

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
)	
BIRCH COMMUNICATIONS, INC.)	WC Docket No. _____
(FRN: 0005044375))	
)	
and)	
)	ITC- _____
FUSION TELECOMMUNICATIONS)	
INTERNATIONAL, INC.)	
(FRN: 0004383337))	
)	
Application for Consent to Acquire Control)	
Pursuant to Section 214 of the)	
Communications Act of 1934, as Amended)	
_____)	

JOINT APPLICATION

Birch Communications, Inc. (“BCI”) and Fusion Telecommunications International, Inc. (“Fusion”) (BCI and Fusion, collectively, the “Applicants”), hereby respectfully request authority from the Federal Communications Commission (“Commission”) for the ultimate controlling shareholders of BCI (“Birch Shareholders”) to acquire control of Fusion and its subsidiaries (the “Fusion Companies”) through the merger of BCI’s current direct parent, Birch Communications Holdings, Inc. (“BCHI”), with and into Fusion’s wholly-owned subsidiary, Fusion BCHI Acquisition LLC (“Merger Sub”), with Merger Sub surviving that merger (the “Acquisition Transaction”). This joint application is being filed pursuant to 47 U.S.C. § 214 and 47 C.F.R. §§ 1.763, 63.03, 63.04, 63.18, and 63.24(e).¹

¹ The Applicants also note that, contemporaneous with and prior to the Acquisition Transaction, BCI will undertake a pro forma intra-corporate reorganization pursuant to which some entities will be converted to limited liability companies, some entities will be merged into other entities or dissolved, and certain assets and subsidiaries currently

I. REQUEST FOR STREAMLINED TREATMENT OF APPLICATION

Under § 63.04(b) of the Commission's rules, the Applicants are filing a combined domestic and international application. The Applicants respectfully request streamlined treatment of this Application pursuant to §§ 63.03 and 63.12 of the Commission's rules.

This Application is eligible for streamlined processing pursuant to § 63.03(b)(2) of the Commission's rules because: (1) the Acquisition Transaction will result in a combined company having a market share in the interstate interexchange market of less than ten percent (10%); (2) post-close, the combined company will provide competitive telephone exchange services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the Acquisition Transaction; and (3) neither the Applicants nor any of their respective affiliates or subsidiaries are regulated as dominant with respect to any service.

This Application also qualifies for streamlined treatment under § 63.12 of the Commission's rules because neither the Applicants nor any of their respective affiliates is affiliated with a dominant foreign carrier. While BCI (along with its current subsidiaries)² is, and Fusion will be, affiliated with a non-dominant foreign carrier operating in Canada, that foreign carrier operates in a WTO Member country (Canada), is not a monopoly provider of telecommunications services in Canada, holds less than 50% market share in the Canada market, and lacks market power in Canada to affect competition adversely in the U.S. market. Accordingly, this Application is entitled to streamlined processing under §§ 63.10 and 63.12 of the Commission's rules.

under the control of BCI will be spun-off to a separate subsidiary of the Birch Shareholders. A pro forma notice of the reorganization will be filed.

² BCI, together with its subsidiaries, the "Birch Companies."

II. APPLICANTS

A. BCI (FRN: 0005044375)

BCI is a Georgia corporation with headquarters located at 320 Interstate North Parkway SE, Atlanta, GA 30339. BCI has authority to provide interstate and international telecommunications services.³ BCI is a wholly-owned subsidiary of BCHI, which is also a Georgia corporation with headquarters located at 3060 Peachtree St., NW, Suite 1065, Atlanta, GA 30305.

BCI and its current wholly-owned subsidiaries, as described in **Exhibit B**, are collectively 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.⁴

B. Fusion (FRN: 0004383337)

Fusion is a publicly traded Delaware corporation (NASDAQ: FSNN), with headquarters located at 420 Lexington Avenue, Suite 1718, New York, New York 10170. Fusion is authorized to provide interstate telecommunications, and also holds Section 214 authority to provide international telecommunications services.⁵ Through its subsidiaries, Fusion provides 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 and also provides digital voice services to carriers worldwide.

³ IB File No. ITC-214-19970926-00584, FCC Filer ID 815113.

⁴ Tempo Telecom, LLC, a current BCI subsidiary, is a reseller of prepaid wireless voice and Internet access.

⁵ IB File No. ITC-214-19971001-00592; FCC Filer ID 825160.

Merger Sub is a Delaware limited liability company and wholly-owned subsidiary of Fusion with headquarters located at 420 Lexington Avenue, Suite 1718, New York, New York 10170. Merger Sub was formed for the purpose of completing the Acquisition Transaction. Post-close, Merger Sub is expected to be a non-operating holding company.

Fusion's wholly-owned indirect subsidiary Network Billing Systems LLC d/b/a Fusion and Solex ("NBS") is a New Jersey limited liability company with corporate headquarters located at 695 U.S. Route 46 West, Fairfield, New Jersey 07004. NBS holds Section 214 authority to provide interstate telecommunications services, and also holds Section 214 authority from the Commission to provide international telecommunications services.⁶ NBS provides unified communications 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. NBS also holds authority to offer intrastate telecommunications services in 47 states.

Fusion currently owns sixty percent (60%) of the membership interests of Fusion Global Services, LLC ("FGS"), which holds Section 214 authority to provide international telecommunications services.⁷ Fusion plans to sell its interests in FGS prior to closing of the Acquisition Transaction.

Fusion also has several wholly-owned telecommunications operating subsidiaries that will be consolidated/merged into NBS prior to the closing of the Acquisition Transaction. Fidelity Telecom, LLC ("FTL"), Fidelity Access Networks, LLC ("FANL") and Fidelity Voice Services LLC ("FVS") each hold Section 214 authority to provide interstate telecommunications

⁶ IB File No. ITC-214-19990127-00044; FCC Filer ID 819926.

⁷ See File No. ITC-214-20091217-00545 (pursuant to pro forma assignment in File No. ITC-ASG-20170918-00156). The remaining membership interests in FGS are owned by Xcomip, LLC, a Delaware limited liability company.

services.⁸ FTL also holds authority to provide intrastate telecommunications services in Ohio. Fidelity Connect LLC (“FC”) holds authority to provide intrastate telecommunications services in Ohio, but does not currently provide any services. Apptix, Inc. (“Apptix”) provides interconnected VoIP service, and is registered with the Commission.⁹

III. DESCRIPTION OF THE TRANSACTION

On August 26, 2017, BCHI, Fusion and Merger Sub entered into an Agreement and Plan of Merger (the “Agreement”) under which the Birch Shareholders will acquire approximately 75% of Fusion’s issued and outstanding common stock. As a result, the majority ownership and control of Fusion and its current subsidiaries will be acquired by the Birch Shareholders. BCHI Holdings, LLC (“BHoldLLC”) is a newly formed Georgia limited liability company organized by the Birch Shareholders to hold the shares of Fusion common stock to be issued under the Agreement. The remaining 25% of Fusion’s common stock will be owned by stockholders of Fusion on the date that the Acquisition Transaction is completed.

BCHI is a holding company and does not provide telecommunications services or hold any Commission authorizations. BCHI is currently the parent of BCI and the BCI subsidiaries identified in Exhibit B to this Application, all of which provide telecommunications services and hold various telecommunications authorizations. To complete the Acquisition Transaction, BCHI will merge with and into Merger Sub, with Merger Sub surviving that merger. As a result of this merger, BCI will become a wholly-owned subsidiary of Merger Sub and, therefore, Fusion will indirectly own 100% of the equity interests in BCI and each of its subsidiaries

⁸ See 47 C.F.R. § 63.01. Each of these companies is registered with the Commission as follows: FTL: FCC Filer ID 827771; FANL: FCC Filer ID 825558; and FVS: FCC Filer ID 826000. FTL was granted Section 214 authority to provide international services by the Commission; however, as referenced in the preceding note, FTL recently assigned that authority to FGS.

⁹ FCC Filer ID 826640.

existing at the time the Acquisition Transaction closes.¹⁰ Because the Birch Shareholders will own more than a majority interest in Fusion (via BHoldLLC) post-close, however, there will be no change in the ultimate control of BCI or any of the BCI subsidiaries.

For the Commission's convenience, pre- and post-transaction corporate organizational structure charts for BCI and Fusion are provided as **Exhibit C**.

The Acquisition Transaction does not involve the assignment of any telecommunications authorizations and the transaction will be transparent to all customers. Accordingly, customer notice is not required under § 64.1120(e) of the Commission's rules because there will be no change in service provider for any of Fusion's customers.¹¹

Consummation of the Acquisition Transaction is contingent on, among other things, receipt of all necessary regulatory approvals.

¹⁰ As referenced above in note 1, prior to closing of the Acquisition Transaction, the Birch Companies will implement an intra-corporate reorganization in which certain assets as well as BCI's ownership interests in some of its then existing subsidiaries (expected to include Tempo Telecom, LLC; Birch Communications of Kentucky, LLC; Birch Telecom of the South, Inc.; Birch Telecom of the West, Inc.; Birch Telecom of the Great Lakes, Inc.; Ionex Communications, Inc.; Birch Communications of Virginia, Inc.; Ionex Communications South, Inc.; Birch Communications of the Northeast, Inc.; Primus of Puerto Rico, LLC; and Ionex Communications North, Inc.) (collectively, the "Lingo Companies"), will be transferred by BCI to Lingo Communications, LLC, a newly formed wholly owned subsidiary of BHoldLLC. This restructuring will facilitate a division of operations, enabling Fusion and its post-close subsidiaries to focus upon delivery of business and cloud services while the Lingo Companies will focus on serving consumer and smaller business customers. A *pro forma* notice of this reorganization will be filed with the Commission within thirty (30) days of closing, including a Description of Transaction exhibit and organizational chart of the revised ownership of the Lingo Companies.

¹¹ *2000 Biennial Review – Review of Policies and Rules Concerning Unauthorized Changes of Consumers Long Distance Carriers*, 16 FCC Rcd 11218, ¶ 13, n.24 (2001) ("A telecommunications carrier must comply with this streamlined process whenever it acquires subscribers from another carrier through a sale or transfer. For example, if a carrier plans to acquire the subscriber base of another carrier owned by the same parent company, and if, after the transfer, the subscribers' preferred carrier will have a different name, contact number, billing address, and set of rates, terms, and conditions, the acquiring carrier must comply with the procedures adopted in this Order. However, we note that, when a carrier is simply undergoing a name change, it is not in fact acquiring customers through a sale or transfer, and therefore it need not comply with these procedures. As another example, a change in corporate structure that is invisible to the affected subscribers does not constitute a sale or transfer for purposes of section 258 that implicates this streamlined process. . . . Indeed, in such cases, requiring notice of a change that is imperceptible to the affected subscribers might cause confusion where there would otherwise be none.").

IV. PUBLIC INTEREST STATEMENT

The Acquisition Transaction furthers the public interest, convenience and necessity. Approval of the Acquisition Transaction will advance economic efficiency by enabling BCI and Fusion to expand their targeted business and achieve economies of scale. These benefits are expected to strengthen the ability of the combined company to expand selected product offerings and services to their targeted customer base. Fusion and its post-close subsidiaries will have a nationwide, 100% IP-based network serving in excess of 150,000 business customers. The Acquisition Transaction will enable BCI and Fusion to strengthen their competitive position in the cloud-services and business services marketplace to the benefit of consumers, and the customers of the combined company will benefit as they will now have access to expanded service offerings.¹²

The Acquisition Transaction will be completed in a manner that will be transparent to customers. All of the customers will continue to receive the same service quality they have come to expect, and will continue to receive the same services that they currently receive without any immediate changes to the service offerings, rates or terms and conditions.

Further, the Acquisition Transaction presents no anti-competitive concerns. After consummation of this transaction, the combined company will have less than a ten percent (10%) share of the interstate interexchange market. In addition, there are many other interexchange and international carriers operating on a nationwide basis, ensuring continued competition in this market segment.

¹² At the same time, as a result of the reorganization discussed in footnote 10, residential and smaller business customers will benefit inasmuch as the spin-off will enable the Lingo Companies to focus on their targeted customer base of consumer and small business customers and to expand the services and products offered.

V. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE COMMISSION'S RULES

In support of this Application, the Applicants submit the following information pursuant to § 63.24(e) of the Commission's rules, which is the information requested in paragraphs (a)-(d), (h)-(n) and (o)-(p) of § 63.18.

(a) Name, contact address, and telephone number

Birch Communications, Inc. (FRN: 0005044375)
320 Interstate North Parkway SE
Atlanta, GA 30339
478-475-9800 (telephone)

Fusion Telecommunications International, Inc. (FRN: 0004383337)
420 Lexington Avenue, Suite 1718
New York, NY 10170
212-201-2425 (telephone)

(b) Citizenship

BCI is a Georgia corporation. Fusion is a Delaware corporation.

(c) Correspondence concerning this Application should be sent to (Answer to IBFS Main Form Question 10):

Fusion Telecommunications International, Inc.	Birch Communications, Inc.
Edward A. Yorkgitis, Jr. Denise N. Smith Kelley Drye & Warren LLP 3050 K Street, NW, Suite 400 Washington, DC 20007 202-342-8400 cyorkgitis@kelleydrye.com dsmith@kelleydrye.com	Chérie R. Kiser Angela F. Collins Cahill Gordon & Reindel LLP 1990 K Street, NW, Suite 950 Washington, DC 20006 202-862-8900 ckiser@cahill.com acollins@cahill.com
James P. Prenetta, Jr. Executive Vice President and General Counsel Fusion Telecommunications International, Inc. 420 Lexington Avenue, Suite 1718 New York, N.Y. 10170 212-201-2425 jprenetta@fusionconnect.com	Gordon P. Williams, Jr. Senior Vice President and General Counsel Birch Communications, Inc. 320 Interstate North Pkwy SE Atlanta, GA 30339 770-874-4942 chuck.williams@birch.com

(d) International 214 Authorizations (Answer to IBFS Main Form Question 10)

BCI holds blanket domestic 214 authority and global 214 authority to provide international facilities-based and resale services.¹³ Several wholly-owned subsidiaries of BCI also hold blanket domestic 214 authority and either hold international 214 authority or operate pursuant to a parents international 214 authority. A complete list of these authorizations is provided in **Exhibit B**.

Fusion holds blanket domestic 214 authority and international 214 authority to provide facilities-based and resale services.¹⁴ As detailed above, several wholly-owned subsidiaries of Fusion also hold blanket domestic 214 authority and either hold international 214 authority or operate pursuant to a parent's international 214 authority.

(h) Ten Percent or Greater Interest Holders/Interlocking Directorates (Answer to IBFS Main Form Question 11 and Question 12).

After consummation of the Acquisition Transaction, the following entities and individuals will own a ten percent (10%) or greater direct or indirect ownership interest in NBS:

- Fusion, a Delaware corporation with headquarters located at 420 Lexington Avenue, Suite 1718, New York, New York 10170, will indirectly own 100% of the interests in NBS. Prior to closing, Fusion will consolidate FTL, FANL, FC and FVS into NBS. At or prior to the closing of the Acquisition Transaction, Fusion will dispose of its 60% interest in FGS.¹⁵

The following entities and individuals will own a ten percent (10%) or greater direct or indirect ownership interest in Fusion and NBS:

¹³ IB File No. ITC-214-19970926-00584, FCC Filer ID 815113.

¹⁴ IB File No. ITC-214-19971001-00592; FCC Filer ID 825160.

¹⁵ Separate filings will be made with the Commission in connection with the sale of Fusion's interests in FGS and the consolidation of FTL, FANL, FC, FVS and Aptix into NBS.

- BHoldLLC, a Georgia limited liability company and holding company, will directly own 75% of the issued and outstanding common stock of Fusion, and will indirectly own an attributed 100% indirect interest in NBS. The business address for BHoldLLC is 3060 Peachtree St., NW, Suite 1065, Atlanta, GA 30305.¹⁶
- Holcombe T. Green, Jr., a U.S. citizen and entrepreneur, will own approximately 62% voting and equity interest in BHoldLLC,¹⁷ resulting in an attributed 75% indirect interest in Fusion and an attributed 100% indirect interest in NBS. R. Kirby Godsey, a U.S. citizen and investor, will own approximately 24% of the voting and equity interest in BHoldLLC, resulting in an 18% indirect interest in Fusion and NBS. The business address for Mr. Green and Mr. Godsey is 3060 Peachtree St., NW, Suite 1065, Atlanta, GA 30305.

No other person or entity will hold a 10% or greater direct or indirect equity or voting interest in BHoldLLC.

Other than as set forth in this Application, no other entity or individual is expected to own a 10% or greater direct or indirect equity or voting interest in Fusion or NBS. Other than as stated or contemplated elsewhere in this Application, neither BHoldLLC nor the Birch Shareholders holds any interests in other telecommunications-related entities.

Interlocking Directorates

BCI's wholly-owned subsidiary, Primus Management ULC ("Primus"), is a British Columbia unlimited liability company authorized to provide local exchange, long distance, and Internet access services in Canada. The following current officers and directors of BCI also currently serve as officers and directors of Primus:

R. Kirby Godsey – Chairman of the Board and Director
 Holcombe T. Green, Jr. – Director
 James P. O'Brien – Executive Vice President and Chief Operating Officer
 Gordon P. Williams, Jr. – Senior Vice President, Secretary and General Counsel
 Kevin M. Dotts – Vice President, Chief Financial Officer and Treasurer
 Michelle H. Ansley – Chief Administrative Officer and VP Human Resources

¹⁶ The remaining 25% of the issued and outstanding common stock of Fusion will be held by the holders of Fusion common stock immediately prior to the closing of the Acquisition Transaction. Post-close, none of these stockholders are expected to hold a 10% or greater direct or indirect equity or voting interest in the Fusion Companies.

¹⁷ Mr. Green also will hold another 3.5% interest as the Trustee of various annuity trusts.

The officers and directors of Primus post-completion of the Acquisition Transaction (whether or not Primus is part of the Acquisition Transaction or included in the spin-off to the Birch Shareholders), are not currently known.

(i) Foreign Carrier Affiliation Certification (Answer to IBFS Main Form Questions 14-17)

The Fusion Companies are not foreign carriers and are not currently affiliated with any foreign carrier. After consummation of the Acquisition Transaction, the Fusion Companies will be affiliated with Primus, which is a non-dominant foreign carrier providing telecommunications and Internet access services within Canada.

(j) Foreign Carrier and Destination Countries (Answer to IBFS Main Form Questions 14-17).

After consummation of the Acquisition Transaction, the Fusion Companies will be affiliated with Primus, which is a non-dominant foreign carrier providing telecommunications and Internet access services within Canada. Primus is not a monopoly provider of telecommunications or Internet access services in Canada, holds less than 50% market share in the Canada market, and lacks market power in Canada to affect competition adversely in the U.S. market.

Other than as described in this Application, Fusion and BCI certify that, upon consummation of the Acquisition Transaction, the Fusion Companies will not provide international telecommunications services to any destination country in which: (1) any of the Fusion Companies is a foreign carrier in the destination market; (2) any of the Fusion Companies controls a foreign carrier in the destination market; (3) any entity that owns more than twenty five percent of or that controls any of the Fusion companies, controls a foreign carrier in that country; and (4) two or more foreign carriers (or parties that control foreign carriers) own, in the

aggregate, more than twenty-five percent (25%) of any of the Fusion companies and are parties to, or the beneficiaries of, a contractual relationship affecting the provision or marketing of international basic telecommunications services in the United States.

(k) WTO Membership of Destination Countries (Answer to IBFS Main Form Questions 14-17).

Canada is a member of the World Trade Organization.

(l) International Telecommunications Services (Answer to IBFS Main Form Questions 14-17, 19).

In the event the Commission classifies the Fusion Companies as dominant on a foreign route, the Fusion Companies agree that they will not resell the international switched services of an affiliated, facilities-based U.S. carrier to such foreign point except as in accordance with Commission rules.

(m) Non-dominant Regulatory Classification (Answer to IBFS Main Form Questions 14-17).

As set forth in Section I of this Application, after consummation of the Acquisition Transaction, the Fusion Companies will be entitled to a presumption of non-dominant status regardless of their affiliation with Primus because: (1) Canada is a WTO Member country; (2) Primus is not a monopoly provider of telecommunications services in Canada; (3) Primus holds less than 50% market share in the Canada market; and (4) Primus lacks market power in Canada to affect competition adversely in the U.S. market.

(n) Special Concessions Certification (Answer to IBFS Main Form Question 21).

Applicants certify that neither the Birch Companies nor the Fusion Companies have agreed to accept special concessions directly or indirectly from any 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 adversely affect competition in the U.S. market, and, further, that they will not enter into such agreements in the future.

(o) Federal Benefits/Anti-Drug Act of 1988 Certification (Answer to IBFS Main Form Question 25).

The Applicants certify, pursuant to §§ 1.2001 through 1.2003 of the Commission's rules that they are not subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

(p) Eligibility for Streamlined Processing (Answer to IBFS Main Form Question 20).

The Applicants request streamlined processing of this Application pursuant to § 63.12 of the Commission's rules, 47 C.F.R. § 63.12, for the reasons set forth in this Application.

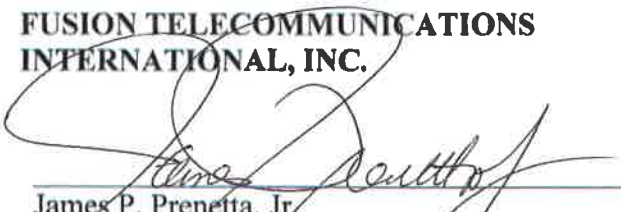
VI. INFORMATION REQUIRED BY SECTION 63.04(b) OF THE COMMISSION'S RULES FOR TRANSFER OF CONTROL OF ASSETS

The additional information required by § 63.04(b) of the Commission's rules is provided in **Exhibit A**.

WHEREFORE, for the forgoing reasons, the Applicants respectfully request that the Commission act expeditiously to approve the Acquisition Transaction.

Respectfully submitted,

**FUSION TELECOMMUNICATIONS
INTERNATIONAL, INC.**




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October 31, 2017

LIST OF EXHIBITS

Exhibit A – Information required by 47 C.F.R. §63.04
Exhibit B – Birch Companies - Section 214 Authority Information
Exhibit C – Pre-Transaction and Post-Transaction Organizational Charts

Exhibit A

INFORMATION REQUIRED BY 63.04(b)

In accordance with the requirements of § 63.04(b) of the Commission's rules, the Applicants provide the following information:

63.04(a)(6): Description of the Transaction

The transaction is described in Section III of the Application.

63.04(a)(7): Description of Geographic Service Area and Services in Each Area

A description of the geographic service areas and services provided in each area is described in Section II of the Application.

63.04(a)(8): Presumption of Non-Dominance and Qualification for Streamlining

This Application is eligible for streamlined processing pursuant to § 63.03(b)(2) of the Commission's rules because: (1) post-close, the combined company will have less than a ten percent (10%) share of the interstate interexchange market; (2) the combined company will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service.

63.04(a)(9): Other Pending Commission Applications Concerning the Proposed Transaction

None.

63.04(a)(10): Special Considerations

None.

63.04(a)(11): Waiver Requests (If Any)

None.

63.04(a)(12): Public Interest Statement

The transaction is in the public interest for the reasons detailed in Section IV of the Application.

Exhibit B

Birch Companies Holding Section 214 Authority

As discussed in the Application, BCI holds 214 authority to provide interstate and international telecommunications services.¹ BCI's operating subsidiaries hold 214 authority (and/or operate pursuant to a parent's 214 authority) as follows:

- BCI's wholly-owned subsidiary, **Birch Communications of Virginia, Inc.**, operates pursuant to BCI's international 214 authority and is registered to provide interstate telecommunications services.²
- BCI's wholly-owned subsidiary, **Birch Communications of Kentucky, LLC**, holds international 214 authority and is registered to provide interstate telecommunications services.³
- BCI's wholly-owned subsidiary, **Cbeyond Communications, LLC**, holds international 214 authority and is registered to provide interstate telecommunications services.⁴
- BCI's wholly-owned subsidiary, **Birch Telecom, Inc.** ("Birch Telecom"), holds international 214 authority,⁵ but does not provide any services. The following wholly-owned subsidiaries of Birch Telecom operate pursuant to Birch Telecom's international authority and also provide interstate telecommunications services: Birch Telecom of the South, Inc., Birch Telecom of the West, Inc., Birch Telecom of the Great Lakes, Inc., Birch Telecom of Missouri, Inc., Birch Telecom of Oklahoma, Inc., Birch Telecom of Texas Ltd., LLP, Birch Telecom of Kansas, Inc., Birch Communications of the Northeast, Inc., Ionex Communications, Inc., Ionex Communications South, Inc. and Ionex Communications North, Inc.⁶

¹ IB File No. ITC-214-19970926-00584, FCC Filer ID 815113.

² FCC Filer ID 828502.

³ IB File No. ITC-214-20130716-00198; FCC Filer ID 829851.

⁴ IB File No. ITC-214-20001016-00619; FCC Filer ID 820930.

⁵ IB File No. ITC-214-19990701-00441.

⁶ Birch Telecom of the South, Inc. (FCC Filer ID 820616), Birch Telecom of the West, Inc. (FCC Filer ID 827985), Birch Telecom of the Great Lakes, Inc. (FCC Filer ID 826636), Birch Telecom of Missouri, Inc. (FCC Filer ID 819422), Birch Telecom of Oklahoma, Inc. (FCC Filer ID 820061), Birch Telecom of Texas LTD LLP (FCC Filer ID 819948), Birch Telecom of Kansas, Inc. (FCC Filer ID 807993), Ionex Communications, Inc. (FCC Filer ID 815376), Birch Communications of the Northeast, Inc. (FCC Filer ID 828483), Ionex Communications South, Inc. (FCC Filer ID 808443), Ionex Communications North, Inc. (FCC Filer ID 815082).

- BCI's wholly-owned subsidiary, **Tempo Telecom, LLC** ("Tempo"), is registered to provide interstate telecommunications services and also holds authority to provide international telecommunications services.⁷ Tempo is a reseller of prepaid wireless voice and Internet access services throughout the United States.
- BCI's wholly-owned subsidiary, **Primus of Puerto Rico, LLC** ("Primus PR"), is registered to provide interstate telecommunications services and holds authority to provide international telecommunications services.⁸ Primus PR does not currently provide any services.

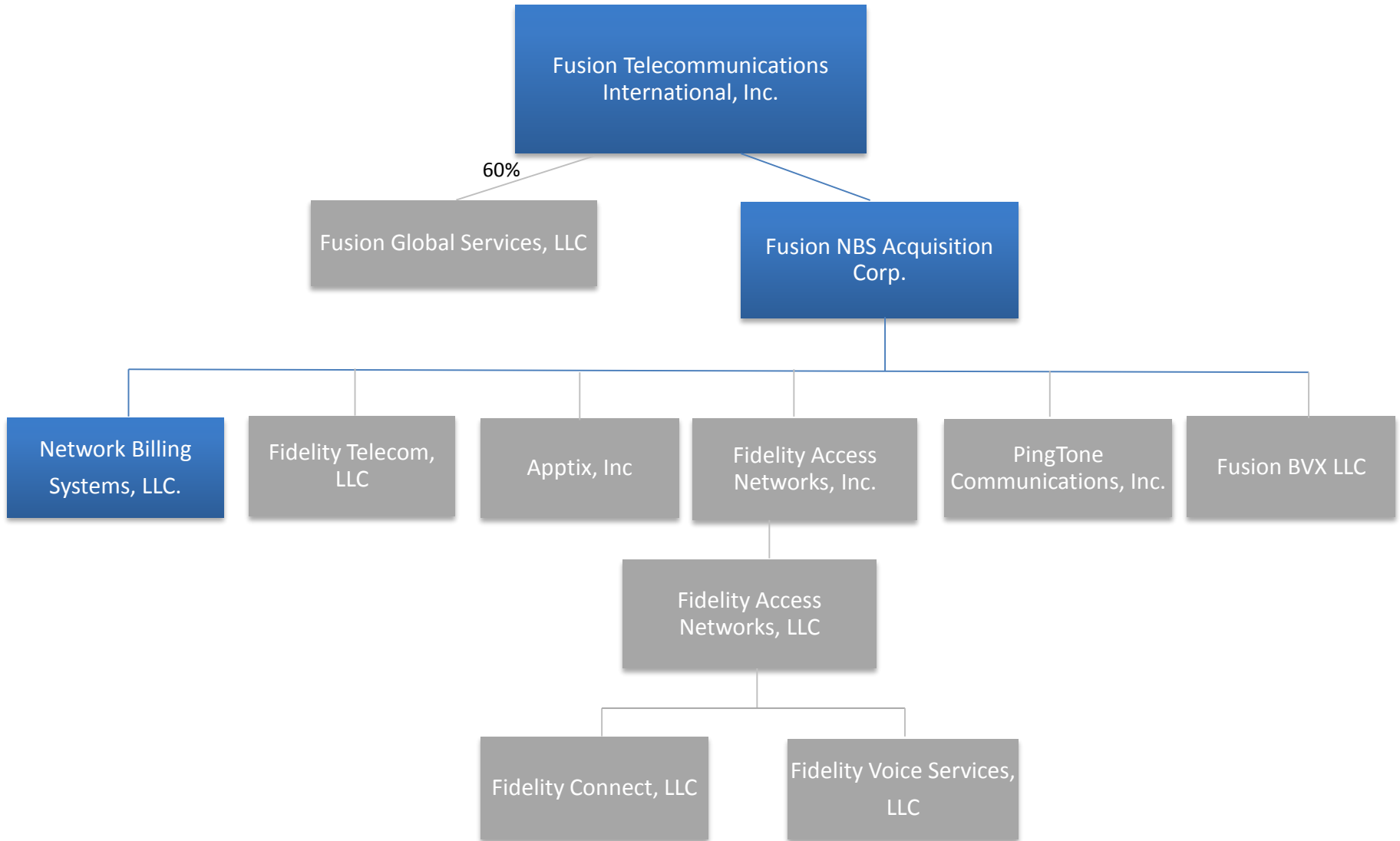
⁷ IB File No. ITC-214-20130411-00107; FCC Filer ID 829777.

⁸ IB File No. ITC-214-20160630-00180; FCC Filer ID 831674.

Exhibit C

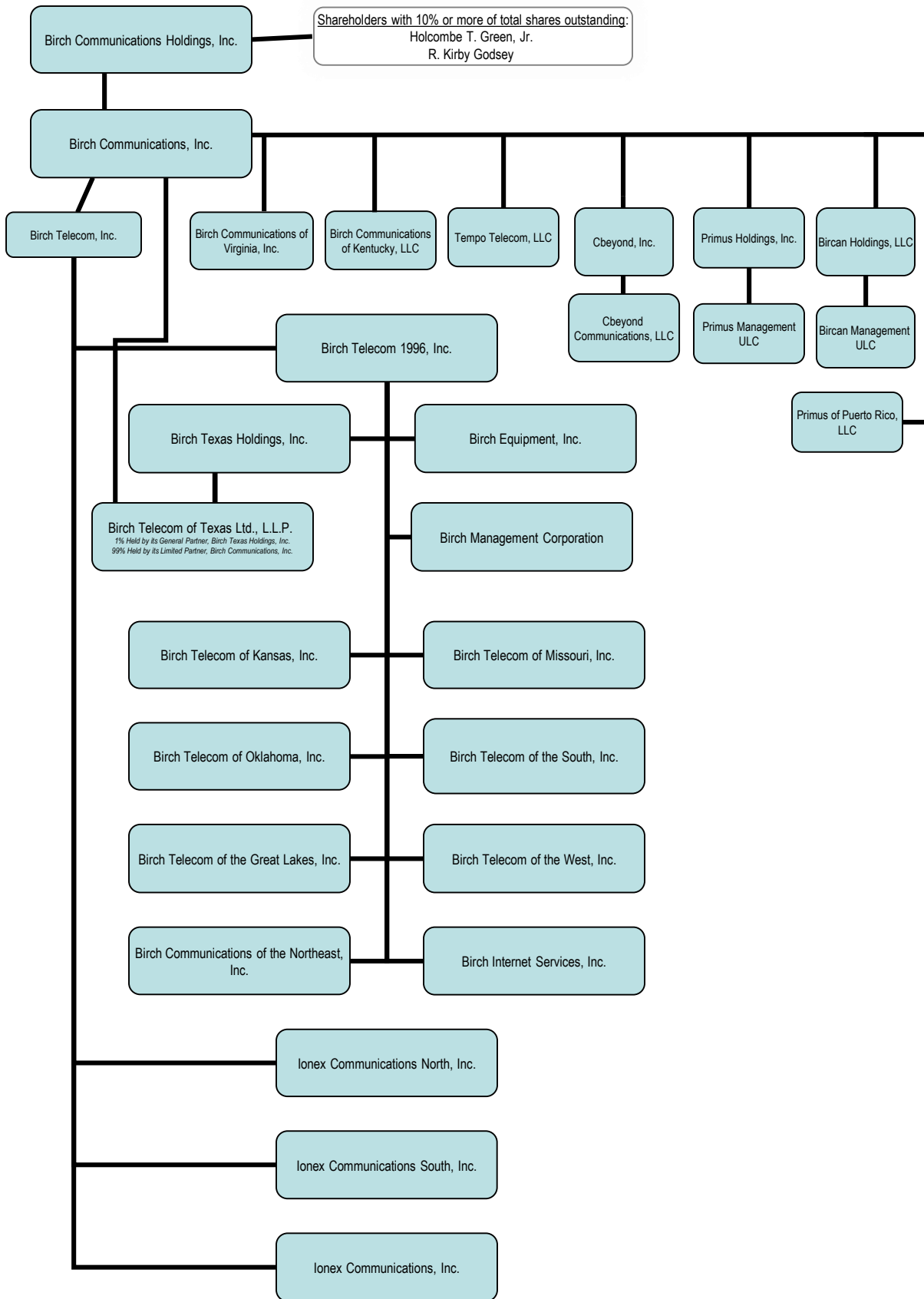
Pre- and Post-Transaction Organizational Charts

Fusion Companies (Pre-Close)

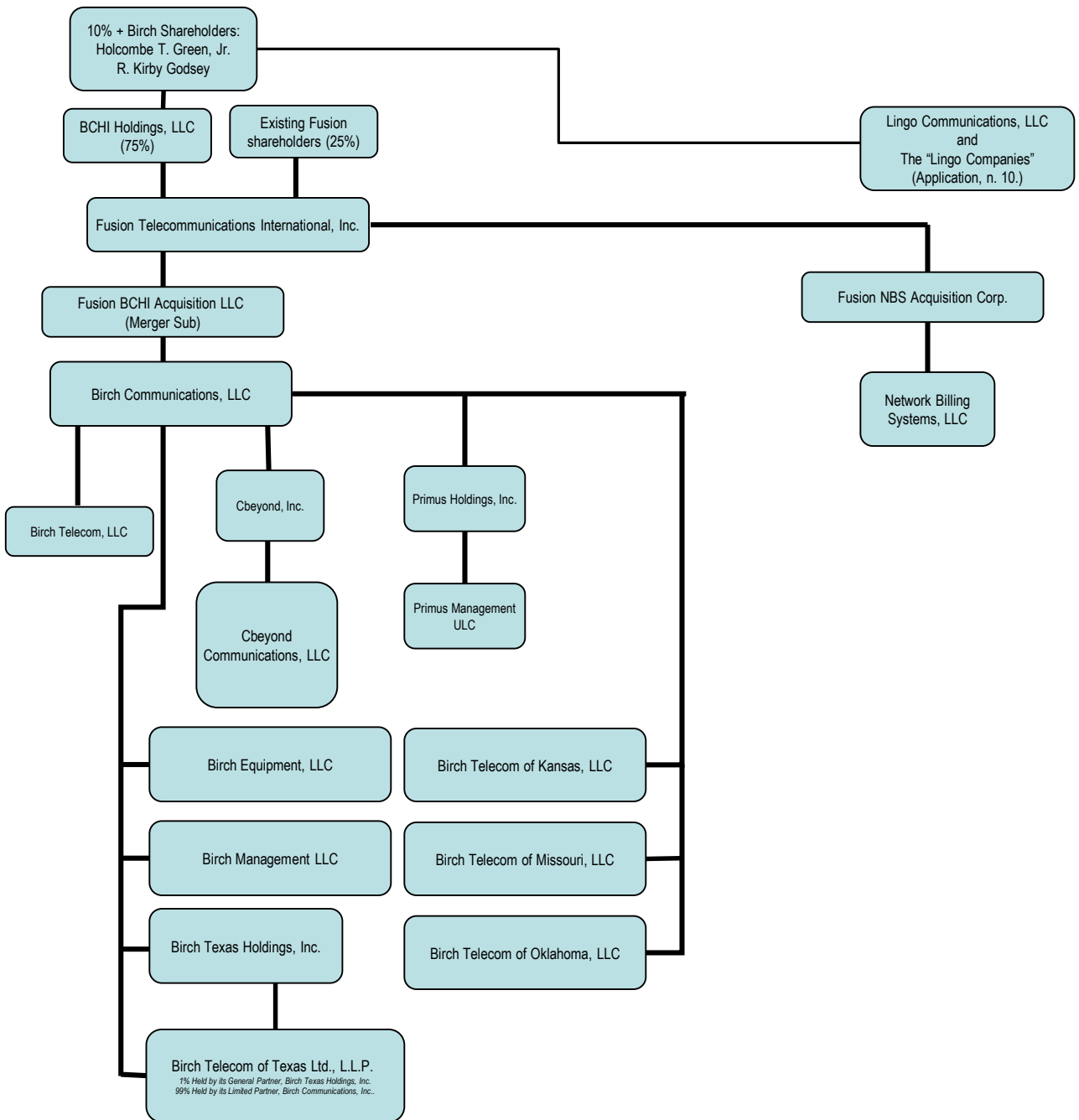


Entities in gray boxes will be sold (FGS) or merged into Network Billing Systems, LLC (Fidelity Telecom, LLC, Apptix, Inc. , Fidelity Access Networks, Inc., Fidelity Access Networks, LLC, Fidelity Connect, LLC, Fidelity Voice Services, LLC, PingTone Communications, Inc. and Fusion BVX LLC) prior to closing.

Birch Companies Pre-Close Organizational Chart



Post-close organizational chart for Fusion and BCI



The inclusion of Birch Communications, Inc. subsidiaries in this chart reflects the Parties' current plans for the Birch intra-corporate reorganizations referenced in the Application and is subject to change.