

July 20, 2018

ORIGINAL
RECEIVED

Gwen R. Pinson
Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, Kentucky 40601-8294

JUL 23 2018

PUBLIC SERVICE
COMMISSION

Re: Network Billing Systems, LLC, Birch Communications, LLC
Birch Telecom of the South, LLC, Birch Communications of Kentucky, LLC
and Tempo Telecom, LLC: Notice of Pro Forma Change to Their Ownership

Dear Ms. Pinson:

Network Billing Systems, LLC (“NBS”), Birch Communications, LLC (“BCL”), Birch Telecom of the South, LLC (“BTS”), Birch Communications of Kentucky, LLC (“Birch-KY”) and Tempo Telecom, LLC (“Tempo” and, with NBS, BCL, BTS and Birch-KY, the “Companies”) respectfully submit this filing to notify the Kentucky Public Service Commission (“Commission”) of a *pro forma* change to their corporate ownership structure.

NBS is registered with the Commission for the provision of interexchange services.¹ BCL, BTS and Birch-KY are each registered to provide competitive local exchange and interexchange services in Kentucky.² Tempo is registered with the Commission for the provision of wireless service as well as competitive local exchange service and interexchange service. In addition, Tempo was designated by the Commission as an Eligible Telecommunications Carrier for the provision of Lifeline services in Docket No. 2013-00235 on March 7, 2014³

On May 4, 2018, Fusion BCHI Acquisition LLC, a wholly-owned subsidiary of Fusion Connect, Inc. (“Fusion Connect”), merged (the “Merger”) with and into Birch Communications Holdings, Inc. (“Birch Holdings”). In connection with, and as a condition to, that Merger transaction, Birch Holdings also completed an internal corporate restructuring pursuant to which some of the Birch Holdings subsidiaries were spun off to a newly formed Georgia limited liability company, Lingo Communications, LLC (“Lingo”). The Commission was notified of the Merger and associated internal corporate restructuring on November 30, 2017.⁴

Following closing of the Merger, NBS and BCL were indirect wholly-owned subsidiaries of Fusion Connect. BTS, Birch-KY and Tempo were indirect wholly-owned subsidiaries of Lingo. The ultimate majority interests in the Companies were held by Holcombe T. Greene, Jr., the controlling shareholder, and R. Kirby Godsey (together the “Primary Shareholders”). At

¹ NBS: Utility ID 5141900

² BCL: Utility ID 5011600 (CLEC) and 22250116 (IXC).
BTS: Utility ID 22251533 (CLEC) and Utility ID 5153300 (IXC).
Birch-KY: Utility ID 5057020 (CLEC) and Utility ID 5179670 (IXC).

³ Tempo: Utility ID 4108450 (wireless); Utility ID 5056980 (CLEC) and Utility ID 5179630 (IXC).

⁴ *Joint Notice of BCHI Holdings, LLC, Birch Communications, Inc., Fusion Telecommunications International, Inc. and Network Billing Systems, LLC Regarding a Transaction That Will Result in a Material Change to the Ownership and Control of Network Billing Systems, LLC* (Nov. 30, 2017).

closing, the Primary Shareholders' interests in the Companies were held indirectly, through two primary holding companies, BCHI Holdings, LLC ("BCHI") and Lingo, and their respective subsidiaries. A copy of the post-close organizational chart previously provided to the Commission in connection with the Merger and the internal corporate restructuring is appended here as **Attachment 1**.

Subsequent to the closing of the Merger, the Primary Shareholders made a further change to the Companies' corporate organization, creating a new intermediary company through which to hold their interests in BCHI and Lingo. GG Telecom Investors, LLC ("GGTI") is a Georgia limited liability company with its principal office at 3060 Peachtree Road, NW, Suite 1065, Atlanta, GA 30305. The interests in GGTI are held directly by Holcombe T. Green, Jr. (66.5%) and R. Kirby Godsey (33.5%). GGTI, in turn, now directly holds 69.9% of BCHI. The other 30.1% of BCHI is held by various trusts (for which Mr. Green and Mr. Godsey serve as trustees) and by several family members of Mr. Green and Mr. Godsey. GGTI holds 100% of the interests in Lingo.⁵ For the Commission's convenience, an updated corporate organizational chart for the Companies, reflecting the addition of GGTI, is provided as **Attachment 2**.

The addition of GGTI to the ownership chain of NBS, BCL, BTS, Birch-KY and Tempo is an internal corporate change adopted to facilitate the strategic investment interests of the Primary Shareholders. The change to the Companies' corporate structure will have no effect upon either their ongoing management or their operations, and is entirely transparent to the customers of the Companies. The Companies understand that Commission approval is not required for this *pro forma* change to ownership and submit this notice for the Commission's information.

Please contact the below-signed counsel for the Companies with any questions regarding this notice.

Respectfully submitted,

**For: Network Billing Systems, LLC
and Birch Communications, LLC**

/s/ Winafred R. Brantl
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wbrantl@kelleydrye.com

**For: Birch Telecom of the South, LLC,
Birch Communications of Kentucky, LLC
and Tempo Telecom, LLC**

/s/ Angela F. Collins
Angela F. Collins
Cahill Gordon & Reindel LLP
1990 K Street, N.W., Suite 950
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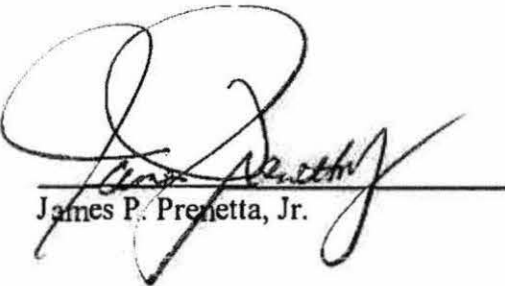
Attachments

⁵ In connection with the creation of GGTI, Tempo was reorganized to be held as a direct wholly-owned subsidiary of GGTI rather than an indirect subsidiary of Lingo as initially arranged following the closing of the Merger.

VERIFICATION

STATE OF NEW YORK §
§
COUNTY OF NEW YORK §

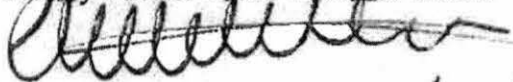
I, James P. Prenetta, Jr., state that I am the Executive Vice President and General Counsel of Fusion Connect, Inc. ("Fusion Connect"); that I am authorized to make this Verification on behalf of Fusion Connect and its wholly-owned subsidiaries; that I have read the foregoing document; and that the statements in the foregoing document with respect to Fusion Connect and its subsidiaries, except as otherwise specifically attributed, are true and correct to the best of my knowledge, information and belief.



James P. Prenetta, Jr.

Subscribed and sworn to before me this 10th day of July, 2018.

Notary Public: Laura V. Nadal Uceda



My Commission expires: 02/27/2020

LAURA V NADAL UCEDA
NOTARY PUBLIC-STATE OF NEW YORK
No. 01NA6256571
My Commission Expires 02/27/2020

VERIFICATION

STATE OF GEORGIA

§
§
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COUNTY OF COBB

I, Michelle Ansley, state that I am the President of Birch Communications of the Northeast, LLC, Birch Communications of Virginia, Inc., Birch Telecom of the South, LLC, Birch Telecom of the Great Lakes, LLC, Birch Telecom of the West, LLC, Ionex Communications, LLC, Ionex Communications South, LLC, Ionex Communications North, LLC, Tempo Telecom, LLC, and Birch Communications of Kentucky, LLC (collectively, the "Lingo Companies"); that I am authorized to make this Verification on behalf of the Lingo Companies; that I have read the foregoing document; and that any statements in the foregoing document with respect to the Lingo Companies, except as otherwise specifically attributed, are true and correct to the best of my knowledge, information, and belief.

Michelle Ansley
Michelle Ansley

Subscribed and sworn to before me this 21st day of June 2018.

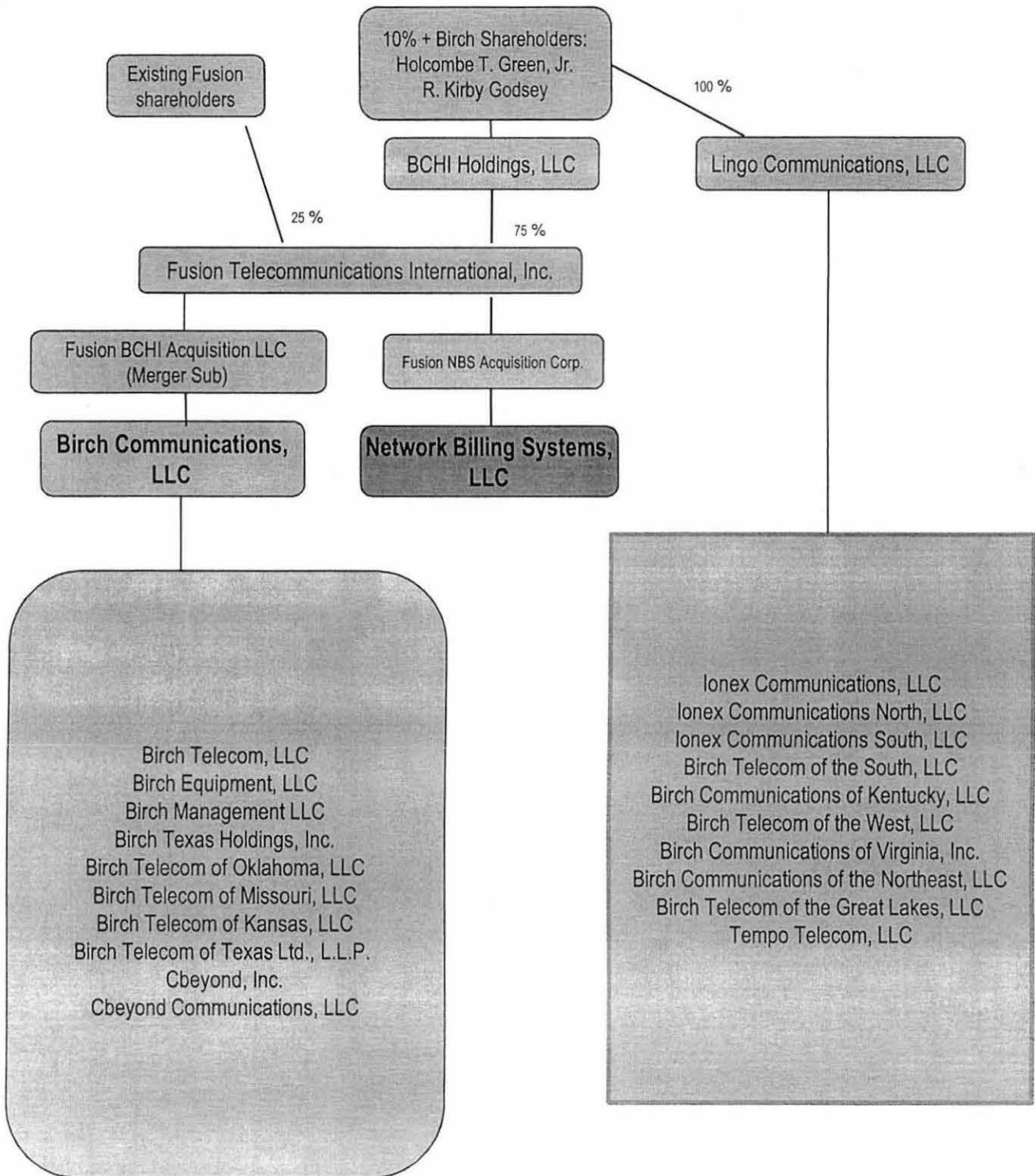
Notary Public: *Subrenna M. Stewart*

My Commission expires: August 10, 2021



ATTACHMENT 1

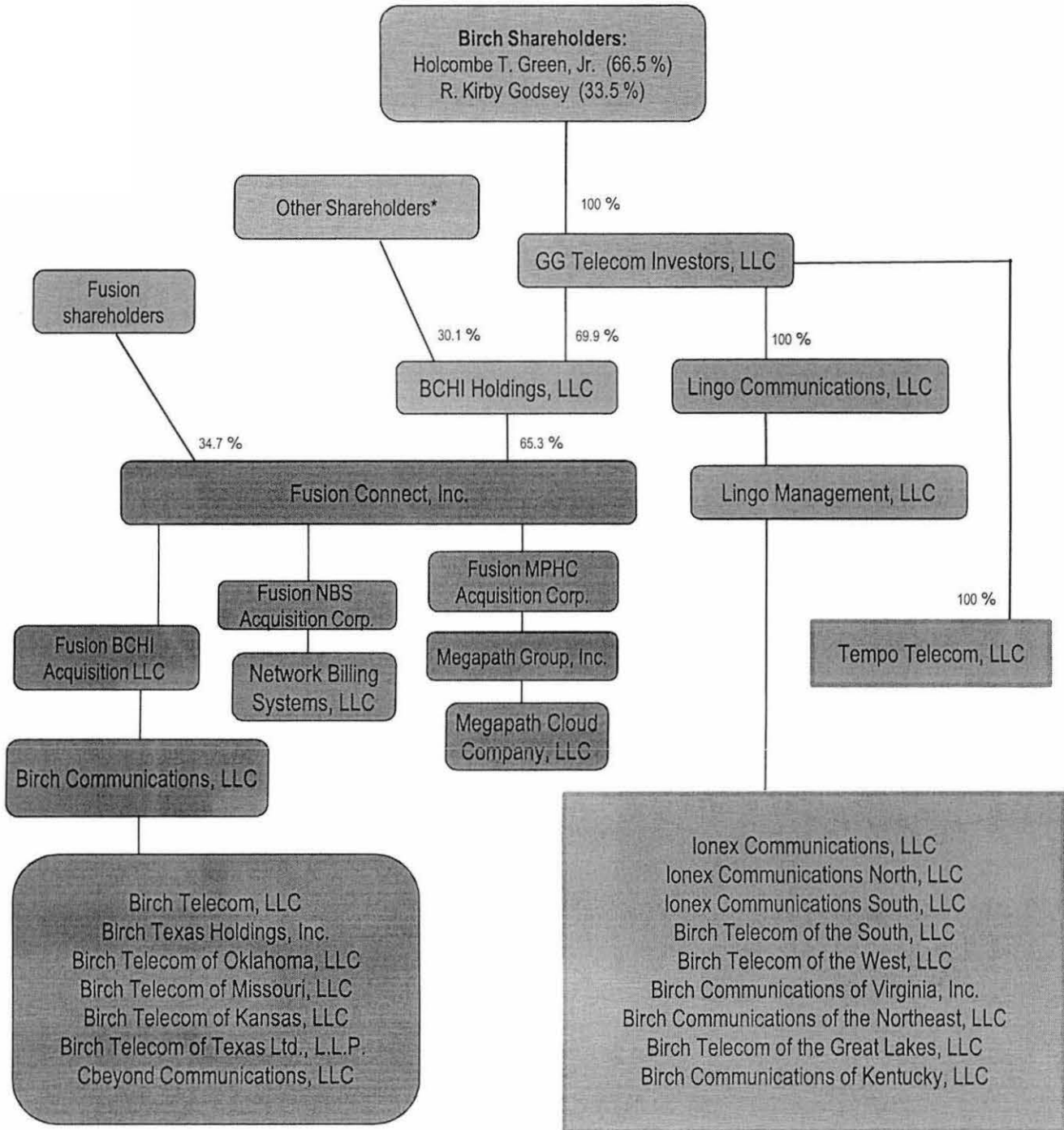
Post-close organizational chart for Fusion and Birch



This chart may not include certain Fusion or Birch subsidiaries that are not operating companies or that are foreign carrier affiliates.

ATTACHMENT 2

Organizational Chart for the Birch/Fusion and Lingo Companies



* 30.1% of BCHI Holdings is held by various trusts (for which Mr. Green and Mr. Godsey serve as trustees) and by several family members of Mr. Green and Mr. Godsey. None of these holdings is individually greater than 10%.

**The chart does not include affiliated non-US entities or all non-regulated entities.
All interests held at 100% except as noted.**