

**INTERNATIONAL SECTION 214 AUTHORIZATIONS  
FOR ASSIGNMENT OR  
TRANSFER OF CONTROL  
FCC FORM 214TC  
FOR OFFICIAL USE ONLY**

**APPLICANT INFORMATION**

Enter a description of this application to identify it on the main menu:

Birch Telecom, LLC Notice of Pro Forma Transaction

1. Legal Name of Applicant			
Name:	Birch Telecom, LLC	Phone Number:	770-874-4942
DBA Name:		Fax Number:	478-405-3112
Street:	320 Interstate North Parkway SE	E-Mail:	complaints@birch.com
City:	Atlanta	State:	GA
Country:	USA	Zipcode:	30339 -
Attention:	Ms Sharyl Fowler		
2. Name of Contact Representative			
Name:	Winafred Brantl	Phone Number:	202-945-6649
Company:	Kelley Drye & Warren, LLP	Fax Number:	202-342-8451
Street:	3050 K Street, N.W. Suite 400	E-Mail:	wbrantl@kelleydrye.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20007-
Attention:		Relationship:	Legal Counsel

**CLASSIFICATION OF FILING**

3. Choose the button next to the classification that best describes this filing. Choose only one.

a. Assignment of Section 214 Authority  
**An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)**

b. Transfer of Control of Section 214 Authority  
**A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)**

c. Notification of Pro Forma Assignment of Section 214 Authority ( **No fee required** )

d. Notification of Pro Forma Transfer of Control of Section 214 Authority ( **No fee required** )

Date of Consummation: 05/04/2018 **Must be completed if you select c or d.**

4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.

Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "ITC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You cannot enter an "ITC-ASG" or "ITC-T/C" File No. in response to this question. Your response must specify one or more "ITC" File Nos. Relevant "ITC-ASG" or "ITC-T/C" File Nos. should be listed only in Attachment 1 in response to Question 10.

File	File	File	File	File	File	File	File
Number:ITCMOD2015111100259	Number:ITC2141999070100441	Number:	Number:	Number:	Number:	Number:	Number:

5. Name of Section 214 Authorization Holder			
Name:	Birch Telecom, LLC	Phone Number:	770-874-4942
DBA Name:		Fax Number:	478-405-3112
Street:	320 Interstate North Parkway SE	E-Mail:	complaints@birch.com
City:	Atlanta	State:	GA
Country:	USA	Zipcode:	30339 -

Attention: Ms Sharyl Fowler

## 6. Name of Assignor / Transferor

Name: Birch Telecom, LLC

Phone Number: 770-874-4942

DBA Name:

Fax Number: 478-405-3112

Street: 320 Interstate North Parkway SE

E-Mail: complaints@birch.com

City: Atlanta

State: GA

Country: USA

Zipcode: 30339 -

Attention: Ms Sharyl Fowler

## 7. Name of Assignee / Transferee

Name: Birch Telecom, LLC

Phone Number: 770-874-4942

DBA Name:

Fax Number: 478-405-3112

Street: 320 Interstate North Parkway SE

E-Mail: complaints@birch.com

City: Atlanta

State: GA

Country: USA

Zipcode: 30339 -

Attention: Ms Sharyl Fowler

## 8a. Is a fee submitted with this application?

 If Yes, complete and attach FCC Form 159.

If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).

 Governmental Entity  Noncommercial educational licensee  Notification of Pro Forma (No fee required.) Other (please explain):

## 8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT - Section 214 Authority

## 9. Description (Summarize the nature of the application.)

Notice of pro forma transaction resulting in changes to corporate ownership and structure of Birch Telecom

10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules?  Yes  No

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier?  Yes  No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and /or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a *pro forma* assignment or *pro forma* transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign"  Yes  No

carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true?  Yes  No

- (1) The Section 214 holder is a foreign carrier in that country; or  
 (2) The Section 214 holder controls a foreign carrier in that country; or  
 (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.  
 (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.  
 If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and *any or all* countries listed in response to Question 14? See Section 63.10 of the rules.  Yes  No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

- Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):  
 No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. *If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.*

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

- Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61( c ) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

**Applicant certifies that its responses to questions 21 through 25 are true:**

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future.  Yes  No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for *pro forma* transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).)  Yes  No

23. If this filing is a notification of a <i>pro forma</i> assignment or transfer of control, the undersigned certify that the assignment or transfer of control was <i>pro forma</i> and that, together with all previous <i>pro forma</i> transactions, does not result in a change in the actual controlling party.	<input checked="" type="radio"/> Yes <input type="radio"/> No <input type="radio"/> Not a Pro Forma
24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.	<input checked="" type="radio"/> Yes <input type="radio"/> No
25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.	<input checked="" type="radio"/> Yes <input type="radio"/> No

### CERTIFICATION

26. Printed Name of Assignor / Transferor Birch Telecom, LLC	29. Printed Name of Assignee / Transferee Birch Telecom, LLC
27. Title (Office Held by Person Signing) Executive Vice President and General Counsel	30. Title (Office Held by Person Signing) Executive Vice President and General Counsel
28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) James P. Prenetta, Jr.	31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) James P. Prenetta, Jr.
<b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</b>	

### FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 8 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PERM, Paperwork Reduction Project (3060-0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to PRA@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

Remember - You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0686.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

This notice is being filed to address *pro forma* changes to the corporate ownership and structure of Birch Telecom, LLC (“Birch Telecom”) arising in connection with a recently consummated transaction (the “Merger Transaction”). The specific changes are discussed below in the response to FCC Form 214TC Question 13.

**Pursuant to 47 C.F. R. § 63.24(f)(2), Birch Telecom provides the following information:**

- (a) The name, address and telephone number of each applicant:

Birch Telecom, LLC  
320 Interstate North Parkway SE  
Atlanta, GA 30339  
Tel: (770) 874-4942

- (b) Birch Telecom is a Delaware limited liability company.

*(Response to FCC Form 214TC Question 10)*

- (c) Correspondence concerning this *pro forma* notice should be directed to:

Winafred R. Brantl  
Denise N. Smith  
Kelley Drye & Warren, LLP  
3050 K St., NW #400  
Washington, DC 20007  
Tel: (202) 945-6649 (Brantl)  
(202) 342-8614 (Smith)  
Fax: (202) 342-8451  
Email: [wbrantl@kelleydrye.com](mailto:wbrantl@kelleydrye.com)  
[dsmith@kelleydrye.com](mailto:dsmith@kelleydrye.com)

- (d) Birch Telecom was granted international Section 214 authority pursuant to File No. ITC-214-19990701-00441, subsequently modified in File No. ITC-MOD-20151111-00259. On June 4, 2018, Birch Telecom filed to surrender this authority.

*(Response to FCC Form 214TC Question 11)*

- (h) Upon the closing of the Merger Transaction on May 4, 2018, the following individuals and entities held 10% or more of the direct or indirect interests in Birch Telecom:

Birch Communications, LLC  
320 Interstate North Parkway SE  
Atlanta, GA 30339  
Citizenship: U.S.  
Principal Business: Telecommunications  
Percentage Interest: 100% (Direct)

Fusion BCHI Acquisition LLC  
420 Lexington Avenue, Suite 1718  
New York, New York 10170  
Citizenship: U.S.  
Principal Business: Holding Company  
Percentage Interest: 100% (Indirect)

Fusion Connect, Inc.  
420 Lexington Avenue, Suite 1718  
New York, New York 10170  
Citizenship: U.S.  
Principal Business: Telecommunications  
Percentage Interest: 100% (Indirect)

BCHI Holdings, LLC  
3060 Peachtree St., NW, Suite 1065  
Atlanta, GA 30305  
Citizenship: U.S.  
Principal Business: Holding Company  
Percentage Interest: 65% (Indirect) (100% via attribution)

Holcombe T. Green, Jr.  
3060 Peachtree St., NW, Suite 1065  
Atlanta, GA 30305  
Citizenship: U.S.  
Principal Business: Entrepreneur  
Percentage Interest: 43% (Indirect) (100% via attribution)

R. Kirby Godsey  
3060 Peachtree St., NW, Suite 1065  
Atlanta, GA 30305  
Citizenship: U.S.  
Principal Business: Investor  
Percentage Interest: 16% (Indirect)

No other entity or individual held a 10% or greater direct or indirect equity or voting interest in Birch Telecom.

(Response to FCC Form 214TC Question 12)

Interlocking Directorates

Birch Telecom’s affiliate, Primus Management ULC (“Primus”), is a British Columbia unlimited liability company authorized to provide local exchange, long distance, and Internet access services in Canada. As a result of the Merger Transaction, changes are currently being made to the officers, directors and managers of Birch Telecom and Primus. Upon completion of the requisite corporate filings, the following individuals will serve in the identified positions for both Birch Telecom and Primus.

<u>Name</u>	<u>Title</u>
Matthew D. Rosen	Chief Executive Officer
Kevin Dotts*	Executive Vice President, Chief Financial Officer and Principal Accounting Officer
Gordon Hutchins, Jr.	President
Russell Markman	Chief Operating Officer
James P. Prenetta, Jr.*	Executive Vice President, General Counsel and Assistant Secretary
Philip D. Turits	Corporate Secretary
Jan Sarro	Executive Vice President, Marketing and Product
Kevin Brand	Senior Vice President, Customer Support
Brian George	Senior Vice President, Engineering and Systems
Joe Haines	Senior Vice President, Operations
John Hendler	Senior Vice President, Sales
Kelly Beckner	Vice President, Human Resources and Administration
Brian Coyne	Vice President - Investor Relations and Financial Planning
Gina Kennedy	Vice President, Marketing
Keith Solden	Vice President, Finance
Kelli Pruet	Vice President, Tax
Pamela Hintz	Vice President, Regulatory
Doug Gillespie	Vice President, System Management
Tim Gallagher	Vice President, Network Engineering
Shane Smith	Vice President, Systems Engineering
Wendy Astudillo	Vice President, Service Delivery
Vicki Spehar	Vice President, Strategic Account Management
Stacy Conrad	Vice President, Channel Sales
Brad Smith	Vice President, Channel Sales
Chuck Cuggino	Vice President, Contact Center Solutions
Paul Adkison	Vice President, Mobility Services
Jon Kaufman	Chief Strategy Officer

\* Mr. Dotts and Mr. Prenetta also will serve as Managers for Birch Telecom and Directors for Primus Management ULC.

*(Response to FCC Form 214TC Question 13)*

Description of Transaction

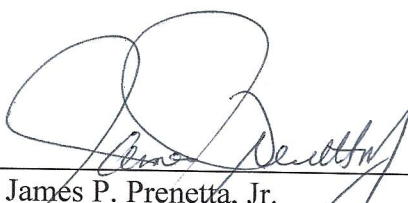
On May 4, 2018, Birch Telecom participated in the consummation of the Merger Transaction, pursuant to which its immediate holding company was merged with and into a subsidiary of Fusion Connect, Inc. f/k/a Fusion Telecommunications International, Inc. (“Fusion Connect”). The Commission reviewed and granted approval for this Merger Transaction in WC Docket 17-301 and IB File Nos. ITC-TC-20171031-00201 and ITC-TC-20171031-00202. Birch Telecom became an indirect subsidiary of Fusion Connect; however, as part of the Merger Transaction, the ultimate shareholders of Birch Telecom at closing acquired a controlling ownership in Fusion Connect. Consequently, there was no substantive change to the ultimate ownership of Birch Telecom. There were, however, non-substantive changes to Birch Telecom’s corporate ownership and structure. The details of the Merger Transaction and the resulting *pro forma* changes to Birch Telecom’s ownership are addressed more extensively in the referenced proceedings. Moreover, in connection with the Merger Transaction, Birch Telecom was converted from a corporation into a limited liability company. Pursuant to 47 C.F.R., § 63.24 (Note 2 to Paragraph (d)), this conversion is a “change in form of the business entity” and is recognized by the Commission as presumptively *pro forma*.

A certification, as required pursuant to 47 C.F. R. § 63.24(f)(2)(ii), is appended.



## Certification

I hereby certify that I am Executive Vice President and General Counsel of Birch Telecom, LLC and that I am authorized to make this certification on behalf of Birch Telecom, LLC; further, with respect to the foregoing notification of a *pro forma* transaction, that the statements in the notification are true and correct to the best of my belief and are made in good faith; that the transaction was *pro forma* as described in Section 63.24(a) of the Commission's Rules; and that this transaction, together with all previous *pro forma* transactions, did not result in a change in ultimate control.

By:   
James P. Prenetta, Jr.  
Executive Vice President and General Counsel  
Birch Telecom, LLC

Date: June 6, 2018