

December 15, 2014

Kathleen H. Burgess  
Secretary  
New York State Department of Public Service  
3 Empire State Plaza  
Albany, New York 12223-1350

Dear Ms. Burgess:

BCE Nexxia Corporation and BCE U.S. Corporation, through counsel and pursuant to New York Public Service Law § 100, hereby submit the enclosed Petition for Authorization for Transfer of Control Application for Department approval to the *pro forma* transfer control of BCE Nexxia Corporation to BCE U.S. Corporation.

Due to the expected closing date of the proposed *pro forma* transfer of control, the Applicants respectfully request that the Department approve the transfer of control as expeditiously as possible. Specifically, the Applicants seek an accelerated review of the application by December 29, 2014.

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

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

**PETITION FOR AUTHORIZATION FOR TRANSFER OF CONTROL  
APPLICATION**

Pursuant to New York Public Service Law § 100, approval is hereby requested for the *pro forma* transfer of control of BCE Nexxia Corporation (“BCE Nexxia”) to BCE U.S. Corporation (“BCE US”). It also is hereby requested that the Commission approve the transfer as expeditiously as possible, and no later than December 29, 2014.

**DESCRIPTION OF THE TRANSFER OF CONTROL TRANSACTION**

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 or resold telephone services, but no local exchange service, under its Certificate of Public Convenience and Necessity (“CPCN”). The *pro forma* transfer of control will be seamless for New York customers. There will be no transfer of customers and no customer impact.

Attached as Exhibit 1 are diagrams of the current and proposed ownership structures.

**DESCRIPTION OF THE ENTITIES INVOLVED IN THE PROPOSED TRANSACTION**

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 service pursuant to New York State Case No. 03-C-0645 (June 11, 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 New York, 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 New York 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.

Based on guidance received from Staff, the applicants do not plan to provide customer notification because nothing will change for BCE Nexxia's customers.

**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  
613-785-6358 (tel)  
[jonathan.blakey@bell.ca](mailto:jonathan.blakey@bell.ca)

## **CONCLUSION**

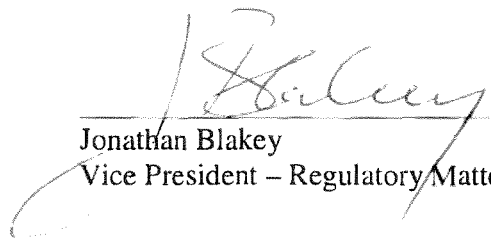
For the reasons stated above, BCE Nexxia and BCE US respectfully submit that the public interest would be furthered by a grant of this Application to transfer control of BCE Nexxia.



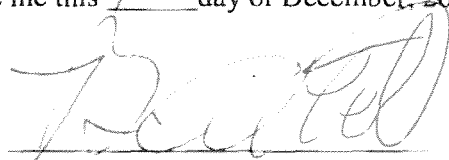
PROVINCE )  
STATE OF ONTARIO )  
COUNTY OF )  
CANADA )

**VERIFICATION**

I am authorized to represent **BCE U.S. Corporation** and to make this verification on their behalf. The statements in the foregoing document are true of my own knowledge, except as to matters which are herein stated on information and belief, and as to those matters, I believe them to be true.

  
Jonathan Blakey  
Vice President – Regulatory Matters

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of December, 2014.

  
Notary Public

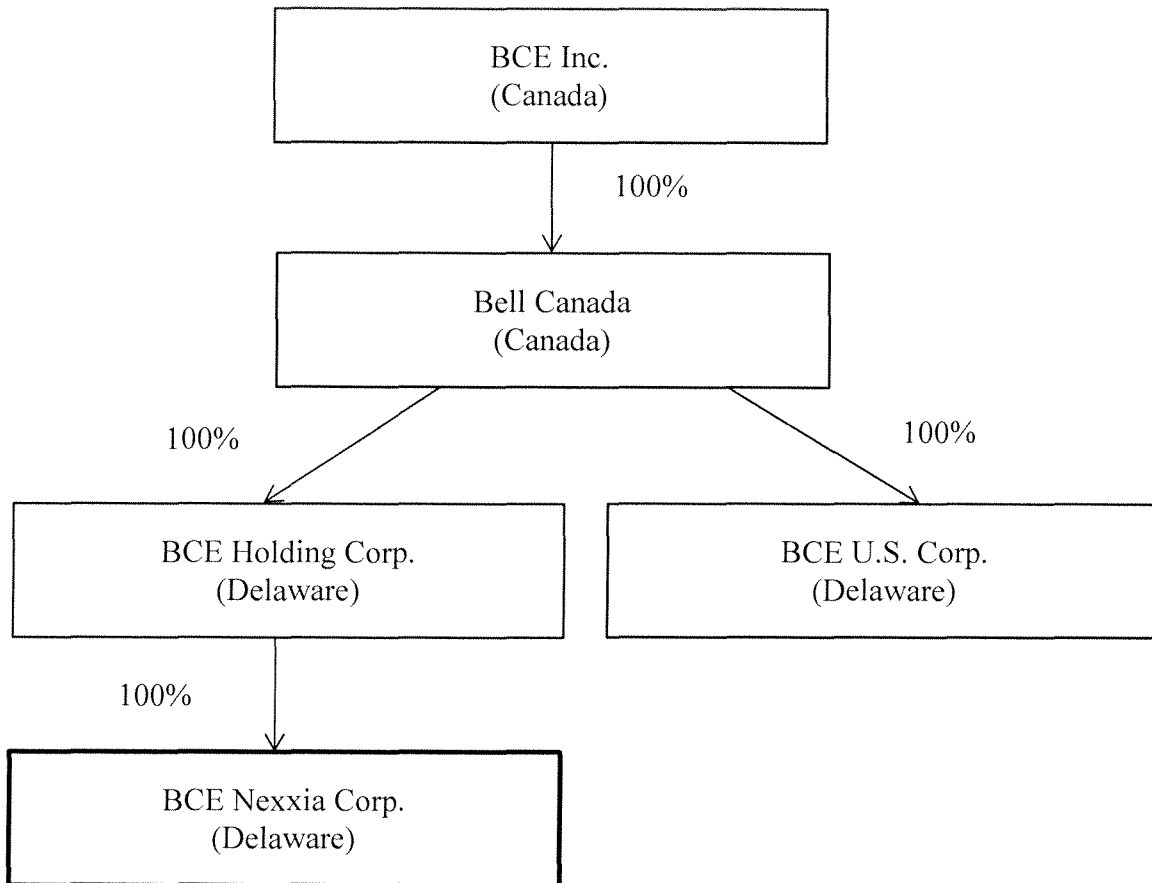
## **EXHIBITS**

Exhibit 1: Current and Proposed Corporate Structures

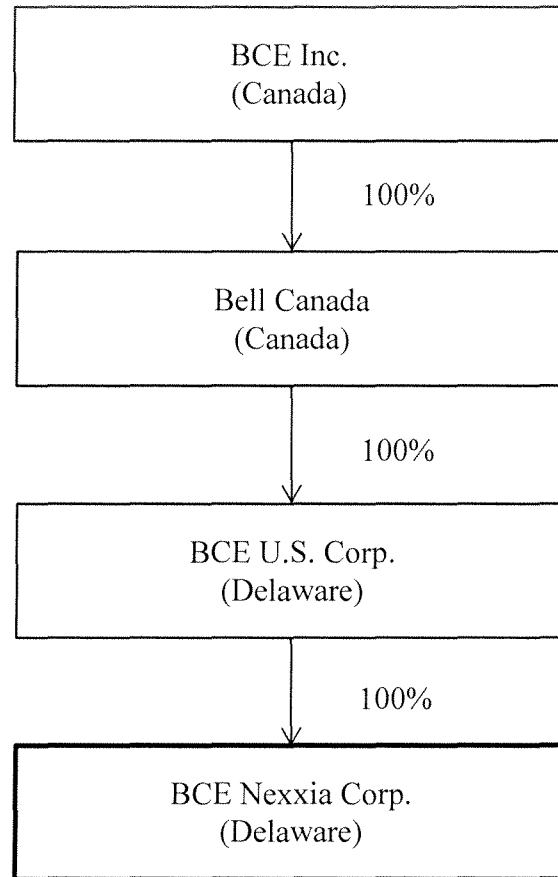
Exhibit 2: Telecommunications Carrier Critical Information Form

# **Exhibit 1**

## PRE-RESTRUCTURING ORGANIZATIONAL CHART



## POST-RESTRUCTURING ORGANIZATIONAL CHART



# **Exhibit 2**

New York State State Agencies Search all of NY.gov

New York State Public Service Commission  
Ensuring Safe, Reliable Service and Just, Reasonable Rates since 1907

## Office of Telecommunications

[Active Companies](#) | [Inactive Companies](#) | [All Companies](#) | [Ceased Operations](#) | [Frequently Asked Questions](#)

Company Name

Thank you for submitting the Telecommunications Company Critical Information Form to the New York State Department of Public Service. You will receive back an electronic version of this form for your records.

If you have any questions regarding the completion of this form, please contact Judy Sylvester at (518) 473 - 8074.

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NEW YORK STATE PUBLIC SERVICE COMMISSION  
TELECOMMUNICATIONS COMPANY CRITICAL INFORMATION FORM (TCCI)

**What is the TCCI form?**

The TCCI form is used to update basic company information in the Department's Telecommunications Company Critical Information Database that is maintained by the Office of Telecommunications. Company information is utilized in a number of Department applications and may be used in emergency situations to quickly correspond with companies.

**Who Is Required to File this Form?**

- ALL telecommunications providers including ALL cable television companies regulated by the New York Public Service Commission are required to complete a TCCI form.
- A company that has applied for certification as a telecommunications carrier in New York State.

**When should a company Update the Form?**

- All regulated companies are required to update the form and Stray Voltage Attestation annually September 1 of every year.
- A company that has changed its name and filed an Adoption Supplement with the New York Public Service Commission.
- A company that has changes to a previously filed TCCI.
- A company seeking Commission approval for a merger and/or acquisition, should file once the process has been completed. **Note:** All companies involved in the merger should complete a new or revised TCCI Form if they will continue to do business in New York.

**Instructions:**

This form is to be filed electronically, please fill out all fields and press the **Submit** button when completed. **NOTE:** If you need a copy of the form for your records, print it before submitting. Do not mail additional copies of the form to the Commission.

\*Please be advised: We recommend using Microsoft Internet Explorer 5 or greater. Users who are not using earlier versions than Microsoft Internet Explorer 5.0 may find that some or all of the features on this page will not function properly.

If you have any questions regarding the completion of this form, contact Judy Sylvester (518) 473-8074.

**Please Note: If there are subsequent changes to your company's information, submit a revised TCCI form immediately.**

Please check *only one* of the seven following boxes below and follow any applicable instructions for the box chosen.

**This form is being submitted because:**

This company is seeking certification in New York State

This company is certified by the New York Public Service Commission but has not submitted a TCCI form.

Please Note: This company will be listed on our website as Inactive with the Department until a properly completed TCCI form is received.

This company has filed an Adoption Supplement changing its name. Please indicate the former company name under "Formerly Known As" below.

This company has recently been certified by the New York Public Service Commission as a result of a merger or acquisition approved by the Commission and a transfer of a Certificate of Public Convenience and Necessity.

Name of the company(ies) that has ceased operations  
.....

Annual Update and Stray Voltage Attestation

Updating with new company information.

Updating company information as a result of a merger/acquisition that has been approved by the Commission.

**ALL OF THE FOLLOWING FIELDS MUST BE FILLED OUT OR THIS FORM WILL BE CONSIDERED INCOMPLETE.**

**IF A FIELD IS NOT APPLICABLE, INDICATE "NA".**

Company's Full Registered Name: BCE Nexxia Corporation  
.....

Full

Registered  
Name:

Formerly  
Known As,  
if  
applicable  
.....

**If Providing Cable Service:**

Region  
where  
.....

providing  
service:

System:

State in  
which  
Certificate of  
Incorporation  
filed:

Delaware

Company Website: www.bcenexxia.com

Company Corporate Address: BCE Nexxia Corporation

Line 2 (Street) 1821 Walden Office Square

Line 3 (Floor, Etc) Suite 400

City	State:	Zip:
Schaumburg	IL	60173

Attention: Jonathan Blakey

Copy  
Address  
Information  
all fields on  
Form

Company President:	First Name:	Last Name:
	Andre	Beaulieu

Telephone Number: 847-303-7200

Fax Number:

E-mail address:

Mailing address: BCE Nexxia Corporation

Line 2 1821 Walden Office Square

(Street)

Line 3 Suite 400

(Floor,  
Etc)

**City**

**State:**

**Zip:**

Schaumburg

IL

60173

Attention:

**Regulatory  
Contact:**

**First Name:**

**Last Name:**

Jonathan

Blakey

**Title:** Vice President - Regulatory Matters

**Telephone  
Number:** 847-303-7200

**Fax  
Number:**

**E-mail  
address:** jonathan.blakey@bell.ca

**Mailing  
address:** BCE Nexxia Corporation

Line 2 1821 Walden Office Square  
(Street)

Line 3 Suite 400  
(Floor, Etc)

**City**

**State:**

**Zip:**

Schaumburg

IL

60173

Copy  
Regulatory  
Contact  
Information  
to all fields  
on Form

**Regulatory  
Consumer  
Complaint  
Contact:**

**First Name:**

**Last Name:**

Jonathan

Blakey

**Telephone  
Number:** 847-303-7200

**Fax**

**Number:****E-mail address:** jonathan.blakey@bell.ca**Mailing address:** BCE Nexxia Corporation

Line 2 (Street) 1821 Walden Office Square

Line 3 (Floor, Etc) Suite 400

City	State:	Zip:
Schaumburg	IL	60173

Attention:

**IMPORTANT** 1-847-303-7200  
**Customer Contact Telephone Number:**

**Business Office Contact, Representative or Agent (for billing/assessment purposes):**

**First Name:**

Jonathan

**Last Name:**

Blakey

**Telephone Number:** 847-303-7200**Fax Number:****E-mail address:** jonathan.blakey@bell.ca**Mailing address:** BCE Nexxia Corporation

Line 2 (Street) 1821 Walden Office Square

Line 3 (Floor, Etc) Suite 400

City	State:	Zip:
Schaumburg	IL	60173

Attention:

By Order issued July 3, 2006 in Case 04-M-0159, the Commission directed all facilities-based telecommunications providers to adhere to

appropriate electrical safety codes and attest on an annual basis that they comply with the National Electrical Safety Code and National Electrical Code. Accordingly, by checking the 'yes' box below, I attest that our company's installation, operation, and maintenance practices and procedures are in compliance with applicable National Electrical Safety Code and National Electrical Code.

- Yes, our company's practices and procedures are in compliance with applicable National Electrical Safety Code and National Electrical Code.
- No, our company cannot make the above attestation. We will explain the reasons in a separate letter to the Director of the Office of Telecommunications.
- Our company is not facilities-based.

Company Officer's Name: First Name: Jonathan Last Name: Blakey  
 Title: Vice President - Regulatory Matters

Form Preparer's Name: First Name: Jonathan Last Name: Blakey

Telephone Number: 847-303-7200  
 (Area code)  
 + Number

E-mail address: jonathan.blakey@bell.ca

The opposite of Day is...  
 Night

Please submit this form by clicking on the SUBMIT button below.

[Click Here To Print Completed TCCI Form](#)

SUBMIT

\*Please be advised: We recommend using Microsoft Internet Explorer 5 or greater. Users who are not using Microsoft Internet Explorer 5.0 may find that some or all of the features on this page will not function properly.