

SECRETARY'S RECORD, PUBLIC SERVICE COMMISSION

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Joint)	Application No. C-5366
Application of BCM One, Inc., New)	
York, New York, and Wholesale)	
Carrier Services, Inc., Coral)	ORDER GRANTING APPLICATION
Springs, Florida, seeking authority)	
to obtain debt financing.)	
)	Entered: February 8, 2022

BY THE COMMISSION:

On December 28, 2021, a joint application was filed by BCM One, Inc. and Wholesale Carrier Services, Inc. (collectively the "Applicants"), seeking approval to secure \$200 million in debt financing. Notice of the application was published in The Daily Record, Omaha, Nebraska, on January 4, 2022. No protests were filed; therefore, this application is processed pursuant to the Commission's rule of modified procedure.

O P I N I O N A N D F I N D I N G S

BCM One, Inc. ("BCM") is a corporation duly organized and incorporated under the laws of the State of New York. BCM was issued a Certificate of Public Convenience and Necessity to provide interexchange carrier telecommunications services in Nebraska in 2004.¹ The principal office of BCM is located in New York, New York. BCM was acquired by BCM One Group Holdings, Inc. ("BCM Holdings"), the acquisition was approved by the Commission by Order entered November 19, 2018, in Docket No. C-5008.

Wholesale Carrier Services, Inc. ("WCS") is a corporation duly organized and incorporated under the laws of the State of Delaware. WCS was issued a Certificate of Convenience and Necessity to provide local exchange and interexchange telecommunications services in Nebraska in 2007.² The principal office of WCS is located in Coral Springs, Florida. Control of WCS was transferred

¹ See *In the Matter Of McGraw Communications, Inc.*, New York, New York, seeking authority to operate as a resale common carrier of telecommunications services within the state of Nebraska, Application No. C-3083, Order Granting Application (February 3, 2004). In Docket No. C-4746, McGraw Communications, Inc. applied for and received Commission approval for a name change to BCM One, Inc.

² See *In the Matter of the Application of Wholesale Carrier Services, Inc.*, Coral Springs, Florida, seeking authority for a Certificate of Authority to provide Resold and Facilities-based/UNE Local Exchange and Interexchange Telecommunication Services with the State of Nebraska, Application No. C-3879, Order Granting Application (December 18, 2007).

SECRETARY'S RECORD, PUBLIC SERVICE COMMISSION

Application No. C-5366

Page 2

to BCM Holdings in an application approved by the Commission by Order entered on May 11, 2021, in Docket No. C-5224.

Previous to this docket, BCM obtained the Commission's approval for debt financing of \$105 million, in Commission Docket No. C-5019. BCM then obtained the Commission's approval for additional debt financing in the amount of \$50 million in Commission Docket No. C-5038. BCM then obtained the Commission's approval for additional debt financing in the amount of \$200 million in Commission Docket No. C-5098. BCM then obtained the Commission's approval for debt financing of \$100 million, in Commission Docket No. C-5193.

BCM and WCS now seek to obtain further debt financing in the amount of \$200 million in order to acquire other complementary entities, either directly or through one or more wholly-owned subsidiaries of BCM Holdings. BCM and WCS are co-borrowers with BCM Holdings and with other entities held by BCM Holdings.

Applicants state their proposal to obtain this financing on similar terms and conditions as the financing previously approved in the above-described dockets. Applicants plan to become co-borrowers with respect to the financing along with other complementary entities that would also become co-borrowers of the financing.

Applicants state that if they intend to acquire any certificated complementary entities, it will seek Commission approval for the acquisitions and for any necessary authorities for such entities. The Applicants further state that neither the financing nor any acquisition will disrupt customer service in Nebraska or result in a degradation of services. The Applicants further state that approval of this application will position BCM and WCS for measured growth in the telecommunications market and allow them to develop improved operating efficiencies. The Applicants submitted confidential financial information in support of their application.

The Applicant seeks approval from the Commission pursuant to Neb. Rev. Stat. § 75-148, which states, in pertinent part:

A common carrier may issue stock, bonds, notes, or other evidence of indebtedness, payable at periods of more than twelve months after the date thereof, when necessary for the acquisition of property, the construction, completion, extension, or

SECRETARY'S RECORD, PUBLIC SERVICE COMMISSION

Application No. C-5366

Page 3

improvement of facilities, the improvement or maintenance of its service, or the discharge or lawful refunding of its obligations if the common carrier first secures from the Commission an order authorizing such issue and the amount thereof and stating that in the opinion of the Commission the use of the capital to be secured by the issue of such stock, bonds, notes, or other evidence of indebtedness is reasonably required for the purposes of the carrier.

Upon review of the evidence, the Commission finds that the application filed herein is in compliance with the applicable Nebraska Statutes and that the debt financing agreement is reasonably required for the aforementioned purpose. The application is fair, reasonable, in the public interest, and should be granted.

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-5366 be, and is hereby granted.

ENTERED AND MADE EFFECTIVE at Lincoln, Nebraska, this 8th day of February, 2022.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

Rod Johnson
Crystal Hoadley
Mary Kidden
Tim Schram

Don Watson
Chair

ATTEST:

Thomas W. Golden
Executive Director