

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

Lingo Communications of Kentucky, LLC (“Lingo 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 Lingo Kentucky (*see* File No. ITC-T/C-20180622-00117). 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. (67.5%) and R. Kirby Godsey (32.5%). 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 Lingo Kentucky (*see* File No. ITC-T/C-20180622-00117).

As of December 19, 2018, the Owners changed the organization of their holdings with GGTI becoming the new parent company of Lingo Kentucky.

The Owners were the ultimate owners of Lingo Kentucky before December 19, 2018 and were the ultimate owners of Lingo Kentucky after December 19, 2018. As a result, there was no substantial change in beneficial ownership of Lingo Kentucky, and the change is treated as presumptively *pro forma*.

Pre- and post-transaction organizational charts are provided for the Commission’s convenience. The pre-transaction chart reflects the prior name of Lingo Kentucky – Birch Communications of Kentucky, LLC (*see* Report No. TEL-01939, DA No. 18-1278). The post-transaction chart reflects the transaction approved by the Commission in File No. ITC-T/C-20180712-00144, which was consummated effective December 31, 2018.

## **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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Lingo Kentucky holds international Section 214 authority under File No. ITC-214-20130716-00198.

### **Response to IBFS Form Question 11**

The following entities and individuals hold a ten percent (10%) or greater direct or indirect ownership interest in Lingo Communications of Kentucky, LLC (“Lingo Kentucky”):

- GG Telecom Investors, LLC (“GGTI”), a Georgia limited liability company, holds 100% of the interests of Lingo Kentucky. Holcombe T. Green, Jr., a U.S. citizen, is the Manager of GGTI. The business address for GGTI is 3060 Peachtree St., NW, Suite 1065, Atlanta, GA 30305. GGTI is a holding company and offers no services.
- Holcombe T. Green, Jr., a U.S. citizen, holds 67.5% of the membership interests of GGTI. R. Kirby Godsey, a U.S. citizen, holds 32.5% of the membership interests of GGTI. 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 GGTI.

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 Lingo Kentucky.

GGTI holds 100% of the interests of Lingo Communications, LLC, a Georgia limited liability company. Lingo Communications, LLC holds 100% of the interests of Lingo Management, LLC, a Georgia liability company. Lingo Management, LLC holds international Section 214 authorization in File No. ITC-214-20160630-00180, but does not offer any services. Lingo Management, LLC also holds 100% of the interests in the following entities that provide telecommunications services:

- Lingo Communications of Virginia, Inc.
- Lingo Communications of the Northeast, LLC
- Lingo Telecom of the South, LLC
- Lingo Telecom of the Great Lakes, LLC

- Lingo Telecom of the West, LLC
- Lingo Communications Midwest, LLC
- Lingo Communications South, LLC
- Lingo Communications North, LLC
- Matrix Telecom, LLC
- Matrix Telecom of Virginia, LLC
- Vancouver Telephone Company Limited (Canada)

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

Mr. Green and Mr. Godsey, through GGTI, 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**

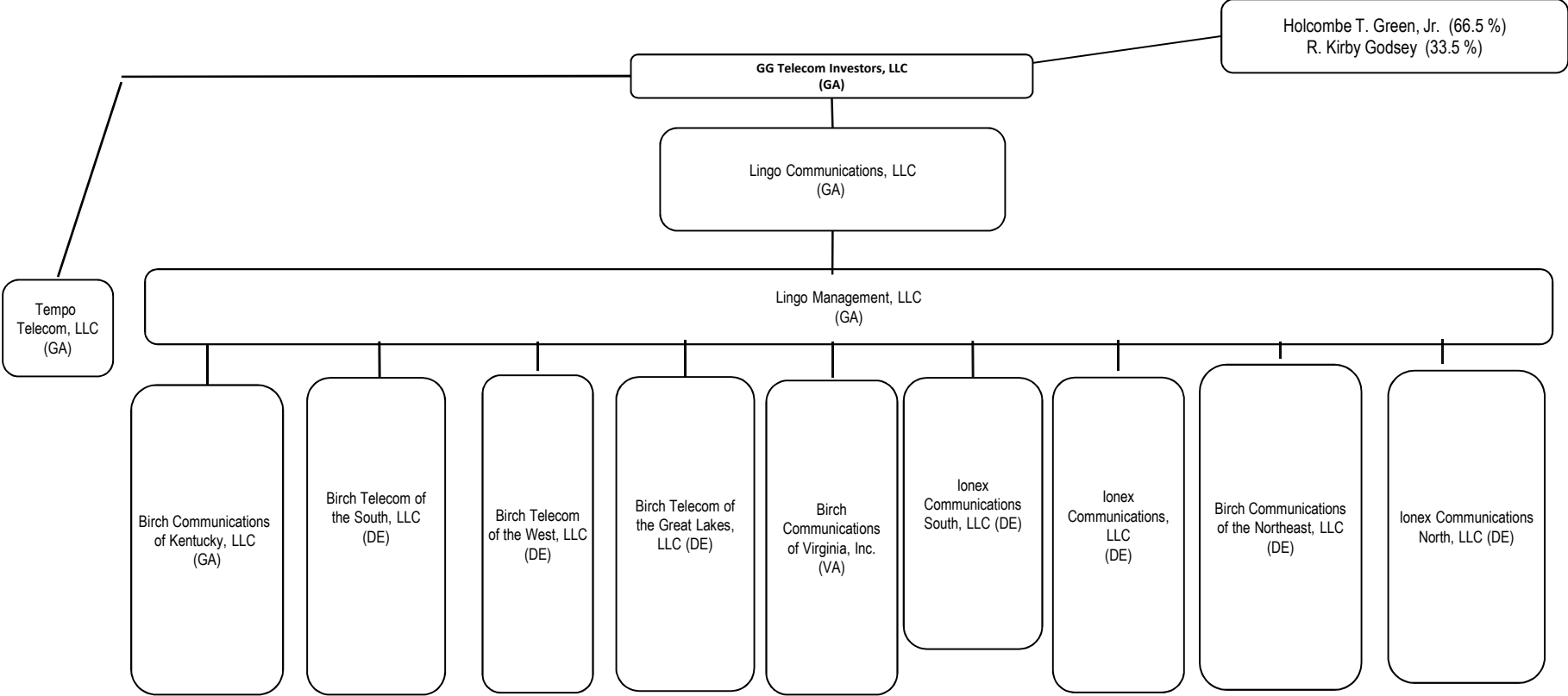
Lingo Kentucky is affiliated with Vancouver Telephone Company Limited (“VTC”), a British Columbia company that is authorized to provide telecommunications and Internet access services in Canada as a non-dominant provider. None of the officers or directors of Lingo Kentucky serve as officers or directors of VTC.

As a result of the membership interests held by Mr. Green and Mr. Godsey in BHold, Lingo Kentucky also 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 non-dominant provider. None of the officers or directors of Lingo Kentucky serve as officers or directors of Primus.

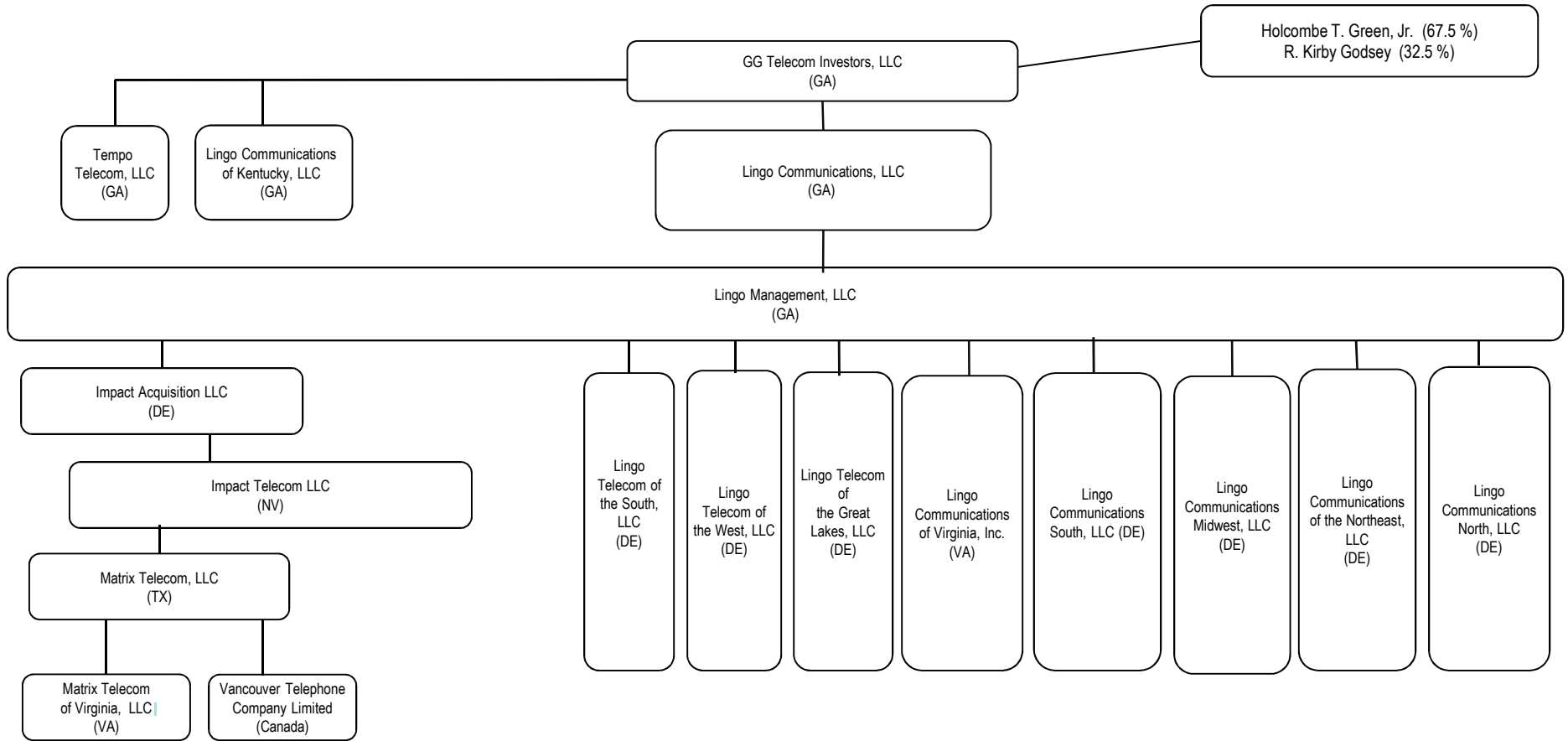
### **Response to IBFS Form Question 13**

See explanation in Section I. above.

**Organizational Chart**  
**7-9-2018**



**The Lingo Companies Organizational Chart**  
**1-1-2019**



The entities listed herein include those entities that hold authorization to provide intrastate, interstate, or international telecommunications services in the U.S. or Canada or are in the chain of ownership of those entities.