



**STATE OF NEW JERSEY**  
**Board of Public Utilities**  
**44 South Clinton Avenue, 9<sup>th</sup> Floor**  
**Post Office Box 350**  
**Trenton, New Jersey 08625-0350**  
[www.nj.gov/bpu/](http://www.nj.gov/bpu/)

TELECOMMUNICATIONS

IN THE MATTER OF THE VERIFIED PETITION ) ORDER  
OF NETWORK BILLING SYSTEMS, L.L.C. FOR )  
APPROVAL TO PARTICIPATE IN ADDITIONAL )  
FINANCING ARRANGEMENTS OF FUSION NBS )  
ACQUISITION CORP. ) DOCKET NO. TF15101145

**Parties of Record:**

**James Laskey, Esq.**, Norris, McLaughlin & Marcus, P.A., on behalf of Petitioner  
**Stefanie A. Brand, Esq.**, Director, New Jersey Division of Rate Counsel

BY THE BOARD:

On October 2, 2015, Network Billing Systems, L.L.C. ("NBS" or "Petitioner") submitted a Verified Petition ("Petition") to the New Jersey Board of Public Utilities ("Board") pursuant to N.J.S.A. 48:3-7 and 48:3-9 requesting Board approval to participate in additional financing arrangements of its parent company, Fusion NBS Acquisition Corp. ("FNAC"), in an aggregate amount of up to \$100 million (which amount includes the \$47 million previously authorized by the Board).

**BACKGROUND**

NBS is a New Jersey limited liability company with a principal office located at 155 Willowbrook Boulevard, Wayne, New Jersey 07470. NBS is a wholly owned subsidiary of FNAC, a Delaware corporation. FNAC is a direct wholly owned subsidiary of Fusion Telecommunications International, Inc. ("Fusion" and together with each of its subsidiaries, the "Company"), a publicly-held Delaware corporation (NASDAQ: FSNN) with principal offices located at 420 Lexington Avenue, Suite 1718, New York, New York 10170. The Company provides digital voice and data communications services to businesses primarily in the United States and also digital voice services to carriers worldwide. Its business service offerings include Hosted Voice over Internet Protocol ("VoIP") and Session Initiated Protocol ("SIP") Trunking, and other enhanced communications services and features.

In New Jersey, NBS is authorized to provide local exchange and interexchange telecommunications services. See I/M/O the Petition of Network Billing Systems, L.L.C. for Approval to Provide Local Exchange and Interexchange Telecommunications Services

Throughout the State of New Jersey, Docket No. TE08070466, Order dated September 15, 2008. NBS is also authorized by the FCC to provide domestic and international telecommunications services. Additional information concerning NBS's legal, technical, managerial and financial qualifications has been submitted to the Board with various prior submissions with respect to NBS's certification and prior transactions and is therefore a matter of public record.<sup>1</sup> Petitioner requested that the Board take official notice of these descriptions of NBS's qualifications and requested that they be incorporated by reference. In support of its financial qualifications, NBS provided as Exhibit A to the Petition, the Company's consolidated financial statements (excluding the notes) from Fusion's most recent SEC Form 10-Q.

Consistent with the Board's Order issued in I/M/O the Verified Petition of Network Billing Systems, LLC for Approval to Participate in Additional Financing Arrangements of Fusion MBS Acquisition Corp., Docket No. TF14111285, Order dated December 17, 2014, NBS has provided a guaranty and related pledge of assets as security for (1) notes in the aggregate amount of approximately \$35 million, including \$9 million of notes issued on August 28, 2015, and (2) the drawdown of \$12 million on August 28, 2015, of committed revolving loans in an aggregate amount of \$15 million.<sup>2</sup> The funds from the new notes and the revolving loan were used, in part, to redeem approximately \$20 million in notes issued to one of FNAC's prior lenders.

By its Petition, NBS requests authority to provide a guaranty for, and related pledge of assets in support of, the Credit Agreement in the aggregate amount of \$40 million entered into by FNAC on August 28, 2015 (the "Credit Agreement").<sup>3</sup> Specifically, the Credit Agreement provides for \$15 million in revolving loans (described above) and \$25 million in term loans. FNAC drew down \$12 million of the \$15 million in revolving loans on August 28, 2015. FNAC has not yet borrowed under the term loan facility. The Credit Agreement is secured with a first priority lien on substantially all of the assets of FNAC and its subsidiaries; however, the lien on the New Jersey assets of NBS for the term loan(s) will not be effective until receipt of approval from the Board. Fusion and the subsidiaries of FNAC also provided a guaranty as security under the Credit Agreement; however, the guaranty by NBS for the term loan(s) will not be effective until receipt of the necessary regulatory approvals, including approval from the Board. In order to maintain flexibility to respond to market conditions and requirements, NBS requests approval to participate as a borrower or guarantor and by providing a pledge of its assets as

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<sup>1</sup> See I/M/O the Verified Petition of Network Billing Systems, LLC for Approval to Participate in Additional Financing Arrangements of Fusion NBS Acquisition Corp., Docket No. TF14111285 (Order dated December 17, 2014); I/M/O the Verified Joint Petition of Network Billing Systems, LLC and Cypress Communications Operating Company, LLC for Approval for the Assignment of Certain Retail Telecommunications Services and Customers of Cypress Communications Operating Company, LLC to Network Billing Systems LLC, Docket No. TM14060541 (Order dated July 23, 2014); I/M/O the Verified Petition of Network Billing Systems, LLC for Approval to Participate in Financing Arrangements of Fusion NBS Acquisition Corp., Docket No. TF14010102, (Order dated March 19, 2014); I/M/O the Verified Joint Petition of Fusion Telecommunications International, Inc., NBS Acquisition Corp., and Network Billing Systems, LLC for Approval (1) for the Transfer of Control of Network Billing Systems, LLC and (2) for Network Billing Systems, LLC to Participate in New Financing Arrangements of Fusion Telecommunications International, Inc., Docket No. TM12060511 (Order dated July 18, 2012); I/M/O the Petition of Network Billing Systems, L.L.C. for Approval to Provide Local Exchange and Interexchange Telecommunications Services Throughout the State of New Jersey, Docket No. TE08070466, (Order dated September 15, 2008).

<sup>2</sup> The agreements related to the financing arrangements entered into on August 28, 2015, are available at <http://ir.fusionconnect.com/all-sec-filings/content/0001354488-15-004197/0001354488-15-004197.pdf>.

<sup>3</sup> See note 2.

security for financing arrangements that are consistent with the parameters outlined in its Petition. Specifically, NBS seeks Board approval to incur debt and pledge its assets as security for up to an aggregate amount of up to \$100 million (which includes the \$47 million previously authorized by the Board). Petitioner expects that any long-term indebtedness incurred as part of the financing arrangements will mature up to ten years after issuance, depending on the type of debt instrument.<sup>4</sup> Interest rate(s) will be set according to market conditions at issuance and will be fixed or floating, or a combination thereof, with floating rates consisting of a base rate plus an agreed upon margin. Some or all of the expanded financing arrangements would be secured with security interests in some or all of the assets of the Company, including NBS. Further, Fusion and its current and future subsidiaries, including NBS, may provide a guaranty as security for all or part of the full amount in financing arrangements to the extent such entity is not a borrower. The financing arrangements may be used for acquisitions, working capital requirements, and other types of general corporate purposes.

In its Petition, the Petitioner emphasizes that approval of the financing arrangements would serve the public interest by promoting competition among telecommunications providers. Petitioner states that the financing arrangements will provide the Company with access to the financial resources necessary to complete potential acquisitions and other capital improvements. Petitioner asserts that the financing arrangements are necessary and appropriate, are consistent with the performance by NBS of its services to the public, do not impair NBS's ability to perform such services, and promote the corporate purposes of the Company. Petitioner also asserts that the financing arrangements will be transparent to NBS's customers and will not disrupt service or cause customer confusion or inconvenience.

In its Petition, the Petitioner also states that it does not expect the financing arrangements to result in a change to its existing management or employees in New Jersey. Petitioner asserts that it does not offer an employee pension plan, but that Petitioner's employees do have other retirement benefits that they will retain upon completion of the financing arrangements.

The Division of Rate Counsel has reviewed this matter and, by letter dated October 8, 2015 stated that it does not object to approval of the Petition. Letter from the New Jersey Division of Rate Counsel to the Board dated October 8, 2015, at 1 and 2.

**FINDINGS AND CONCLUSIONS**

After careful review of this matter, the Board **FINDS** that the proposed transactions will not have a negative impact on competition, the rates of current customers, or New Jersey employees. Therefore, after investigation and consideration of the record and information submitted in this proceeding, the Board **FINDS** that the expanded financing arrangements are in accordance with the law and in the public interest, and **HEREBY AUTHORIZES** Petitioner to participate in financing arrangements up to an aggregate amount of \$100 million, and to take those actions necessary to effectuate such financing arrangements.

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<sup>4</sup> The notes currently mature on October 31, 2022; the revolving loans currently mature on August 28, 2019; and borrowing under the term loan facility will mature on August 28, 2020. To the extent the maturity dates are amended in the future, the maturity date will be no later than 10 years from the date of the amendment.

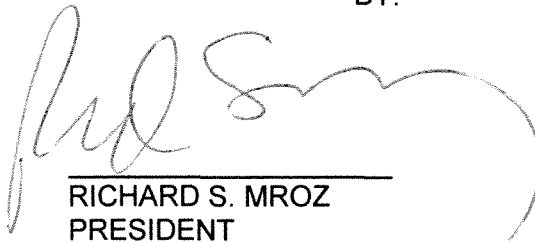
This Order is issued subject to the following provisions:

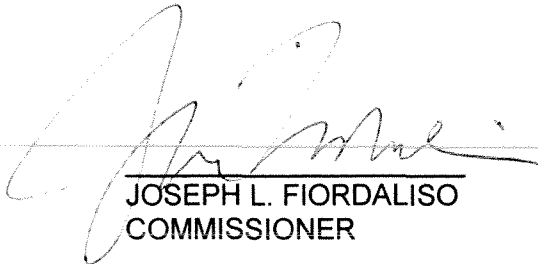
1. This Order shall not affect or in any way limit the exercise of the authority of the Board or the State of New Jersey in any future petition or in any proceeding regarding rates, costs of service, franchises, service, financing, accounting, capitalization, depreciation or any other matters affecting Petitioner.
2. Petitioner shall notify the Board, within five business days, of any material changes in the proposed financing and shall provide complete details of such transactions, including any anticipated effects upon service in New Jersey.
3. Petitioner shall notify the Board of any material default in the terms of the proposed financing within five business days of such occurrence.
4. Notwithstanding anything to the contrary in the documents executed pursuant to the financing transaction or other supporting documents, a default or assignment under such agreement does not constitute an automatic transfer of Petitioner's assets. Board approval must be sought pursuant to N.J.S.A. 48:1-1 et seq. where applicable.
5. This order shall not be construed as directly or indirectly fixing for any purpose whatsoever any value of tangible or intangible assets now owned or hereafter to be owned by the Petitioner.

This Order shall be effective November 26, 2015.

DATED: 11/16/15

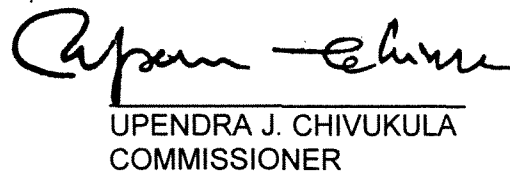
BOARD OF PUBLIC UTILITIES  
BY:

  
RICHARD S. MROZ  
PRESIDENT

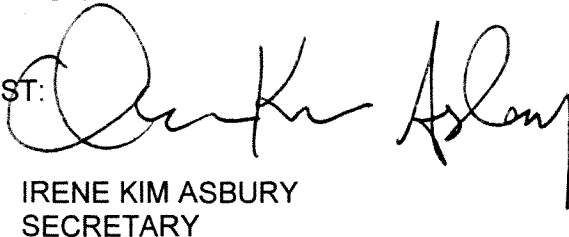
  
JOSEPH L. FIORDALISO  
COMMISSIONER

  
MARY-ANNA HOLDEN  
COMMISSIONER

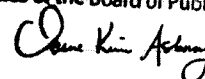
  
DIANNE SOLOMON  
COMMISSIONER

  
UPENDRA J. CHIVUKULA  
COMMISSIONER

ATTEST:

  
IRENE KIM ASBURY  
SECRETARY

I HEREBY CERTIFY that the within  
document is a true copy of the original  
in the files of the Board of Public Utilities



In The Matter Of The Verified Petition Of Network Billing Systems, L.L.C. For Approval To Participate in Additional Financing Arrangements of Fusion NBS Acquisition Corp.

Docket No. TF15101145

SERVICE LIST

James Laskey, Esq.  
Norris McLaughlin & Marcus, P.A.  
721 Route 202-206, Suite 200  
Post Office Box 5933  
Bridgewater, New Jersey 08807  
[ilaskey@nmmm.com](mailto:ilaskey@nmmm.com)

Catherine Wang, Esq.  
Brett P. Ferenchak, Esq.  
Bingham McCutchen, LLP  
2020 K Street, N.W., Suite 1100  
Washington, D.C. 20006-1806  
[Catherine.wang@bingham.com](mailto:Catherine.wang@bingham.com)  
[Brett.ferenchak@bingham.com](mailto:Brett.ferenchak@bingham.com)

Gordon Hutchins, Jr.  
President and Chief Operating Officer  
Fusion Telecommunications  
420 Lexington Avenue, Suite 1718  
New York, NY 10170  
[dhutchins@fusionconnect.com](mailto:dhutchins@fusionconnect.com)

Stefanie A. Brand, Esq., Director  
Division of Rate Counsel  
140 East Front Street, 4<sup>th</sup> Floor  
Post Office Box 003  
Trenton, NJ 08625-0003  
[sbrand@rpa.state.nj.us](mailto:sbrand@rpa.state.nj.us)

Raymond Khan, Legal Assistant  
Division of Rate Counsel  
140 East Front Street, 4<sup>th</sup> Floor  
Post Office Box 003  
Trenton, NJ 08625-0003  
[rkhan@rpa.state.nj.us](mailto:rkhan@rpa.state.nj.us)

Maria Novas-Ruiz, Esq.  
Division of Rate Counsel  
140 East Front Street, 4<sup>th</sup> Floor  
Post Office Box 003  
Trenton, NJ 08625-0003  
[Mnovas-ruiz@rpa.state.nj.us](mailto:Mnovas-ruiz@rpa.state.nj.us)

Irene Kim Asbury, Esq.  
Secretary of the Board  
Board of Public Utilities  
44 South Clinton Avenue, 9<sup>th</sup> Floor  
Post Office Box 350  
Trenton, New Jersey 08625-0350  
[Irene.asbury@bpu.state.nj.us](mailto:Irene.asbury@bpu.state.nj.us)

Lawanda Gilbert, Esq., Director  
Office of Cable Television and  
Telecommunications  
Board of Public Utilities  
44 South Clinton Avenue, 9<sup>th</sup> Floor  
Post Office Box 350  
Trenton, New Jersey 08625-0350  
[Lawanda.gilbert@bpu.state.nj.us](mailto:Lawanda.gilbert@bpu.state.nj.us)

Mark Beyer  
Chief Economist  
Economist Office  
Board of Public Utilities  
44 South Clinton Avenue, 9<sup>th</sup> Floor  
Post Office Box 350  
Trenton, New Jersey 08625-0350  
[Mark.beyer@bpu.state.nj.us](mailto:Mark.beyer@bpu.state.nj.us)

Christine Lin  
Administrative Analyst  
Economist Office  
Board of Public Utilities  
44 South Clinton Avenue, 9<sup>th</sup> Floor  
Post Office Box 350  
Trenton, New Jersey 08625-0350  
[Christine.lin@bpu.state.nj.us](mailto:Christine.lin@bpu.state.nj.us)

Carol Artale, Esq.  
Legal Specialist  
Counsel's Office  
Board of Public Utilities  
44 South Clinton Avenue, 9<sup>th</sup> Floor  
Post Office Box 350  
Trenton, New Jersey 08625-0350  
[Carol.artale@bpu.state.nj.us](mailto:Carol.artale@bpu.state.nj.us)

Patricia A. Krogman, Esq.  
Deputy Attorney General  
Department of Law & Public Safety  
Division of Law  
124 Halsey Street  
Post Office Box 45029  
Newark, New Jersey 07101-45029  
[Patricia.Krogman@dol.lps.state.nj.us](mailto:Patricia.Krogman@dol.lps.state.nj.us)