

**ATTACHMENT**  
**NOTIFICATION OF *PRO FORMA* ASSIGNMENT OF CUSTOMERS**

Lingo Management, LLC (“Lingo”) and Fusion Cloud Services, LLC (f/k/a Birch Communications, LLC) (“Fusion”) (Lingo and Fusion collectively, the “Parties”) hereby notify the Federal Communications Commission (the “Commission”) of the *pro forma* transfer of certain customers served by Fusion to Lingo (the “Transaction”).

**I. DESCRIPTION OF THE PARTIES**

Lingo is a Georgia limited liability company with a principal office at 5607 Glenridge Drive NE, Suite 300, Atlanta, GA 30342. Lingo is a wholly-owned subsidiary of Lingo Communications, LLC, a Georgia limited liability company, and an indirect subsidiary of GG Telecom Investors, LLC (“GGTI”), a Georgia limited liability company. GGTI is owned by Holcombe T. Green, Jr. (67.5%) and R. Kirby Godsey (32.5%).

Lingo is a holding company and does not provide telecommunications services. Lingo’s subsidiaries, as described in **Exhibit 1**, collectively are competitive local exchange carriers that offer, or are certified to offer, competitive local exchange, intrastate toll, intrastate interexchange, interstate interexchange, or international services to residential and business customers in 50 states and the District of Columbia.

Fusion is a Georgia limited liability company with a principal office at 320 Interstate North Parkway SE, Atlanta, GA 30339. Fusion is an indirect, wholly-owned subsidiary of Fusion Connect, Inc. (f/k/a/ Fusion Telecommunications International, Inc.) (“Fusion Connect”), which is a publicly traded Delaware corporation (OTC: FSNN) with headquarters located at 420 Lexington Avenue, Suite 1718, New York, New York 10170. Fusion Connect and its subsidiaries, as described in **Exhibit 2**, collectively are competitive local exchange carriers or interexchange carriers that offer, or are certified to offer, competitive local exchange, intrastate toll, intrastate interexchange, interstate interexchange, or international services to business customers in 50 states and the District of Columbia.

BCHI Holdings, LLC (“BHold”), a Georgia limited liability company, holds approximately 60% of Fusion Connect. Mr. Green and Mr. Godsey, through GGTI, hold 72.2% of the membership interests of BHold, and the remaining 27.8% of BHold 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.

The ultimate control of both Lingo and Fusion is held by Holcombe T. Green, Jr., a U.S. citizen, and R. Kirby Godsey, also a U.S. citizen (Mr. Green and Mr. Godsey collectively, the “Owners”).

**II. OVERVIEW OF *PRO FORMA* ASSIGNMENT OF CUSTOMERS**

Pursuant to the terms of an Asset Purchase Agreement (the “Agreement”) dated as of February 1, 2019, by and between Fusion and Lingo, Lingo acquired certain Fusion customers

receiving telecommunications services from Fusion, and certain historical records associated with those customers (the “Acquired Customers”), in the states set forth in **Exhibit 3** hereto. The chart in **Exhibit 3** reflects the Lingo operating subsidiary that provides service to the Acquired Customers in each state. The Transaction was consummated April 26, 2019.

This Transaction involved the *pro forma* assignment of customers between two affiliated entities. The Acquired Customers received written notice of the transfer of their account to Lingo via First Class United States mail as required by the requirements of Commission Rule 64.1120(e). The Acquired Customers will continue to receive the same services that they previously received without any immediate changes to their service offerings or rates. The ownership structure of Lingo and Fusion is not affected by the Transaction. The assets do not include the Commission authority held by Fusion as Fusion will continue to provide services to other customers not involved in the Transaction.<sup>1</sup>

The Transaction is in the public interest because it advances economic efficiency by enabling Lingo to expand its own business and achieve economies of scale. These benefits are expected to strengthen Lingo’s ability to expand its offerings and services to a broader customer base, and will enable Lingo to strengthen its competitive position to the benefit of consumers and the telecommunications marketplace.

Furthermore, the Transaction was conducted in a manner that had no adverse effect on the Acquired Customers. Lingo will continue to provide the Acquired Customers with the same service quality they have come to expect and all billing will be handled by Lingo using the Lingo name. The Acquired Customers will continue to receive the same services that they previously received without any immediate changes to their service offerings, rates, or terms and conditions.

### **III. RESPONSE TO IBFS FORM QUESTIONS**

#### **Response to IBFS Form Question 10**

Correspondence concerning this *pro forma* notification should be sent to:

**For Fusion Cloud Services, LLC**

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**For Lingo Management, LLC**

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The international Section 214 authorizations held by the Parties are set forth in **Exhibit 1** and **Exhibit 2**.

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<sup>1</sup> Fusion holds blanket domestic Section 214 authority by operation of law and provides international services, operating pursuant to the international Section 214 authority held by its parent, Fusion Connect.

## **Response to IBFS Form Question 11**

As of April 26, 2019, the following entities and individuals hold a ten percent (10%) or greater direct or indirect ownership interest in Lingo:

- Lingo Communications, LLC, a Georgia limited liability company, holds 100% of the interests of Lingo. Holcombe T. Green, Jr., a U.S. citizen, is the Manager of Lingo Communications, LLC. The business address for Lingo Communications, LLC is 3060 Peachtree St., NW, Suite 1065, Atlanta, GA 30305. Lingo Communications, LLC is a holding company and offers no services.
- GG Telecom Investors, LLC, a Georgia limited liability company, holds 100% of the interests of Lingo Communications, LLC. Holcombe T. Green, Jr., a U.S. citizen, is the Manager of GG Telecom Investors, LLC. The business address for GG Telecom Investors, LLC is 3060 Peachtree St., NW, Suite 1065, Atlanta, GA 30305. GG Telecom Investors, LLC is a holding company and offers no services.
- Holcombe T. Green, Jr., a U.S. citizen, holds 67.5% of the membership interests of GG Telecom Investors, LLC. R. Kirby Godsey, a U.S. citizen, holds 32.5% of the membership interests of GG Telecom Investors, LLC. The business address for Mr. Green and Mr. Godsey is 3060 Peachtree St., NW, Suite 1065, Atlanta, GA 30305. No other person or entity holds a ten percent (10%) or greater direct or indirect equity or voting interest in GG Telecom Investors, LLC.

Other than as stated herein, no other entity or individual owns a ten percent (10%) or greater direct or indirect equity or voting interest in Lingo.

Lingo also holds 100% of the interests in the following entities that provide telecommunications services:

- Lingo Communications of Virginia, Inc.
- Lingo Communications of the Northeast, LLC
- Lingo Telecom of the South, LLC
- Lingo Telecom of the Great Lakes, LLC
- Lingo Telecom of the West, LLC
- Lingo Communications Midwest, LLC
- Lingo Communications South, LLC
- Lingo Communications North, LLC
- Matrix Telecom, LLC
- Matrix Telecom of Virginia, LLC
- Vancouver Telephone Company Limited (Canada) (“VTC”)

GGTI also holds 100% of the interests of Tempo Telecom, LLC, a prepaid wireless carrier that operates throughout the United States.

GGTI also holds 100% of the interests of Lingo Communications of Kentucky, LLC, a competitive local exchange and interexchange carrier operating in Kentucky.

Mr. Green and Mr. Godsey, through GGTI, also hold interests in BCHI Holdings, LLC (“BHold”), a Georgia limited liability company. GGTI holds 72.2% of the membership interests of BHold, and the remaining 27.8% of BHold 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. BHold holds approximately 60% of Fusion Connect. Fusion Connect is the ultimate corporate parent of Fusion, and also is the ultimate corporate parent of the following seven (7) entities that provide telecommunications services:

- Fusion, LLC (f/k/a Network Billing Systems, LLC) is a New Jersey limited liability company and is authorized to provide interstate and international telecommunications services, and also holds authority to offer intrastate telecommunications services in 47 states.
- Fusion Communications, LLC (f/k/a Cbeyond Communications, LLC), Fusion Telecom of Missouri, LLC (f/k/a Birch Telecom of Missouri, LLC), Fusion Telecom of Kansas, LLC (f/k/a Birch Telecom of Kansas, LLC), Fusion Telecom of Texas Ltd LLP (f/k/a Birch Telecom of Texas Ltd LLP), and Fusion Telecom of Oklahoma, LLC (f/k/a Birch Telecom of Oklahoma, LLC) are competitive local exchange carriers that offer, or are certified to offer, competitive local exchange, intrastate toll, intrastate interexchange, interstate interexchange, or international services to business customers throughout the United States.
- Primus Management ULC (“Primus”) is an unlimited liability company formed under the laws of the Province of British Columbia, Canada that is authorized to provide competitive local exchange, long distance, and Internet access services in Canada.

### **Response to IBFS Form Question 12**

VTC, a British Columbia company that is authorized to provide telecommunications and Internet access services in Canada as a non-dominant provider, is an indirect, wholly-owned subsidiary of Lingo. As a result of the membership interests held by Mr. Green and Mr. Godsey in BHold, Lingo also is affiliated with Primus, a company that is authorized to provide local exchange, long distance, and Internet access services in Canada as a non-dominant provider.

### **Response to IBFS Form Question 13**

See explanation in Section II above.

**EXHIBIT 1**  
**LINGO SUBSIDIARIES AND AFFILIATES HOLDING SECTION 214 AUTHORITY**

Lingo Management, LLC (“Lingo”) is registered with the Commission under FCC Filer ID 831674 and holds international Section 214 authority under IB File No. ITC-214-20160630-00180, but does not provide any services. The following wholly-owned subsidiaries of Lingo hold authority to provide interstate telecommunications services and operate pursuant to the international Section 214 authorization held by Lingo:

<b><u>Entity</u></b>	<b><u>FCC Filer ID</u></b>
Lingo Telecom of the Great Lakes, LLC	826636
Lingo Telecom of the South, LLC	820616
Lingo Telecom of the West, LLC	827985
Lingo Communications South, LLC	808443
Lingo Communications North, LLC	815082
Lingo Communications Midwest, LLC	815376
Lingo Communications of the Northeast, LLC	828483
Lingo Communications of Virginia, Inc.	828502

Matrix Telecom, LLC and Matrix Telecom of Virginia, LLC also are wholly-owned subsidiaries of Lingo and hold authority to provide interstate and international telecommunications services in FCC Filer ID 802572 and IB File Nos. ITC-214-19900713-00004 (Old File No. ITC-90-152), ITC-214-19930330-00053 (Old File No. ITC-93-145), ITC-214-19940830-00266 (Old File No. 94-478), ITC-214-19970415-00212 (Old File No. ITC-97-227), ITC-214-19980507-00300 (Old File No. ITC-98-349), and ITC-214-19980915-00644.

In addition, the following affiliates of Lingo are registered with the Commission and hold international Section 214 authority:

- (1) Lingo Communications of Kentucky, LLC: FCC Filer ID 829851; IB File No. ITC-214-20130716-00198;
- (2) Tempo Telecom, LLC: FCC Filer ID 829777; IB File No. ITC-214-20130411-00107.

**EXHIBIT 2**  
**FUSION CONNECT SUBSIDIARIES HOLDING SECTION 214 AUTHORITY**

Fusion Connect, Inc. (formerly known as Fusion Telecommunications International, Inc.) (“Fusion Connect”) is authorized to provide interstate and international telecommunications services under FCC Filer ID 825160 and IB File No. ITC-214-19971001-00592. The following wholly-owned subsidiaries of Fusion Connect hold authority to provide interstate telecommunications services and operate pursuant to the international Section 214 authorization held by Fusion Connect:

<b><u>Entity</u></b>	<b><u>FCC Filer ID</u></b>
Fusion Cloud Services, LLC (f/k/a Birch Communications, LLC)	815113
Fusion Communications, LLC (f/k/a Cbeyond Communications, LLC)	820930
Fusion Telecom of Oklahoma, LLC (f/k/a Birch Telecom of Oklahoma, LLC)	820061
Fusion Telecom of Missouri, LLC (f/k/a Birch Telecom of Missouri, LLC)	819422
Fusion Telecom of Kansas, LLC (f/k/a Birch Telecom of Kansas, LLC)	807993
Fusion Telecom of Texas Ltd, LLP (f/k/a Birch Telecom of Texas Ltd, LLP)	819948
Fusion, LLC (f/k/a Network Billing Systems, LLC)	819926

**EXHIBIT 3**  
**STATES IN WHICH THE ACQUIRED CUSTOMERS ARE LOCATED**  
**AND THE APPLICABLE LINGO ENTITY OPERATING IN THAT STATE**

<b><u>State</u></b>	<b><u>Lingo Entity Operating in State</u></b>
Alabama	Lingo Telecom of the South, LLC
Arkansas	Lingo Communications Midwest, LLC
Connecticut	Lingo Communications of the Northeast, LLC
Delaware	Lingo Communications of the Northeast, LLC
Florida	Lingo Telecom of the South, LLC
Georgia	Lingo Telecom of the South, LLC
Idaho	Lingo Communications North, LLC
Illinois	Lingo Telecom of the Great Lakes, LLC
Iowa	Lingo Communications North, LLC
Kansas	Lingo Communications Midwest, LLC
Kentucky	Lingo Telecom of the South, LLC
Maine	Lingo Communications of the Northeast, LLC
Michigan	Lingo Telecom of the Great Lakes, LLC
Missouri	Lingo Communications Midwest, LLC
Montana	Lingo Communications North, LLC
Nevada	Lingo Telecom of the West, LLC
New Mexico	Lingo Communications North, LLC
North Carolina	Lingo Telecom of the South, LLC
North Dakota	Lingo Communications North, LLC
Oregon	Lingo Communications North, LLC
South Dakota	Lingo Communications North, LLC
Tennessee	Lingo Telecom of the South, LLC
Texas	Lingo Communications South, LLC
Utah	Lingo Communications North, LLC
Washington	Lingo Communications North, LLC
Wisconsin	Lingo Telecom of the Great Lakes, LLC
Wyoming	Lingo Communications North, LLC