

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

This notification of *pro forma* transfer of control involves the following international Section 214 authorization holders:

- File No. ITC-214-20160630-00180: Lingo Management, LLC. The following entities also operate pursuant to this authorization:
 - 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

- File No. ITC-214-20130716-00198: Birch Communications of Kentucky, LLC.

- File No. ITC-214-20130411-00107: Tempo Telecom, LLC.

Lingo Management, LLC (“Lingo”), Birch Communications of Kentucky, LLC (“Birch Kentucky”), and Tempo Telecom, LLC (“Tempo”) are collectively referred to as the “Companies” herein.

I. OVERVIEW OF *PRO FORMA* TRANSFER OF CONTROL

On May 4, 2018, the Companies participated in a merger transaction, which was reviewed and approved by the Federal Communications Commission in WC Docket No. 17-301, IB File No. ITC-T/C-20171031-00201, and IB File No. ITC-T/C-20171031-00202. As described in the filings in the above-referenced dockets, the Companies undertook certain intracorporate reorganization changes, which resulted in a *pro forma* transfer of control of the Companies.

Prior to the merger transaction, the Companies’ ultimate parent was Birch Communications Holdings, Inc. (“BCHI”). Two individuals held the majority interests in BCHI: Holcombe T. Green, Jr., a U.S. citizen, owned approximately 62% voting and equity interest in BCHI, and R. Kirby Godsey, a U.S. citizen, owned approximately 24% voting and equity interest in BCHI. No other person or entity held a ten percent (10%) or greater direct or indirect equity or voting interest in BCHI.

On May 4, 2018, as part of the merger transaction, the Companies’ were spun off to a newly formed Georgia limited liability company, Lingo Communications, LLC (“Lingo Comm”). Lingo Comm is a holding company only, and does not offer any services. As of May

4, 2018, Mr. Green held a 66.5% membership interest in Lingo Comm and Mr. Godsey held a 33.5% interest in Lingo Comm. As a result, there was no substantial change in beneficial ownership of the Companies, 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:

Angela F. Collins
Cahill Gordon & Reindel LLP
1990 K Street, NW, Suite 950
Washington, DC 20006
202-862-8900 (telephone)
acollins@cahill.com

The Companies hold the following international Section 214 authorizations:

- File No. ITC-214-20160630-00180: Lingo Management, LLC. The following entities also operate pursuant to this authorization:
 - 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
- File No. ITC-214-20130716-00198: Birch Communications of Kentucky, LLC.
- File No. ITC-214-20130411-00107: Tempo Telecom, LLC.

Response to IBFS Form Question 11

As of May 4, 2018, the following entities and individuals hold a ten percent (10%) or greater direct or indirect ownership interest in Lingo Management, LLC:

- 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.

- Holcombe T. Green, Jr., a U.S. citizen, holds 66.5% of the membership interests of Lingo Communications, LLC. R. Kirby Godsey, a U.S. citizen, holds 33.5% of the membership interests of Lingo Communications, 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 Lingo Communications, LLC.

As of May 4, 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.
- Holcombe T. Green, Jr., a U.S. citizen, holds 66.5% of the membership interests of Lingo Communications, LLC. R. Kirby Godsey, a U.S. citizen, holds 33.5% of the membership interests of Lingo Communications, 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 Lingo Communications, LLC.

As of May 4, 2018, the following entities and individuals hold a ten percent (10%) or greater direct or indirect ownership interest in Tempo Telecom, LLC:

- Lingo Management, LLC, a Georgia limited liability company, holds 100% of the interests of Tempo Telecom, 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.

- Holcombe T. Green, Jr., a U.S. citizen, holds 66.5% of the membership interests of Lingo Communications, LLC. R. Kirby Godsey, a U.S. citizen, holds 33.5% of the membership interests of Lingo Communications, 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 Lingo Communications, 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 the Companies.

In addition to Birch Kentucky and Tempo, as of May 4, 2018, 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

As of May 4, 2018, Mr. Green and Mr. Godsey also hold interests in BCHI Holdings, LLC (“BHold”). BHold holds interests in the following entities that provide telecommunications services:

- 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)

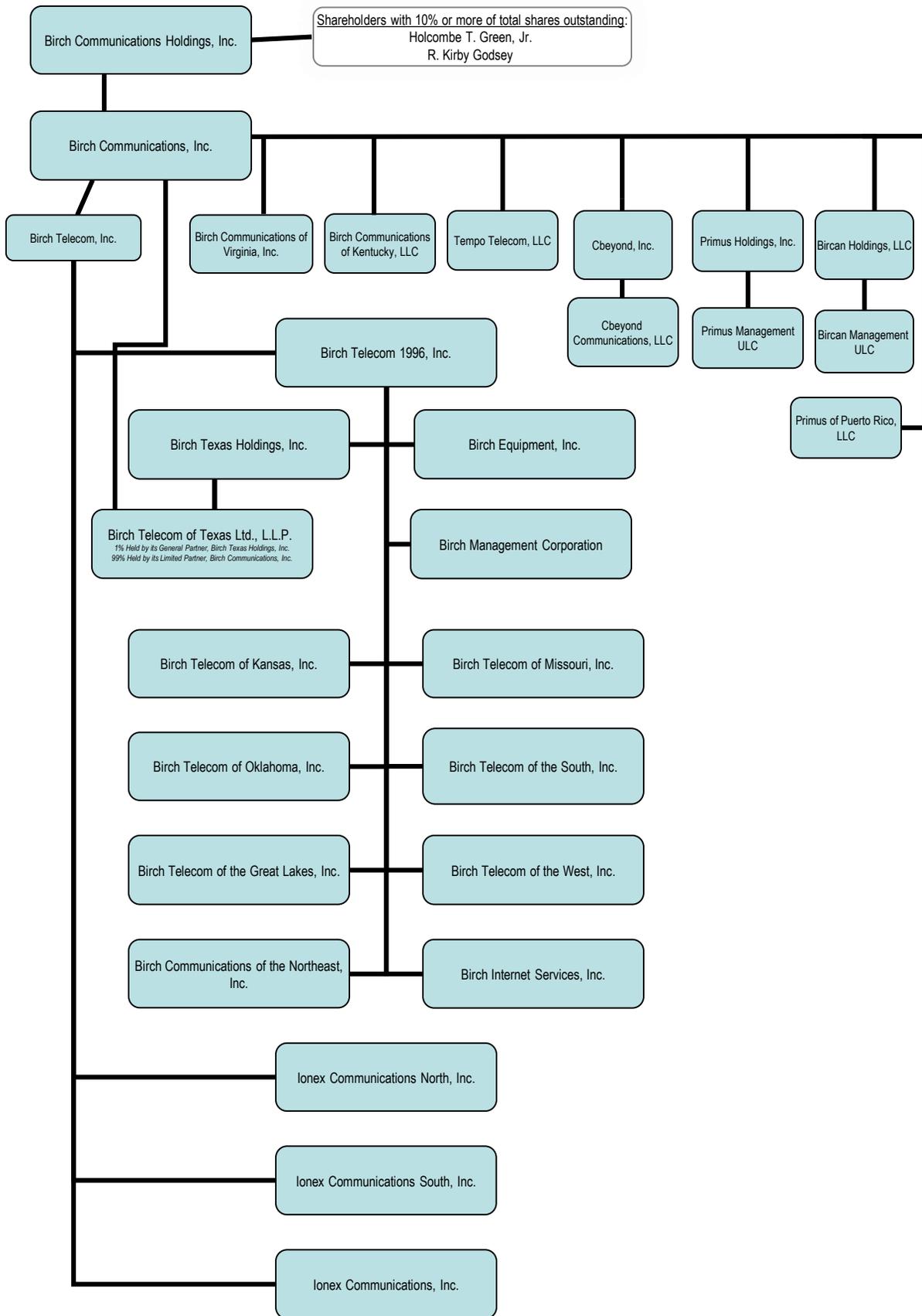
Response to IBFS Form Question 12

As of May 4, 2018, the Companies are 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 the Companies serve as officers or directors of Primus.

Response to IBFS Form Question 13

See explanation in Section I. above.

Birch Companies Pre-Close Organizational Chart



Post-Close Organizational Chart (as of May 4, 2018)

