

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Joint                    ) Application No. C-4477  
Application of Fusion                         )  
Telecommunications                            )  
International, Inc., NBS                      )  
Acquisition Corp., New York,                )  
New York, and Network Billing                ) GRANTED  
Systems, LLC, Wayne, New                    )  
Jersey, seeking approval for                )  
the Transfer of Control of                    )  
Network Billing Systems, LLC.                )  
  ) Entered: August 7, 2012

BY THE COMMISSION:

On June 11, 2012, a joint application was filed by Fusion Telecommunications International, Inc. (Fusion), NBS Acquisition Corp. (NewCo), of New York, New York, and Network Billing Systems, LLC (NBS) (collectively the "Applicants"), of Wayne, New Jersey, seeking approval for the Transfer of Control of NBS. Notice of the application was published in The Daily Record, Omaha, Nebraska, on June 15, 2012. 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

The Parties:

Fusion is a publicly-held Delaware corporation with its headquarters located in New York, New York. Fusion provides local, long distance, and international Voice over Internet Protocol (VoIP) services and other enhanced communications services and features. Fusion does not currently provide, nor is Fusion authorized to provide, intrastate telecommunications services within Nebraska or any other state, but Fusion is authorized by the Federal Communications Commission (FCC) to provide interstate and international telecommunications services.

NewCo is a corporation to be formed under the laws of the State of Delaware as a wholly-owned direct subsidiary of Fusion.

NBS is a privately-held New Jersey limited liability company with its headquarters in Wayne, New Jersey. NBS is

owned by its founder and CEO, Jonathon Kaufman (15%), and the LK Trust (85%) (collectively, the "NBS Owners"). NBS provides voice and data telecommunications services to small and medium sized companies and has been authorized to provide resold interexchange telecommunications services in the State of Nebraska since January 5, 1999.<sup>1</sup> NBS is also authorized by the FCC to provide interstate and international telecommunications services.

Description of the Transaction:

The Applicants entered into an agreement whereby NewCo will acquire all of the outstanding equity interests in NBS. Generally, Fusion entered into a Membership Interest Purchase and Sale Agreement (Agreement) whereby direct ownership of NBS was transferred from the NBS Owners to NewCo. The Agreement resulted in the transfer of 100% of the membership interests in NBS from the NBS Owners to NewCo. As a result, NBS will become a wholly-owned direct subsidiary of NewCo and a wholly-owned indirect subsidiary of Fusion.

The Agreement did not involve any assignment of any authorizations, nor did it involve the transfer of any customers between NBS and any affiliate of Fusion. NBS continues to provide services to its customers pursuant to its existing authorization, with no change in the existing rates or terms and conditions of service.

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-4477 be, and it is hereby, granted and Fusion Telecommunications International, Inc., NBS Acquisition Corp., and Network Billing Systems, LLC, are authorized to consummate the transfer of control.

---

<sup>1</sup> See *In the Matter of the Application of Network Billing Systems, LLC of Wayne, New Jersey, seeking authority to operate as a resale common carrier of telecommunications services within the State of Nebraska*, Docket C-1930, Granted, January 5, 1999.

MADE AND ENTERED at Lincoln, Nebraska, this 7th day of  
August, 2012.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

Chairman

ATTEST:

Executive Director

Application No. C-4477

Page 3

MADE AND ENTERED at Lincoln, Nebraska, this 7th day of August, 2012.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

*Tim Schram*

*Anne Boyle*

*Gerald L. Up*

Chairman

*Rod Johnson*

ATTEST:

*Shirley L. Up*

Executive Director

//s// Rod Johnson