

August 24, 2018

Ms. Carlotta S. Stauffer
Commission Clerk
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

Re: Network Billing Systems, LLC d/b/a Fusion d/b/a Solex,
Birch Communications, LLC, Cbeyond Communications, LLC,
and Birch Telecom of the South, LLC: Notice of Intracorporate
Reorganization (Without Change to Controlling Ownership)

Dear Ms. Stauffer:

Network Billing Systems, LLC d/b/a Fusion d/b/a Solex (“NBS”), Birch Communications, LLC (“BCL”), Cbeyond Communications, LLC (“Cbeyond”) and Birch Telecom of the South, LLC (“BTS” and, with NBS, BCL, and Cbyeond, the “Companies”) respectfully submit this filing to notify the Florida Public Service Commission (“Commission”) of a *pro forma* change to their corporate ownership structure.

NBS, BCL, Cbeyond and BTS have each been authorized by the Commission for the provision of competitive local exchange and interexchange telecommunications services in Florida.¹

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 29, 2017.²

Following closing of the Merger, NBS, BCL, and Cbeyond were indirect wholly-owned subsidiaries of Fusion Connect. BTS was an indirect wholly-owned subsidiary 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 NBS: Docket Nos. 110055-TX (CLEC); 980960 (IXC – now deregulated).
BCL: Docket Nos. 990666-TX (CLEC); 990665-TI (IXC – now deregulated).
Cbeyond: Docket Nos. 20000804-TX (Alternate LEC); 20000803-TI (IXC –now deregulated).
BTS: Docket Nos. 000696-TX (CLEC); 000741-TI (IXC – now deregulated).

² *Joint Notice of BCHI Holdings, LLC, Birch Communications, Inc., Cbeyond Communications, LLC, 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. 29, 2017).

A copy of the organizational chart for the Companies, at closing of the Merger on May 4, 2018, 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. 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, Cbeyond and BTS 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,
Birch Communications, LLC, and
Cbeyond Communications, LLC**

/s/ Winafred R. Brantl
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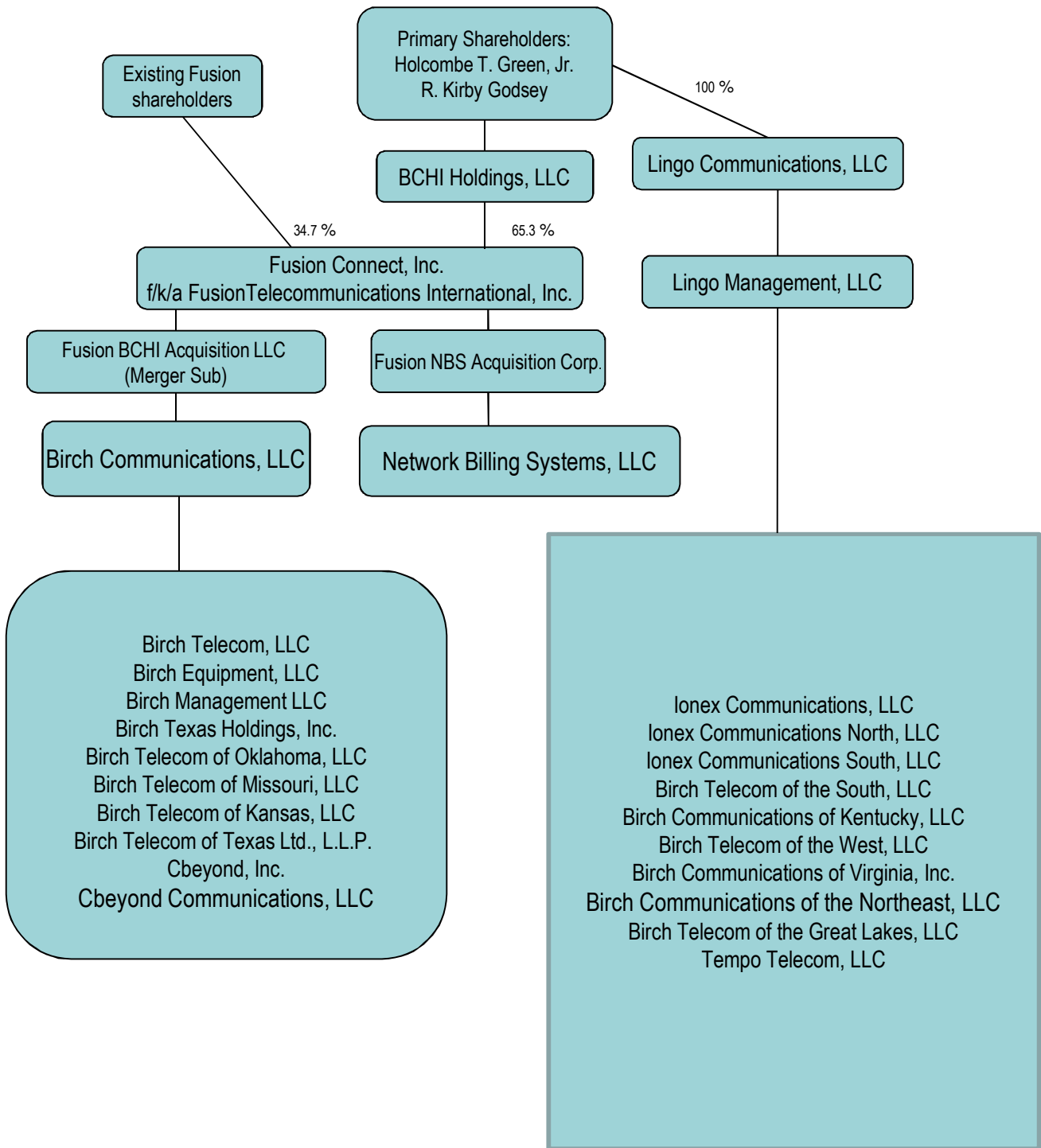
For: Birch Telecom of the South, LLC,

/s/ Angela F. Collins
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Attachments

ATTACHMENT 1

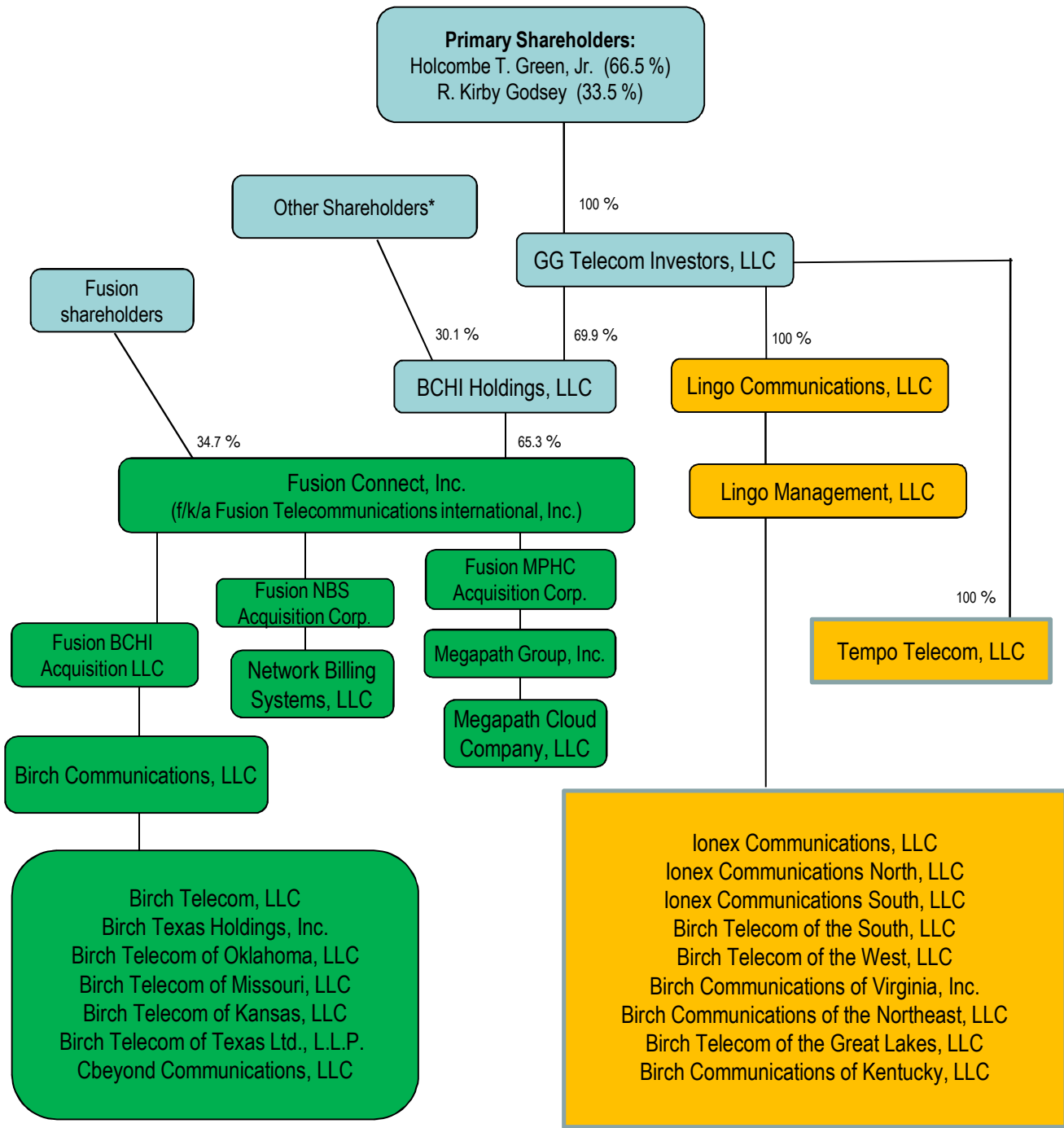
**Organizational Chart for the Fusion and Birch Companies
(May 4, 2018)**



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

ATTACHMENT 2

**Organizational Chart for the Birch/Fusion and Lingo Companies
(July 2018)**



* 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.**