

December 1, 2017

Via ECFS and IBFS

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Application of Birch Communications, Inc. and Fusion Telecommunications International, Inc. for Consent to Acquire Control Pursuant to Section 214 of the Communications Act of 1934, as Amended; **Supplemental Filing**
WC Docket No. 17-301
IB File Nos. ITC-T/C-20171031-00201; ITC-T/C-20171031-00202

Dear Ms. Dortch,

In connection with the above-referenced application (“Application”), Birch Communications, Inc. (“BCI”) and Fusion Telecommunications International, Inc. (“Fusion”) (BCI and Fusion, collectively, the “Applicants”) submit this supplemental filing (“Supplement”). Specifically, this Supplement addresses the questions posed by Commission staff during a November 17, 2017, conference call and subsequent follow-up from staff, namely (i) is there is any overlap of the Applicants’ pre-close fiber assets; (ii) what is the nature of the investment of Fusion Shareholders¹ post-close; and (iii) the state of incorporation/formation for Lingo Communications, LLC?²

Fiber Assets

The Applicants confirm that the Transaction will not result in any overlap of fiber facilities in the markets where Fusion and its subsidiaries (collectively, the “Fusion Companies”) and/or BCI and its subsidiaries, (collectively the “Birch Companies”) operate because the Fusion

¹ Capitalized terms not defined herein are defined in the Application.

² On November 21, 2017, the Applicants’ counsel submitted an *ex parte* letter summarizing the matters discussed during the meeting. See Letter to Marlene H. Dortch, Federal Communications Commission, from Edward A. Yorkgitis, Jr. and Denise N. Smith, Kelley Drye & Warren LLP, Counsel for Fusion Telecommunications International, Inc., and Its Subsidiaries, and Chérie R. Kiser and Angela F. Collins, Cahill Gordon & Reindel LLP, Counsel for Birch Communications Holdings, Inc. and its Subsidiaries; and BCHI Holdings, LLC, WC Docket No. 17-301, File Nos ITC-T/C-20171031-00201 and ITC-T/C-20171031-00202 (Nov. 21, 2017).

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Companies do not own, or lease on a long-term basis (such as an indefeasible right of use), any fiber assets. Consequently, the Transaction cannot provide Applicants with any competitive advantage as the result of concentration of fiber assets in any part of the operating territories of the Fusion Companies and Birch Companies. For this reason and those contained in the Application's Public Interest statement, the Transaction will not harm consumers or negatively impact the market for facilities-based services.

Fusion Shareholders

As stated in the Application, post-close, the Fusion Shareholders will hold a minority interest in Fusion consisting of approximately twenty-five percent (25%) of Fusion's common stock. No individual Fusion Shareholder will hold as much as five percent (5%) of the Fusion common stock. Post-close, BCHI Holdings, LLC (and its controlling majority shareholder, Holcombe Green) will hold a majority and controlling interest in Fusion (and will name a majority of the Board members for Fusion). Further, BCHI Holdings, LLC and Mr. Green will have de facto control as well, as no individual or group of Fusion Shareholders will be legally entitled to assert any control over any aspect of the business operations of Fusion or its subsidiaries post-close.

State of Incorporation/Formation for Lingo Communications, LLC

Once formed, Lingo Communications, LLC ("Lingo") will be a Georgia limited liability company. The Birch Companies expect Lingo will be formed prior to December 31, 2017. Lingo will be the parent company of (1) Tempo Telecom, LLC; (2) Birch Communications of Kentucky, LLC; and (3) Primus of Puerto Rico, LLC (to be renamed Lingo Management, LLC). Lingo Management, LLC will be a Georgia limited liability company, and will be the parent company of (1) Birch Telecom of the West, LLC; (2) Ionex Communications North, LLC; (3) Ionex Communications, LLC; (4) Ionex Communications South, LLC; (5) Birch Telecom of the Great Lakes, LLC; (6) Birch Communications of Virginia, Inc.; (7) Birch Telecom of the South, LLC; and (8) Birch Communications of the Northeast, LLC.

Please direct any questions regarding this filing to the counsel identified below.

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Respectfully Submitted,

**FUSION TELECOMMUNICATIONS
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BIRCH COMMUNICATIONS, INC.

/s/ James P. Prenetta, Jr.

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