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FILE

ORIGINAL

21-946-TR ACO

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LLGS

LUKAS
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GUTIERREZ
& SACHS LLP

September 10, 2021

VIA FEDERAL EXPRESS

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

PUCO

2021 SEP 14 PM 1:06

RECEIVED-DOCKETING DIV

Re: Joint Application of BCM One, Inc., Wholesale Carrier Services, Inc., and BCM One Group Holdings, Inc., for Approval of an Intermediate Transfer of Control

Dear Sir or Madam:

Enclosed for filing with the Commission is a joint application of BCM One, Inc., Wholesale Carrier Services, Inc., and BCM One Group Holdings, Inc., for approval of an intermediate transfer of control. Please find the original and one (1) copy enclosed. An additional copy has been enclosed, which you are requested to date-stamp and return in the enclosed self-addressed envelope.

Please contact undersigned counsel if there are any questions or any additional information is needed concerning this joint application.

Respectfully submitted,



Todd B. Lantor
LUKAS, LAFURIA, GUTIERREZ & SACHS, LLP
8300 Greensboro Drive, Suite 1200
Tysons, VA 22102
Phone: (703) 584-8678
E-mail: tlantor@fcclaw.com

*Counsel for BCM One, Inc., Wholesale
Carrier Services, Inc., and BCM One Group
Holdings, Inc.*

Enclosures

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 VA 123 Date Processed 9/14/21

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS FILING FORM

(Effective: 04-01-2020)

Per the Commission's 5/29/2019 "Implementation Order" in Case No. 19-0173-TP-ORD

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 anyway.

In the Matter of the Joint Application of BCM One,)	TRF Docket No. 90- -TP-TRF
Inc., Wholesale Carrier Services, Inc., and BCM One)	Case No. - -TP-CIO
Group Holdings, Inc., for Approval of an)	NOTE: Unless you have reserved
Intermediate Transfer of Control)	a Case #, leave the "Case No." field BLANK.

Name of Registrant(s) BCM One, Inc. ("BCM One"), and Wholesale Carrier Services, Inc. ("WCS")

DBA(s) of Registrant(s) N/A

Address of Registrant(s) BCM One: 295 Madison Avenue, 5th Floor, New York, New York 10017; WCS: 12350 NW 39th Street, Coral Springs, Florida 33065

Company Web Address BCM One: <https://www.bcmone.com>; WCS: <https://www.wcs.com>

Regulatory Contact Person(s) Geoffrey Bloss (for both BCM One and WCS)	Phone BCM One: (888) 543-2000; WCS: (888) 940-5600
	Fax (____)____-____

Regulatory Person's Email Address
gbloss@bcmone.com (for both BCM and WCS)

Contact Person for Annual Report Geoffrey Bloss	Phone (212) 849-2260
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Consumer Contact Information Geoffrey Bloss	Phone (212) 849-2260
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Address (if different from above) N/A

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:

Sections I and II are pursuant to Ohio Administrative Code (OAC) 4901:1-6.

Section III – Part I - Carrier to Carrier is pursuant to OAC 4901:1-7 and Pole Attachment to OAC 4901:1-3

Section III – Part II - Wireless is pursuant to OAC 4901:1-6-24.

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 identified section of the Ohio Administrative Code Chapter 4901 and/or the supplemental application form noted.
- (3) Information regarding the number of copies required by the PUCO may be obtained from the PUCO's website at www.PUCO.ohio.gov under the docketing information system section (Procedural filing requirements), by calling the Docketing Division at 614-466-4095 or by visiting the Docketing Division at the offices of the PUCO.
- (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:

Carrier Type: <input type="checkbox"/> Other (Explain below)	For Profit ILEC	Not for Profit ILEC	CLEC
Change terms & conditions of existing BLES.	<input type="checkbox"/> ATA <u>1-6-14(I)(2)</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)
Introduce non-recurring charge, surcharge or fee to BLES	<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)
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(E)</u> (0 day notice)		
Introduce BLES or expand local service area (calling area)	<input type="checkbox"/> ZTA <u>1-6-14(E)</u> (0 day notice)	<input type="checkbox"/> ZTA <u>1-6-14(E)</u> (0 day notice)	<input type="checkbox"/> ZTA <u>1-6-14(E)</u> (0 day notice)
Change BLES Rates	<input type="checkbox"/> TRF <u>1-6-14(E) & (H)</u> (0 day notice)	<input type="checkbox"/> TRF <u>1-6-14(E)</u> (0 day notice)	<input type="checkbox"/> TRF <u>1-6-14(H)</u> (0 day notice)
To obtain BLES pricing flexibility	<input type="checkbox"/> BLS <u>1-6-14(C)(1)(I)</u> (Auto 30 days)		
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 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 notice)
BLES withdrawal	<input type="checkbox"/> WBL <u>4927.10</u> (120 day notice)		<input type="checkbox"/> ZTA <u>1-6-25(B)</u> (0 day notice)
Other (explain):			

***Other exhibits may be required under the applicable rule, see the 4901:106-14(E) Filing Requirements on the PUCO's webpage for a complete list of exhibits.**

Section I – Part II – Customer Notification Offerings Pursuant to Chapter 4901:1-6-07 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 – Inmate Operator Service Pursuant to Chapter 4901:1-6-22 OAC

Introduce New	Tariff Change	Price Change	Withdraw
<input type="checkbox"/> TRF (0 day notice)	<input type="checkbox"/> ATA (Auto 30 days)	<input type="checkbox"/> TRF (0 day notice)	<input type="checkbox"/> UNC (Non-Auto)

Section II – Part I – Carrier Certification – Pursuant to Chapter 4901:1-6-08 & 10 OAC and Competitive Eligible Telecommunications Carrier Designation (CETC) – Pursuant to Chapter 4901:1-6-09 OAC

ILEC (Out of territory)	CLEC	Telecommunications Service Provider Not Offering Local Service	CESTC	CETC
<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 forms can be found on the PUCO webpage – [Telecommunications application forms](#).

Section II – Part II – Change in Operation or Ownership

Change in Operation or Ownership	ILEC	CLEC	Telecommunications Service Provider Not Offering Local Service
Abandon all services	<input type="checkbox"/> ABN 1-6-26 (Auto 30 days)	<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 checked="" type="checkbox"/> ACO 1-6-29(E)(1) (Auto 30 days)	<input 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)(1) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0-day notice)
Transfer 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"/> ATC 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0-day notice)
FCC Authorized Change in Ownership or Merger	<input type="checkbox"/> CIO 1-6-29 (E)(1) (0-day notice)	<input type="checkbox"/> CIO 1-6-29 (E)(2) (0-day notice)	<input type="checkbox"/> CIO 1-6-29 (E)(2) (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 PUCO webpage for a complete list of exhibits.

Section III – Part I - Carrier to Carrier (Pursuant to 4901:1-7) & Attachments to Utility Equipment or Rights of Way (Pursuant to 4901:1-3)

Carrier to Carrier	ILEC	CLEC
Interconnection agreement or amendment to an approved agreement	<input type="checkbox"/> NAG <u>1-7-07</u> (Auto 90 days)	<input type="checkbox"/> NAG <u>1-7-07</u> (Auto 90 days)
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 carrier to carrier tariff	<input type="checkbox"/> ATA <u>1-7-14</u> (Auto 30 days)	<input type="checkbox"/> ATA <u>1-7-14</u> (Auto 30 days)
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC <u>1-7-04 or 05</u> (Auto 30 days)	
Changes in rates, terms & conditions to attachments, conduit occupancy and right of way. (13-579-AU-ORD 11/30/16 Entry)	<input type="checkbox"/> ATA <u>1-3-04</u> (Auto 60 days)	

Section III – Part II – Facilities-based Wireless Service Providers (Pursuant to 4901:1-6-24)

Registration and Change in Operations*	<input type="checkbox"/> RCC <u>1-6-24(B)</u> (0 day notice)
Interconnection Agreement or amendment to an approved Agreement.	<input type="checkbox"/> NAG <u>1-7-07</u> (0 day notice)

*Change in Operations filing must be filed in the original RCC case designation code established during the registration process.

Section IV. – Attestation

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

VERIFICATION

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

[SEE EXHIBIT I FOR VERIFICATION]

*Signature and Title

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.*

File document electronically as directed in case number 06-900-AU-WVR
or

Send your completed Filing 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**

LIST OF EXHIBITS

Exhibit A	Description of Intermediate Transfer of Control
Exhibit B	Management of Applicants
Exhibit C	Pre-Restructuring Disclosable Ownership Structure
Exhibit D	Post-Restructuring Disclosable Ownership Structure
Exhibit E	Superseded Tariff Sheets
Exhibit F	Revised Tariff Sheets
Exhibit G	Customer Notice
Exhibit H	Certificate of Good Standing for Registrants; Ohio Secretary of State Certification
Exhibit I	Verification

EXHIBIT A

Description of Intermediate Transfer of Control

BCM One, Inc. (“BCM One”), Wholesale Carrier Services, Inc. (“WCS”), and BCM One Group Holdings, Inc. (“BCM One Group Holdings”) (collectively, the “Applicants”), by and through counsel, hereby respectfully request the State of Ohio Public Utilities Commission (“Commission”) for approval and authority, pursuant to Rule 4901:1-6-29(E)(1) of the Ohio Administrative Code, for the intermediate transfer of control of BCM One, WCS, and BCM One Group Holdings (the “Restructuring”). Applicants’ indirect upstream ownership is undergoing an internal corporate reorganization, although ultimate control of BCM One, WCS, and BCM One Group Holdings will not change as a result of the Restructuring.

In support of the Application, Applicants respectfully submit the following:

I. DESCRIPTION OF THE APPLICANTS.

Information concerning the officers and directors of BCM One, WCS, and BCM One Group Holdings is included as **Exhibit B**. The following sections provide additional information concerning each of the Applicants.

A. BCM One, Inc.

BCM One is a corporation duly organized and incorporated under the laws of the State of New York.¹ The principal office of BCM One is located at 295 Madison Avenue, 5th Floor, New York, New York 10017. BCM One provides managed technology services, offering next generation voice and managed network services. Its services include a variety of offerings that support businesses’ critical network infrastructure.

¹ NYS Department of State, Division of Corporations, DOS ID No. 2042126 (June 25, 1996). BCM One’s current status is active.

BCM One is registered with the Ohio Secretary of State as a foreign corporation.² See **Exhibit H**. BCM One's status is active and in good standing. BCM One (formerly known as McGraw Communications, Inc.) has been issued a Certificate of Public Convenience and Necessity by the Commission to provide competitive local exchange service throughout the State of Ohio.³

B. Wholesale Carrier Services, Inc.

WCS is a corporation organized under the laws of the State of Delaware.⁴ The principal office of WCS is located at 12350 NW 39th Street, Coral Springs, Florida 33065. WCS's telephone number is (888) 940-5600. WCS provides enterprise solutions to businesses. It offers Time Division Multiplexing ("TDM") and Internet Protocol-based voice services, and other connectivity services.

WCS is registered with the Ohio Secretary of State as a foreign corporation.⁵ See **Exhibit H**. WCS was granted a Certificate of Public Convenience and Necessity by the Commission to provide competitive intrastate and interexchange telecommunications services throughout the State of Ohio on August 16, 2002.⁶ WCS also was granted a Certificate of Public Convenience

² Ohio Secretary of State, Entity No. 1324196 (June 14, 2002). BCM One's status is active.

³ Certificate No. 90-9379, issued pursuant to Case No. 09-1962-TP-ACE (Jan. 25, 2010).

⁴ State of Delaware Registration No. 6086566 (July 15, 2021).

⁵ Ohio Secretary of State, Wholesale Carrier Services, Inc., Entity No. 1321760 (registration, Doc. No. 200215102668, May 31, 2002); *id.*, (reinstatement, Doc. No. 200814803090, May 27, 2008).

⁶ Certificate No. 90-6070, issued pursuant to Case No. 02-1774-CT-ACE (Aug. 16, 2002). Service was required to be provided pursuant to WCS's tariff filed in Case No. 90-6070-CT-TRF.

and Necessity by the Commission to provide competitive local exchange and competitive telecommunications services throughout the State of Ohio on May 7, 2010.⁷ Earlier this year, the Commission approved the transfer of control of WCS to BCM One Group Holdings.⁸

C. BCM One Group Holdings, Inc.

BCM One Group Holdings is incorporated in Delaware.⁹ The principal office of BCM One Group Holdings is located at 7676 Forsyth Blvd., Suite 2700, St. Louis, Missouri 63105.

A controlling interest in BCM One Group Holdings is held by Thompson Street Capital Partners V, L.P. (“TSCP Fund V”), a fund in a family of funds controlled by Thompson Street Capital Partners, a private equity and investment firm. TSCP Fund V is ultimately controlled by James A. Cooper and Robert C. Dunn through a number of intervening business entities. Equity ownership of TSCP Fund V is dispersed among numerous limited partners, none of whom directly or indirectly own 10% or more of BCM One or WCS.

II. DESCRIPTION OF THE TRANSACTION.

TSCP Fund V and its direct and indirect owners plan to undergo the Restructuring, to be completed no later than November 30, 2021, whereby TSCP Fund V’s ownership in BCM One Group Holdings (and its indirect ownership in BCM One and WCS) will be transferred¹⁰ to an affiliated entity currently under formation (“Continuation Fund”). As with TSCP Fund V, the Continuation Fund’s equity will be dispersed among a vast number of limited partners, none of whom are expected to directly or indirectly own 10% or more of BCM One or WCS. Also, as with TSCP

⁷ Certificate No. 90-9382, issued pursuant to Case No. 10-137-TP-ACE (May 7, 2010). Service was required to be provided pursuant to WCS’s tariff in Case No. 90-9382-TP-TRF.

⁸ *Wholesale Carrier Services, Inc.*, Case No. 21-0260-TP-CIO (case closed Aug. 12, 2021).

⁹ State of Delaware Registration No. 7046551 (Sept. 14, 2018).

¹⁰ The transfer in intermediate control will occur via a combination of a sale and roll-over of certain shares.

Fund V, the Continuation Fund will have a General Partner ("Continuation Fund GP"), and Continuation Fund GP's General Partner will be Thompson Street Capital UGP LLC, which is managed by James A. Cooper and Robert C. Dunn.

Pursuant to a management agreement, Continuation Fund and Continuation Fund GP will be managed by Thompson Street Capital Manager LLC, which is controlled by James A. Cooper and Robert C. Dunn, the same two individuals who currently ultimately control BCM One and WCS.

The Restructuring will not alter the ultimate control of BCM One and WCS, will not affect the management, operations, or personnel of the certificated entities, and will not disrupt the growth of BCM One and WCS. The purpose of the Restructuring is to allow BCM One and WCS to obtain increased capital investments, which will be used to support BCM One and WCS, as well as to acquire complementary entities.¹¹

Charts depicting the Restructuring's disclosable ownership structure pre-closing and post-closing are attached as **Exhibit C** and **Exhibit D**.

III. PUBLIC INTEREST STATEMENT; IMPACT ON CUSTOMERS.

The proposed Restructuring will advance the public interest. The Restructuring will not involve any assignment of operating authority, assets, or customers. As noted in Section II., *supra*, BCM One and WCS can benefit from the additional capital the Restructuring will allow. Services will continue to be provided by experienced and qualified personnel.

After the Restructuring, BCM One and WCS will continue to provide competitive and innovative services to their existing customers in Ohio at the same rates, terms, and conditions and

¹¹ Any such complementary entity would, if within the Commission's jurisdiction, be subject to a separate approval petition.

in the same geographic areas as currently provided. Market conditions will determine any future changes in the rates, terms, or conditions of service, and will only be undertaken in a manner consistent with any applicable Ohio and federal rules and regulations. The transaction is not intended—or expected—to result in the discontinuance, reduction, loss, or impairment of service to any customer.

The proposed Restructuring also will not harm competition in Ohio because it will have no direct impact on the number of customers currently served by BCM One and WCS. Only a small percentage of the telecommunications services available in the state are provided by these two entities in any event. Moreover, the market for telecommunications services is fiercely competitive among these types of providers. In all cases, the affected markets in Ohio will continue to be served by a dominant local exchange carrier.

IV. CONTACT INFORMATION.

Geoffrey Bloss
Chief Executive Officer
BCM One Group Holdings, Inc.
7676 Forsyth Blvd., Suite 2700
St. Louis, Missouri 63105
Phone: (212) 849-2260
E-mail: gbloss@bcmone.com

With copies to:
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E-mail: gbloss@bcmone.com

Geoffrey Bloss
Chief Executive Officer
Wholesale Carrier Services, Inc.
12350 NW 39th Street
Coral Springs, Florida 33065

V. CONCLUSION.

Applicants respectfully submit that the proposed Restructuring serves the public interest and does not involve any assignment or changes to operating authority, assets, or customers.

Wherefore, for the foregoing reasons, Applicants respectfully request the Commission's approval and authority for the intermediate transfer of control of BCM One, Inc., Wholesale Carrier Services, Inc., and BCM One Group Holdings, Inc.

EXHIBIT B

Management of Applicants

BCM One, Inc.

Directors

Jesse Klein
295 Madison Avenue, 5th Floor
New York, NY 10017

Brian R. Kornmann
295 Madison Avenue, 5th Floor
New York, NY 10017

Robert C. Dunn
295 Madison Avenue, 5th Floor
New York, NY 10017

John P. Cunningham
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New York, NY 10017

Francis X. Ahearn
295 Madison Avenue, 5th Floor
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Geoffrey Bloss
295 Madison Avenue, 5th Floor
New York, NY 10017

Andrew Stewart
295 Madison Avenue, 5th Floor
New York, NY 10017

Officers

Geoffrey Bloss, Chief Executive Officer
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New York, NY 10017

Brian R. Kornmann, President and Secretary
295 Madison Avenue, 5th Floor
New York, NY 10017

Elizabeth R. Borow, Treasurer
295 Madison Avenue, 5th Floor
New York, NY 10017

Jesse Klein, Vice President
295 Madison Avenue, 5th Floor
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Clayton Milburn, Vice President
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Robert C. Dunn, Vice President
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New York, NY 10017

Douglas Fechter, Chief Financial Officer
295 Madison Avenue, 5th Floor
New York, NY 10017

Eileen Cohan, Assistant Secretary
295 Madison Avenue, 5th Floor
New York, NY 10017

Wholesale Carrier Services, Inc.

Directors

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Coral Springs, Florida 33065

Robert C. Dunn
12350 NW 39th Street
Coral Springs, Florida 33065

Francis X. Ahearn
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Geoffrey Bloss
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Coral Springs, Florida 33065

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12350 NW 39th Street
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Brian R. Kornmann, President and Secretary
12350 NW 39th Street
Coral Springs, Florida 33065

Jesse Klein, Vice President and Assistant
Secretary
12350 NW 39th Street
Coral Springs, Florida 33065

Robert C. Dunn, Vice President
12350 NW 39th Street
Coral Springs, Florida 33065

Eileen Cohan, Assistant Secretary
12350 NW 39th Street
Coral Springs, Florida 33065

BCM One Group Holdings, Inc.

Directors

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Eileen Cohan, Assistant Secretary
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St. Louis, Missouri 63105

EXHIBIT C

Pre-Restructuring Disclosable Ownership Structure

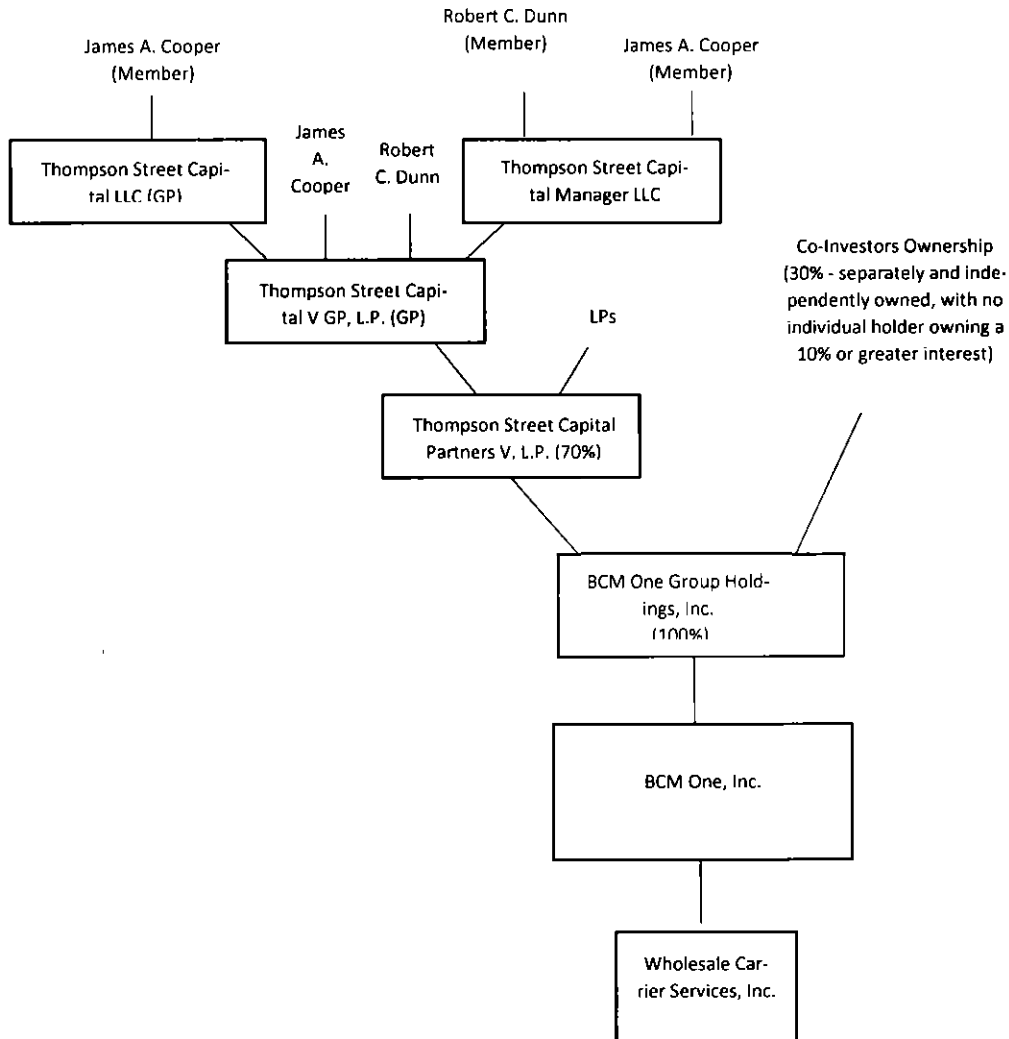


EXHIBIT D

Post-Restructuring Disclosable Ownership Structure

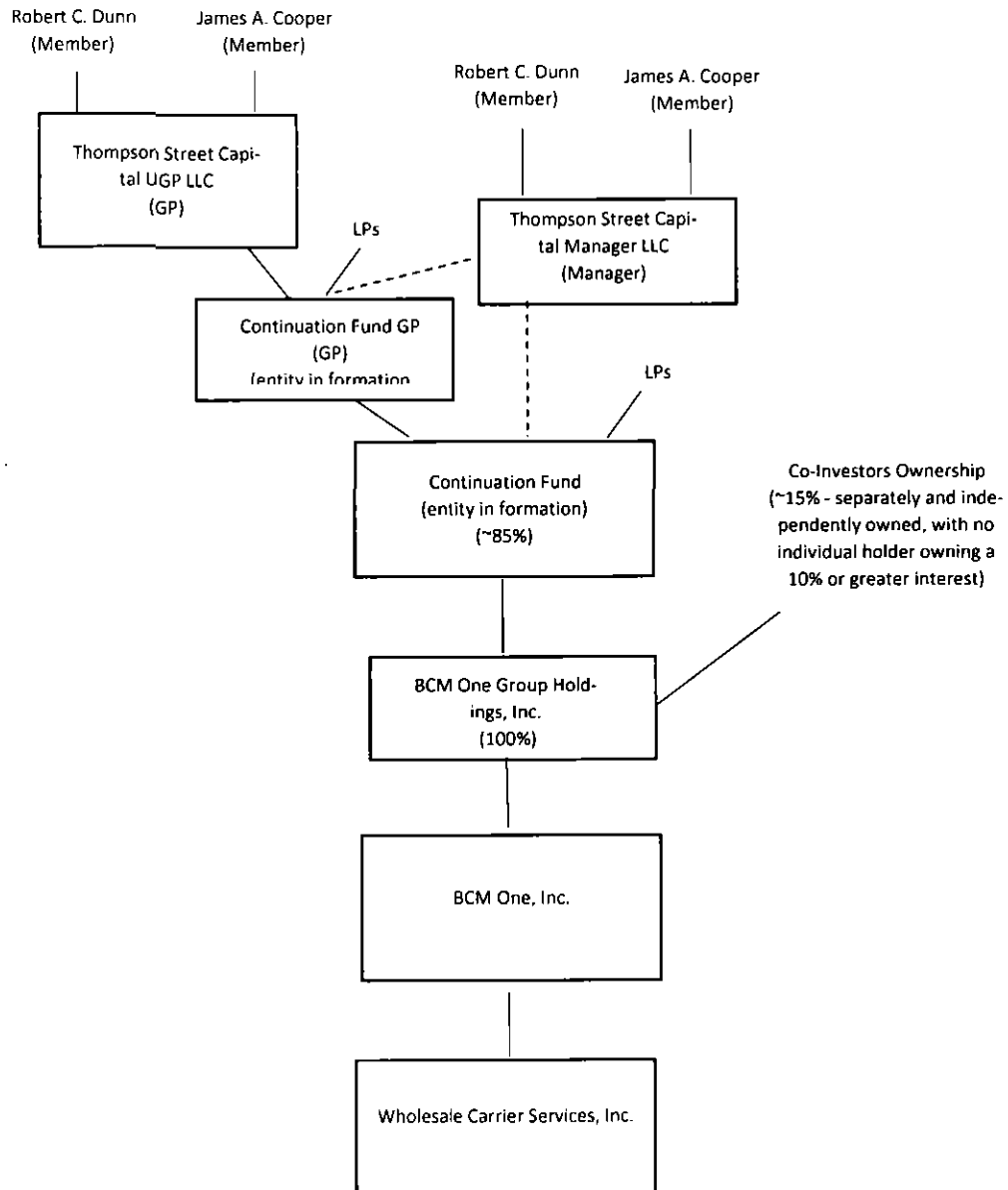


EXHIBIT E

Superseded Tariff Sheets

Applicants believe this provision is not applicable. The proposed transaction will not result in any changes to tariffs maintained by BCM One, Inc., or Wholesale Carrier Services, Inc., at this time.

EXHIBIT F

Revised Tariff Sheets

Applicants believe this provision is not applicable. The proposed transaction will not result in any changes to tariffs maintained by BCM One, Inc., or Wholesale Carrier Services, Inc., at this time.

EXHIBIT G

Customer Notice

Applicants believe this provision is not applicable. As described in **Exhibit A**, the transaction will not have any adverse impact on BCM One's or WCS's customers. There is no intention or expectation that the transaction will result in the discontinuance, reduction, loss, or impairment of service to any customer. BCM One and WCS will continue to provide services to existing customers in Ohio at the same rates, terms, and conditions and in the same geographic areas as currently provided. As a result, Applicants do not plan to provide any notice of the transaction to customers.

EXHIBIT H

Certificate of Good Standing for Registrants; Ohio Secretary of State Certification

BCM One, Inc.

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Frank LaRose, 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 BCM ONE, INC., a New York corporation, having qualified to do business within the State of Ohio on June 14, 2002 under License No. 1324196 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 8th day of September, A.D. 2021.*

A handwritten signature in cursive script, appearing to read "Frank LaRose".

Ohio Secretary of State

Validation Number: 202125104508



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
06/17/2002	200216801328	FOREIGN LICENSE/FOR-PROFIT (FLF)	125.00	.00	.00	.00	.00

Receipt

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

C.T. CORPORATION SYSTEM
17 S. HIGH STREET
ATTN: CARIE STOVER
COLUMBUS, OH 43215

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

1324196

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

MCGRAW COMMUNICATIONS, INC.

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

Document(s)

FOREIGN LICENSE/FOR-PROFIT

Document No(s):

200216801328

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 14th day of June, A.D.
2002.

J. Kenneth Blackwell
Ohio Secretary of State

Prescribed by **J. Kenneth Blackwell**

Ohio Secretary of State

Central Ohio: (614) 466-3910

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

www.state.oh.us/sos

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

Expedite this Form: (Select One)	
Mail Form to one of the Following:	
<input type="radio"/> Yes	PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of \$100 ***
<input checked="" type="radio"/> 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 <input checked="" type="checkbox"/> For Profit (151-FLP) <input type="checkbox"/> Non-Profit (152-FLN) ORC 1703	(2) Registration of Corporate Name by Unlicensed Foreign Corporation <input type="checkbox"/> Original (158-RCO) <input type="checkbox"/> Renewal (172-RNR (RCR)) ORC 1703
Filing Fee \$125.00	Filing Fee \$50.00 (Registration No.)

Complete the general information in this section for the box checked above.Corporate Name McGraw Communications, Inc.Under the Laws of the State of New York
(Home State)Date of Incorporation in Home State 06/25/1996
(Date)

The corporation's principal office is located at

228 East 45th Street

(Street)

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

New York

(City)

NY

(State)

10017

(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)

provision of telecommunications services

The corporation is carrying on or doing business.

☐ Check here if additional provisions are attached

RECEIVED
SECRETARY OF STATE
2002 JUN 14 AM 10:57
CLIENT SERVICE CENTER

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

C T CORPORATION SYSTEM

(Name)

1300 East 9th Street

(Street)

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

Cleveland

(City)

Ohio

(State)

44114

(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?

☐ Yes ☒ No

If yes, prior License No. _____

issued _____

(Date)

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)

SS.

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

officer on 6/11/02
(Date)


STATE OF New York

COUNTY OF New York

Francis X. Ahearn, being first duly sworn, deposes and says that he/she is the
(Name of Officer)

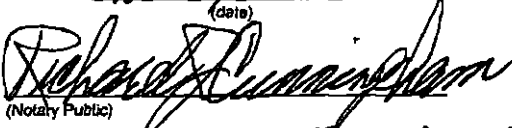
President of McGraw Communications, Inc.
(Title)

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: 
Name: Francis X. Ahearn

Sworn to before me and subscribed in my presence,

JUNE 11, 2002
(date)


(Notary Public)

NOTARY SEAL

Expiration date of Notary's Commission:

MAY 31, 2003

RICHARD J. CUNNINGHAM (date)
Notary Public, State of New York
No. 31-0826900
Qualified in New York County
Commission Expires March 30, 1993

**State of New York } ss:
Department of State**

I hereby certify, that the Certificate of Incorporation of MCGRAW COMMUNICATIONS, INC. was filed on 06/25/1996, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 12th day of June
two thousand and two.*

A handwritten signature in dark ink, appearing to be "J. Leub", written over a horizontal line.

Special Deputy Secretary of State



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
12/26/2014	201435800759	Foreign/Amendment (FAM)	50.00	0.00	0.00	0.00	0.00

Receipt

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

BCM ONE, INC
SADIA MENDEZ
521 FIFTH AVENUE
NEW YORK, NY 10175

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted
1324196

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
BCM ONE, INC.

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

Document(s)
Foreign/Amendment

Document No(s):
201435800759

Effective Date: 12/22/2014



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
26th day of December, A.D. 2014.

Jon Husted
Ohio Secretary of State



Form 565 Prescribed by:

JON HUSTED
Ohio Secretary of State

 Central Ohio: (614) 466-3910
 Toll Free: (877) SOS-FILE (767-3453)
www.OhioSecretaryofState.gov
Busserv@OhioSecretaryofState.gov

Mail this form to one of the following:

 Regular Filing (non expedite)
 P.O. Box 1329
 Columbus, OH 43216

 Expedite Filing (Two-business day processing
 time requires an additional \$100.00).
 P.O. Box 1390
 Columbus, OH 43216

Certificate of Amendment to Foreign Licensed Corporation Application (For-profit or Nonprofit Foreign Corporation)

Filing Fee: \$50
(179-PAM)

A foreign corporation must file a Certificate of Amendment if, in amending its articles of incorporation, it modifies any of the information included in its application for license to transact business in Ohio or in any amendment to that application.

Complete the following information (as currently on file in the Ohio Secretary of State's office).

The foreign corporation named below amends its application for its license to transact business in Ohio.

Name of Corporation	McGraw Communications, Inc.	2014 DEC 22 PM 1:33
(as registered in Jurisdiction of Formation)		
Assumed Name used in Ohio (if applicable)		
Jurisdiction of Formation	New York	
Ohio License Number	1324196	

Complete only the information below that has been amended.

The information provided below supersedes the information currently on file with the Ohio Secretary of State's Office.

Name of Corporation	BCM One, Inc.	
(as registered in Jurisdiction of Formation)		
Assumed Name used in Ohio (if applicable)		
Jurisdiction of Formation		
Location of principal office		
Mailing Address		
City	State	ZIP Code

Location of any Ohio office

9435 Watestone Boulevard Suite 140

Mailing Address

Cincinnati

City

Ohio

State

45249

ZIP Code

A brief summary of the corporate purpose(s) to be exercised within the state:

Technology Solutions Provider (Telecommunications)

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Must be signed by an authorized officer of the corporation.

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on September 19, 2014.

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

CT-07

140918000183

CERTIFICATE OF AMENDMENT
of the
CERTIFICATE OF INCORPORATION
of
MCGRAW COMMUNICATIONS, INC.

Under Section 805 of the Business Corporation Law

FIRST: The name of the corporation is: McGraw Communications, Inc.

SECOND: The date of filing of the certificate of incorporation with the Department of State is: June 25, 1996.

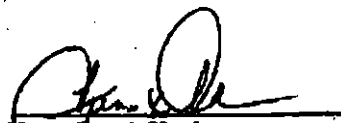
THIRD: The amendment effected by this certificate of amendment is as follows:

Paragraph 1 of the Certificate of Incorporation relating to the name of the corporation is hereby amended to read in its entirety as follows:

"(1) The name of the corporation is BCM One, Inc."

FOURTH: The certificate of amendment was authorized by the vote of the board of directors followed by the unanimous written consent of the holders of all outstanding shares.

IN WITNESS WHEREOF, I have executed this certificate as of this 16 day of September, 2014.


Name: Francis X. Ahearn
Title: Chief Executive Officer

2033773_1

140918000183

CT-07

183

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
MCGRAW COMMUNICATIONS, INC.**

Under Section 805 of the Business Corporation Law

Filed by: Satterlee Stephens Burke & Burke LLP
(Name)
230 Park Avenue, 11th Floor
(Mailing address)
New York, New York 10169
(City, State and Zip code)

RECEIVED

2014 SEP 17 PM 4: 04

2014 SEP 18 PM 1: 34

2014 SEP 18 PM 1: 34

FILED

1CC
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED SEP 18 2014
TAXS

BY: Long

CST 9279868 JW 12/1

DRAWDOWN

Wholesale Carrier Services, Inc.

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Frank LaRose, 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 WHOLESALE CARRIER SERVICES, INC., a Florida corporation, having qualified to do business within the State of Ohio on May 31, 2002 under License No. 1321760 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 8th day of September, A.D. 2021.

A handwritten signature in cursive script, appearing to read "Frank LaRose".

Ohio Secretary of State

Validation Number: 202125104470



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
06/03/2002	200215102668	FOREIGN LICENSE/FOR-PROFIT (FLF)	125.00	.00	.00	.00	.00

Receipt

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

WHOLESALE CARRIER SERVICES, INC.
7200 W. CAMINO REAL
STE 303
BOCA RATON, FL 33433

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

1321760

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

WHOLESALE CARRIER SERVICES, INC.

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

Document(s)

FOREIGN LICENSE/FOR-PROFIT

Document No(s):

200215102668

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 31st day of May, A.D.
2002.

J. Kenneth Blackwell
Ohio Secretary of State



Prescribed by **J. Kenneth Blackwell**

Please obtain fee amount and mailing instructions from the Forms Inventory List (using the 3 digit form # located at the bottom of this form). To obtain the Forms Inventory List or for assistance, please

call Customer Service:

Central Ohio: (614)-466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

RECEIVED

MAY 31 2002

FOREIGN CORPORATION APPLICATION FOR LICENSE

1. The name of the corporation is WHOLESALE CARRIER SERVICES, INC.
2. The application is made to secure a ☒ permanent ☐ temporary license.
3. The corporation was incorporated on May 20, 1998 under the laws of the state of Florida
(month day year)
4. The corporation's principal office is located at 7200 W. Camino Real Ste. 303
(street address)
Boca Raton Florida 33433
(city, township, or village) (state) (zip code)
5. The corporation's principal office within Ohio is to be located in ☒ Corp will not have an office in Ohio
_____, Ohio _____
(city, township, or village) (county) (zip code)
6. The corporation hereby appoints the following as its statutory agent upon whom process against the corporation may be served in the state of Ohio. The name and complete address of the statutory agent is: (see item 3 in instructions)
TCS Corporate Services, Inc. 4568 Mayfield Rd. Ste 213
(name) (street and number)
Cleveland _____, Ohio 44121
(city, village or township) (zip code)
(NOTE: P.O. Box addresses are not acceptable.)
7. The corporation irrevocably consents to service of process on the statutory agent listed above as long the authority of the agent continues, and to service of process upon the SECRETARY OF STATE if
 - (a) the agent cannot be found, or
 - (b) the corporation fails to designate another agent when required to do so, or
 - (c) the corporation's license to do business in Ohio expires or is cancelled.
8. The corporation will exercise the following corporate purpose(s) in Ohio:
(Please provide a brief but specific description; a general purpose clause is not sufficient.)
Provide Telecommunication Services
9. Has the corporation obtained a license to transact business in Ohio at any time in the past? ☐ Yes ☒ No
If yes, prior License No. _____ issued _____ (date)
10. The date on which the corporation began transacting business in Ohio:
☐ Date _____
OR
☒ will begin business upon approval of application.

J. Kenneth Blackwell
Secretary of State

11. Is this application being made to enable the corporation to prosecute or defend a legal action?
(USE INSTRUCTION NO. 4)

☐ Yes

☒ No

NOTARIZATION

STATE OF FLORIDA
COUNTY OF PAUMotu

SS.

I, CHRIS S. BARTON being duly sworn, state that I am the
PRESIDENT of WATERBURY CANAL SERVICE, INC. and that the foregoing statements
(title)
are true and correct to the best of my knowledge and belief.

Signature: 

Name: Chris S. Barton

SWORN TO AND SUBSCRIBED IN MY PRESENCE ON 5/16/02
(date)

Signature: 

Name: STEPHEN J. COHEN

NOTARY SEAL

My commission expires on 9/15/05
(date)



Stephen J. Cohen
Commission # 00051303
Expires Sep. 15, 2005
Bonded Through
Atlantic Bonding Co., Inc.

State of Florida



Department of State

I certify from the records of this office that WHOLESALE CARRIER SERVICES, INC., is a corporation organized under the laws of the State of Florida, filed on May 20, 1996.

The document number of this corporation is P96000042828.

I further certify that said corporation has paid all fees due this office through December 31, 2002, that its most recent annual report/uniform business report was filed on January 24, 2002, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-first day of May, 2002



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
05/28/2008	200814803090	DOMESTIC/REINSTATEMENT (REN)	25.00	.00	.00	.00	.00

Receipt

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

WHOLESALE CARRIER SERVICES, INC.
5471 N. UNIVERSITY DRIVE
CORAL SPRINGS, FL 33067

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jennifer Brunner**1321760**

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

WHOLESALE CARRIER SERVICES, INC.

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

Document(s)

DOMESTIC/REINSTATEMENT

Document No(s):

200814803090

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 27th day of May, A.D.
2008.

Ohio Secretary of State



RECEIVED
Tax Services Division
P.O. Box 162382
Columbus, Ohio 43218-2382
MAY 27 2008
<http://www.ohio.gov/tax>

SECRETARY OF STATE

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.

WHOLE SALE CARRIAGE SERVICES INC

Charter: 1321760

Corporation Reinstatement (D-3) (X)

Corporation Qualification (D-4) ()

Certificate issue date: May 9, 2008

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 East Broad Street
1st 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.

EXHIBIT I

VERIFICATION

STATE OF NEW YORK §
 §
COUNTY OF MANHATTAN §

I, Geoffrey Bloss, hereby certify as follows:

1. I am Chief Executive Officer of BCM One Group Holdings, Inc., BCM One, Inc., and Wholesale Carrier Services, Inc.
2. I am familiar with the nature and contents of the foregoing documents.
3. The facts, statements, and representations contained in the foregoing documents are true and accurate to the best of my knowledge, information, and belief.



Geoffrey Bloss
Chief Executive Officer
BCM One Group Holdings, Inc.
BCM One, Inc.
Wholesale Carrier Services, Inc.

Dated: Sept. 9, 2021

Subscribed and sworn to before me this 9th day of September, 2021

Notary Public: Eileen Cohan

My Commission expires: _____

