

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

NEW YORK, NY
LOS ANGELES, CA
HOUSTON, TX
AUSTIN, TX
CHICAGO, IL
PARSIPPANY, NJ
STAMFORD, CT
BRUSSELS, BELGIUM

**WASHINGTON HARBOUR, SUITE 400
3050 K STREET, NW
WASHINGTON, DC 20007**

(202) 342-8400

FACSIMILE
(202) 342-8451
www.kelleydrye.com

DENISE N. SMITH
EMAIL: dsmith@kelleydrye.com

AFFILIATE OFFICE
MUMBAI, INDIA

November 15, 2017

BY EFILE

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

RE: Joint Application of BCHI Holdings, LLC, Birch Communications, Inc., Fusion Telecommunications International, Inc., and Network Billing Systems, LLC for Consent to a Transaction That Will Result in a Material Change to the Ownership and Control of Network Billing Systems, LLC

Dear Sir or Madam:

Enclosed please find the above-referenced application for submission through the Public Utilities Commission of Ohio's online filing system. Should there be any questions with respect to this filing, please contact Denise Smith at (202) 342-8614 or via email at dsmith@kelleydrye.com. Thank you for your assistance with this matter.

Respectfully submitted,



Denise Smith
*Counsel for Network Billing Systems, LLC and
Fusion Telecommunications International, Inc.*

Enclosures

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 _____) TRF Docket No. 90 -
Birch Communications, Inc., Fusion)
Telecommunications International, Inc., and Network Billing Systems, LLC) Case No. - - **TP** -
for Approval of the Transfer of Control of Network Billing Systems, LLC) **NOTE: Unless you have reserved a Case #, leave the**
"Case No" fields **BLANK**.

Name of Registrant(s) Network Billing Systems, LLC
DBA(s) of Registrant(s) _____
Address of Registrant(s) 420 Lexington Avenue, Suite 1718 New York, NY 10170
Company Web Address www.fusionconnect.com
Regulatory Contact Person(s) See Exhibit A Phone _____ Fax _____
Regulatory Contact Person's Email Address See Exhibit A
Contact Person for Annual Report See Exhibit A Phone _____
Address (if different from above) _____
Consumer Contact Information See Exhibit A Phone _____
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 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). N/A - no tariff changes anticipated
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. See Exhibit A for description
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s). N/A. See Exhibit A

Section I – Part I - Common Filings

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

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

Type of Notice	Direct Mail	Bill Insert	Bill Notation	Electronic Mail
<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"/>
Date Notice Sent:				

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

IOS	Introduce New	Tariff Change	Price Change	Withdraw
<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 <u>1-6-08</u> * (Auto 30- day)	<input type="checkbox"/> ACE <u>1-6-08</u> *(Auto 30 day)	<input type="checkbox"/> ACE <u>1-6-08</u> *(Auto 30 day)	<input type="checkbox"/> ACE <u>1-6-10</u> (Auto 30 day)	<input type="checkbox"/> UNC <u>1-6-09</u> *(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 <u>1-6-26</u> (Auto 30 days)	<input type="checkbox"/> ABN <u>1-6-26</u> (Auto 30 days)
Change of Official Name *	<input type="checkbox"/> ACN <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> ACN <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Change in Ownership *	<input type="checkbox"/> ACO <u>1-6-29(E)</u> (Auto 30 days)	<input type="checkbox"/> ACO <u>1-6-29(E)</u> (Auto 30 days)	<input checked="" type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Merger *	<input type="checkbox"/> AMT <u>1-6-29(E)</u> (Auto 30 days)	<input type="checkbox"/> AMT <u>1-6-29(E)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Transfer a Certificate *	<input type="checkbox"/> ATC <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> ATC <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Transaction for transfer or lease of property, plant or business *	<input type="checkbox"/> ATR <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> ATR <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (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 <u>1-7-07</u> (Auto 90 day)	<input type="checkbox"/> NAG <u>1-7-07</u> (Auto 90 day)
Request for Arbitration	<input type="checkbox"/> ARB <u>1-7-09</u> (Non-Auto)	<input type="checkbox"/> ARB <u>1-7-09</u> (Non-Auto)
Introduce or change c-t-c service tariffs	<input type="checkbox"/> ATA <u>1-7-14</u> (Auto 30 days)	<input type="checkbox"/> ATA <u>1-7-14</u> (Auto 30 days)
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC <u>1-7-04 or 05</u> (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 <u>1-3-04</u> (Auto 60 days)	
Wireless Providers See <u>4901:1-6-24</u>	<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.

AFFIDAVIT
Compliance with Commission Rules

I am an officer/agent of the applicant corporation, _____, and am authorized to make this statement on its behalf.

(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.*

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.

See Attached Verifications

*Signature and
Title _____

Date _____

**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.*

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

ATTACHMENT A

DESCRIPTION OF THE TRANSACTION

BCHI Holdings, LLC (“BCHI Holdings”), Birch Communications, Inc. (“BCI”),¹ Fusion Telecommunications International, Inc. (“FTI”), and Network Billing Systems, LLC (“NBS”),² collectively, the “Parties,” respectfully request consent of the Ohio Public Utilities Commission (“Commission”), for the Parties to consummate the merger transaction described below (the “Merger”), that will transfer a controlling interest in NBS to BCHI Holdings (the “Transaction”).

I. DESCRIPTION OF THE PARTIES

A. The Birch Companies

The Birch Companies operate as a leading nationwide provider of communications, network, cloud and IT services. They serve a full range of small, mid-sized, enterprise and wholesale businesses and residential customers, providing integrated technology solutions including metro-fiber, metro-Ethernet, unified communications (UC), hosted phone systems, hosted data centers and hosted file storage services. The Birch Companies hold federal and state authority, as required, to provide competitive local exchange, intrastate toll, intrastate interexchange, interstate interexchange, and international services to residential and business customers in all 50 states and the District of Columbia.³

BCHI Holdings is a Georgia limited liability company, with a principal office at 3060 Peachtree Road, NW, Suite 1065, Atlanta, GA 30305. BCHI Holdings was recently formed by

¹ BCHI Holdings and BCI, together with their affiliated operating companies described in Exhibit 1 hereto (the “Birch Companies” or “Birch”).

² Fusion and NBS, together with other Fusion operating companies described in Exhibit 2 hereto (the “Fusion Companies” or “Fusion”).

³ Tempo Telecom, LLC, one of the Birch Companies, is a reseller of prepaid wireless voice and Internet access services. Birch also has a subsidiary operating as a competitive local exchange carrier in Canada.

the shareholders of Birch Communications Holdings, Inc. (“Birch Holdings”) to hold the shares of FTI to be issued in connection with the Merger. Birch Holdings is the current parent of BCI.

BCI is a Georgia corporation, with principal offices at 320 Interstate North Parkway SE, Atlanta, GA 30339. BCI will be filing, in the near future, an application with the Commission for authority to provide competitive local exchange and interexchange services in Ohio. Upon closing of the Transaction, BCI will become an indirect, wholly-owned subsidiary of FTI.⁴

A diagram of the current corporate structure of Birch Holdings is provided in Exhibit 3.

B. The Fusion Companies

The Fusion Companies provide digital voice and data communications services, including hosted Voice over Internet Protocol (“VoIP”) and Session Initiated Protocol (“SIP”) trunking, and other enhanced communications services and features to businesses primarily in the United States. Fusion also provides VoIP services to carriers worldwide.

FTI is a publicly traded Delaware corporation (NASDAQ: FSNN), with its headquarters located at 420 Lexington Avenue, Suite 1718, New York, New York 10170. FTI holds Section 214 authority from the Federal Communications Commission (the “FCC”) to provide interstate and international telecommunications services. FTI does not hold authority to provide intrastate telecommunications services within any state.

⁴ Birch Telecom of the Great Lakes, Inc. (“BTGL”) is also authorized by the Commission to provide telecommunications services in Ohio in Case No. 00-1042-TP-ACE on December 7, 2000 with Certificate No. 90-9134; however, as explained below in the discussion of the Transaction, BTGL will not become a subsidiary of FTI following the closing of the Merger. Prior to that closing, Birch Holdings intends to convert both BCI and BTGL into limited liability companies. Separate filings will be made with the Commission to implement these changes in corporate form.

FTI's wholly-owned indirect subsidiary, NBS d/b/a Fusion,⁵ is a New Jersey limited liability company with corporate headquarters located at 695 U.S. Route 46 West, Fairfield, New Jersey 07004. NBS provides UC and hosted voice and data services, broadband Internet access service, interconnected VoIP, data networks, and traditional voice solutions primarily to business customers throughout the United States. In Ohio, the Commission has authorized NBS to operate as an interexchange telecommunications service provider in Case No. 90-6129-TP-TRF pursuant to Certificate No. 90-6129; and as a local exchange provider in Case No. 11-1160-TP-ACE on April 25, 2011 pursuant to Certificate No. 90-9386. Additionally, NBS holds authority to offer intrastate telecommunications services in 46 other states. NBS also holds Section 214 authority from the FCC to provide interstate and international telecommunications services.⁶

A diagram of the current corporate structure of FTI is provided in Exhibit 3.

II. DESCRIPTION OF THE TRANSACTION

Overview

On August 26, 2017, FTI, Fusion BCHI Acquisition LLC, a direct wholly-owned subsidiary of FTI formed by FTI solely for the purpose of completing the Transaction ("Fusion Merger Sub"), and Birch Holdings, the current holding company for the Birch Companies, entered into an Agreement and Plan of Merger (the "Merger Agreement") to combine the cloud services business of Fusion and the non-consumer, cloud and/or multi-line business services business of Birch (the "Cloud and Business Services Business") into one of the largest publicly-

⁵ NBS also operates under the d/b/a Solex in a limited number of states. A copy of NBS' certificate of good standing from the Ohio Secretary of State is attached hereto as Exhibit 4.

⁶ At this time, FTI also has operating subsidiaries providing telecommunications services in Ohio. In a series of corporate steps, these entities will be consolidated into NBS prior to closing of the Transaction. Fidelity Connect, LLC, Fidelity Voice Services LLC, and Fidelity Access Networks, LLC will be merged with and into Fidelity Access Networks, Inc. prior to the closing of the Transaction. In addition, Fidelity Telecom, LLC, Fidelity Access, Inc. and Apptix, Inc. will be merged with and into NBS prior to the closing of the Transaction.

traded North American cloud services providers with projected annual revenue of over \$570 million (“New Fusion Birch”). New Fusion-Birch intends to utilize its 100% Internet protocol (“IP”)-based network to provide fully-integrated, enterprise-level cloud services to over 150,000 business customers.

Under the terms of the Merger Agreement, the existing shareholders of Birch (through BCHI Holdings) will acquire approximately 75% of FTI’s issued and outstanding common stock. As a result, the majority ownership and control of FTI will be acquired by the existing shareholders of Birch. The remaining approximately twenty-five percent (25%) of FTI issued and outstanding shares of common stock will be held by the current stockholders of FTI at the time of the closing (“FTI Stockholders”). The result is that approximately seventy-five percent (75%) of the indirect equity interests in NBS also will be acquired by BCHI Holdings and ultimately held by the Birch Shareholders.⁷ The FTI Stockholders will hold the remaining approximately twenty-five percent (25%) indirect equity interest in NBS.⁸

Creating New Fusion-Birch (the Restructuring)

In anticipation of the Transaction, Birch will implement an intracorporate restructuring that segregates its Cloud and Business Services Business from its consumer and single-line business customers (the “Consumer Business”). Post-restructuring (and pre-close), the Birch entities providing the Cloud and Business Services Business, including BCI, will continue as wholly-owned subsidiaries of Birch Holdings. The Birch entities dedicated to supporting the Consumer Business, including BTGL, which operates in Ohio pursuant to authority from the

⁷ The Transaction will not involve a change of service provider for any NBS customer. The merger is expected to be transparent to these customers. Consequently, notice of the proposed change to the ownership of NBS is not required.

⁸ Additionally, as BCI will become a wholly-owned subsidiary of FTI as a result of the Merger, the FTI Stockholders collectively will acquire a minority twenty-five percent (25%) ownership interest in BCI. The Birch Shareholders, however, will continue to hold a majority controlling interests in BCI through their ownership of FTI through Birch Holdings.

Commission, together with their newly formed holding company, Lingo Communications, LLC (“Lingo”), will be spun-off to the Birch Shareholders on or prior to the closing of the Transaction. This spin-off is expected to be achieved primarily through a reorganization of existing Birch operating subsidiaries but also may include intra-corporate asset transfers, as necessary to meet the objectives of segregating the Cloud and Business Services Business from the Consumer Business. The specific details of the spin-off will depend upon logistical considerations and each State’s regulatory requirements. This reorganization will be entirely *pro forma*—both prior to and following the restructuring, as the same Birch Shareholders will, at all times, hold a controlling interest in each of the Birch Companies.⁹ The reorganization also will be transparent to customers.

At closing of the Transaction, Birch Holdings will merge with and into Fusion Merger Sub and Fusion Merger Sub will be the surviving entity in the merger. As a result, the subsidiaries of Birch Holdings that are engaged in the Cloud and Business Services Business (subsequent to the reorganization described in the previous paragraph), including BCI, will, by operation of law, become indirect wholly-owned subsidiaries of FTI.¹⁰

For the Commission’s convenience, pre- and post-Transaction corporate organizational charts for FTI and BCHI Holdings are attached hereto as Exhibit 3.

⁹ To the extent necessary, additional regulatory filings may be made to address these reorganizational changes. Parties’ understanding is that Commission approval is not required for these *pro forma* changes; however, if the Commission determines otherwise, Parties respectfully request that the Commission grant such approval as part of its disposition of this filing.

¹⁰ BTGL and the operating entities engaged in the Consumer Business will be unaffected by the merger of Birch Holdings with Fusion Merger Sub.

III. PUBLIC INTEREST CONSIDERATIONS

The Parties submit that the proposed Transaction will promote the public interest, convenience, and necessity. The Transaction will result in the creation of one of the largest, publicly-traded cloud service providers in North America and a leader in the \$200 billion cloud services market. The combined entities will have an extensive nationwide IP-based network serving over 150,000 business customers. The Parties project annual revenues of over \$570 million a year and project that the combination will result in cost-saving synergies in excess of \$20 million. The Merger will allow New Fusion-Birch to increase the breadth and innovative caliber of their service offerings and to provide the nationwide coverage that will be of particular interest to business customers with multiple locations. Moreover, the combined entities expect to be able to take advantage of projected cost-saving synergies to offer service with lower cost structures to the benefit of consumers across the United States.

In addition, while the focus of the Transaction is the creation of the New Fusion-Birch business-cloud services enterprise, the consumer and small business services customers of Birch also will benefit from the corporate reorganization in anticipation of the Transaction. The Transaction will enable BCHI Holdings to more effectively concentrate resources towards serving these customers.

The Transaction presents no risks to Ohio consumers. Fusion and Birch are each well-established communications service providers with decades of experience operating in the U.S. communications market. The financial, technical and managerial qualifications of these companies are a matter of record with the Commission, which has reviewed their respective qualifications to operate and own regulated telecommunications carriers on previous occasions. Parties respectfully request that the existing record of the qualifications of Fusion and Birch be incorporated herein by reference.

Moreover, Fusion and Birch customers will not be harmed in any manner by the Transaction and the associated reorganization. Subscribers to the business and cloud services offered today by NBS and the Birch Companies will continue to receive those services under New Fusion-Birch. Customers of Birch's Consumer Business services will continue to receive their services without interruption. As a result, neither Fusion customers nor Birch customers should experience any disruption of, or diminishment to, their existing services. To the contrary, the operational and financial efficiencies expected to result from the Transaction should lead to significant improvements in the quality of those services.

The Transaction also will not adversely impact competition in the Ohio and national telecommunications market. The demand for state-of-the-art cloud and Internet protocol-based services continues to grow steadily and new competitors enter the market regularly to meet that demand. Similarly, the markets remain competitive for the traditional intrastate and interstate telecommunications services offered by NBS and BCI and BTGL.

IV. CONTACT INFORMATION

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

For FTI and NBS

Edward A. Yorkgitis, Jr.
Denise N. Smith
Kelley Drye & Warren LLP
3050 K St., NW, Suite 400
Washington, DC 20007
Tel: (202) 342-8614
Fax: (202) 342-8451
Email: cyorkgitis@kelleydrye.com
dsmith@kelleydrye.com

For BCHI Holdings and BCI

Chérie R. Kiser
Angela F. Collins
Cahill Gordon & Reindel LLP
1990 K Street, NW, Suite 950
Washington, DC 20006
Tel. (202) 862-8900
Fax: 866-255-0185
Email: ckiser@cahill.com
acollins@cahill.com

With copies to:

James P. Prenetta, Jr.
Executive Vice President and General Counsel
Fusion Telecommunications International, Inc.
420 Lexington Avenue, Suite 1718
New York, NY 10170
Email: jprenetta@fusionconnect.com

Gordon P. Williams, Jr.
Senior Vice President & General Counsel
Birch Communications, Inc.
320 Interstate North Pkwy SE
Atlanta, GA 30339
Email: chuck.williams@birch.com

V. CONCLUSION

WHEREFORE, for the reasons set forth above, the Parties respectfully submit that the public interest, convenience and necessity will be furthered by the Transaction.

Date: November 15, 2017

LIST OF EXHIBITS

EXHIBIT 1	The Birch Operating Companies
EXHIBIT 2	The Fusion Operating Companies
EXHIBIT 3	Pre-and Post-Close Organizational Charts for Fusion and Birch
EXHIBIT 4	Certificate of Good Standing
EXHIBIT 5	List of Officers and Directors

EXHIBIT 1

The Birch Operating Companies

Exhibit 1

The Birch Operating Companies

1. Birch Communications, Inc.
2. Birch Communications of Kentucky, LLC (dba Birch Communications)
3. Birch Communications of the Northeast, Inc. (dba Birch Communications)
4. Birch Communications of Virginia, Inc. (dba Birch Communications)
5. Birch Telecom of Kansas, Inc. (dba Birch Communications)
6. Birch Telecom of Missouri, Inc. (dba Birch Communications)
7. Birch Telecom of Oklahoma, Inc. (dba Birch Communications)
8. Birch Telecom of Texas LTD, LLP (dba Birch Communications)
9. Birch Telecom of the Great Lakes, Inc. (dba Birch Communications)
10. Birch Telecom of the South, Inc. (dba Birch Communications)
11. Birch Telecom of the West, Inc. (dba Birch Communications)
12. Cbeyond Communications, LLC (dba Birch Communications)
13. Ionex Communications North, Inc. (dba Birch Communications)
14. Ionex Communications South, Inc. (dba Birch Communications)
15. Ionex Communications, Inc. (dba Birch Communications)
16. Primus Management ULC (Foreign Carrier)
17. Tempo Telecom, LLC

EXHIBIT 2

The Fusion Operating Companies

Exhibit 2

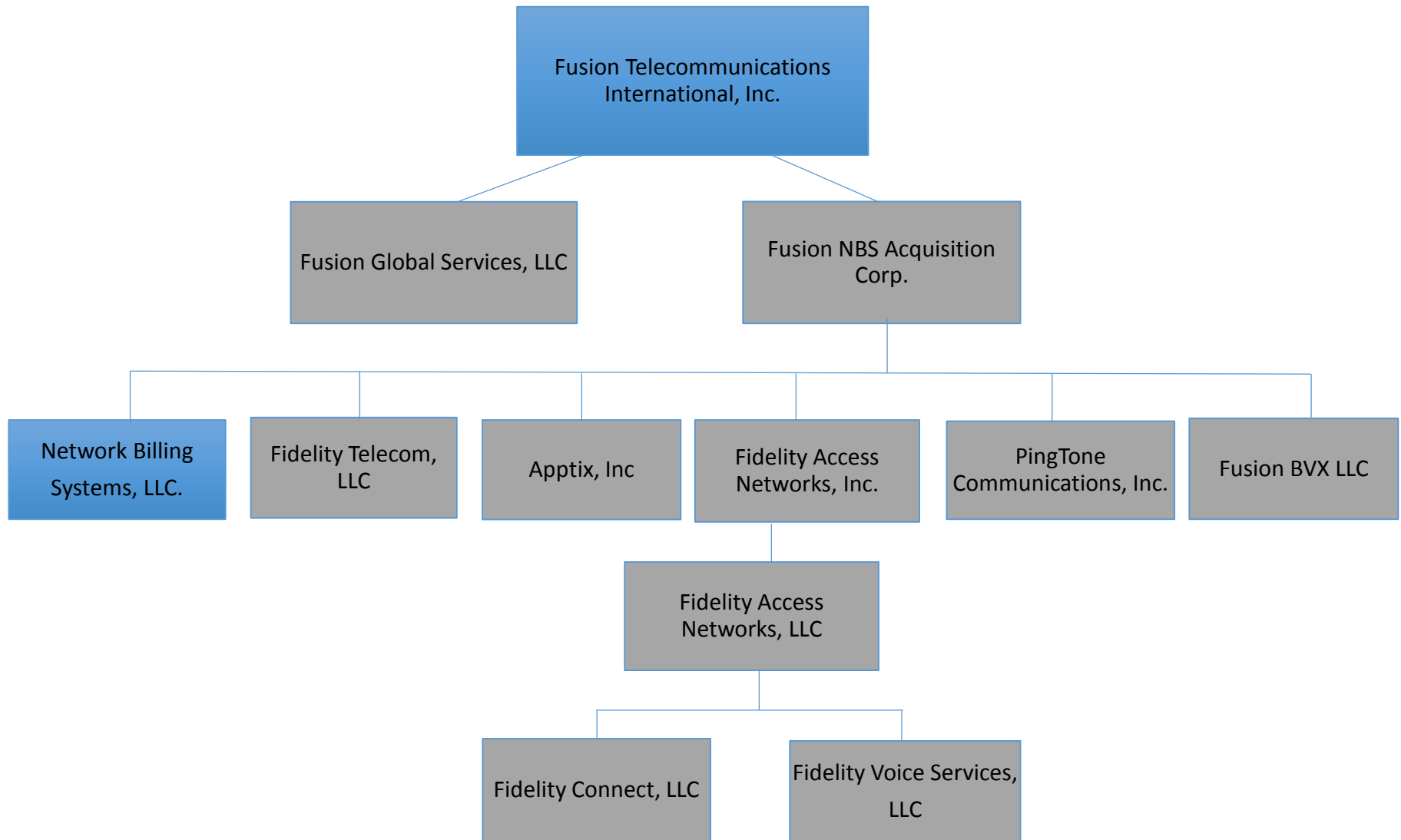
The Fusion Operating Companies

1. Fusion Telecommunications International, Inc.
2. Apptix, Inc.
3. Fidelity Access Networks, LLC
4. Fidelity Connect, LLC
5. Fidelity Telecom, LLC
6. Fidelity Voice Services, LLC
7. Fusion Global Services, LLC
8. Network Billing Systems, LLC
9. PingTone Communications, Inc.

EXHIBIT 3

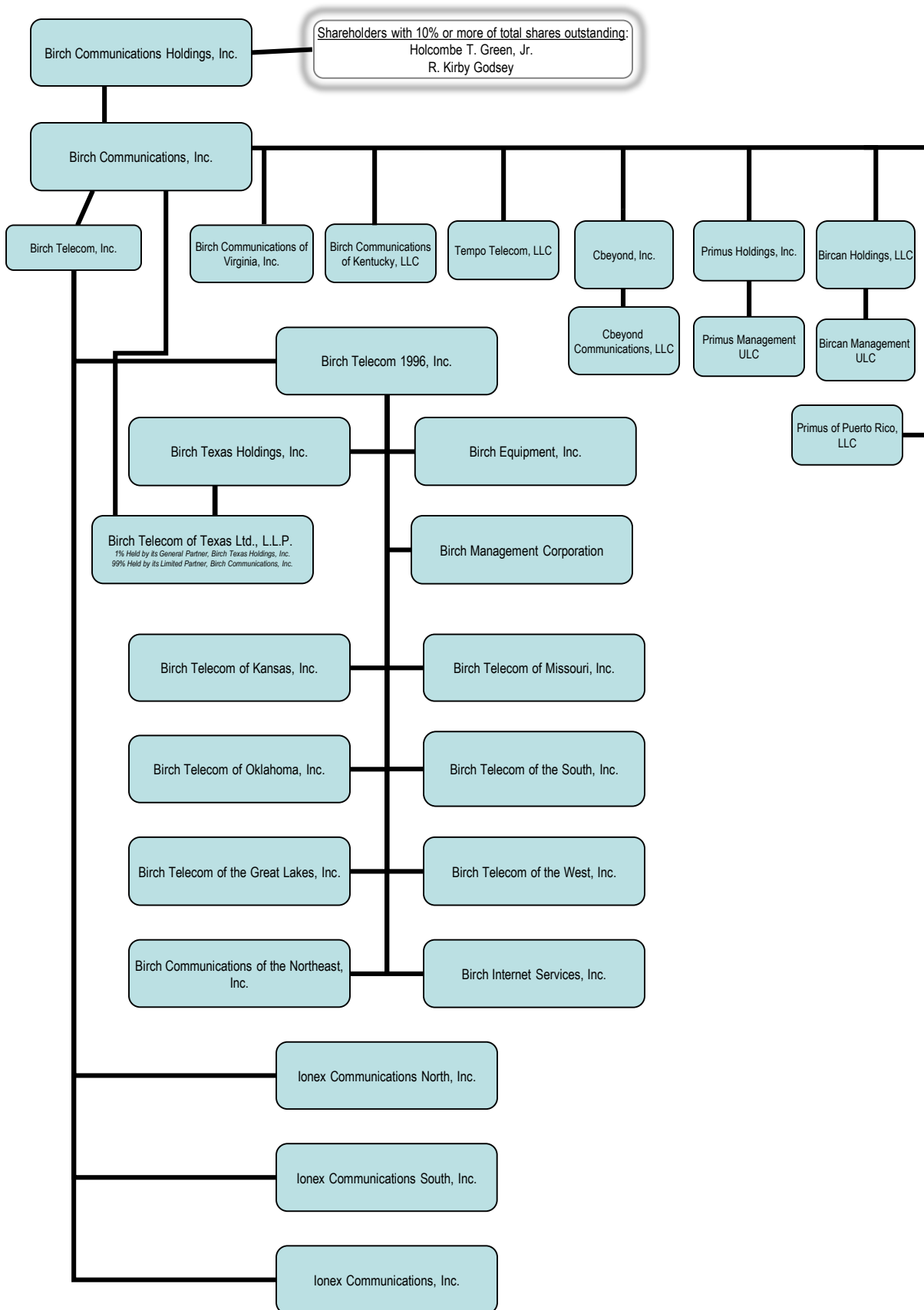
Pre-and Post-Close Organizational Charts for Fusion and Birch

Fusion Companies (Pre-Close)

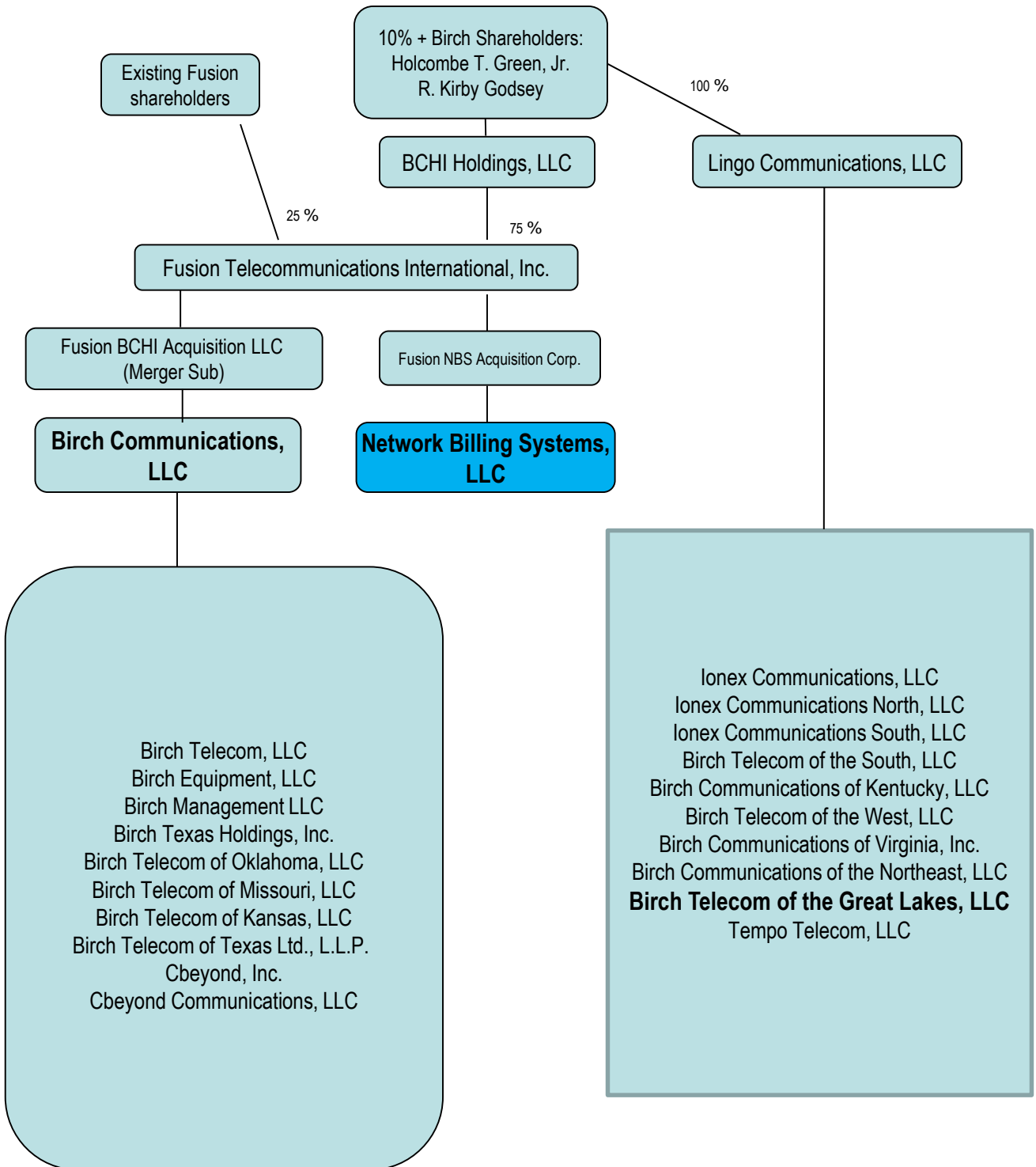


Entities in gray boxes are current FTI subsidiaries, including certain operating companies; however these entities are expected to have been sold off or consolidated into NBS at the time of closing.

Birch Companies Pre-Close Organizational Chart



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.

EXHIBIT 4

Certificate of Good Standing

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show NETWORK BILLING SYSTEMS, L.L.C., a New Jersey Limited Liability Company, Registration Number 1028507, filed on August 10, 1998, is currently in FULL FORCE AND EFFECT upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 15th day of November, A.D.
2017.*

Jon Husted

Ohio Secretary of State

Validation Number: 201731901366

EXHIBIT 5

List of Officers and Directors

List of Officers and Directors

The directors and officers for the Applicants in this Transaction along with their bios are listed below and can be reached through the contacts designated for each entity in Attachment A.

Directors and Officers for Fusion Telecommunications International

Matthew D. Rosen, Chief Executive Officer and Director

Mr. Rosen has served as a director since May 2005 and has been our Chief Executive Officer since March 2006. He served as our President from March 2006 until March 2008, as our Chief Operating Officer from August 2003 to March 2006, as our Executive Vice President and Chief Operating Officer from February 2002 to August 2003, as our Executive Vice President and President of Global Operations from November 2000 to January 2002 and as our President of US Operations from March 2000 to November 2000. Mr. Rosen is the son of our Chairman of the Board, Marvin Rosen.

Philip D. Turits, Secretary, Treasurer, and Director

Mr. Turits co-founded the Company in 1997 and has served as a director since September 1997, our Secretary since October 1997, our Treasurer since March 1998 and Vice Chairman of the Board from March 1998 to December 1998. From September 1991 to February 1996, Mr. Turits served as Treasurer and Chief Operating Officer for Larry Stuart, Ltd., a consumer products company, and prior to 1991 he served as President and Chief Executive Officer of Continental Chemical Company.

Gordon Hutchins, Jr., President, Chief Operating Officer

Mr. Hutchins has served as our President and Chief Operating Officer since March 2008. Mr. Hutchins served as our Executive Vice President from December 2005 to March 2008 and as Acting Chief Financial Officer from January 2010 until April 2016. Prior to joining the Company, Mr. Hutchins served as President and Chief Executive Officer of SwissFone, Inc., a telecommunications carrier. Prior to joining SwissFone, Mr. Hutchins served as President and Chief Executive Officer of STAR Telecommunications, Inc., an international telecommunications carrier. Mr. Hutchins has also served as President and Chief Executive Officer of GH Associates, Inc., a management consulting firm that he founded. During his early career, Mr. Hutchins served as President and Chief Executive Officer of LDX NET, Inc., a fiber optic network company, and held positions with MCI, McDonnell Douglas Corporation and AT&T.

Michael R. Bauer, Chief Financial Officer

Mr. Bauer has served as our Chief Financial Officer since April 13, 2016. Prior to joining the Company, Mr. Bauer served as Chief Financial Officer at GTT Communications Inc. from June 2012 to June 2015. Prior to serving as GTT's Chief Financial Officer, Mr. Bauer served as its acting Chief Financial Officer, Principal Accounting Officer and Treasurer from December 2011 to June 2012 and as its Vice President, Finance and Controller from June 2009 to December 2011. Mr. Bauer has over 20 years of broad finance and accounting experience. Prior to joining

GTT, Mr. Bauer led the financial planning and analysis and investor relations efforts at MeriStar Hospitality Corporation. Mr. Bauer began his career with Arthur Andersen in audit and business advisory services.

Jonathan Kaufman, Chief Strategy Officer

Mr. Kaufman has served as our Chief Strategy Officer since January 2015. Prior to assuming that position, Mr. Kaufman served as President, Business Services, from October 2012 (the date we acquired his company, NBS, a company he founded in 1998) until January 2015. From its founding until its sale in 2012, Mr. Kaufman served as Chief Executive Officer of NBS. Prior to founding NBS, Mr. Kaufman served as Chief Executive Officer of Target Telecom Inc., a telecommunications service company that he founded in 1984 and sold to WorldCom in 1996.

Russell P. Markman, President Business Services

Mr. Markman has served as our President Business Services since January 2015. Prior to assuming that role, Mr. Markman served as Executive Vice President, Business Services from October 2012 to January 2015. Prior to our acquisition of NBS in October 2012, Mr. Markman served as President of that company from January 2009 to October 2012. Prior to becoming President of NBS, Mr. Markman served as Vice President, Operations from October 2003 to October 2012. Prior to joining NBS, Mr. Markman established the alternate channel distribution program for commercial sales at RCN Corporation, where he served as Director of Commercial Sales.

Jan Sarro, Executive Vice President – Marketing and Business Development

Ms. Sarro has served as our Executive Vice President of Marketing and Business Development since November 2012. Prior to assuming that role, Ms. Sarro served as our Executive Vice President – Corporate Services from March 2008 to October 2012, as our Executive Vice President, Carrier Services from April 2005 to March 2008, and as our Vice President of Sales and Marketing from March 2002 to April 2005. Prior to joining the Company, Ms. Sarro served as President of the Americas for Viatel, Inc., a global, facilities-based communications carrier. Ms. Sarro has over 20 years of experience in the telecommunications industry. Ms. Sarro has also held senior executive marketing and sales management positions at Argo Communications, FTC Communications, TRT Communications and WorldCom.

James P. Prenetta, Jr., Executive Vice President and General Counsel

Mr. Prenetta has served as our Executive Vice President and General Counsel since June 2017 and previously served in that role from May 2014 through January 2015. From January 2015 to June 2017, Mr. Prenetta acted as Corporate Counsel to Fusion. From September 2009 to January 2017, Mr. Prenetta served as General Counsel and Corporate Secretary for Hibernia NGS Limited and its various subsidiaries. Prior to joining Hibernia Networks, Mr. Prenetta served as Senior Vice President, General Counsel and Corporate Secretary for One Communications Corporation and its successor CTC Communications Corp. from January 2004 to September 2009. From 2003 to 2009, Mr. Prenetta has also served as special counsel to Columbia Ventures Corporation, an investment firm and a major shareholder of Hibernia Networks and One Communications, a competitive local exchange carrier.

Lisa Taranto, Vice President, Finance and Principal Accounting Officer

Ms. Taranto has served as our Principal Accounting Officer since August 2015 and as our Vice President, Finance since January 2014. From January 2014 until August 2015, she also held the position of Vice President, Accounting. Prior to joining us, Ms. Taranto served as Vice President, Finance and Accounting for Broadvox, LLC and from January 2006 to January 2011 served as Vice President, Accounting and Financial Operations for Cypress Communications. From May 2003 to April 2005, Ms. Taranto held senior financial management roles at AirGate PCS (a Sprint Company), where she built the company's settlements operations organization and held a position on that company's external controls and disclosures committee. Ms. Taranto has over 25 years of financial management experience in the communications industry. Earlier in her career, Ms. Taranto held executive management roles at MCI/Verizon Business, where she led the Global Financial Operations and IT Revenue Systems organizations.

Directors and Officers for Birch Communications, Inc.

R. Kirby Godsey – Chairman of the Board and Director

Dr. Godsey served as President and CEO of Mercer University for 27 years before being named Chancellor in 2006 by the Board of Trustees. Dr. Godsey earned his undergraduate degree in history and religion from Samford University in Birmingham, Alabama. He holds Master of Divinity and Doctor of Theology degrees from New Orleans Baptist Theological Seminary and a Master of Arts in Philosophy from the University of Alabama. In 1969, he earned a Ph.D. in Philosophy from Tulane University. The University of South Carolina, Averett College and Samford University have all awarded him honorary degrees.

Holcombe T. Green, Jr. – Director

Mr. Green has over thirty years of experience investing in and growing market-leading public and private businesses. As an entrepreneur, Holcombe founded Green Capital Investors, a private equity investment management firm and served as the Chairman, Board Member or Chief Executive Officer of many of Green Capital's portfolio companies. Mr. Green received his BA from Yale University and his J.D. from the University of Virginia.

James P. O'Brien – Executive Vice President and Chief Operating Officer

O'Brien has direct oversight of Birch IT, Cloud, Engineering, and Product Development as well as operations groups consisting of Order Assurance, Customer Care, Margin Assurance, and Field Operations. O'Brien is a 20+year communications operations executive and has served in several executive positions at notable CLECs including Deltacom –now EarthLink– and ICG Communications. O'Brien comes to Birch from Rise Broadband where he most recently served as Senior Vice President of Customer Operations and led all Network and Field Operations, Customer Care, Contact Center and Technical Support groups.

Kevin M. Dotts – Executive Vice President, Chief Financial Officer and Treasurer

Birch announced the appointment of Kevin Dotts as Executive Vice President and Chief Financial Officer on February 7, 2017. Dotts oversees all financial operations and investor relations, and corporate sourcing for the company. Dotts is an expert in driving key corporate growth initiatives across multiple high-tech industries with over 30 years of experience. Before joining Birch, Kevin served as Chief Financial Officer of Internap, a Cloud, Hosting, and Colocation business. Before Internap, Kevin was Executive Vice President and Chief Financial Officer at Culligan International in Chicago and EarthLink in Atlanta. Kevin started his career with financial leadership roles in various domestic and international divisions of GE. Dotts holds a Bachelor of Science in Finance and Computer Systems Management from Drexel University. He is based out of the company's Atlanta Operations Center.

Gordon P. Williams, Jr. – Senior Vice President, Secretary and General Counsel

Gordon “Chuck” Williams is responsible for all legal affairs, including corporate governance, legal operations, litigation and regulatory compliance at the company. Williams brings 30+ years of legal leadership experience to Birch. He is a Martindale-Hubbell AV- Preeminent® rated attorney with demonstrated expertise in strategic planning and execution to build sustainable enterprise value, and he has served as Counsel to public and private global companies both in a General Counsel role and in private practice. Williams has extensive experience in the communications industry with previous roles at Broadwing Communications, Wayport and MCI. Most recently, he served as a partner at Culhane Meadows, PLLC. Williams is a graduate of the University of Richmond with a bachelor's degree in Psychology and holds a Juris Doctorate from the University of Richmond's School of Law. He is based at the Atlanta Operations Center.

Michelle H. Ansley – Vice President and Chief Administrative Officer, Human Resources

Michelle Ansley is responsible for the management of Human Resources activities and oversight of facility management for all Birch locations. Ms. Ansley began her career in technology and transitioned into Human Resources via Learning and Development and Change Management. Prior to joining Birch in 2014, she served as Vice President of Human Resources at ASAP Solutions, LLC; Senior Vice President of Shared Services at Prommis Solutions, LLC; and held various human resources, learning and development, technical and program management positions at IBM. Ms. Ansley holds a Bachelor's of Business Administration from Kennesaw State University and a Masters in Business Administration from Georgia State University.

VERIFICATION

STATE OF GEORGIA

§

§

COUNTY OF COBB

§

I, Holcombe T. Green, Jr., state that I am the Sole Member and Manager of BCHI Holdings, LLC; that I am authorized to make this Verification on behalf of BCHI Holdings, LLC; that I have read the foregoing document; and that the statements in the foregoing document with respect to BCHI Holdings, LLC, except as otherwise specifically attributed, are true and correct to the best of my knowledge, information and belief.



Holcombe T. Green, Jr.

Subscribed and sworn to before me this 13th day of November, 2017.

Notary Public



My Commission expires: March 26, 2020



VERIFICATION

STATE OF GEORGIA

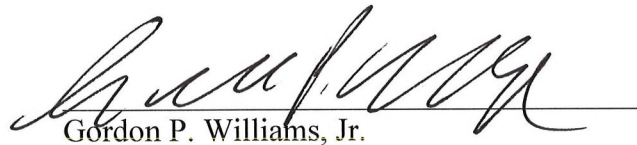
§

§

COUNTY OF COBB

§

I, Gordon P. Williams, Jr., state that I am the Senior Vice President, Secretary and General Counsel of Birch Communications, Inc. and its subsidiaries, including Cbeyond Communications, LLC (collectively, "Birch"); that I am authorized to make this Verification on behalf of Birch; that I have read the foregoing document; and that the statements in the foregoing document with respect to Birch, except as otherwise specifically attributed, are true and correct to the best of my knowledge, information and belief.

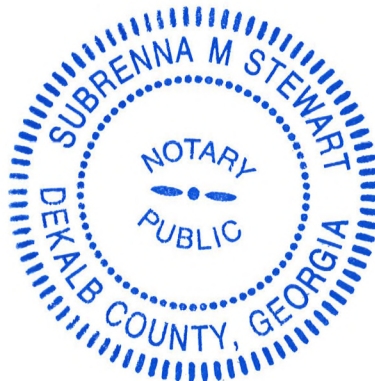

Gordon P. Williams, Jr.

Subscribed and sworn to before me this 13th day of November, 2017.

Notary Public

Subrenna M. Stewart

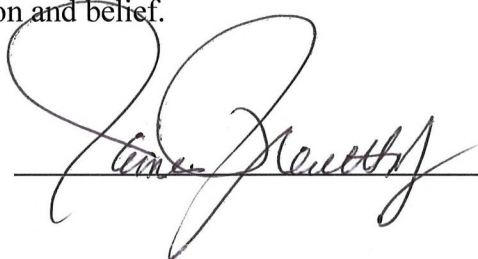
My Commission expires: August 10, 2021



VERIFICATION

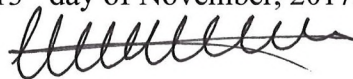
STATE OF NEW YORK §
 §
COUNTY OF NEW YORK §

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



Subscribed and sworn to before me this 13th day of November, 2017.

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

This foregoing document was electronically filed with the Public Utilities

Commission of Ohio Docketing Information System on

11/15/2017 5:01:02 PM

in

Case No(s). 17-2361-TP-CIO

Summary: Application Joint Application of BCHI Holdings, LLC, Birch Communications, Inc., Fusion Telecommunications International, Inc., and Network Billing Systems, LLC for Consent to a Transaction That Will Result in a Material Change to the Ownership and Control of Network Billing Systems, LLC
electronically filed by Ms. Winafred R Brantl on behalf of BCHI Holdings, LLC and Birch Communications, Inc. and Fusion Telecommunications International, Inc. and Network Billing Systems, LLC