

ATTACHMENT
**NOTIFICATION OF *PRO FORMA* TRANSFER OF CONTROL OF
INTERNATIONAL SECTION 214 AUTHORIZATION**

Birch Communications of Kentucky, LLC (“Birch Kentucky”) files this notification of a *pro forma* transfer of control.

I. OVERVIEW OF *PRO FORMA* TRANSFER OF CONTROL

As of May 23, 2018, GG Telecom Investors, LLC (“GGTI”) was the parent company of Birch Kentucky. The membership interests of GGTI are 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”): Holcombe T. Green, Jr. (66.5%) and R. Kirby Godsey (33.5%). No other person or entity holds a ten percent (10%) or greater direct or indirect equity or voting interest in GGTI.

GGTI holds 100% of the interests of Lingo Communications, LLC. Lingo Communications, LLC holds 100% of the interests of Lingo Management, LLC.

As of July 9, 2018, the Owners changed the organization of their holdings with Lingo Management, LLC becoming the new parent company of Birch Kentucky.

The Owners were the ultimate owners of Birch Kentucky before July 9, 2018 and were the ultimate owners of Birch Kentucky after July 9, 2018. As a result, there was no substantial change in beneficial ownership of Birch Kentucky, and the change is treated as presumptively *pro forma*.

Pre- and post- organizational charts are provided for the Commission’s convenience.

II. RESPONSE TO IBFS FORM QUESTIONS

Response to IBFS Form Question 10

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

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Birch Kentucky holds international Section 214 authority under File No. ITC-214-20130716-00198.

Response to IBFS Form Question 11

As of July 9, 2018, the following entities and individuals hold a ten percent (10%) or greater direct or indirect ownership interest in Birch Communications of Kentucky, LLC:

- Lingo Management, LLC, a Georgia limited liability company, holds 100% of the interests of Birch Communications of Kentucky, LLC. Holcombe T. Green, Jr., a U.S. citizen, is the Manager of Lingo Management, LLC. The business address for Lingo Management, LLC is 3060 Peachtree St., NW, Suite 1065, Atlanta, GA 30305. Lingo Management, LLC is a holding company and offers no services.
- Lingo Communications, LLC, a Georgia limited liability company, holds 100% of the interests of Lingo Management, LLC. 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 66.5% of the membership interests of GG Telecom Investors, LLC. R. Kirby Godsey, a U.S. citizen, holds 33.5% 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 Birch Kentucky.

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

- Birch Communications of Virginia, Inc.
- Birch Communications of the Northeast, LLC
- Birch Telecom of the South, LLC
- Birch Telecom of the Great Lakes, LLC
- Birch Telecom of the West, LLC
- IONEX Communications, LLC
- IONEX Communications South, LLC
- IONEX Communications North, LLC

GG Telecom Investors, LLC also holds 100% of the interests of Tempo Telecom, LLC, a nationwide provider of prepaid wireless services.

As of July 9, 2018, Mr. Green and Mr. Godsey, through GG Telecom Investors, LLC, also hold interests in BCHI Holdings, LLC (“BHold”). BHold holds interests in the following entities that provide telecommunications services:

- Fusion Connect, Inc. (formerly Fusion Telecommunications International, Inc.)
- Network Billing Systems, LLC
- Birch Communications, LLC
- Cbeyond Communications, LLC
- Birch Telecom of Missouri, LLC
- Birch Telecom of Kansas, LLC
- Birch Telecom of Texas LTD LLP
- Birch Telecom of Oklahoma, LLC
- Primus Management ULC (Canada)

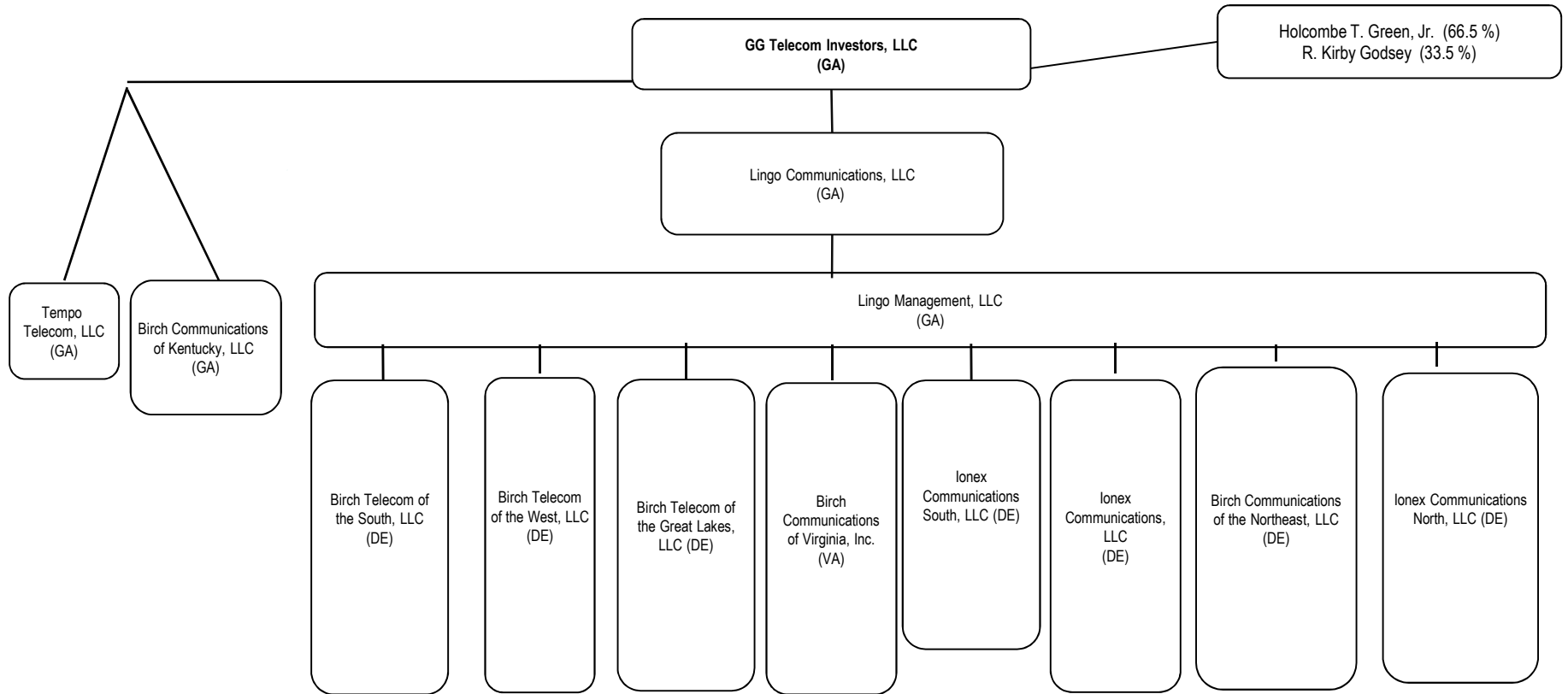
Response to IBFS Form Question 12

As of July 9, 2018, Birch Kentucky is affiliated with Primus Management ULC (“Primus”), a British Columbia company that is authorized to provide local exchange, long distance, and Internet access services in Canada, as a result of the membership interests held by Mr. Green and Mr. Godsey in BHold. None of the officers or directors of Birch Kentucky serve as officers or directors of Primus.

Response to IBFS Form Question 13

See explanation in Section I. above.

Organizational Chart
5-23-2018



Organizational Chart
7-9-2018

