

Kay Flynn

To: Tommy Williams  
Subject: RE: 001247-TI

We'll show the title as:

Request by Platinum Equity Holdings, LLC (parent corporation) for approval of ultimate transfer of control of Operator Service Company (holder of IXC Certificate No. 2981) to BC Holding III Corporation.

We'll also place tthe 9/22/00 letter from Connie Wightman in the docket file as an attachment to this e-mail.

Thanks.

-----Original Message-----

From: Tommy Williams  
Sent: Wednesday, September 27, 2000 8:40 AM  
To: Kay Flynn  
Subject: RE: 001247-TI

Kay, in reviewing the new request it seems that the company is going through some internal reorganizate with two transfer of control mergers of Operator Service Company. The first is the transfer of control of Operator Service Company to Billing Concepts Corp. and the second is the transfer of control from Billing Concepts Corp. to BC Holding III Corporation. The company will maintain its current name and tariff on file with this commission during all of these transfers. Since all of this is internal and the parent company will remain the same I tend to believe that we can change the current docket title to reflect the following:

Due to internal reorganizatiomm of several companies, request by Platinum Equity Holdings, LLC (parent corporation)for final approval of transfer of control of Operator Service Company (holder of IXC Certificate No. 2981) to BC Holding III Corporation.

-----Original Message-----

From: Kay Flynn  
Sent: Wednesday, September 27, 2000 7:41 AM  
To: Tommy Williams  
Cc: Linda Williams  
Subject: 001247-TI

Tommy, please provide a response to this e-mail, and give the complete changed title for the above docket. Once we get that e-mail, we will use it to change the docket title, and place the letter from Connie Wightman in the docket file.

Thanks.

Kay

- APP \_\_\_\_\_
- CAF \_\_\_\_\_
- CMP \_\_\_\_\_
- COM \_\_\_\_\_
- CTR \_\_\_\_\_
- ECR \_\_\_\_\_
- LEG \_\_\_\_\_
- OPC \_\_\_\_\_
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- RGO \_\_\_\_\_
- SEC   1
- SER \_\_\_\_\_
- OTH Done

*Done*  
*Gr Northye* *Done 9/28/00*

DOCUMENT NUMBER-DATE

**12181** SEP 27 8

FPSC-RECORDS/REPORTING



September 22, 2000  
Via Overnight Delivery

210 N. Park Ave.  
Winter Park, FL  
32789

P.O. Drawer 200  
Winter Park, FL  
32790-0200

Tel: 407-740-8575  
Fax: 407-740-0613  
tmi@tminc.com

Mr. Thomas Williams  
Florida Public Service Commission  
2540 Shumard Oak Boulevard  
Gerald L. Gunter Building, Room 270  
Tallahassee, FL 32399-0850

**RECEIVED**

SEPP22652000

Florida Public Service Commission  
Division of Regulation Oversight

**RE: Docket No. 001247-TI  
NOTICE OF TRANSFER OF CONTROL  
OPERATOR SERVICE COMPANY, Certificate No. 2981**

Dear Tom:

In our prior letter in this docket, we asked the Commission to approve the transfer of control of Operator Service Company to Billing Concepts Corp. In the intervening time, a second acquisition is proposed which is described in detail in the attached notice. We would like to amend our current request to recognize the final transaction which ultimately transfers control of Operator Service Company to BC Holding III Corporation.

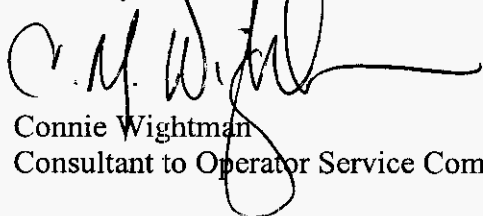
Operator Service Company will continue to operate as a separate entity in Florida, with no change in name, address or contact information. Please see the attached notice for details.

If possible, we would like to retain our current CASR schedule for this to be considered in October. Please call me to confirm that this will be possible.

Please help me keep our records complete by acknowledging this filing. Return the extra copy of this transmittal with a received date in the self-address, stamped envelope enclosed for this purpose.

I am grateful for your assistance with this and apologize for any confusion this subsequent filing may cause. I think it is in the best interest of OSC, the Commission and the public to combine this into one request for efficient resolution.

Sincerely,



Connie Wightman  
Consultant to Operator Service Company

cc: Kirk Smith, OSC  
Judith Riley, Telecom Professionals, Inc., 2712 Lakeside Drive, Oklahoma City,  
Ok. 73120

File: OSC - FL  
TMS: FLX0001a

## **REQUEST FOR APPROVAL OF TRANSFER OF CONTROL**

of

### **OPERATOR SERVICE COMPANY**

Operator Service Company ("OSC") hereby provides notice and requests approvals relating to the proposed transfer of controlling interest in its stock by BC Holding III Corporation. This proposed transfer follows directly behind the acquisition of OSC by Billing Concepts Corporation.

As a result of these transfers, OSC will become a wholly-owned subsidiary of BC Holding III Corporation, whose ultimate parent company is Platinum Equity Holdings, LLC.

OSC will remain a separate operating company and will continue to provide service in Florida under the name of Operator Service Company. OSC currently operates under Certificate No. 2981 in Florida.

#### **I. THE COMPANY ACQUIRING OPERATOR SERVICE COMPANY**

BC Holding III Corporation ("Buyer") is a company organized under the laws of Delaware with its principal office located in California. Buyer is not a certificated entity in the State of Florida and has not registered to do business in Florida as a foreign entity. Buyer is a holding corporation organized for the purpose of holding BC Acquisition IV Corporation which, in turn, was formed for the purpose of merging with and into Operator Service Company.

Platinum Equity Holdings, LLC, a Delaware limited liability company ("Platinum"), was formed as a vehicle for the acquisition of companies and is the ultimate parent of Buyer. Platinum is recognized as one of the largest and fastest growing privately held information technology companies in the United States, with 16 technology driven subsidiaries and a workforce of 10,000 employees. By acquiring OSC, Platinum adds a leading provider of interactive voice response and

customer response management to its portfolio companies. Platinum is also the ultimate parent company of Matrix Telecom, Inc. ("Matrix"), a telecommunications service provider in Florida. For the immediate future, Matrix and OSC will both continue to operate in the State of Florida, serving distinctly different markets. The press release and organizational chart attached as Exhibit 1 provides more information about the overall acquisition.

## **II. THE AGREEMENT**

On September 15, 2000 OSC entered into an Agreement and Plan of Merger. As a net result of the merger, Buyer will own 100% of the outstanding shares of Common Stock in OSC. OSC will remain a separate operating company. This Agreement and Plan of Merger do not contemplate that Buyer, or its ultimate parent company, Platinum, will operate directly in Florida as a telecommunications services provider.

## **III. CUSTOMER IMPACT**

OSC will remain a separate operating company in the State of Florida. OSC has a current tariff on file with the Florida PSC. The proposed merger will have no effect on the Company name, address, contact information, services, rates or terms and conditions of service. The Company will continue to market, brand and bill its services in the same name. The toll free telephone number for customer service will remain the same: 1-800-658-6041. At this time there are no definitive plans to change the management structure of OSC.

#### IV. CONTACT INFORMATION

The name and address of the individual to contact regarding this filing is:

Connie Wightman  
Technologies Management, Inc.  
210 Park Avenue North  
Winter Park, Florida 32789  
Telephone: (407) 740-8575  
Facsimile: (407) 740-0613  
email: cwightman@tminc.com

The name and address of the individual who handles regulatory affairs on behalf of OSC will continue to be:

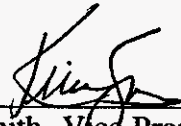
Kirk Smith, Vice President  
Operator Service Company  
5302 Avenue Q  
Lubbock, Texas 79412  
Telephone: (800) 658-6041  
Facsimile: (806) 747-0757  
email: kirk.smith@osc.com

The name and address of the individual who handles regulatory affairs on behalf of Buyer and Platinum is:

Judith A. Riley  
Telecom Professionals, Inc.  
2912 Lakeside Drive  
Oklahoma City, OK 73120  
Telephone: (405) 755-8177  
Facsimile: (405) 755-8377  
email: jriley@telecompliance.net

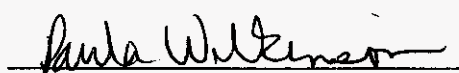
**VERIFICATION**

I, Kirk Smith, hereby declare under penalty of perjury, that I am Vice President of Operator Service Company; that I am authorized to make this verification on behalf of Operator Service Company; that I have read the foregoing Petition; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.



\_\_\_\_\_  
Kirk Smith, Vice President  
Operator Service Company

Sworn to and subscribed before me this 21<sup>st</sup> day of September 2000.



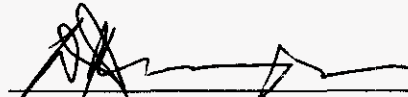
Notary Public

My Commission expires:

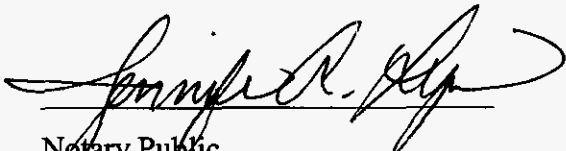
9-21-03

**VERIFICATION**

I, Douglas E. Johnston, Jr., hereby declare under penalty of perjury, that I am Vice President of BC Holding III Corporation; that I am authorized to make this verification on behalf of BC Holding III Corporation; that I have read the foregoing Petition; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.

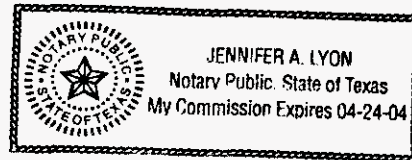
  
\_\_\_\_\_  
Douglas E. Johnston, Jr., Vice President  
BC Holding III Corporation

Sworn to and subscribed before me this 20<sup>th</sup> day of September, 2000.

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

My Commission expires:

04-24-04



**Exhibit 1**

**PRESS RELEASE**

**ORGANIZATIONAL INFORMATION**



**FOR IMMEDIATE RELEASE**

**PLATINUM EQUITY HOLDINGS SCORES "TRIPLE PLAY" -- COMPANY ACQUIRES  
THREE ENTITIES IN ONE TRANSACTION**

***Market-Dominant Billing Solutions' Divisions Complement Other  
Platinum Telecommunications Companies***

**LOS ANGELES (Sept. 19, 2000)** – Platinum Equity Holdings, a leader in acquiring and growing technology companies, has signed a definitive agreement to acquire three high-tech operating divisions of Billing Concepts Corporation (Nasdaq: BILL) in a single transaction.

Platinum is acquiring the Billing Concepts, Inc., Operator Service Company (OSC) and Aptis, Inc. operating divisions of Billing Concepts Corp. The three operating divisions have a combined employee base of approximately 1,200.

Billing Concepts, Inc. is the dominant market leader in LEC billing services primarily through its USBI and ZPDI divisions. OSC is a leading provider of interactive voice response (IVR) and customer response management (CRM) services to the telecommunications (CLEC, long distance and cellular) industry. Aptis develops and licenses mission critical revenue support solutions for the telecommunications industry. The three operating divisions, which focus on helping clients improve customer service and profitability by enabling them to streamline operations and make quicker, more informed decisions, have a customer retention rate of 95 percent. The closing of the transaction is subject to regulatory approvals and satisfaction of certain conditions and is expected to be complete within the next 30 to 45 days.

“Acquiring three quality companies in one transaction is a significant move in our telecom strategy,” said Tom Gores, president and CEO of Platinum Equity Holdings. “The operations have tremendous synergy with several of our portfolio companies, and we intend to capitalize on those strengths, while empowering each organization to grow autonomously.”

Parris H. Holmes, Jr., Chairman and CEO of Billing Concepts, stated, “I am convinced that Platinum, through its portfolio of companies, is committed not only to the continued progress and growth of the LEC Billing, OSC and Aptis operations, but also to providing significant opportunities for our employees.”

“This deal makes Platinum the dominant player in the telecom billing services market,” said Bill Bricking, Platinum’s senior vice president in charge of telecommunications operations. “We’re adding the perfect complement of quality people, technology and resources to existing Platinum companies that are established telecom industry leaders.”

Billing Concepts, Inc., OSC and Aptis will continue to be based in San Antonio, Texas, and Platinum will operate them as separate corporations.

### **Platinum Equity Holdings**

Platinum Equity Holdings ([www.peh.com](http://www.peh.com)), based in Los Angeles, has been recognized as one of the largest and fastest growing privately held IT companies in the United States by both Forbes and Business Week magazines. The company has distinguished itself as a billion-dollar investment corporation that specializes in acquiring and operating mission-critical technology organizations and technology-enabled service companies throughout the world. Platinum currently owns 16 technology-driven corporations featuring a workforce of 10,000 employees, an established infrastructure in more than 100 countries and offices in Europe, Asia and South America.

### **Billing Concepts Corporation**

Billing Concepts Corporation’s (Nasdaq: BILL) holdings include FIData, a company that provides Internet-based instant loan approval products and services to the financial services industry. The company is also the lead investor in Princeton eCom Corporation and CORE*intellect*, Inc. Princeton eCom is a leading application service provider for electronic bill presentment and payment solutions. CORE*intellect* is a B2B content delivery application service provider. Billing Concepts Corp. ([www.billingconcepts.com](http://www.billingconcepts.com)) is headquartered in San Antonio, Texas.

###

**CONTACT:**

**Platinum Equity / Corporate**

Alanna Chaffin, Vice President

(310) 712 – 1850

[achaffin@peh.com](mailto:achaffin@peh.com)

**Platinum Equity Communications Group**

Bill Kobel, Vice President Amy Kelchner, Manager

(717) 703-6025

(717) 703-6177

[wkobel@peh.com](mailto:wkobel@peh.com)

[akelchner@peh.com](mailto:akelchner@peh.com)

