

FILE

July 20, 2018

ORIGINAL

Barcy F. McNeal
 Secretary
 Public Utilities Commission of Ohio
 180 East Broad Street
 Columbus, OH 43215

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

Dear Secretary McNeal:

Network Billing Systems, LLC ("NBS"), Birch Communications, LLC ("BCL"), Birch Telecom of the Great Lakes, LLC ("BTGL"), and Tempo Telecom, LLC ("Tempo" and, with NBS, BCL, and BTGL, the "Companies") respectfully submit this filing to notify the Public Utilities Commission of Ohio ("Commission") of a *pro forma* change to their corporate ownership structure.

NBS, BCL, and BTGL are authorized to provide local exchange and interexchange telecommunications services in Ohio.¹ Tempo was designated by the Commission as an Eligible Telecommunications Carrier for the provision of Lifeline services only.²

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 approved the Merger and associated internal corporate restructuring on January 2, 2018 in Docket No. 17-2361-TP-CIO.

Following closing of the Merger, NBS and BCL were indirect wholly-owned subsidiaries of Fusion Connect. BTGL 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 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

¹ Network Billing Services, LLC, Case No. 03-1184-TP-ACE (July 1, 2003) and Case No. 11-1160-TP-ACE (April 25, 2011); Birch Communications, LLC, Case No. 17-2400-TP-ACE (Dec. 22, 2017); Birch Telecom of the Great Lakes, LLC, Docket 00-1042-TP-ACE (December 7, 2000).

² Case No. 13-1527-TP-UNC (June 11, 2014). That the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business.

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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.³ 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, BTGL, 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. Consequently, the Companies believe 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 Services, LLC and
Birch Communications, LLC**

/s/ Winafred R. Brantl

Winafred R. Brantl

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wbrantl@kelleydrye.com

**For: Birch Telecom of the Great
Lakes, LLC and Tempo
Telecom, LLC**

/s/ Angela F. Collins

Angela F. Collins

Cahill Gordon & Reindel LLP

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acollins@cahill.com

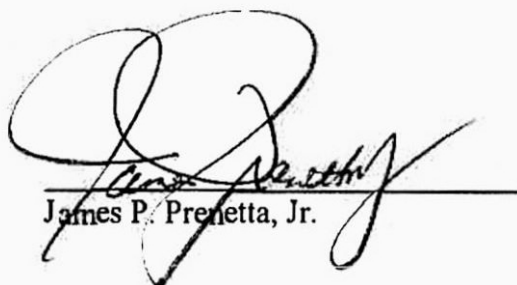
Attachments

³ 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

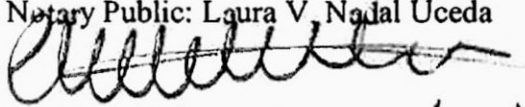
STATE OF NEW YORK §
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COUNTY OF NEW YORK §

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

§
§
§

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

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

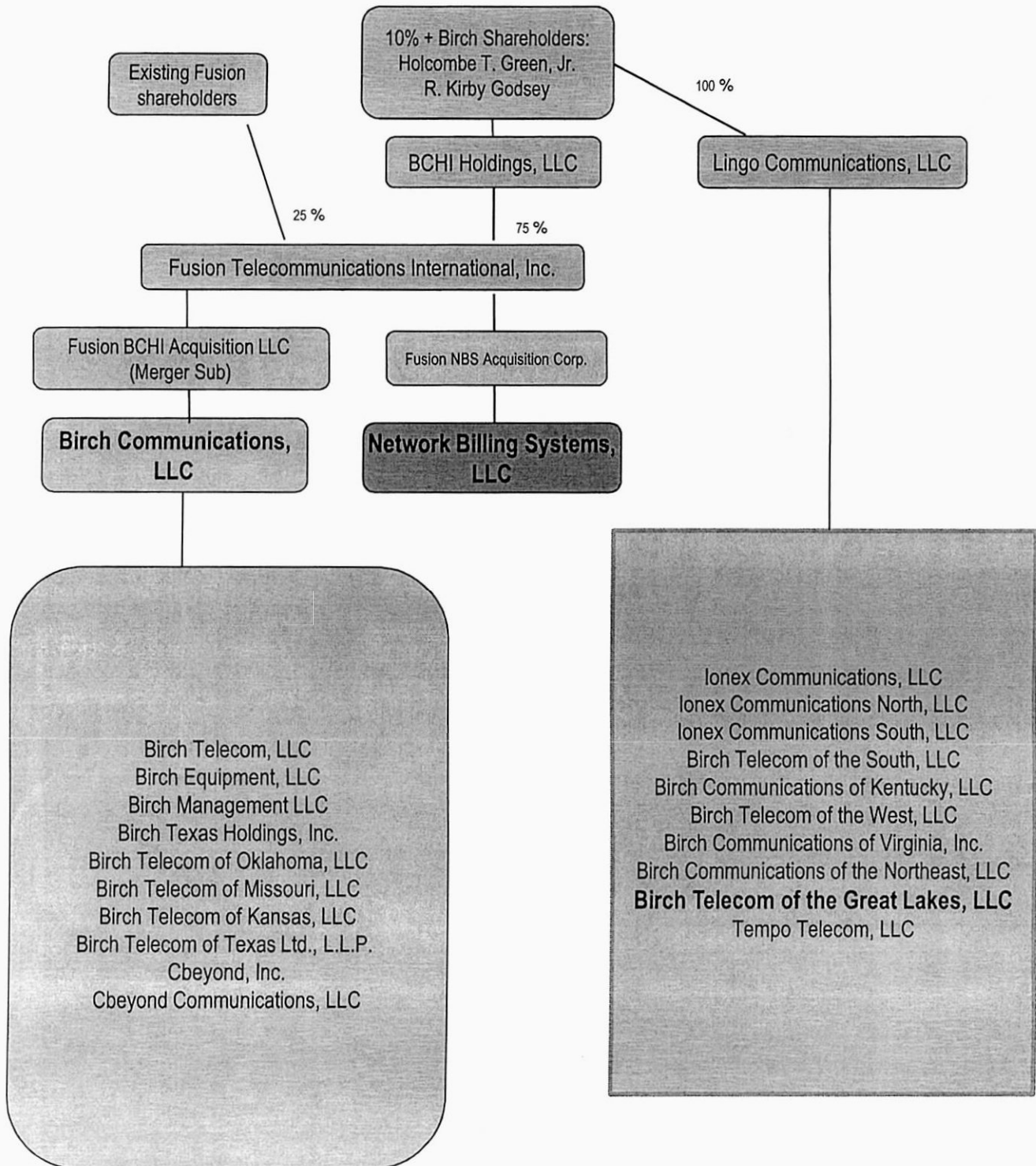
Notary Public: Subrenna M. Stewart

My Commission expires: August 10, 2021



ATTACHMENT 1

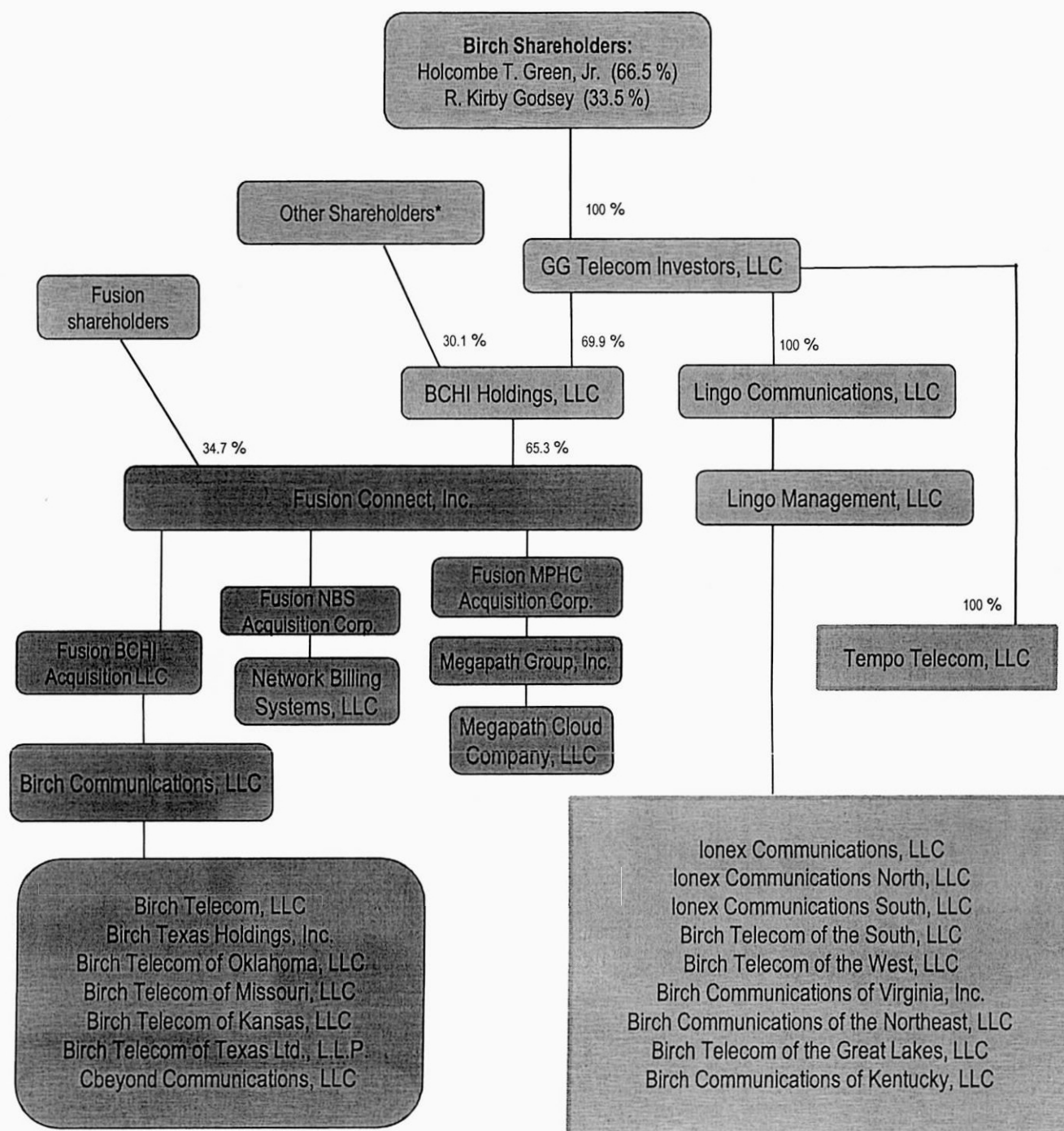
Post-close organizational chart for Fusion and Birch



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.