the  
(Name of Officer)Secretary of BCE Nexxia Corporation  
(Title)

the corporation described in the foregoing application, and that the statements contained in said application are true and correct to the best of my knowledge and belief.

Signature: Martine Turcott  
Name: Martine Turcott

Sworn to before me and subscribed in my presence.

MARCH 4, 2003  
(Date)

NOTARY SEAL

[Signature]  
(Notary Public)Expiration date of Notary's Commission: APRIL 10, 2003  
(Date)

MAR.18.2003 3:39PM

LDS CORP REG AG

NO.143 P.5

# Delaware

PAGE 1

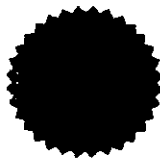
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BCE NEXXIA CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF MARCH, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BCE NEXXIA CORPORATION" WAS INCORPORATED ON THE FIFTEENTH DAY OF DECEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2979289 8300

AUTHENTICATION: 2312755

030177971

DATE: 03-17-03

## **Exhibit 2**



STATE OF NEVADA

**ROSS MILLER**  
Secretary of State

**SCOTT W. ANDERSON**  
Deputy Secretary  
for Commercial Recordings



OFFICE OF THE  
SECRETARY OF STATE

**Commercial Recordings Division**

202 N. Carson Street  
Carson City, NV 89701-4069  
Telephone (775) 684-5708  
Fax (775) 684-7138

Maria Margiotta  
BCE Inc.  
1 Carrefour Alexander-Graham-Bell A-7  
Verdun, Quebec, Qu H3E 3B3

**Job: C20141211-0033**  
December 11, 2014

**Special Handling Instructions:**

**Charges**

Description	Document Number	Filing Date/Time	Qty	Price	Amount
Cert of Existence (good standing - short form)	13369-1999	5/28/1999	1	\$50.00	\$50.00
Total					\$50.00

**Payments**

Type	Description	Amount
Credit	033443 14121151511104	\$50.00
Total		\$50.00

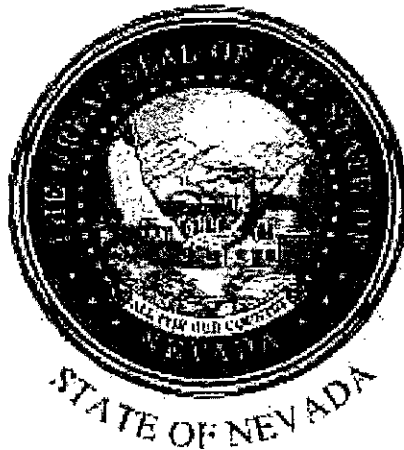
**Credit Balance: \$0.00**

**Job Contents:**

Web Certificate of Good Standing 1  
Short(s):

Maria Margiotta  
BCE Inc.  
1 Carrefour Alexander-Graham-Bell A-7  
Verdun, Quebec, Qu H3E 3B3

# SECRETARY OF STATE



## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **BCE U.S. CORP.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since May 28, 1999, and is in good standing in this state.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on December 11, 2014.

A handwritten signature in black ink, appearing to read "Ross Miller".

ROSS MILLER  
Secretary of State

Electronic Certificate  
Certificate Number: C20141211-0033  
You may verify this electronic certificate  
online at <http://www.nvsos.gov/>

# **Exhibit 3**

## **BCE Nexxia Corporation Officers and Directors**

Thomas Little  
Chairman, President - Wholesale, and Director  
BCE Nexxia Corporation  
1821 Walden Office Square  
Suite 400  
Schaumburg, IL 60173  
847-303-7200 (tel)

Ivan Mihaljevic  
Chief Financial Officer  
BCE Nexxia Corporation  
1821 Walden Office Square  
Suite 400  
Schaumburg, IL 60173  
847-303-7200 (tel)

André Beaulieu  
President and Director  
BCE Nexxia Corporation  
1821 Walden Office Square  
Suite 400  
Schaumburg, IL 60173  
847-303-7200 (tel)

Miguel Baz  
Corporate Secretary  
BCE Nexxia Corporation  
1821 Walden Office Square  
Suite 400  
Schaumburg, IL 60173  
847-303-7200 (tel)

Robin Constantin  
Senior Vice President - Sales  
BCE Nexxia Corporation  
1821 Walden Office Square  
Suite 400  
Schaumburg, IL 60173  
847-303-7200 (tel)

Maria Margiotta  
Assistant Corporate Secretary  
BCE Nexxia Corporation  
1821 Walden Office Square  
Suite 400  
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Senior Vice President - BBM Sales  
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Guy Mercier  
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Jonathan Blakey  
Vice President - Regulatory  
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Geoff Kereluik  
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Daniel Fairhurst  
General Manager  
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Carmela Zampini  
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Alain Brisson  
Vice President - BBC Sales  
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Trevor Mullins  
General Manager  
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## **BCE U.S. Corporation Officers and Directors**

Sylvie Coutre  
President and Director  
BCE U.S. Corporation  
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Michael Lalande  
Corporate Secretary  
BCE Nexxia Corporation  
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Miguel Baz  
Assistant Corporate Secretary  
BCE Nexxia Corporation  
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Maria Margiotta  
Assistant Corporate Secretary  
BCE Nexxia Corporation  
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# **Exhibit 4**

## **DESCRIPTION OF THE TRANSACTION**

Pursuant to Ohio Administrative Code § 4901:1-6-29, approval is hereby requested for the *pro forma* transfer of control of BCE Nexxia Corporation (“BCE Nexxia”) to BCE U.S. Corporation (“BCE US”). As part of an internal corporate restructuring, BCE Holding Corporation (“BCE Holding”) will merge into BCE US, which will become the new direct parent company of the certificated entity, BCE Nexxia. BCE Holding and BCE US are both currently indirect, wholly-owned subsidiaries of BCE Inc., the ultimate parent of BCE Nexxia.

Although there will be a change in control of BCE Nexxia’s direct parent company, ultimate control of BCE Nexxia will not change and will remain with BCE Inc. BCE Nexxia will remain the holder of and continue to provide facilities-based and resold interexchange telecommunications in Ohio under its Certificate of Public Convenience and Necessity (“CPCN”). The *pro forma* transfer of control will be seamless for Ohio customers. There will be no transfer of customers and no customer impact.

## **DESCRIPTION OF APPLICANTS**

BCE Nexxia is a private Delaware corporation with executive headquarters at 1821 Walden Office Square, Suite 400, Schaumburg, IL 60173. BCE Nexxia is authorized to provide facilities-based and resold competitive local exchange and interexchange services pursuant to its CPCN, Number 90-6162 issued by the Commission on November 12, 2003.

BCE US is a private Nevada corporation with executive headquarters at 1821 Walden Office Square, Suite 400, Schaumburg, IL 60173. It is a holding company and does not have any operations in Ohio, nor does it plan to commence services in the state.

## **APPROVAL OF THE *PRO FORMA* TRANSFER OF CONTROL IS IN THE PUBLIC INTEREST**

BCE Nexxia and BCE US respectfully submit that the *pro forma* transfer of control described herein will serve the public interest. The proposed restructuring transaction will not disrupt or negatively alter customer service, rates, or quality standards. As a result of the restructuring, there will be no change in the ultimate control of BCE Nexxia. Also, BCE Nexxia will retain its current CPCN and continue its operations in the same manner that it does today. Thus, the



public interest will be served by a seamless transaction that enables BCE Nexxia to continue providing service to Ohio customers. Moreover, as a wholly-owned subsidiary of BCE Inc., whose qualifications are a matter of Commission record, BCE US is managerially, technically, and financially well-qualified to complete the transaction.

### **DESIGNATED CONTACT**

Correspondence regarding this application should be directed to:

Mark W. Brennan  
Partner  
Hogan Lovells US LLP  
555 13th Street, NW  
Washington, DC 20004  
202-637-6409 (tel)  
[mark.brennan@hoganlovells.com](mailto:mark.brennan@hoganlovells.com)

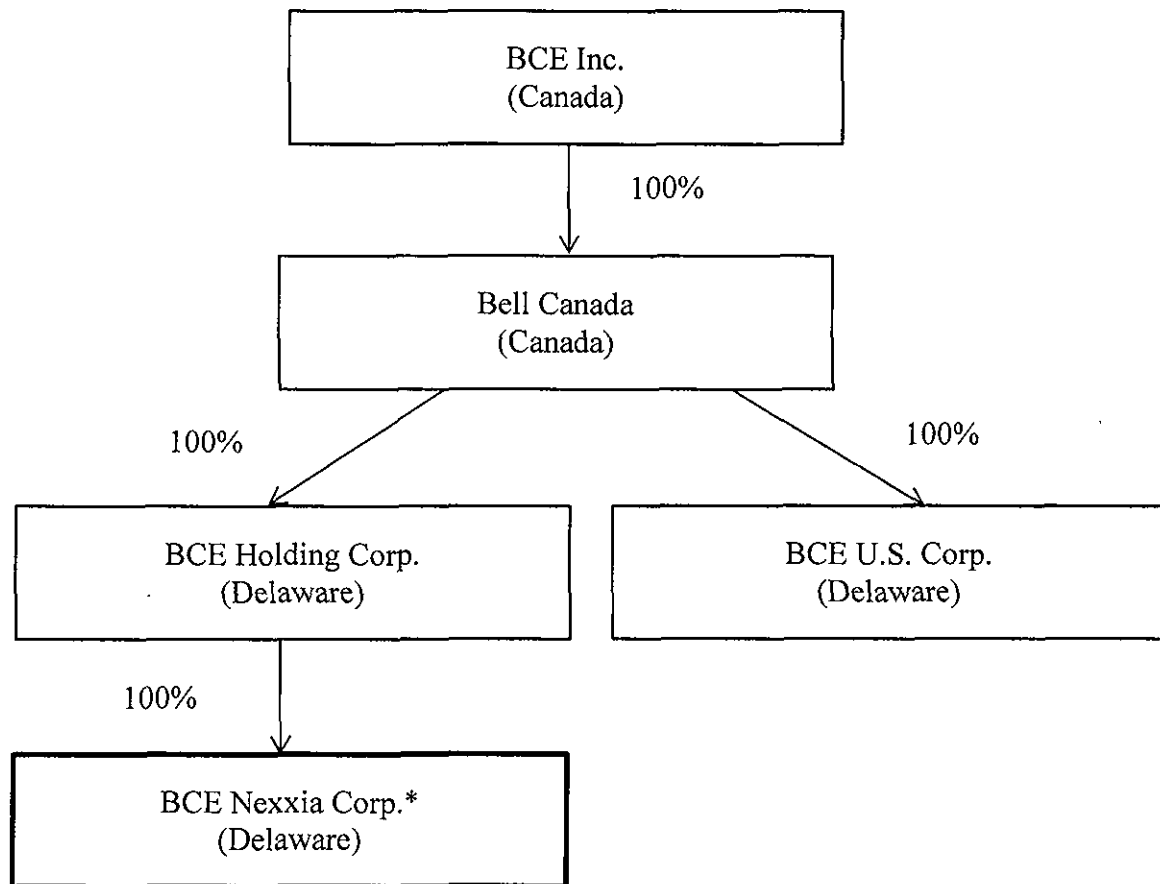
With a Copy to:

BCE Nexxia Corporation  
BCE U.S. Corporation  
Attn: Jonathan Blakey  
Vice President – Regulatory Matters  
Floor 19, 160 Elgin St.  
Ottawa, Ontario K1P 2C4  
Canada  
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[jonathan.blakey@bell.ca](mailto:jonathan.blakey@bell.ca)

### **CONCLUSION**

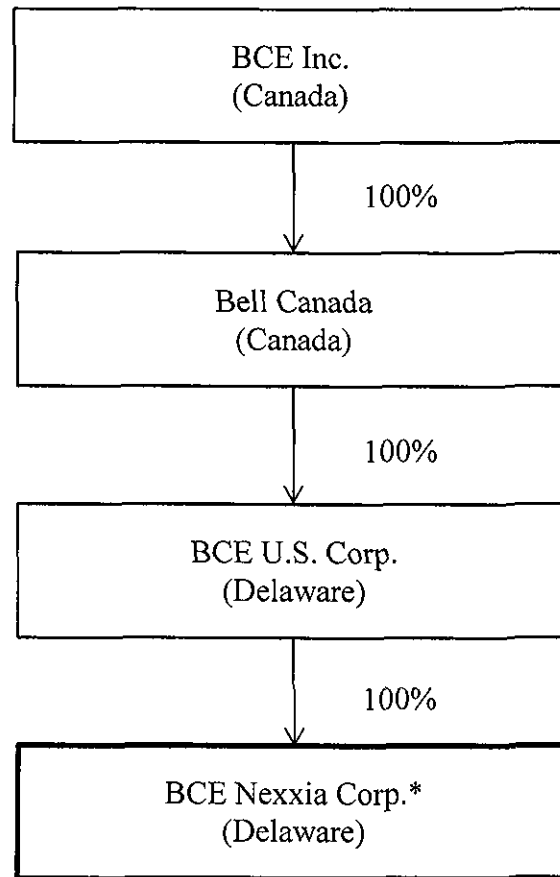
For the reasons stated above, BCE Nexxia and BCE US respectfully submit that the public interest would be furthered by a grant of this Application to transfer control of BCE Nexxia.

## PRE-RESTRUCTURING ORGANIZATIONAL CHART



\* Certificated Entity

## POST-RESTRUCTURING ORGANIZATIONAL CHART



\* Certificated Entity