

**BEFORE
THE PUBLIC UTILITIES COMMISSION OF OHIO**

In the Matter of the Application of Birch)
Communications, Inc., Fusion)
Telecommunications International, Inc., and)
Network Billing Systems, LLC for Approval of)
the Transfer of Control of Network Billing)
Systems, LLC)

Case No. 17-2361-TP-CIO

**REVIEW AND RECOMMENDATION
SUBMITTED ON BEHALF OF THE STAFF OF
THE PUBLIC UTILITIES COMMISSION OF OHIO**

On November 15, 2017, BCHI Holdings LLC (BCHI), Birch Communications, Inc. (BCI), Fusion Telecommunications International, Inc. FTI and Network Billing Systems, LLC (NBS) filed an application seeking approval of a merger that will transfer control of Network Billing Systems to BCHI. Under the terms of the Merger Agreement. BCHI and Fusion will merger with BCHI shareholders retaining 75% of the outstanding stock and FTI shareholders retaining 25% of the outstanding shares of the post merger company. Currently NBS is a wholly-owned subsidiary of FTI, therefore control of NBS will be indirectly transferred to current BCHI shareholders. After the changes, applicants state that NBS will continue to offer the same services under the same rates, terms and conditions as currently offered. This application is being filed pursuant to Section 4901:1-6-29(C) as adopted in Case No. 12-922-TP-ORD.

O.A.C. 4901:1-6-29 requires the filing of a CIO application to conduct a transaction involving one or more telephone companies not providing BLES for any change in ownership which is transparent to customers. Section 4901:1-6-29(C) O.A.C. allows for a zero day notice filing for changes in ownership transparent to customers.

The Staff has reviewed all documents filed with the application and has determined that the application has satisfied the requirements set forth in the rule. As such, Staff recommends that the application be approved with an effective date of November 15, 2017.

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Summary: Staff Review and Recommendation electronically filed by Jason Well on behalf of PUCO Staff