

July 22, 2018

Patricia Van Gerpen
Executive Director
South Dakota Public Utilities Commission
Capitol Building, 1st Fl.
500 E. Capitol Avenue
Pierre, SD 57501-5070

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

Dear Ms. Van Gerpen:

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

NBS is authorized to provide interexchange telecommunications services in South Dakota, and BCL and Ionex are authorized to provide competitive local exchange and interexchange services in South Dakota.¹ Tempo is registered with the Commission as a wireless telecommunications service provider.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 Companies notified the Commission of the Merger and associated internal corporate restructuring on November 30, 2017.

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

¹ Network Billing Systems, LLC, Docket No. TC98-195 (January 6, 1999); Birch Communications, LLC, Docket No. TC17-067 (Feb. 14, 2018); Ionex Communications North, LLC Docket No. TC96-083 (Oct. 22, 1996).

² Wireless telecommunications provider registration (September 11, 2013).

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.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, Ionex, 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**

**For: Ionex Communications North,
LLC and Tempo Telecom, LLC**

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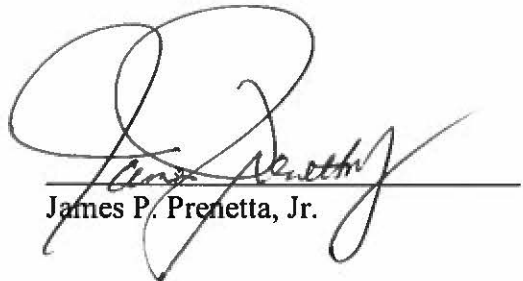
Attachments

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 §
 §
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.

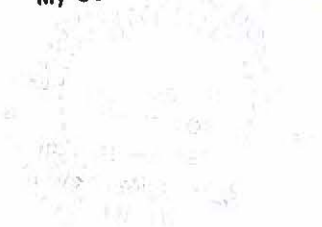
Subscribed and sworn to before me this 10th day of July, 2018.

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



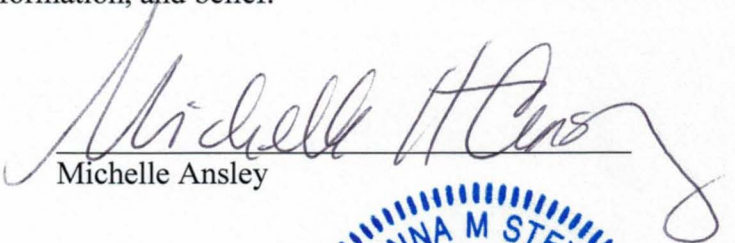
VERIFICATION

STATE OF GEORGIA

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COUNTY OF COBB

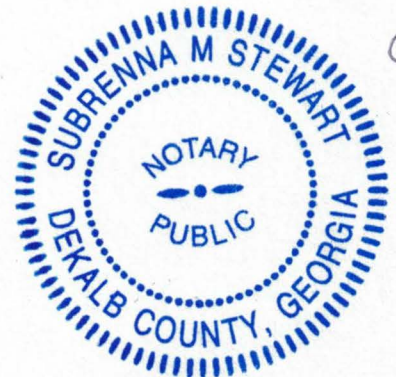
I, Michelle Ansley, state that I am the President of Birch Communications of the Northeast, LLC, Birch Communications of Virginia, Inc., Birch Telecom of the South, LLC, Birch Telecom of the Great Lakes, LLC, Birch Telecom of the West, LLC, Ionex Communications, LLC, Ionex Communications South, LLC, 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

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

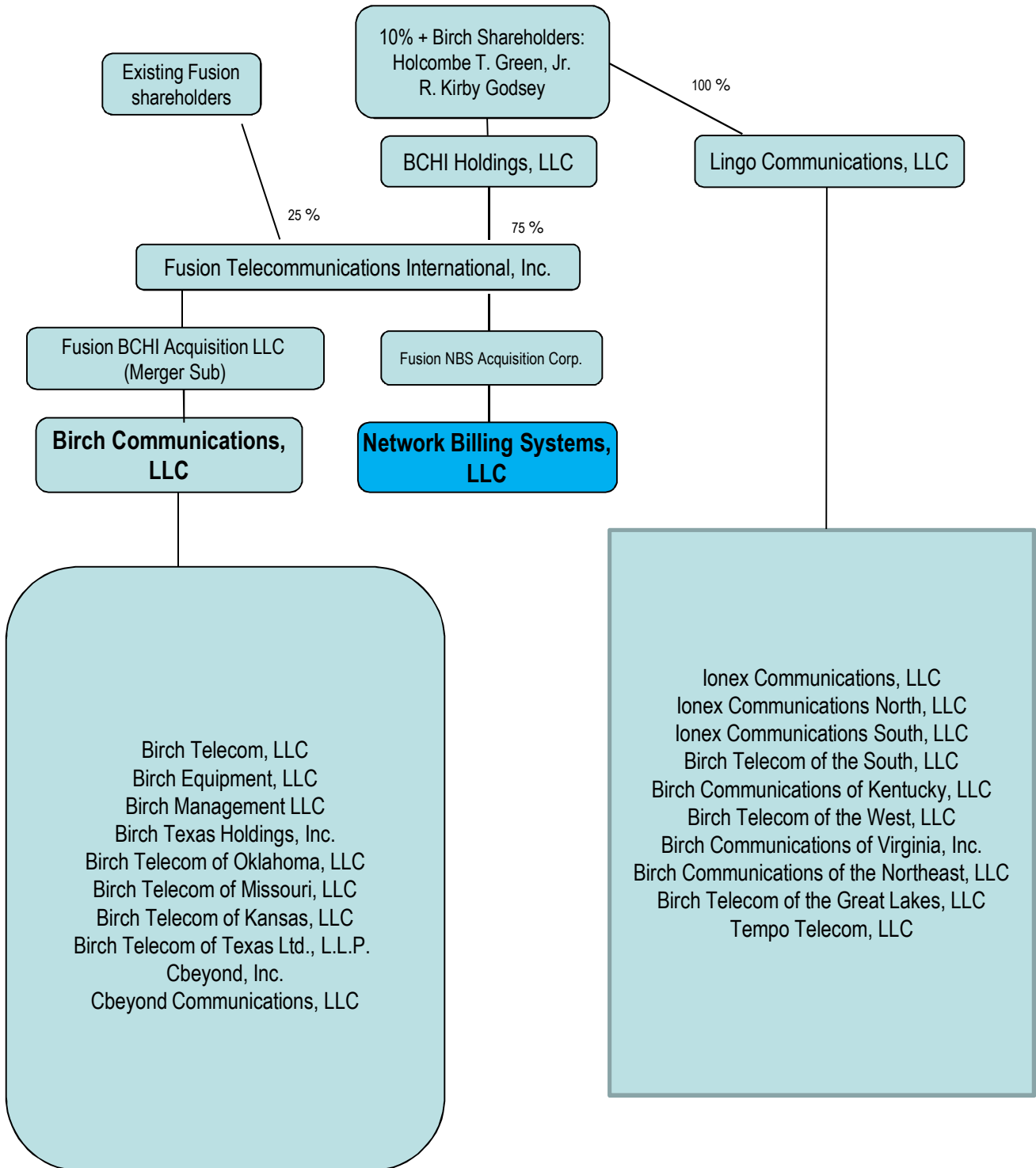
Notary Public: Subrenna M. Stewart

My Commission expires: August 10, 2021



ATTACHMENT 1

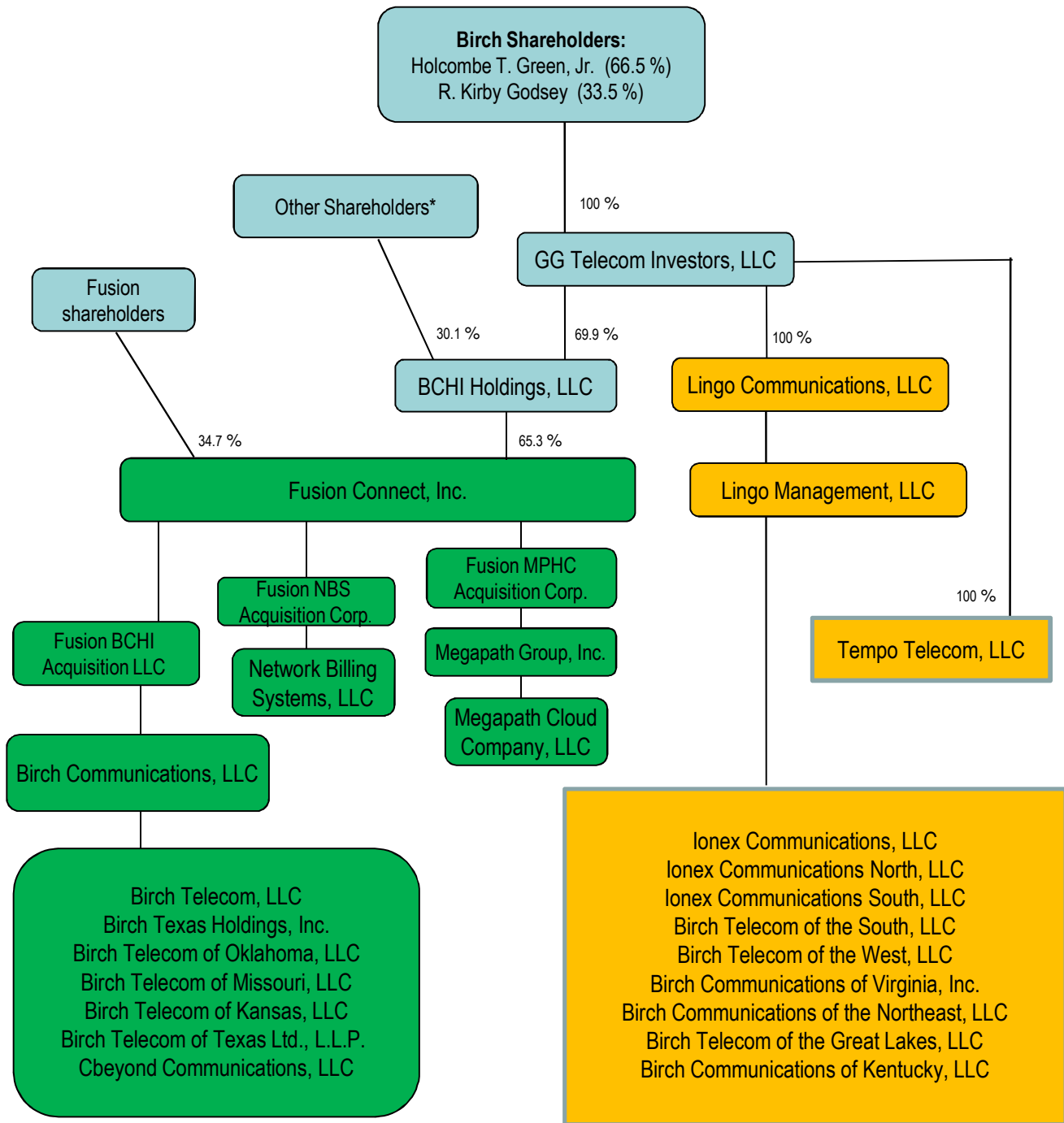
Post-close organizational chart for Fusion and Birch



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.**