

**EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.**

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**PAID T.R.A.**

Chk # 024763

Amount 25.00

Rcvd By JK

Date 1-19-06

T.R.A. DOCKET ROOM

GEORGE H. LENNON  
DAVID G. CROCKER  
MICHAEL D. O'CONNOR  
HAROLD E. FISCHER, JR.  
LAWRENCE M. BRENTON  
GORDON C. MILLER  
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RUSSELL B. BAUGH  
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KRISTEN L. GETTING

OF COUNSEL  
JOHN T. PETERS, JR.  
THOMPSON BENNETT  
(1912 - 2004)  
VINCENT T. EARLY  
(1922 - 2001)  
JOSEPH J. BURGIE  
(1926 - 1992)

January 17, 2006

Executive Secretary  
Telecommunications Division  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243

RE: BCN Telecom, Inc  
Application for Approval of Indirect Transfer of Control  
of Telecom Acquisition Company, LLC

06-00018

Dear Sir

Enclosed herewith for filing with the Commission, please find an original and thirteen (13) copies of the Application for Approval of Indirect Transfer of Control. Also enclosed is a check in the amount of \$25.00 representing the requisite filing fee.

Also enclosed is a duplicate copy of this letter. Please stamp the duplicate and return it to me in the postage-paid envelope attached thereto.

Please contact the undersigned should you have any questions or concerns.

Very truly yours,

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

Patrick D. Crocker  
PDC/pas

enc

**BEFORE THE  
TENNESSEE REGULATORY AUTHORITY**

Application BCN Telecom, Inc. )  
For Approval of Indirect Change of Control ) Docket No.  
Of Telecom Acquisition Company, LLC )

To the Tennessee Regulatory Authority:

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**PETITION FOR AUTHORITY TO TRANSFER CONTROL**

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BCN Telecom, Inc ("BCN" or "Company") by its attorneys, hereby respectfully requests that the Commission approve the proposed indirect transfer of control of the Company's parent Telecom Acquisition Company, LLC. This indirect transfer of control is occurring at the parent level without any impact on the certificated entity. Applicants do not seek to transfer the Company's operating authority in connection with this transaction. The Applicants request expedited treatment of this petition in order to permit the consummation of the transaction on or before March 1, 2006.

**THE PARTIES**

1 Telecom Acquisition Company, LLC ("TACO" or "Purchaser") is a New Jersey limited liability company, and the parent and sole owner of BCN Telecom, Inc. BCN is a New Jersey corporation and is authorized to provide resold and/or facilities-based intrastate local exchange and interexchange telecommunications services in Tennessee. The Company is currently authorized as a reseller of intrastate interexchange telecommunications services throughout the United States, and has resold and/or facilities-based local exchange authority in 22 states.

The principal address of TACO and BCN is as follows:

Telecom Acquisition Company, LLC  
550 Route 202-206  
Bedminster, NJ 07921-0760  
Telephone (908) 470-4780  
Facsimile (908) 470-4707

BCN Telecom, Inc  
550 Route 202-206  
Bedminster, NJ 07921-0760  
Telephone (908) 470-4700  
Facsimile (908) 470-4707

2 TACO is a limited liability company duly organized, validly existing, and in good standing under the Laws of the State of New Jersey. A copy of TACO's Articles of Organization is attached hereto as **Exhibit A**. The principal address of TACO is

550 Route 202-206  
Bedminster, NJ 07921  
Telephone (908) 470-4780  
Facsimile (908) 470-4707

3 Questions about this application should be directed to Patrick D. Crocker:

Patrick D. Crocker  
Early, Lennon, Crocker & Bartosiewicz, P L C  
900 Comerica Building  
Kalamazoo, MI 49007  
Telephone (269) 381-8844  
Facsimile (269) 381-8822

#### **INDIRECT TRANSFER OF CONTROL**

4 TACO has reached an agreement with the Sellers whereby TACO will acquire all of the membership interest of the sellers, subject to certain regulatory approvals. Specifically, TACO agrees to purchase and redeem 100% of the equity membership interests of the Sellers. Under this Agreement, Seller agrees to sell, assign, transfer, and deliver to Purchaser, all their equity membership interests at the Closing. BCN is and will continue to be solely owned by TACO before and after the transaction.

#### **QUALIFICATIONS OF TRANSFEREE**

5 Richard Boudria organized BCN Telecom, Inc., f/k/a NUI Telecom, Inc., f/k/a International Telephone Group, Inc. on April 14, 1994. The Company flourished for many years due to Mr. Boudria's dedication to quality and service. In April 2000, Mr. Boudria sold the Company to NUI Capital Corp. On May 21, 2003, Mr. Boudria organized TACO to repurchase the Company. Mr. Boudria currently owns 13% equity membership interest in TACO. Upon consummation of this transaction, Mr. Boudria will be the majority equity membership owner of TACO. Mr. Boudria is and will remain the President and CEO of BCN. TACO is a privately held limited liability company financially qualified to control the Company and its business. A copy of TACO's balance sheet is attached as **Exhibit B**.

6 The Company will continue to be led by the same team of well-qualified telecommunications professionals. Information concerning the Company's legal, technical, managerial and financial qualifications to provide telecommunications services was submitted with its application for certification filed with the TRA and is, therefore, a matter of record with the TRA.

**PUBLIC INTEREST**

7 This indirect transfer of control of the Company is in the public interest. After this indirect transfer of control, the Company will continue to operate as it has in the past, using the same tariff, operating authority, and the same name. BCN intends to retain all key Company personnel, including senior management personnel. Thus, the transfer of ownership or control will be transparent to, and have no adverse impact upon the Company's customers. The benefit from increased economies of scale will permit the Company to operate more efficiently and thus to compete more effectively.

**WHEREFORE**, the Applicants respectfully request that the Commission expedite the authorization of the indirect transfer of control of TACO so that the transaction may proceed without undue delay.

Respectfully submitted,

BCN Telecom, Inc.  
Telecom Acquisition Company, LLC

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Patrick D. Crocker  
Early, Lennon, Crocker & Bartosiewicz, P.L.C.  
900 Comerica Building  
Kalamazoo, MI 49007-4752  
Phone (269) 381-8844  
Fax (269) 381-8822  
Its Attorneys

**EXHIBIT A**

**Articles of Organization for  
Telecom Acquisition Company, LLC**

STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
FILING CERTIFICATION (CERTIFIED COPY)

TELECOM ACQUISITION COMPANY, L.L.C.

*I, the Treasurer of the State of New Jersey,  
do hereby certify, that the above named business  
did file and record in this department the below  
listed document(s) and that the foregoing is a  
true copy of the  
certificate of formation  
as the same is taken from and compared with the  
original(s) filed in this office on the date set  
forth on each instrument and now remaining on file  
and of record in my office.*



IN TESTIMONY WHEREOF, I have  
hereunto set my hand and  
affixed my Official Seal  
at Trenton, this  
5th day of November, 2003

A handwritten signature in dark ink, appearing to read "John E. McCormac". The signature is fluid and cursive, written in a professional style.

John E McCormac, CPA  
State Treasurer

CERTIFICATE OF FORMATION  
OF  
TELECOM ACQUISITION COMPANY, L.L.C.

LLC  
**FILED**

MAY 21 2003

Pursuant to N.J.S.A. 42:2B-1 et seq.

**State Treasurer**

The undersigned, being authorized to execute and file this Certificate of Formation, hereby certifies that:

FIRST: The name of the limited liability company is "Telecom Acquisition Company, L.L.C." (hereinafter the "Company").

SECOND: The name and address of the registered agent of the Company is Richard M Boudria of NUI Telecom, 550 Route 202-206, Bedminster, New Jersey 07921-0760

THIRD The term of the Company shall be perpetual unless otherwise terminated in accordance with the provisions of the Company's Operating Agreement.

IN WITNESS WHEREOF, I have signed this Certificate of Formation this 21st day of May 2003.



Frank B Reilly, Jr, Esq.  
Authorized Person

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**EXHIBIT B**

**Balance Sheet**



**Telecom Acquisitions Company**  
**As of November 30, 2005**

**ASSETS**

**Current Assets**

Cash	\$2,996
Prepaid Expenses	3,765
<b>Total Current Assets</b>	<b>6,761</b>

**Property and Equipment**

**Other Assets**

Intangibles	2,897,974
<b>Total Other Assets</b>	<b>2,897,974</b>

<b>Total Assets</b>	<b>2,904,735</b>
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**LIABILITIES AND CAPITAL**

**Current Liabilities**

Note Payable to Related Party	895,829
<b>Total Current Liabilities</b>	<b>895,829</b>

**Long-Term Liabilities**

<b>Total Liabilities</b>	<b>895,829</b>
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**Capital**

Retained Earnings	2,850,205
Capital Contribution	(815,000)
Net Income	(26,299)
<b>Total Capital</b>	<b>2,008,906</b>

<b>Total Liabilities &amp; Capital</b>	<b>2,904,735</b>
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**Telecom Acquisitions Company**  
**Monthly Income Statement**  
**November 30, 2005**

	<u>Actual YTD</u>
<b>Total Revenue</b>	-
Total Cost of Goods Sold	-
<b>Gross Margin</b>	<u>-</u>
<b>Operating Expenses</b>	
Commissions Expense	-
Payroll Expense	-
<b>General and Administrative Expense</b>	
Audit & Tax Expense	7,015
Insurance Exp	9,993
Legal, Tax and Professional Expense	7,441
Regulatory Fees Expense	50
<b>General and Administrative Exp Total</b>	<u>24,499</u>
Bad Debt Expense	-
Total Operating Expense	<u>24,499</u>
<b>EBITDA</b>	<u>24,499</u>
Depreciation & Amortization	-
<b>Operating Income</b>	<b>(24,499)</b>
<b>Other Income (Expense)</b>	
Other Expense	-
Income Before Income Taxes	(24,499)
Provision for Income Taxes	1,800
<b>Net Income</b>	<u><u>(26,299)</u></u>