

July 27, 2018

Via ECFS and IBFS

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

**Re: WC Docket No. 18-216
File No. ITC-T/C-20180712-00144**

SUPPLEMENT

Dear Secretary Dortch:

TNCI Impact LLC (“Transferor”), Matrix Telecom, LLC (“Matrix”), Matrix Telecom of Virginia, LLC (“Matrix-VA”), and Lingo Communications, LLC (“Transferee” or “Lingo”) (collectively, the “Applicants”) respectfully submit this Supplement to the Joint Application filed on July 12, 2018 in the above-referenced matters. The Joint Application seeks approval for Lingo to acquire indirect ownership and control of Matrix and Matrix-VA (the “Transaction”).

This Supplement provides the following additional information in response to questions from staff of the Wireline Competition Bureau:

- On page 8 of the Joint Application, it states that GG Telecom Investors, LLC (“GG Telecom”) holds interests in Tempo Telecom, LLC (“Tempo”), a prepaid wireless carrier that operates throughout the United States. Similar information is contained on pages 12-13 of the Joint Application. Applicants hereby supplement the Joint Application to state that GG Telecom holds 100% of the interests in Tempo Telecom.
- On page 8 of the Joint Application, it states that Mr. Green and Mr. Godsey, through GG Telecom, hold interests in BCHI Holdings, LLC (“BHold”). Similar information is contained on page 13 of the Joint Application. Applicants hereby supplement the Joint Application to state that GG Telecom holds 69.9% of the membership interests of BHold, which is a Georgia limited liability company. The remaining 30.1% 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.
- On page 8 of the Joint Application, it states that BHold holds interests in nine (9) entities that provide telecommunications services. Similar information is contained on page 13 of the Joint Application. Applicants hereby supplement the Joint Application to state that BHold owns 65.3% of Fusion Connect, Inc. (“Fusion”) (formerly known as Fusion Telecommunications International, Inc.), which is a publicly traded Delaware corporation.

Fusion is the ultimate corporate parent of the other eight (8) entities set forth in the bullet point list on pages 8 and 13 of the Joint Application.

- Applicants provided organizational charts as Exhibit A to their Joint Application. Applicants hereby supplement the Joint Application to provide an additional organizational chart showing the relationship between GG Telecom and BHold.
- On page 8 and page 13 of the Joint Application, there are nine (9) entities set forth in a bullet point list. Applicants hereby supplement the Joint Application to state that each of the nine (9) entities set forth in the bullet point list is a competitive, non-dominant carrier as set forth below:
 - Fusion is authorized to provide interstate and international telecommunications services.
 - Network Billing Systems, LLC is authorized to provide interstate and international telecommunications services, and also holds authority offer intrastate telecommunications services in 47 states.
 - The following entities are competitive local exchange carriers that collectively offer, or are certified to offer, competitive local exchange, intrastate toll, intrastate interexchange, interstate interexchange, or international services to large business customers in 50 states and the District of Columbia: (1) Birch Communications, LLC; (2) Cbeyond Communications, LLC; (3) Birch Telecom of Missouri, LLC; (4) Birch Telecom of Kansas, LLC; (5) Birch Telecom of Texas LTD LLP; and (6) Birch Telecom of Oklahoma, LLC.
 - Primus Management ULC is a British Columbia company that is authorized to provide competitive local exchange, long distance, and Internet access services in Canada.
- Applicants hereby supplement the Joint Application to specifically state that neither Lingo, GG Telecom, nor Mr. Green or Mr. Godsey hold interests in any other entities providing telecommunications services other than the entities Applicants identified in their Joint Application or this Supplement.
- Applicants hereby supplement the Joint Application to specifically state that none of the entities to the Transaction, and none of their affiliates, are incumbent local exchange carriers (“ILECs”) and are not classified as dominant with respect to any service.
- Applicants hereby supplement the Joint Application to confirm that the Transaction will not result in any overlap of fiber facilities in the markets where Matrix or Matrix-VA and/or the licensed subsidiaries of Lingo operate because Matrix and Matrix-VA do not own, or lease on a long-term basis (such as an indefeasible right of use), any fiber assets. As stated on page 12 of the Joint Application, while Matrix and Matrix-VA own switching and routing equipment, their services are provided over transmission facilities of other

telecommunications providers. 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 Matrix, Matrix-VA, and the licensed subsidiaries of Lingo. For this reason and those contained in the Joint Application's Public Interest Statement, the Transaction will not harm consumers or negatively impact the market for facilities-based service.

If you have any questions or need additional information, please contact the undersigned.

Respectfully submitted,

/s/ Angela F. Collins

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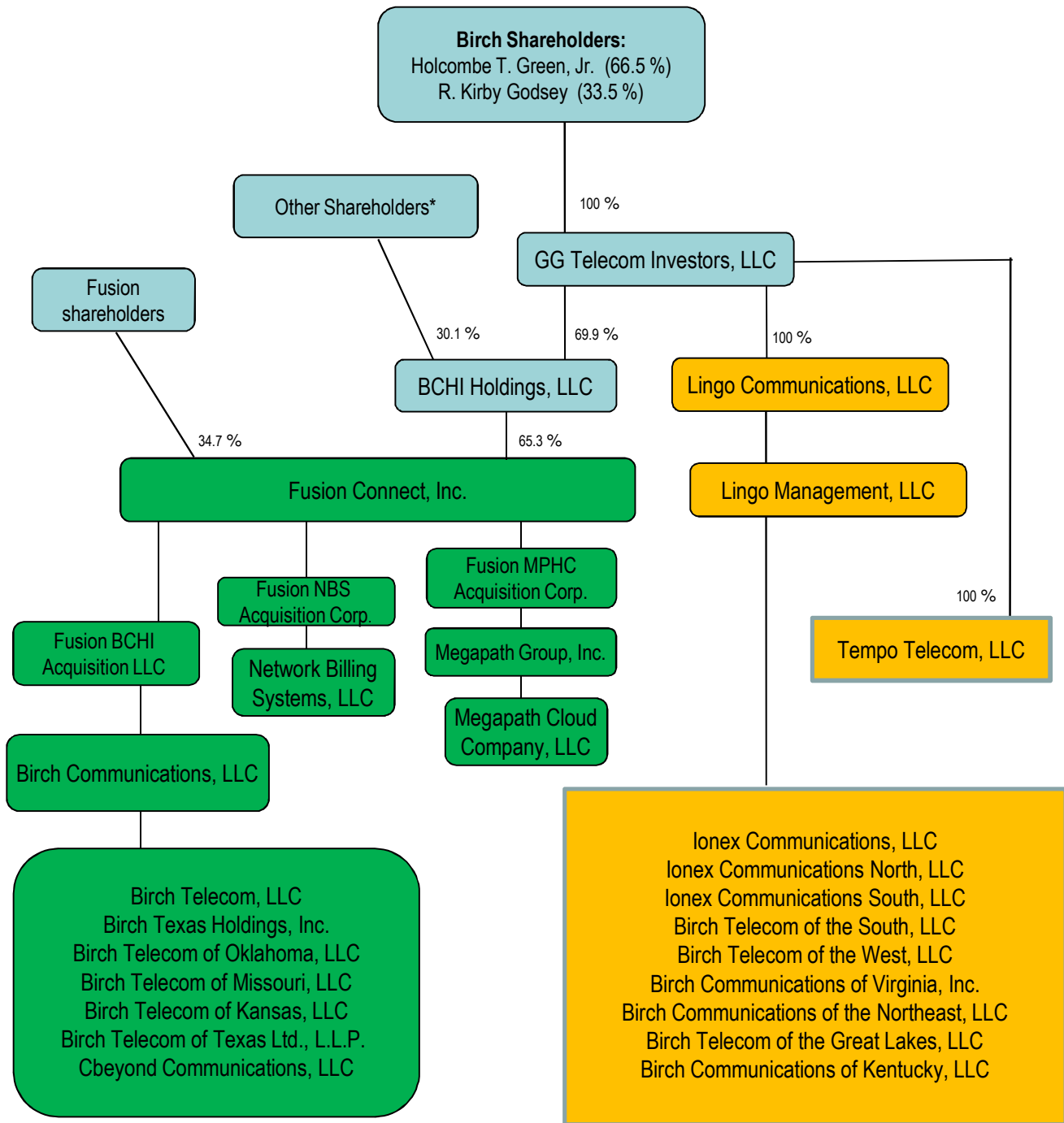
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LLC, and Matrix Telecom of Virginia, LLC*

Attachment

Organizational Chart for the Birch/Fusion and Lingo Companies



* 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.**