

Docket no. 14-113

CK#113494/60-7269  
3.19.14 \$100. RB

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March 18, 2014

**BY FEDERAL EXPRESS**

Alisa Carrow Bentley, Secretary  
Delaware Public Service Commission  
861 Silver Lake Boulevard  
Cannon Building, Suite 100  
Dover, DE 19904

**RE: Joint Application of Business Discount Plan, Inc. and U. S. Telecom Long Distance, Inc. for Approval to Assign Customer Contracts**

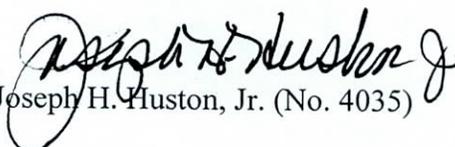
**PSC Docket No. \_\_\_\_\_**

Dear Ms. Bentley:

On behalf of Business Discount Plan, Inc. and U. S. Telecom Long Distance, Inc., enclosed for filing with the Commission are an original plus ten (10) copies of the above-referenced Application. Also enclosed is a check in the amount of \$100.00 for the requisite filing fee.

Please date-stamp the extra copies of these filings and return them to me in the enclosed self-addressed stamped envelope. If you have any questions, please contact me by any of the means listed above. Thank you.

STEVENS & LEE

  
Joseph H. Huston, Jr. (No. 4035)

Enclosures  
cc: Certificate of Service

Philadelphia • Reading • Valley Forge • Lehigh Valley • Harrisburg • Lancaster • Scranton  
Wilkes-Barre • Princeton • Cherry Hill • New York • Wilmington

A PROFESSIONAL CORPORATION

Docket NO. 14-113

BEFORE THE  
PUBLIC SERVICE COMMISSION  
Of DELAWARE

Joint Petition of )  
)  
**Business Discount Plan, Inc.** Assignee, and )  
) PSC Docket No. \_\_\_\_\_  
**U. S. Telecom Long Distance, Inc.,** Assignor )  
)  
For Approval for Assignee to Acquire the )  
Customers of Assignor )

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JOINT APPLICATION

Business Discount Plan, Inc. (“BDP”) and U. S. Telecom Long Distance, Inc. (“USTLD”) (jointly “Applicants”), by their undersigned representatives and pursuant to 26 Del. Code § 215 and the rules of the Delaware Public Service Commission (“Commission”), respectfully request Commission approval, to the extent required, for BDP to acquire the Delaware customers of USTLD, including the customer contracts, through a mutually negotiated customer base acquisition (“Transaction”). As a result of the Transaction, USTLD’s customers will be transferred to BDP, which will become the interexchange service provider for those customers. As described below, the Transaction will be virtually transparent to customers of USTLD in terms of the services that those customers receive and the rates and terms of those services currently provided by USTLD. USTLD will maintain its current operating authority and continue to assume attendant regulatory obligations in order to redirect its telecommunications market focus in the State. In support of this filing, the Applicants provide the following information:

## **I. INTRODUCTION AND REQUEST FOR EXPEDITED TREATMENT**

On February 25, 2014, BDP and USTLD entered into a customer base acquisition agreement whereby USTLD agreed to sell, and BDP agreed to acquire, USTLD's commercial and residential intraLATA and interLATA interexchange customers located in Delaware and other jurisdictions served by the Applicants. Under the terms of the Transaction, BDP will begin providing current USTLD customers the same services at the same rates, terms and conditions provided by USTLD, effective on or about March 27, 2014, following regulatory approvals, where required.

USTLD has made an affirmative business decision to redirect its market focus and to sell its existing customer base in order to concentrate its efforts on a different segment of the telecommunications market in Delaware and throughout the United States. To that end, USTLD will maintain its current operating authority and continue to comply with attendant regulatory obligations following the transfer of its customers to BDP.

USTLD will assign to BDP those customers for which applicable state governmental approvals are required and have been obtained under the terms of the Transaction in order to complete the assignment. The Applicants submit that the public interest would be served by the prompt transition of the business to BDP as quickly as possible, and therefore urge that the Commission promptly approve the requested transfer to permit the transfer of the Delaware customers at the earliest possible time.

## **II. DESCRIPTION OF THE APPLICANTS**

### **A. Business Discount Plan, Inc.**

BDP is a privately held corporation organized under the laws of the State of California on August 18, 1992. BDP is a provider of resold non-facilities-based interLATA and intraLATA

interexchange telecommunications services to commercial and residential customers in Delaware and throughout the United States. BDP was granted authority to provide interexchange telecommunications services in Delaware on February 14, 1995 under Commission Order 3946. The company is authorized by the Federal Communications Commission ("FCC") to provide interstate and international telecommunications services. BDP is in current compliance with its applicable regulatory obligations in Delaware and in the other jurisdictions in which it operates.

**B. U. S. Telecom Long Distance, Inc.**

USTLD is a privately-held corporation organized under the laws of the State of Nevada on August 13, 1997. USTLD is also a provider of resold non-facilities-based interLATA and intraLATA interexchange telecommunications services to commercial and residential customers in Delaware and throughout the United States. USTLD was granted authority to provide such services by the Commission on April 28, 1998 in PSC Docket No.97480, Order No. 4784.<sup>1</sup> The company is authorized by the FCC to provide interstate and international telecommunications services. USTLD is in current compliance with its applicable regulatory obligations in Delaware and in the other jurisdictions in which it operates.

**III. CONTACTS**

Questions or any correspondence, orders, or other materials pertaining to this filing should be directed to the following.

Joseph H. Huston, Jr.  
STEVENS & LEE P.C.  
1105 North Market Street, Suite 700  
Wilmington, DE 19801  
Telephone: 302.425.3310

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<sup>1</sup> Granted under the company's former name, "Business Calling Plan, Inc." company's name was subsequently changed to "Corporate Calling Services, In." (Commission Notification and replacement tariff submitted on August 31, 1998), and to "U.S. Telecom Long Distance, Inc." on August 3, 2001 (Commission Notification and replacement tariff submitted on August 31, 2001)

and to:

Andrew O. Isar  
MILLER ISAR, INC.  
4423 Point Fosdick Drive, N.W.  
Suite 306  
Gig Harbor, WA 98335  
Telephone: 253.851.6700

**With copies for Business Discount Plan, Inc.:**

Craig Konrad  
President  
Business Discount Plan, Inc.  
One World Trade Center  
Suite 800  
Long Beach, CA 90831  
Telephone: 949.798.7040

**With copies for U. S. Telecom Long Distance, Inc.:**

Robert Young  
President  
U.S. Telecom Long Distance, Inc.  
3960 Howard Hughes Parkway, 5th Floor, #5001F,  
Las Vegas, Nevada 89109  
Telephone: 888.299.6618

**IV. DESCRIPTION OF THE TRANSACTION**

Pursuant to an Asset Purchase Agreement, dated February 25, 2014 (the "Agreement"), BDP will acquire USTLD's customer accounts and contracts, to the extent permitted under applicable law and regulations, certificates, licenses, registrations or other authorizations to provide intrastate, interstate, and international telecommunications services. The Agreement and transfer will become effective on or about March 27, 2014, or upon approval by regulatory agencies in those jurisdictions where the companies operate.

USTLD will assign to BDP those customers and assets for which applicable governmental approvals have been obtained. In the interest of assuring seamless and

uninterrupted service, all of the assigned customers will continue to receive service from BDP under the same rates, terms and conditions of services as were previously provided by USTLD. BDP will initially comply with USTLD's existing tariff. Future changes in the rates, terms and conditions of service to the affected customers will be undertaken pursuant to customer contracts and the applicable federal and state notice and tariff requirements.

#### **V. PUBLIC INTEREST CONSIDERATIONS**

The Applicants respectfully submit that the proposed Transaction serves the public interest. The Transaction will result in the assignment of USTLD customers to an existing, long-standing company with established operating history in the State that will continue to provide telecommunications services to transferred customers without interruption. Further, the proposed Transaction is structured to assure an orderly transition of customers from USTLD to BDP.

In accordance with the terms of their service contracts and the rules and procedures of the FCC and applicable state(s), including this Commission, customers have been properly notified of the proposed transaction and the change in their telecommunications provider from USTLD to BDP. BDP and USTLD have provided customers with more than 30 days' advance notice of the transfer pursuant to Section 64.112(e) of the FCC's rules, 47 C.F.R. §64.1120(e), a copy of which is attached hereto at **Exhibit A**.

#### **VI. REQUEST FOR WAIVER OF APPLICABLE ANTI-SLAMMING REGULATIONS.**

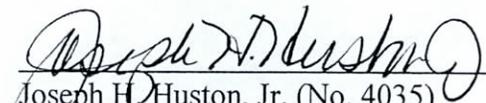
The Applicants have provided appropriate advance notice of the Transaction as noted in **Exhibit A**. The letter takes into account relevant state and federal notification and consent requirements applicable to this Transaction. In an abundance of caution, the Applicants request a waiver of any applicable account transfer or "anti-slamming" regulations that might nevertheless be violated by the Transaction's being consummated without specific authorization and

verification of each customer affected to the extent necessary. Each of USTLD's customers has received the requisite advance notice and will see no change in service rates, terms, or conditions of service from those currently in effect. The proposed Transaction will be seamless and virtually transparent to USTLD customers.

## VII. CONCLUSION

WHEREFORE, for the reasons set forth above, the Applicants request that the Commission grant all authority necessary for Business Discount Plan, Inc. to acquire the customers of U.S. Telecom Long Distance, Inc. Further, the Applicants request that the Commission expeditiously act on the Petition so that U.S. Telecom Long Distance, Inc.'s Delaware customers may be assigned to Business Discount Plan, Inc. at the earliest possible opportunity.

Respectfully submitted,

  
\_\_\_\_\_  
Joseph H. Huston, Jr. (No. 4035)  
STEVENS & LEE, P.C.  
1105 North Market Street, Suite 700  
Wilmington, DE 19801  
Telephone: 302.425.3310  
Email: [jhh@stevenslee.com](mailto:jhh@stevenslee.com)

Dated March 18, 2014

**BEFORE THE  
PUBLIC SERVICE COMMISSION  
Of DELAWARE**

Joint Petition of )  
 )  
**Business Discount Plan, Inc.** Assignee, and )  
 ) PSC Docket No. \_\_\_\_\_  
**U. S. Telecom Long Distance, Inc.,** Assignor )  
 )  
For Approval for Assignee to Acquire the )  
Customers of Assignor )

**LIST OF EXHIBITS**

<b>Exhibit A</b>	<b>Customer Notification</b>
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**EXHIBIT A**  
**Customer Notification**

(Attached)

# BUSINESS DISCOUNT PLAN, INC.

One World Trade Center Suite 800 Long Beach CA 90831

<http://www.interstatebdprate.net/>

## Notice of Carrier Change

February 25, 2014

Dear Valued U.S. Telecom Long Distance, Inc. Customer:

Great news for your long distance service! Following a reevaluation of its business focus, your current long distance company, U.S. Telecom Long Distance, Inc. ("UST") has entered into an agreement with Business Discount Plan, Inc. ("BDP") to acquire certain business holdings. **As a result, Business Discount Plan, Inc., will automatically become your new long distance telecommunication services provider after March 27, 2014.** (The specific date(s) of the transfer of your interstate and intrastate telephone services may differ depending upon when we receive the applicable federal and state regulatory approvals.)

**Please rest assured that the transaction will not affect the services you currently receive.** You will continue to receive services with the same rates, features, terms, and conditions as you currently enjoy, with the added convenience of receiving one bill through your local telephone company, where available. In the event that changes are made to your service you will be notified by separate mailing thirty (30) days prior to the changes becoming effective.

You will not be responsible for any charges associated with the transfer of your account. All charges associated with the transfer to BDP will be borne by BDP. Although you have the right to select the carrier of your choice, we value your business and hope that BDP may continue to serve you. If you should choose another telephone provider you will need to contact that carrier directly to arrange for the change prior to the transfer of your services to BDP and also provide BDP with notice per existing service terms. It can take several weeks for a new carrier to make the switch and you may also incur service initiation fees from that provider such as service order, installation and other similar charges associated with establishing a new service account.

If you currently have a preferred carrier freeze on your account you will still be automatically transferred to BDP on the effective date unless you have selected another carrier before the effective date. To arrange a new freeze or confirm an existing freeze, you must contact your local service provider.

BDP will be responsible for responding any customer inquiries prior to and during the transfer of service from UST to BDP. **BDP's toll free customer service number for BDP is 800-680-1120, which will remain the same after your services are transferred.**

You can trust that you will be provided with the same quality service to which you have grown accustomed with UST. We welcome you to BDP and look forward to meeting all your long distance communication needs. Please visit the web site <http://www.interstatebdprate.net/> for more information.

Sincerely,

The Product Management Team  
Business Discount Plan, Inc.

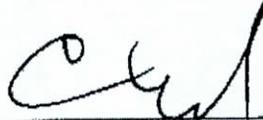
STATE OF CALIFORNIA

)  
)  
)

COUNTY OF ORANGE

**VERIFICATION**

I, Craig Konrad, state that I am President of Business Discount Plan, Inc. ("BDP"); that I am authorized to make this verification on behalf of BDP; that the foregoing filing was prepared under my direction and supervision; and that, with respect to BDP, the same are true and correct to the best of my knowledge, information, and belief.



Craig Konrad  
President  
Business Discount Plan, Inc.  
One World Trade Center  
Suite 800  
Long Beach, CA 90831  
Telephone: 949.798.7040

Subscribed and Sworn to me this 10th day of <sup>March</sup>~~February~~, 2014

Surbhi Lohia

Notary Public

My Commission Expires: June 14, 2017

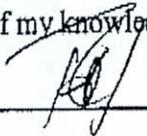


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STATE OF CALIFORNIA )  
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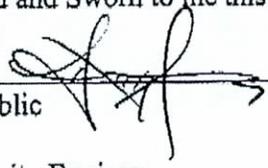
VERIFICATION

I, Robert Young, state that I am President of U.S. Telecom Long Distance, Inc. ("USTLD"); that I am authorized to make this verification on behalf of USTLD that the foregoing filing was prepared under my direction and supervision; and that, with respect to USTLD, the same are true and correct to the best of my knowledge, information, and belief.



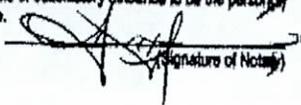
Robert Young  
President  
U.S. Telecom Long Distance, Inc.  
3960 Howard Hughes Parkway  
Fifth Floor, No. 5001F  
Las Vegas, NC 89109  
Telephone: 888.299.6618

Subscribed and Sworn to me this 11<sup>th</sup> day of ~~February~~ <sup>MARCH</sup>, 2014

Notary Public 

My Authority Expires: 11/24/15

SEAL

STATE OF CALIFORNIA COUNTY OF ORANGE  
Subscribed and sworn to (or affirmed) before me on this 11<sup>th</sup> day of MARCH, 2014, by ROBERT YOUNG,  
proved to me on the basis of satisfactory evidence to be the person who  
who appeared before me.   
(Signature of Notary)



**BEFORE THE  
PUBLIC SERVICE COMMISSION  
OF DELAWARE**

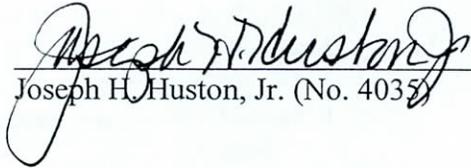
Joint Petition of )  
 )  
**Business Discount Plan, Inc.** Assignee, and )  
 ) PSC Docket No. \_\_\_\_\_  
**U. S. Telecom Long Distance, Inc.,** Assignor )  
 )  
For Approval for Assignee to Acquire the )  
Customers of Assignor )

**CERTIFICATE OF SERVICE**

I hereby certify that on this 18<sup>th</sup> day of March, 2104 a copy of the foregoing Application was served by first class mail, postage prepaid, upon the following:

Division of the Public Advocate  
820 N. French St., 4th Floor  
Wilmington, Delaware 19801

Julie M. Donoghue, Esquire  
Deputy Attorney General  
Delaware Department of Justice  
820 North French Street, 6th Floor  
Wilmington, DE 19801

  
\_\_\_\_\_  
Joseph H. Huston, Jr. (No. 4035)