

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

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**

The ultimate owners of the Companies are 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”).

On May 23, 2018, the Owners changed the organization of their holdings, and created a new holding company known as GG Telecom Investors, LLC (“GGTI”) through which to hold their interests in the Companies.

GGTI is a Georgia limited liability company with its principal office at 3060 Peachtree Road, NW, Suite 1065, Atlanta, GA 30305. The membership interests of GGTI are held by 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. 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 23, 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.
- 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.

As of May 23, 2018, the following entities and individuals hold a ten percent (10%) or greater direct or indirect ownership interest in Birch Communications of Kentucky, LLC:

- GG Telecom Investors, 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 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.

As of May 23, 2018, the following entities and individuals hold a ten percent (10%) or greater direct or indirect ownership interest in Tempo Telecom, LLC:

- GG Telecom Investors, 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 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 the Companies.

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 23, 2018, Mr. Green and Mr. Godsey also hold interests in BCHI Holdings, LLC (“BHold”), and 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)

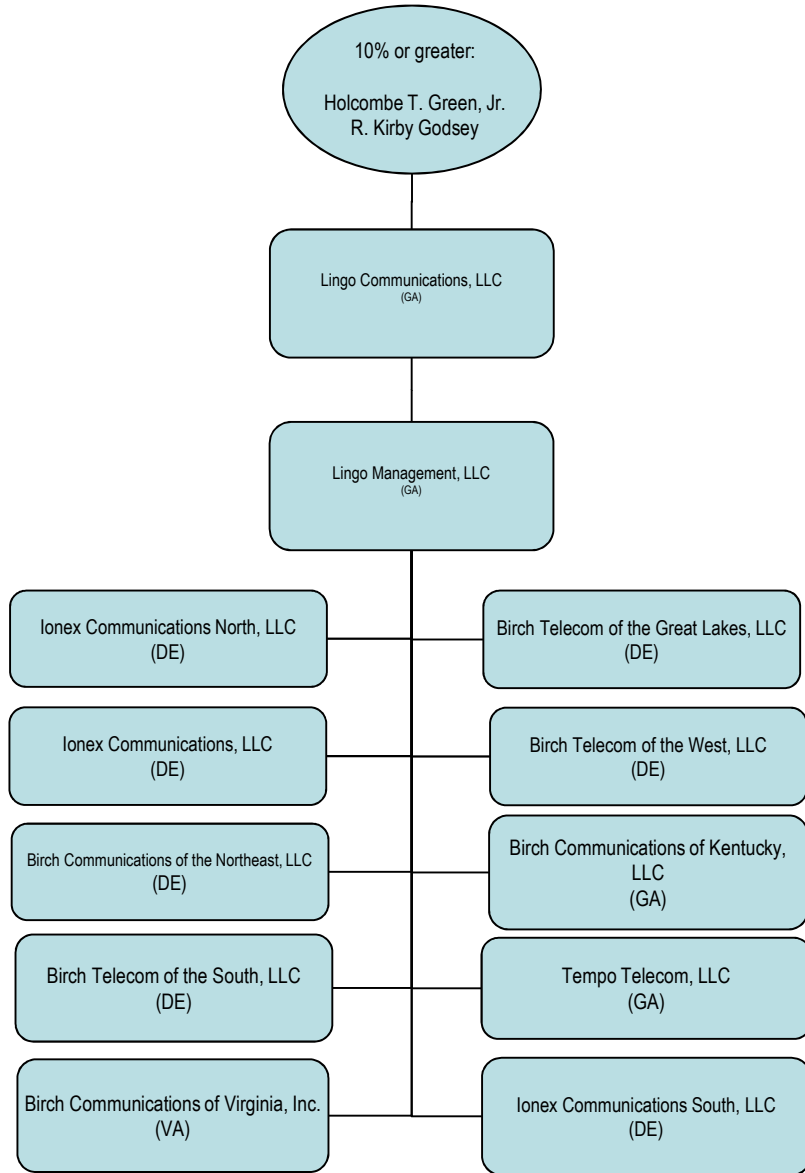
**Response to IBFS Form Question 12**

As of May 23, 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.

**Organizational Chart** (as of May 4, 2018)



**Organizational Chart**  
**5-23-2018**

