

*The Public Utilities Commission of Ohio*  
**TELECOMMUNICATIONS FILING FORM**

(Effective: 10-11-2017)

This form is intended to be used with most types of required filings. It provides check boxes with rule references for the most common types of filings. It does not replace or supersede Commission rules in any way.

In the Matter of the Application of Fusion Connect LLC and Fusion Cloud Services, LLC ) TRF Docket No. 90 -  
Regarding a Transaction That Will Result in a Material Change to the ) Case No. 20 - 0546 - **TP - CIO**  
Ownership & Control of Authorized Telecommunications Carriers ) **NOTE: Unless you have reserved a Case #, leave the "Case No" fields BLANK.**

Name of Registrant(s) Fusion Connect LLC, Fusion Cloud Services, LLC  
DBA(s) of Registrant(s) \_\_\_\_\_  
Address of Registrant(s) 201 Interstate North Parkway, Suite 300, Atlanta, GA 30339  
Company Web Address www.fusionconnect.com  
Regulatory Contact Person(s) Ronald Sheehan, Dir. Regulatory Compliance Phone 781-519-7424 Fax \_\_\_\_\_  
Regulatory Contact Person's Email Address Ronald.Sheehan@fusionconnect.com  
Contact Person for Annual Report Ronald Sheehan, Dir. Regulatory Compliance Phone 781-519-7424  
Address (if different from above) \_\_\_\_\_  
Consumer Contact Information Ronald Sheehan, Dir. Regulatory Compliance Phone 781-519-7424  
Address (if different from above) \_\_\_\_\_

Motion for protective order included with filing? ☐ Yes ☒ No

Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: Waivers may toll any automatic timeframe.]

**Notes:**

Section I and II are Pursuant to Ohio Administrative Code [4901:1-6](#).

Section III – Carrier to Carrier is Pursuant to Ohio Adm.Code [4901:1-7](#), and Wireless is Pursuant to Ohio Adm.Code [4901:1-6-24](#).

Section IV – Attestation.

(1) Indicate the Carrier Type and the reason for submitting this form by checking the boxes below.

(2) For requirements for various applications, see the identified section of Ohio Adm.Code Chapter 4901 and/or the supplemental application form noted.

(3) Information regarding the number of copies required by the PUCO may be obtained from the PUCO's website at [www.PUCO.ohio.gov](http://www.PUCO.ohio.gov) under the docketing information system section, by calling the docketing division at 614-466-4095, or by visiting the docketing division at the offices of the PUCO.

(4) An Incumbent Local Exchange Carrier (ILEC) offering basic local exchange service (BLES) outside its traditional service area should choose CLEC designation when proposing to offer BLES outside its traditional service area or when proposing to make changes to that service.

**All filings that result in a change to one or more tariff pages require, at a minimum, the following exhibits:**

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s).
B	The tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin.
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s).

## Section I – Part I - Common Filings

<b>Carrier Type</b> <input type="checkbox"/> <b>Other</b> (explain below)	<b>For Profit ILEC</b>	<b>Not For Profit ILEC</b>	<b>CLEC</b>
Change terms & conditions of existing BLES	<input type="checkbox"/> ATA <a href="#">1-6-14(H)</a> (Auto 30 days)	<input type="checkbox"/> ATA <a href="#">1-6-14(H)</a> (Auto 30 days)	<input type="checkbox"/> ATA <a href="#">1-6-14(H)</a> (Auto 30 days)
Introduce non-recurring charge, surcharge, or fee to BLES			<input type="checkbox"/> ATA <a href="#">1-6-14(H)</a> (Auto 30 days)
Introduce or Increase Late Payment	<input type="checkbox"/> ATA <a href="#">1-6-14(I)</a> (Auto 30 days)	<input type="checkbox"/> ATA <a href="#">1-6-14(I)</a> (Auto 30 days)	<input type="checkbox"/> ATA <a href="#">1-6-14(I)</a> (Auto 30 days)
Revisions to BLES Cap	<input type="checkbox"/> ZTA <a href="#">1-6-14(F)</a> (0 day Notice)		
Introduce BLES or expand local service area (calling area)	<input type="checkbox"/> ZTA <a href="#">1-6-14(H)</a> (0 day Notice)	<input type="checkbox"/> ZTA <a href="#">1-6-14(H)</a> (0 day Notice)	<input type="checkbox"/> ZTA <a href="#">1-6-14(H)</a> (0 day Notice)
Notice of no obligation to construct facilities and provide BLES	<input type="checkbox"/> ZTA <a href="#">1-6-27(C)</a> (0 day Notice)	<input type="checkbox"/> ZTA <a href="#">1-6-27(C)</a> (0 day Notice)	
Change BLES Rates	<input type="checkbox"/> TRF <a href="#">1-6-14(F)</a> (0 day Notice)	<input type="checkbox"/> TRF <a href="#">1-6-14(F)(4)</a> (0 day Notice)	<input type="checkbox"/> TRF <a href="#">1-6-14(G)</a> (0 day Notice)
To obtain BLES pricing flexibility	<input type="checkbox"/> BLS <a href="#">1-6-14(C)(1)(c)</a> (Auto 30 days)		
Change in boundary	<input type="checkbox"/> ACB <a href="#">1-6-32</a> (Auto 14 days)	<input type="checkbox"/> ACB <a href="#">1-6-32</a> (Auto 14 days)	
Expand service operation area			<input type="checkbox"/> TRF <a href="#">1-6-08(G)</a> (0 day)
BLES withdrawal			<input type="checkbox"/> ZTA <a href="#">1-6-25(B)</a> (0 day Notice)
<b>Other*</b> (explain)			

## Section I – Part II – Customer Notification Offerings Pursuant to Chapter 4901:1-6-7 OAC

<b>Type of Notice</b>	<b>Direct Mail</b>	<b>Bill Insert</b>	<b>Bill Notation</b>	<b>Electronic Mail</b>
<input type="checkbox"/> 15-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> 30-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Date Notice Sent:</b>				

## Section I – Part III –IOS Offerings Pursuant to Chapter 4901:1-6-22 OAC

<b>IOS</b>	<b>Introduce New</b>	<b>Tariff Change</b>	<b>Price Change</b>	<b>Withdraw</b>
<input type="checkbox"/> IOS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Section II – Part I – Carrier Certification - Pursuant to Chapter 4901:1-6-08, 09 & 10 OAC

Certification	ILEC (Out of territory)	CLEC	Telecommunications Service Provider Not Offering Local	CESTC	CETC
* See Supplemental form	<input type="checkbox"/> ACE <a href="#">1-6-08</a> * (Auto 30- day)	<input type="checkbox"/> ACE <a href="#">1-6-08</a> *(Auto 30 day)	<input type="checkbox"/> ACE <a href="#">1-6-08</a> *(Auto 30 day)	<input type="checkbox"/> ACE <a href="#">1-6-10</a> (Auto 30 day)	<input type="checkbox"/> UNC <a href="#">1-6-09</a> *(Non-Auto)

\*Supplemental Certification forms can be found on the PUCO webpage.

## Section II – Part II – Certificate Status & Procedural

Certificate Status	ILEC	CLEC	Telecommunications Service Provider Not Offering Local
Abandon all Services		<input type="checkbox"/> ABN <a href="#">1-6-26</a> (Auto 30 days)	<input type="checkbox"/> ABN <a href="#">1-6-26</a> (Auto 30 days)
Change of Official Name *	<input type="checkbox"/> ACN <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> ACN <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> CIO <a href="#">1-6-29(C)</a> (0 day Notice)
Change in Ownership *	<input type="checkbox"/> ACO <a href="#">1-6-29(E)</a> (Auto 30 days)	<input type="checkbox"/> ACO <a href="#">1-6-29(E)</a> (Auto 30 days)	<input checked="" type="checkbox"/> CIO <a href="#">1-6-29(C)</a> (0 day Notice)
Merger *	<input type="checkbox"/> AMT <a href="#">1-6-29(E)</a> (Auto 30 days)	<input type="checkbox"/> AMT <a href="#">1-6-29(E)</a> (Auto 30 days)	<input type="checkbox"/> CIO <a href="#">1-6-29(C)</a> (0 day Notice)
Transfer a Certificate *	<input type="checkbox"/> ATC <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> ATC <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> CIO <a href="#">1-6-29(C)</a> (0 day Notice)
Transaction for transfer or lease of property, plant or business *	<input type="checkbox"/> ATR <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> ATR <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> CIO <a href="#">1-6-29(C)</a> (0 day Notice)

\*Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see [the 4901:1-6-29 Filing Requirements on the PUCO's webpage](#) for a complete list of exhibits.

## Section III – Carrier to Carrier (Pursuant to 4901:1-7), and Wireless (Pursuant to 4901:1-6-24)

Carrier to Carrier	ILEC	CLEC
Interconnection agreement, or amendment to an approved agreement	<input type="checkbox"/> NAG <a href="#">1-7-07</a> (Auto 90 day)	<input type="checkbox"/> NAG <a href="#">1-7-07</a> (Auto 90 day)
Request for Arbitration	<input type="checkbox"/> ARB <a href="#">1-7-09</a> (Non-Auto)	<input type="checkbox"/> ARB <a href="#">1-7-09</a> (Non-Auto)
Introduce or change c-t-c service tariffs	<input type="checkbox"/> ATA <a href="#">1-7-14</a> (Auto 30 days)	<input type="checkbox"/> ATA <a href="#">1-7-14</a> (Auto 30 days)
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC <a href="#">1-7-04</a> or 05 (Non-Auto)	
Changes in rates, terms & conditions to Pole Attachment, Conduit Occupancy and Rights- of-Way. (13-579-AU-ORD 11/30/16 Entry)	<input type="checkbox"/> ATA <a href="#">1-3-04</a> (Auto 60 days)	
Wireless Providers See <a href="#">4901:1-6-24</a>	<input type="checkbox"/> RCC [Registration & Change in Operations] (0 day)	<input type="checkbox"/> NAG [Interconnection Agreement or Amendment] (Auto 90 days)

## Section IV. – Attestation

Registrant hereby attests to its compliance with pertinent entries and orders issued by the Commission.

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**AFFIDAVIT**  
***Compliance with Commission Rules***

I am an officer/agent of the applicant corporation, Fusion Connect LLC and Fusion Cloud Services, LLC, and am authorized to make this statement on its behalf.

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(Name)

Please check ALL that apply:

☐ I attest that these tariffs comply with all applicable rules for the State of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules, as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the State of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the State of Ohio.

☐ I attest that customer notices accompanying this filing form were sent to affected customers, as specified in Section II, in accordance with Ohio Adm.Code 4901:1-6-7.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

(Date) \_\_\_\_\_ at (Location) \_\_\_\_\_

\*Signature and  
Title

Date \_\_\_\_\_

*\*This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

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**VERIFICATION**

I, , verify that I have utilized the Telecommunications Filing Form for most proceedings provided by the Commission and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.

\*Signature and  
Title

/s/ Winfred R. Brantl

Date March 4, 2020

*\*Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

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**File document electronically as directed in case number 06-900-AU-WVR**

*or*

***Send your completed Application Form, including all required attachments as well as the required number of copies, to:***

**Public Utilities Commission of Ohio  
Attention: Docketing Division  
180 East Broad Street, Columbus, OH 43215-3793**



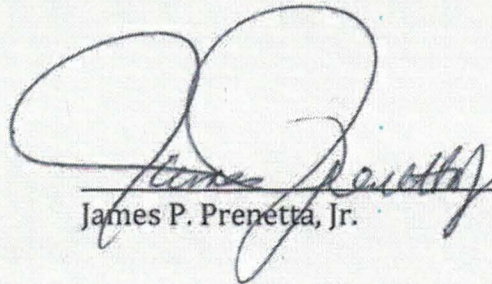
## VERIFICATION

STATE OF GEORGIA

§  
§  
§

COUNTY OF FULTON

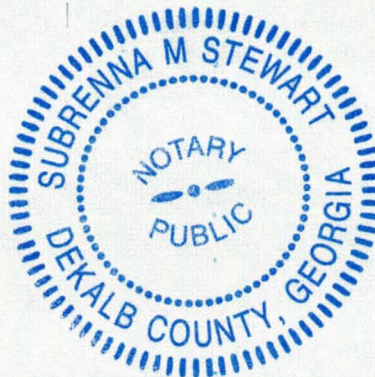
I, James P. Prenetta, Jr., state that I am the Executive Vice President and General Counsel of Fusion Connect, Inc. ("Fusion Connect"); that I am authorized to make this Verification on behalf of Fusion Connect and its wholly-owned subsidiaries (collectively, the "Fusion Companies"); that I have read the foregoing document; and that the statements in the foregoing document with respect to the Fusion Companies, 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 28<sup>th</sup> day of February, 2020.

Notary Public: Subrenna M. Stewart

My Commission expires: August 10, 2021



## **Attachment A**

### **Description of Transaction**

Fusion LLC d/b/a Fusion Connect LLC (“Fusion LLC”) and Fusion Cloud Services, LLC (“Fusion Cloud”),<sup>1</sup> collectively, the “Fusion OH Licensees,” respectfully submit this filing to notify the Public Utilities Commission of Ohio of a transaction which will result in a material change to their ultimate ownership (the “Transaction”).<sup>2</sup> No assignment of licenses, assets, or customers will occur as a consequence of the proposed Transaction. Following the consummation of the Transaction, the Fusion OH Licensees will continue to provide service to their existing customers pursuant to their existing rates, terms, and conditions. Accordingly, this Transaction will be, for all practical purposes, imperceptible to the customers of the Fusion OH Licensees. The proposed Transaction will not adversely affect competition in the State of Ohio because it will not result in a reduction of competitors, and customers will continue to have access to the same competitive alternatives they have today. For all these reasons, Fusion OH Licensees submit that the Transaction is in the public interest and provide the following information:

#### **I. THE FUSION COMPANIES**

Fusion Connect is a privately-held Delaware corporation, with headquarters located at 210 Interstate North Parkway, Suite 300, Atlanta, GA 30339. Fusion Connect is authorized by the Federal Communications Commission (“FCC”) to provide interstate and international

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<sup>1</sup> Fusion LLC and Fusion Cloud, together with their parent, Fusion Connect, Inc. (“Fusion Connect”) and other Fusion operating companies described herein are referred to collectively as the “Fusion Companies” or “Fusion.” Fusion LLC and Fusion Cloud, together, are referred to collectively as the Fusion “OH Licensees.”

<sup>2</sup> Pursuant to Ohio Revised Code § 4905.402, this filing is made as a “CIO” category submission, because the Transaction is under review by the Federal Communications Commission in WC Docket No. 20-44.

telecommunications services.<sup>3</sup> Fusion Connect, through its subsidiaries, provides a wide range of communications services, including unified communications, digital voice and data communications services, including hosted Voice over Internet Protocol and Session Initiated Protocol trunking, broadband Internet access service, data networks, cloud-based services, and other enhanced communications services and features, as well as traditional voice solutions, to business customers throughout the United States.<sup>4</sup> Fusion Connect does not directly hold intrastate telecommunications authorizations.

The Fusion OH Licensees each hold domestic Section 214 authority to provide interstate telecommunications services and operate pursuant to Fusion Connect's international Section 214 authority. The Fusion OH Licensees also hold intrastate telecommunications authorizations issued by state public utility commissions.

Fusion LLC is a New Jersey limited liability company with a principal address located at 210 Interstate North Parkway, Suite 300, Atlanta, GA 30339. In Ohio, the Commission has authorized Fusion LLC to operate as an provider of local exchange and toll services pursuant to Certificate 90-9386-TP-TRF, revised in Case No. 19-512-TP-ACN. In total, Fusion LLC holds intrastate telecommunications service authority in 47 states.

Fusion Cloud is a Georgia limited liability company, with a principal address located at 210 Interstate North Parkway, Suite 300, Atlanta, GA 30339. In Ohio, the Commission has authorized Fusion Cloud to operate as a telecommunications provider pursuant to Certificate 90-9432-TP-TRF, revised in Case No. 19-1477-TP-CAN. In total, Fusion Cloud holds intrastate telecommunications service authority in 39 states.

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<sup>3</sup> File No. ITC-214-19971001-00592; FCC Filer ID 825160.

<sup>4</sup> The Fusion Companies have, at most, a *de minimis* number of non-business (*i.e.*, residential) customers in the United States.

## **II. DESIGNATED CONTACTS**

Questions, correspondence or other communications concerning this Application should be directed to Applicants' counsel as identified below:

Winafred Brantl  
Kelley Drye & Warren LLP  
3050 K Street, N.W., Suite 400  
Washington, DC 20007  
Tel: (202) 945-6649  
Fax: (202) 342-8451  
Email: WBrantl@kelleydrye.com

## **III. DESCRIPTION OF THE TRANSACTION**

### **A. Background**

As the Fusion OH Licensees previously informed the Commission, on June 3, 2019, each of the Fusion Companies commenced voluntary cases under chapter 11 of Title 11 of the United States Code with the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court").<sup>5</sup> The Fusion Companies undertook this course of action in order to effectuate a reorganization that would improve their financial structure and position them more securely for future growth. Following extensive negotiations with affected parties, including creditors and lenders, and under the close observation of the Bankruptcy Court, a final reorganization plan (the "Plan") was confirmed on December 17, 2019. Shortly thereafter, on January 14, 2020, the Fusion Companies emerged from chapter 11 protection. As a consequence of the bankruptcy process, the Fusion Companies emerged financially stronger and in a materially better position to compete effectively in the U.S. telecommunications and cloud services markets.

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<sup>5</sup> *In re Fusion Connect, Inc., et al.*, Debtors, Case No. 19-11811 (Bankr. S.D.N.Y. Jun. 3, 2019).



Pursuant to the Plan, at emergence, the then-existing equity interests in Fusion Connect were cancelled, certain existing debt of the Fusion Companies was extinguished, and holders of Fusion Connect's first and second lien secured debt (the "Lenders") received new common stock in reorganized Fusion Connect. The controlling interests in the Fusion Companies (approximately sixty-five percent) are currently held by an investment holding company named Telecom Holdings, LLC.<sup>6</sup> The remaining interests in Fusion Connect are widely held, with no party holding ten percent or more equity. This allocation of Fusion Connect's new equity arose, in part, from an arrangement among the Lenders designed to expedite the Fusion Companies' emergence from bankruptcy protection and thus minimize the erosive effects of a prolonged chapter 11 case. Under this arrangement, the Lenders agreed to defer the issuance of some of the shares of Fusion Connect common stock that are representative of their pre-emergence debt, until after both the emergence of the Fusion Companies and the grant of additional regulatory approvals, as would be required for the resulting changes to the ownership of Fusion Connect.<sup>7</sup>

## **B. The Transaction**

As contemplated by the Plan, the Transaction proposes the issuance of additional shares of Fusion Connect common stock to certain Lenders once all required regulatory approvals are

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<sup>6</sup> The Commission reviewed this reorganization transaction in Case No. 19-2036-TP-CIO, filed November 15, 2019.

<sup>7</sup> The pursuit of a two-transaction approach arose in connection with the FCC's review of the reorganization transaction. As is common within the investment sector, several of the Lender funds are non-U.S. companies. The inclusion of these companies among proposed interest-holders in the pre-emergence FCC applications could have triggered a standard national security review by a multi-agency group, including the Department of Justice, the Department of Treasury and the Department of Homeland Security (commonly referred to as "Team Telecom"). This review could have materially delayed the Fusion Companies' emergence from chapter 11 protection, which would have been devastating to their financial viability. Postponing issuance of certain equity interests to the non-U.S. companies until after the Fusion Companies' emergence and the receipt of additional regulatory approvals helped to reduce that extreme financial injury. In the Transaction, there will be no comparable risk of financial harm should Team Telecom determine that a review is required.

secured. Upon completion of the Transaction, Telecom Holdings will no longer hold a majority controlling interest in, Fusion Connect or in the Fusion OH Licensees. Indeed, no individual or entity will hold a controlling interest in the Fusion Companies. Fusion Connect will become a widely held corporation, with all of its common stock held by the Lenders. It is anticipated that one group of affiliated funds will hold approximately thirty-three percent (33%) of the issued and outstanding shares of Fusion Connect and that another group of affiliated funds will hold approximately thirteen percent (13%) of Fusion's issued and outstanding shares. It is anticipated that all other stockholders of Fusion Connect will hold less than ten percent (10%) of Fusion Connect's common stock. Significantly, the Transaction will not have any impact on the organization and operations of the Fusion Companies, including the Fusion OH Licensees. All that will change is the relative percentage of ownership of the various Lenders in Fusion Connect.

For the Commission's convenience, pre- and post-Transaction corporate organizational structure charts for the Fusion Companies are appended.

### **III. PUBLIC INTEREST CONSIDERATIONS**

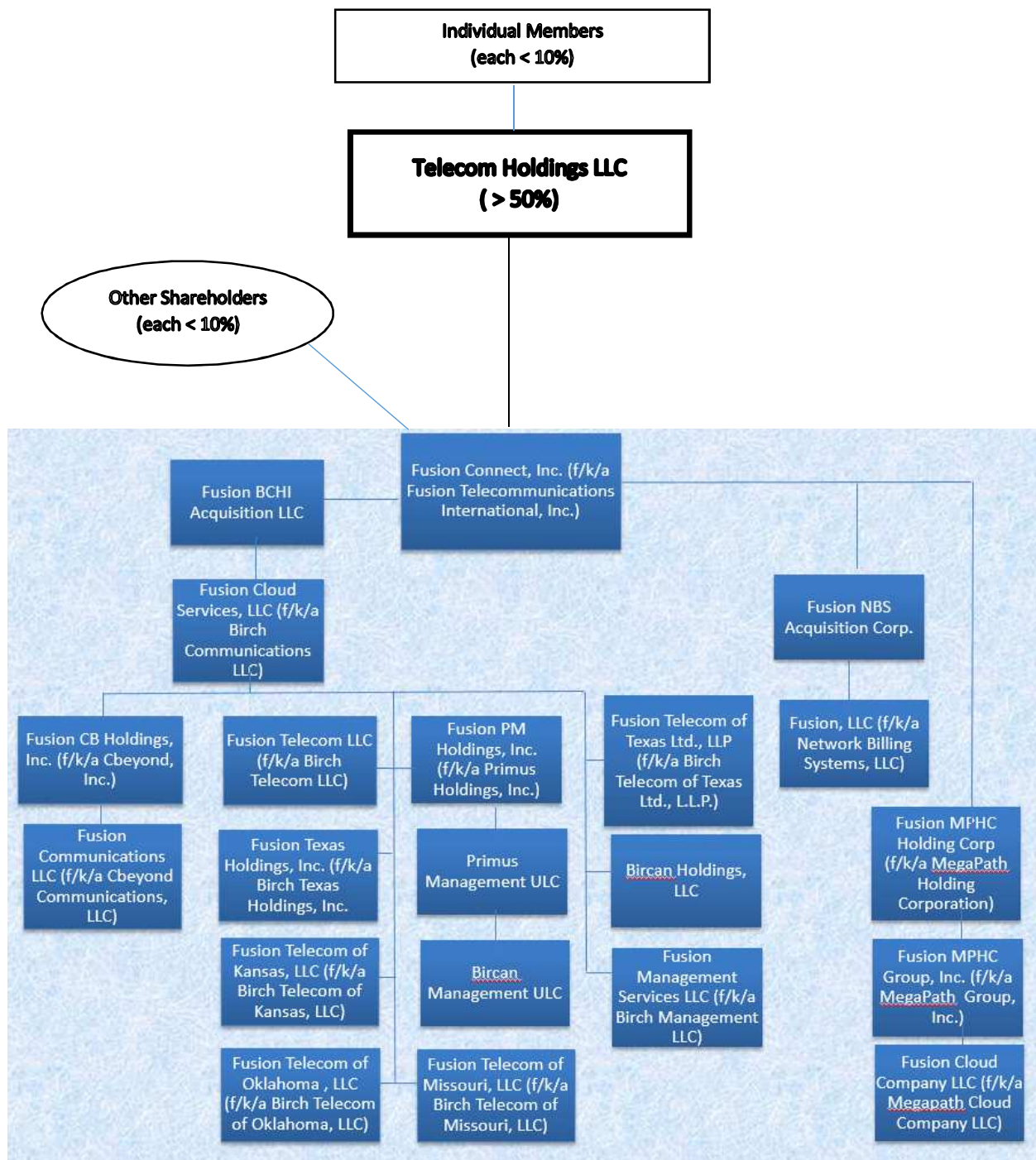
The proposed Transaction will promote the public interest, convenience, and necessity. The Transaction is simply the final step contemplated by the Plan, which Plan improved the financial condition of the Fusion Companies, thus ensuring that they continue to offer competitive, high-quality communications and cloud services offerings to customers throughout the United States, including those in Ohio.

The proposed Transaction will have no adverse effects upon the Ohio or interstate telecommunications market. The Fusion OH Licensees have a small share of the intrastate telecommunications market and, together, the Fusion Companies have a small share of the

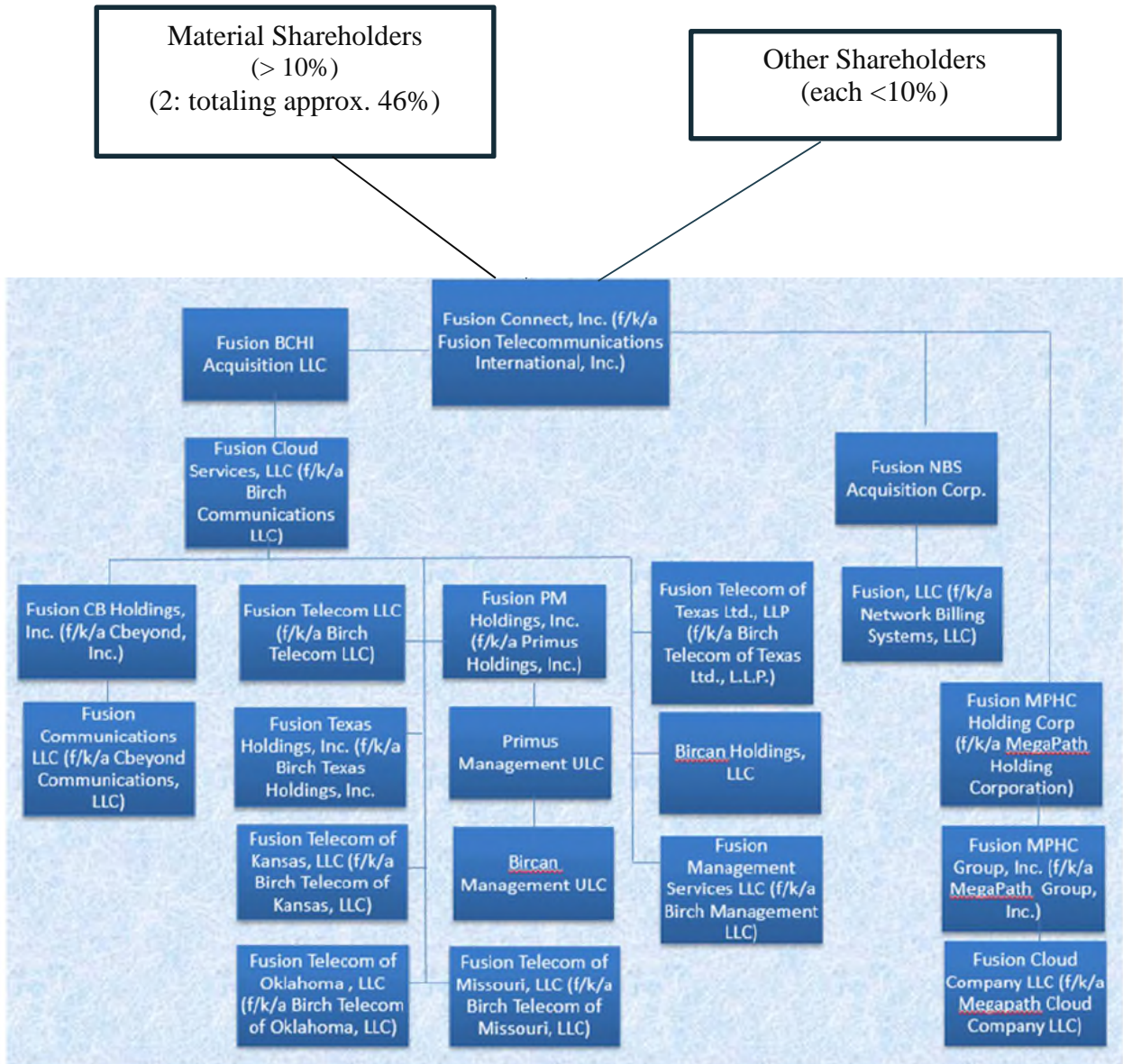
interstate telecommunications market. Significantly, the Transaction will not eliminate any market participants nor will it, in any respect, reduce the service choices available to consumers.

Moreover, the Transaction holds no adverse effects for Ohio customers of the Fusion OH Licensees. The carefully crafted Plan effectively ensured that, following emergence, the Fusion OH Licensees would continue providing services to their customers without any interruption or diminishment of service quality. These customers continue to receive the same services as they did previously, pursuant to the same rates, terms and conditions. Consummation of the Transaction will have no impact on this outcome.

## Pre-Transaction Organizational Chart for the Fusion Companies



## Post-Transaction Organizational Chart for the Fusion Companies



**This foregoing document was electronically filed with the Public Utilities**

**Commission of Ohio Docketing Information System on**

**3/4/2020 10:17:26 AM**

**in**

**Case No(s). 20-0546-TP-CIO**

Summary: Application of Fusion Connect LLC and Fusion Cloud Services, LLC Regarding a Transaction That Will Result in a Material Change to the Ownership & Control of Authorized Telecommunications Carriers electronically filed by Ms. Winafred R Brantl on behalf of Fusion Connect LLC and Fusion Cloud Services, LLC