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July 27, 2021

FILED VIA U.S. MAIL

David Foster, Director
Utilities Division
Tennessee Public Utility Commission
502 Deaderick Street, 4th Floor
Nashville, TN 37243

ATT’N: Ms. Lisa Foust
Bonds and Letters of Credit

Re: Wholesale Carrier Services, Inc.

Docket No. 07-00250

Submission of Surety Bond

Dear Director Foster:

On March 18, 2021, BCM One Group Holdings, Inc (“BCM One Group Holdings”) and Wholesale Carrier Services, Inc. (“WCS”) (together, the “Parties”) jointly filed a notice informing the Commission of a transfer of control of WCS to BCM One Group Holdings via a Share Purchase Agreement. On April 6, 2021, the Director, Economic Analysis, issued a memorandum indicating that no action by the Commission was required with respect to the notice of transfer of control.¹ BCM One Group Holdings subsequently provided notice to the Commission that the transfer of control transaction was consummated on July 15, 2021.

Upon this consummation of the transfer of control transaction, WCS became a co-borrower with respect to all debt financing for BCM One Group Holdings. The enclosed Surety Bond reflects the fact that this debt financing is secured by substantially all of the assets of WCS, in addition to those of BCM One Group Holdings, BCM One, Inc. (“BCM One”), and certain other entities. BCM One, a wholly-owned subsidiary of BCM One Group Holdings, is a corporation engaged in the telecommunications business and is duly organized and incorporated under the laws of the State of New York. The original, signed copy of the Surety Bond is being submitted.

¹ Jerry Kettles, Director, Economic Analysis, Tennessee Public Service Commission, Notification of Proposed Transfer of Control of Wholesale Carrier Services, Inc. to BCM Group Holdings, Inc., Docket No. 21-00036 (Apr. 6, 2021).

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Please return the original previous bond documentation for WCS (Bond No. 45BSBFW7845) to undersigned counsel. For that purpose, a self-addressed, stamped envelope is enclosed.

Should you have any questions regarding this matter, please do not hesitate to contact undersigned counsel.

Sincerely,

A handwritten signature in blue ink, appearing to read "Todd B. Lantor".

Todd B. Lantor
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Counsel to BCM One Group Holdings, Inc.

Enclosures

TENNESSEE PUBLIC UTILITY COMMISSION

TENNESSEE TELECOMMUNICATIONS SERVICE PROVIDER'S SURETY BOND

Bond #: CMS0382270

WHOLESALE CARRIER SERVICES, INC.
WHEREAS, 12350 NW 39th Street, Coral Springs, FL 33065 (the "Principal"), has applied to the Tennessee Public Utility Commission for authority to provide telecommunications services in the State of Tennessee; and

WHEREAS, under the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated, as amended, the Principal is required to file this bond in order to obtain such authority and to secure the payment of any monetary sanction imposed in any enforcement proceeding brought under Title 65 of the Tennessee Code Annotated or the Consumer Telemarketing Act of 1990 by or on behalf of the Tennessee Public Utility Commission (the "TPUC"); and

RLI INSURANCE COMPANY
WHEREAS, 9025 North Lindbergh Drive, Peoria, IL 61615 (the "Surety"), a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, has agreed to issue this bond in order to permit the Principal to comply with the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated;

NOW THEREFORE, BE IT KNOWN, that we the Principal and the Surety are held and firmly bound to the STATE OF TENNESSEE, in accordance with the provisions of Tennessee Code Annotated, Title 65, Chapter 4, Section 125(j), in the full amount of twenty thousand dollars (\$20,000.00) lawful money of the United States of America to be used for the full and prompt payment of any monetary sanction imposed against the Principal, its representatives, successors or assigns, in any enforcement proceeding brought under Title 65 of Tennessee Code Annotated or the Consumer Telemarketing Act of 1990, by or on behalf of the TPUC, for which obligation we bind ourselves, our representatives, successors and assigns, each jointly and severally, firmly and unequivocally by these presents.

This bond shall become effective on the 15th day of July, 2021, and shall be continuous; provided, however, that each annual renewal period or portion thereof shall constitute a new bond term. Regardless of the number of years this bond may remain in force, the liability of the Surety shall not be cumulative, and the aggregate liability of the Surety for any and all claims, suits or actions under this bond shall not exceed Twenty Thousand Dollars (\$20,000.00). The Surety may cancel this bond by giving thirty (30) days written notice of such cancellation to the TPUC and Principal by certified mail, it being understood that the Surety shall not be relieved of liability that may have accrued under this bond prior to the date of cancellation.

PRINCIPAL

WHOLESALE CARRIER SERVICES, INC.

Name of Company authorized by the TPUC

129034

Company ID # as assigned by TPUC

SIGNATURE OF PRINCIPAL

Name: Geoffrey Bloss
Title: CEO

SURETY

RLI INSURANCE COMPANY

Name of Surety

9025 North Lindbergh Drive
Peoria, IL 61615

Address of Surety

SIGNATURE OF SURETY AGENT

Name: Bartlomiej Siepierski
Title: Attorney-in-Fact

Address of Surety Agent:

CSS Specialty - Aon Risk Services Central, Inc.
200 E. Randolph, 12th Floor
Chicago, IL 60601

THIS BOND IS ISSUED IN ACCORDANCE WITH THE PROVISIONS OF SECTION 125, CHAPTER 4, TITLE 65 OF THE TENNESSEE CODE ANNOTATED AS AMENDED BY CHAPTER NO. 586, 2000 PUBLIC ACTS. SHOULD THERE BE ANY CONFLICT WITH THE TERMS HEREOF AND THE STATUTE OR REGULATIONS PROMULGATED THEREUNDER, THE STATUTE OR REGULATIONS SHALL PREVAIL. (POWER OF ATTORNEY FROM AN APPROVED INSURANCE COMPANY MUST BE ATTACHED.)

ACKNOWLEDGMENT OF PRINCIPAL

STATE OF ~~TENNESSEE~~ NEW YORK
COUNTY OF NEW YORK

Before me, a Notary Public of the State and County aforesaid, personally appeared Jeffrey Blos with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing bond on behalf of Wholesale Carrier Services, Inc. and he acknowledged to me that he executed the same.

WITNESS my hand and seal this 22 day of July, 2021.

My Commission Expires:

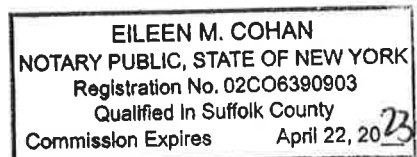
_____, 20____

Eileen Cohan

Notary Public

ACKNOWLEDGMENT OF SURETY

STATE OF _____
COUNTY OF _____



Before me, a Notary Public of the State and County aforesaid, personally appeared Bartlomiej Siepierski with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing bond on behalf of RLI INSURANCE COMPANY, the within named Surety, a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, and that he as such an individual being authorized to do so, executed the foregoing bond, by signing the name of the corporation by himself and as such individual.

WITNESS my hand and seal this 15th day of July, 2021.

My Commission Expires:

****SEE ATTACHED****

Notary Public

APPROVAL AND INDORSEMENT

This is to certify that I have examined the foregoing bond and found the same to be sufficient and in conformity to law, that the sureties on the same are good and worth the penalty thereof, and that the same has been filed with the Tennessee Public Utility Commission, State of Tennessee, this _____ day of _____, 20____.

Name:

Title:

POWER OF ATTORNEY

RLI Insurance Company Contractors Bonding and Insurance Company

9025 N. Lindbergh Dr. Peoria, IL 61615
Phone: 800-645-2402

Know All Men by These Presents:

That this Power of Attorney is not valid or in effect unless attached to the bond which it authorizes executed, but may be detached by the approving officer if desired.

That **RLI Insurance Company** and/or **Contractors Bonding and Insurance Company**, each an Illinois corporation, (separately and together, the "Company") do hereby make, constitute and appoint:

Sandra M. Winsted, Judith A. Lucky-Eftimov, Susan A. Welsh, Sandra M. Nowak, Christopher P. Troha, Michelle D. Krebs, Salena Wood, Derek J. Elston, Eric D. Sauer, Christina L. Sandoval, Jennifer Williams, Aerie Walton, Jennifer L. Jakaitis, Bartlomiej Siepierski, Barbara Pannier, Samantha Chierici, Kristin L. Hannigan, Andrew Marks, Nicholas Pantazis, Rachel Fore, jointly or severally

in the City of Chicago, State of Illinois its true and lawful Agent(s) and Attorney(s) in Fact, with full power and authority hereby conferred, to sign, execute, acknowledge and deliver for and on its behalf as Surety, in general, any and all bonds and undertakings in an amount not to exceed Twenty Five Million Dollars (\$25,000,000.00) for any single obligation.

The acknowledgment and execution of such bond by the said Attorney in Fact shall be as binding upon the Company as if such bond had been executed and acknowledged by the regularly elected officers of the Company.

RLI Insurance Company and/or **Contractors Bonding and Insurance Company**, as applicable, have each further certified that the following is a true and exact copy of a Resolution adopted by the Board of Directors of each such corporation, and is now in force, to-wit:

"All bonds, policies, undertakings, Powers of Attorney or other obligations of the corporation shall be executed in the corporate name of the Company by the President, Secretary, any Assistant Secretary, Treasurer, or any Vice President, or by such other officers as the Board of Directors may authorize. The President, any Vice President, Secretary, any Assistant Secretary, or the Treasurer may appoint Attorneys in Fact or Agents who shall have authority to issue bonds, policies or undertakings in the name of the Company. The corporate seal is not necessary for the validity of any bonds, policies, undertakings, Powers of Attorney or other obligations of the corporation. The signature of any such officer and the corporate seal may be printed by facsimile."

IN WITNESS WHEREOF, the **RLI Insurance Company** and/or **Contractors Bonding and Insurance Company**, as applicable, have caused these presents to be executed by its respective Vice President with its corporate seal affixed this 5th day of March, 2021.



**RLI Insurance Company
Contractors Bonding and Insurance Company**

By: B. W. Davis
Barton W. Davis Vice President

State of Illinois }
County of Peoria } SS

CERTIFICATE

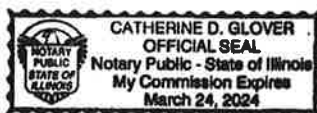
On this 5th day of March, 2021, before me, a Notary Public, personally appeared Barton W. Davis, who being by me duly sworn, acknowledged that he signed the above Power of Attorney as the aforesaid officer of the **RLI Insurance Company** and/or **Contractors Bonding and Insurance Company** and acknowledged said instrument to be the voluntary act and deed of said corporation.

I, the undersigned officer of **RLI Insurance Company** and/or **Contractors Bonding and Insurance Company**, do hereby certify that the attached Power of Attorney is in full force and effect and is irrevocable; and furthermore, that the Resolution of the Company as set forth in the Power of Attorney, is now in force. In testimony whereof, I have hereunto set my hand and the seal of the **RLI Insurance Company** and/or **Contractors Bonding and Insurance Company** this 15th day of July, 2021.

**RLI Insurance Company
Contractors Bonding and Insurance Company**

By: Jeffrey D. Fick
Jeffrey D. Fick Corporate Secretary

By: Catherine D. Glover
Catherine D. Glover Notary Public



ACKNOWLEDGEMENT BY SURETY

STATE OF ILLINOIS
COUNTY OF COOK

On this 15th day of July, 2021, before me, Derek Elston, a Notary Public, within and for said County and State, personally appeared Bartlomiej Siepierski to me personally known to be the Attorney-in-Fact of and for RLI Insurance Company and acknowledged that s/he executed the said instrument as the free act and deed of said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at my office in the aforesaid County, the day and year in this certificate first above written.



Notary Public in the State of Illinois
County of Cook

