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May 6, 2014

***Via E-Filing***

David Danner, Executive Secretary  
Washington Utilities and Transportation Commission  
1300 South Evergreen Park Drive, S.W.  
Olympia, WA 98504

**Re: Network Billing Systems, LLC  
Registration and Request for Competitive Classification**

Dear Mr. Danner:

On behalf of Network Billing Systems, LLC (“NBS”), attached for filing is the above-referenced Registration. Please acknowledge receipt and acceptance of this filing. Should you have any questions, please do not hesitate to contact the undersigned.

Sincerely yours,



Jean L. Kiddoo  
Brett P. Ferenchak  
Counsel for Network Billing Systems, LLC

Beijing  
Boston  
Frankfurt  
Hartford  
Hong Kong  
Lexington (GSC)  
London  
Los Angeles  
New York  
Orange County  
San Francisco  
Santa Monica  
Silicon Valley  
Tokyo  
Washington

Bingham McCutchen LLP  
2020 K Street NW  
Washington, DC  
20006-1806

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**REGISTRATION AND COMPETITIVE CLASSIFICATION OF TELECOMMUNICATION COMPANIES**

All telecommunications companies must register with the Utilities and Transportation Commission (UTC) prior to beginning operations in the state of Washington. Refer to RCW 80.36, WAC 480-121, 480-80, and 480-120.

1300 South Evergreen Park Drive SW  
PO Box 47250  
Olympia, WA 98504-7250

Telephone 360-664-1160 / Fax 360-586-1150  
TTY 360-586-8203 or 1-800-416-5289  
Website: [www.utc.wa.gov](http://www.utc.wa.gov)

The UTC has a policy of providing equal access to its services. To request this document in alternate formats, please call 360-664-1133.

- Complete the application form.
- Submit these forms via the [Records Center Web portal](#) or e-mail to [records@utc.wa.gov](mailto:records@utc.wa.gov) as an electronic attachment. UTC encourages electronic submission of filings.
- UTC will issue a registration certificate with an effective date 30 days from the date the completed application is received and approved.

**Include the following:**

- Current Balance Sheet                       Latest Annual Report, if any

**Applicant does not maintain separate financial statements. Rather, Applicant’s financial information is consolidated in the financial statements of its ultimate parent company, Fusion Telecommunications International, Inc. (“Fusion”) A copy of Fusion’s most recent balance sheet from its SEC Form 10-K is attached hereto.**

**Competitive Classification**

- Yes     No    Applicant is subject to effective competition and requests waiver of regulatory requirements outlined in WAC 480-121-063 (1).

**Telecommunications Company Information**

Company Name: Network Billing Systems, LLC                      d/b/a:    
Company Mailing Address: 155 Willowbrook Boulevard  
City/State/Zip: Wayne, NJ 07470  
Web Site Address: <http://www.nbsvoice.com/>  
Unified Business Identification Number (UBI): 601905412  
(If you do not know your UBI number or need to request one contact the Business Licensing Services at 360-664-1400 or 1-800-451-7985)

Questions regarding this application should be directed to:

Name: Jean L. Kiddoo, Brett P. Ferenchak

Phone Number: (202) 373-6000 Fax Number: (202) 373-6001

E-mail:

jean.kiddoo@bingham.com

brett.ferenchak@bingham.com

Mailing Address: Bingham McCutchen LLP, 2020 K Street, NW

City/State/Zip: Washington, DC 20006

**Registered Agent** (A Washington Agent is required if the company is located outside Washington State):

Name: Business Filings Inc.

Mailing Address: 505 Union Ave SE Ste 120

City/State/Zip: Olympia, WA 98501

Phone Number: 800-981-7183

**Name, address and title of each officer or director (attach additional pages if needed)**

<u>Name</u>	<u>Address</u>	<u>Title</u>
Jonathan Kaufman	Network Billing Systems, LLC 155 Willowbrook Boulevard Wayne, NJ 07470	President and CEO
Gordon Hutchins, Jr.	Fusion Telecommunications International, Inc. 420 Lexington Avenue, Suite 1718, New York, NY 10170	Executive Vice President
Russell Markman	Network Billing Systems, LLC 155 Willowbrook Boulevard Wayne, NJ 07470	Executive Vice President
Marc Gelberg	Fusion Telecommunications International, Inc. 1475 W. Cypress Creek Road, Suite 204, Fort Lauderdale, FL 33309	Senior Vice President - Finance and Controller

**As a limited liability company, Applicant does not have directors but rather is managed by Fusion NBS Acquisition Corp. ("FNAC"), which is also Applicant's sole owner.**

**Regulatory Contact:**

Name: Ken Belhumer, Tax and Regulatory Manager

Mailing Address: 155 Willowbrook Boulevard, Wayne, NJ 07470

Phone Number: 973-638-2112

Fax Number: 973-638-2189

E-mail: [kenb@nbsvoice.com](mailto:kenb@nbsvoice.com)

**Consumer Questions and/or Complaint Contact:**

Name: Toni Campanello

Title: Senior Director – Customer Service and Sales Support

Phone Number: 973-638-2113

Fax Number: 973-638-2194,

E-mail: [tonic@nbsvoice.com](mailto:tonic@nbsvoice.com)

**Emergency Contact:**

Name: Ken Belhumer

Title: Tax and Regulatory Manager

Phone Number: 973-638-2112

Fax Number: 973-638-2189

E-mail: [kenb@nbsvoice.com](mailto:kenb@nbsvoice.com)

**Telecommunication services that will be provided (check all that apply):**

- |  |  |
|--|--|
| <input checked="" type="checkbox"/> Local Exchange Service (Resale)  | <input checked="" type="checkbox"/> Data Services  |
| <input type="checkbox"/> Calling Cards   | <input type="checkbox"/> Prepaid Calling Cards     |
| <input type="checkbox"/> Alternate Operator Services   | <input type="checkbox"/> Directory Assistance      |
| <input checked="" type="checkbox"/> Long Distance Interlata  | <input checked="" type="checkbox"/> WATS (800/888) |
| <input checked="" type="checkbox"/> Long Distance Intralata  |  |
| <input checked="" type="checkbox"/> Other, please specify <b>Applicant seeks authority to provide resold and facilities-based local exchange, interexchange, private line, switched access, data, and Internet access.</b> |  |

# BALANCE SHEET

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**FUSION TELECOMMUNICATIONS INTERNATIONAL, INC.**  
**CONSOLIDATED FINANCIAL STATEMENTS**  
**For the Years Ended December 31, 2013 and 2012**

**CONSOLIDATED BALANCE SHEETS**

	<b>December 31,</b>	<b>December 31,</b>
	<b>2013</b>	<b>2012</b>
<b>ASSETS</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$ 6,176,575	\$ 543,214
Accounts receivable, net of allowance for doubtful accounts of approximately \$381,000 and \$514,000, respectively	5,828,389	2,924,302
Prepaid expenses and other current assets	2,704,787	1,001,449
<b>Total current assets</b>	<b>14,709,751</b>	<b>4,468,965</b>
<b>Property and equipment, net</b>	<b>11,193,355</b>	<b>2,748,062</b>
<b>Other assets:</b>		
Security deposits	585,083	439,741
Restricted cash	1,163,872	1,026,326
Goodwill	5,124,130	2,406,269
Intangible assets, net	35,048,818	15,396,117
Other assets	1,125,652	582,947
<b>Total other assets</b>	<b>43,047,555</b>	<b>19,851,400</b>
<b>TOTAL ASSETS</b>	<b>\$ 68,950,661</b>	<b>\$ 27,068,427</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		
<b>Current liabilities:</b>		
Notes payable - non-related parties	\$ 625,000	\$ 208,333
Notes payable - related parties	310,714	639,286
Equipment financing obligations	245,138	136,392
Escrow payable	295,000	-
Accounts payable and accrued expenses	11,161,550	10,579,496
Related party payable	226,148	1,159,573
Current liabilities from discontinued operations	55,000	55,000
<b>Total current liabilities</b>	<b>12,918,550</b>	<b>12,778,080</b>
<b>Long-term liabilities:</b>		
Notes payable - non-related parties, net of discount	36,788,987	14,475,747
Notes payable - related parties	1,478,081	4,492,136
Equipment financing obligations	167,614	102,071
Derivative liability	10,515,472	1,066,000
Other long-term liabilities	131,627	266,132
<b>Total liabilities</b>	<b>62,000,331</b>	<b>33,180,166</b>
<b>Commitments and contingencies</b>		
<b>Stockholders' equity (deficit):</b>		
Preferred stock, \$0.01 par value, 10,000,000 shares authorized, 23,525 and 11,907 shares issued and outstanding	235	119
Common stock, \$0.01 par value, 550,000,000 shares authorized, 303,833,242 and 178,250,533 shares issued and outstanding	3,038,331	1,782,504
Capital in excess of par value	163,648,034	146,760,005
Accumulated deficit	(159,736,270)	(154,654,367)
<b>Total stockholders' equity (deficit)</b>	<b>6,950,330</b>	<b>(6,111,739)</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>	<b>\$ 68,950,661</b>	<b>\$ 27,068,427</b>

The accompanying notes are an integral part of these consolidated financial statements.

DISTRICT OF COLUMBIA

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CITY OF WASHINGTON

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**VERIFICATION**

I, Gordon Hutchins, Jr., state that I am President and Chief Operating Officer of Fusion Telecommunications International, Inc. and a corporate officer of its subsidiaries (collectively, the "Company"), including Network Billing Systems, LLC; that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

  
\_\_\_\_\_  
Gordon Hutchins, Jr.  
President and Chief Operating Officer  
Fusion Telecommunications International, Inc.

Sworn and subscribed before me this 30<sup>th</sup> day of January, 2014.

  
\_\_\_\_\_  
Notary Public

My commission expires \_\_\_\_\_  
Sonja Sykes-Minor  
District of Columbia, Notary Public  
My Commission Expires  
October 14, 2014

