

August 30, 2018

Mr. Darrell Nitschke
Executive Secretary
North Dakota Public Service Commission
600 E. Boulevard, Dept. 408
Bismarck, ND 58505-0480



Re: Network Billing Systems, LLC, Birch Communications, LLC,
Ionex Communications North, LLC and Tempo Telecom, LLC: Notice
of Intracorporate Reorganization (Without Change to Controlling Ownership)

Dear Mr. Nitschke:

Network Billing Systems, LLC ("NBS"), Birch Communications, LLC ("BCL"), Ionex Communications North, LLC ("Ionex North") and Tempo Telecom, LLC ("Tempo" and, with NBS, BCL, and Ionex North, the "Companies") respectfully submit this filing to notify the North Dakota Public Service Commission ("Commission") of a *pro forma* change to their corporate ownership structure.

The Companies are authorized by the Commission to provide telecommunications services in North Dakota. NBS operates as an interexchange services provider. BCL and Ionex are approved to provide competitive local exchange and interexchange services in North Dakota. Tempo is registered with the Commission for the provision of wireless services and has been designated by the Commission as an Eligible Telecommunications Carrier for the provision of Lifeline services.

On May 4, 2018, Fusion BCHI Acquisition LLC, a wholly-owned subsidiary of Fusion Connect, Inc. ("Fusion Connect"), merged (the "Merger") with and into Birch Communications Holdings, Inc. ("Birch Holdings"). In connection with, and as a condition to, that Merger transaction, Birch Holdings also completed an internal corporate restructuring pursuant to which some of the Birch Holdings subsidiaries were spun off to a newly formed Georgia limited liability company, Lingo Communications, LLC ("Lingo"). The Commission was notified of the Merger and associated internal corporate restructuring on November 29, 2017.¹

Following closing of the Merger, NBS and BCL were indirect wholly-owned subsidiaries of Fusion Connect. Ionex North and Tempo were indirect wholly-owned subsidiaries of Lingo. The ultimate majority interests in the Companies were held by Holcombe T. Greene, Jr., the controlling shareholder, and R. Kirby Godsey (together the "Primary Shareholders"). At closing, the Primary Shareholders' interests in the Companies were held indirectly, through two primary holding companies, BCHI Holdings, LLC ("BCHI") and Lingo, and their respective subsidiaries. A copy of the organizational chart for the Companies, at closing of the Merger on May 4, 2018, is appended here as **Attachment 1**.

¹ *Joint Notice of BCHI Holdings, LLC, Birch Communications, Inc., Fusion Telecommunications International, Inc. and Network Billing Systems, LLC Regarding a Transaction That Will Result in a Material Change to the Ownership and Control of Network Billing Systems, LLC* (Nov. 29, 2017).

Subsequent to the closing of the Merger, the Primary Shareholders made a further change to the Companies' corporate organization, creating a new intermediary company through which to hold their interests in BCHI and Lingo. GG Telecom Investors, LLC ("GGTI") is a Georgia limited liability company with its principal office at 3060 Peachtree Road, NW, Suite 1065, Atlanta, GA 30305. The interests in GGTI are held directly by Holcombe T. Green, Jr. (66.5%) and R. Kirby Godsey (33.5%). GGTI, in turn, now directly holds 69.9% of BCHI. The other 30.1% of BCHI 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. GGTI holds 100% of the interests in Lingo.² For the Commission's convenience, an updated corporate organizational chart for the Companies, reflecting the addition of GGTI, is provided as **Attachment 2**.

The addition of GGTI to the ownership chain of NBS, BCL, Ionex North and Tempo is an internal corporate change adopted to facilitate the strategic investment interests of the Primary Shareholders. The change to the Companies' corporate structure will have no effect upon either their ongoing management or their operations, and is entirely transparent to the customers of the Companies. The Companies understand that Commission approval is not required for this *pro forma* change to ownership and submit this notice for the Commission's information.

Please contact the below-signed counsel for the Companies with any questions regarding this notice.

Respectfully submitted,

**For: Network Billing Systems, LLC
and Birch Communications, LLC**

/s/ Winafred R. Brantl
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**For: Ionex Communications North, LLC
and Tempo Telecom, LLC**

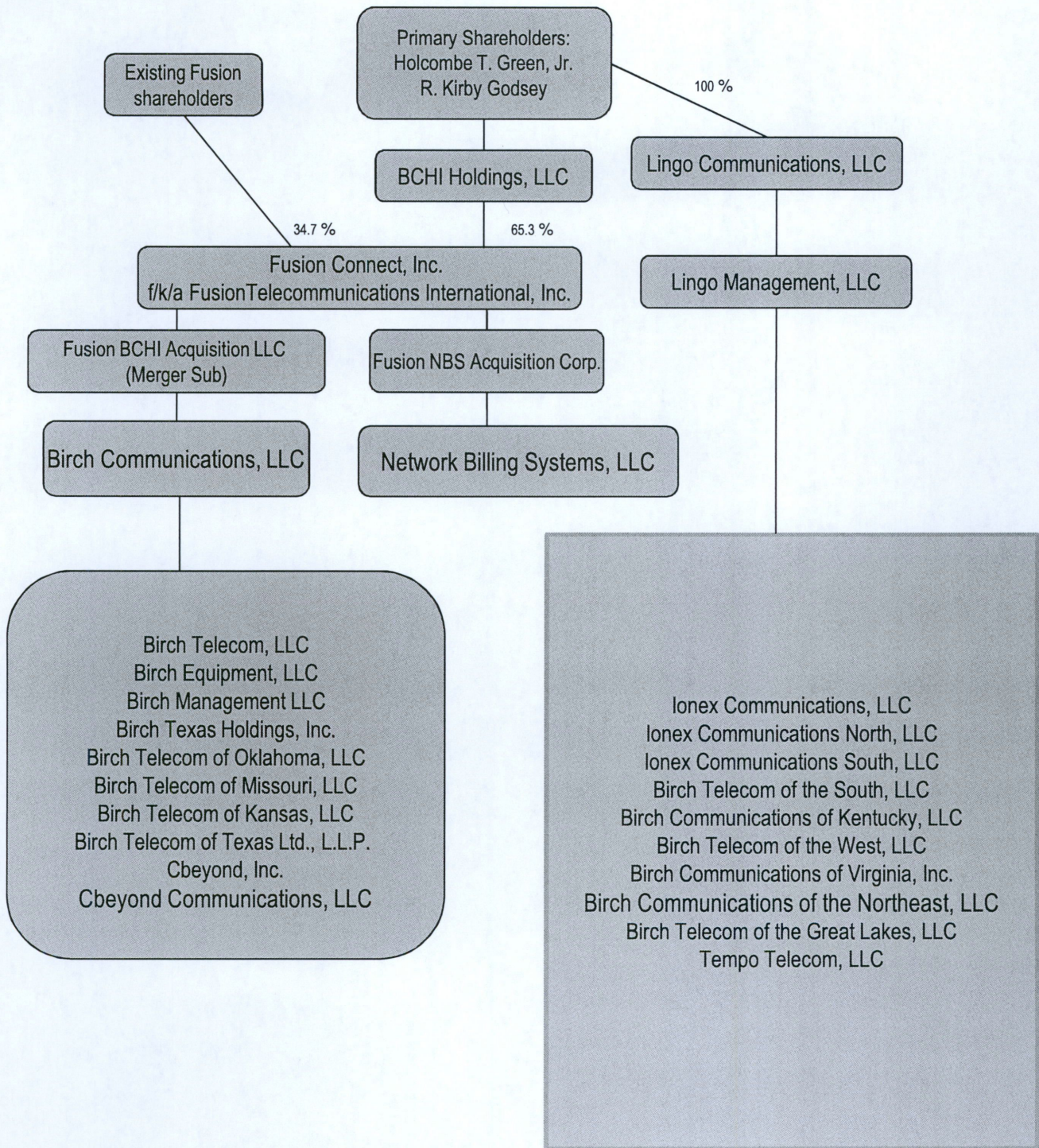
/s/ Angela F. Collins
Angela F. Collins
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Attachments

² In connection with the creation of GGTI, Tempo was reorganized to be held as a direct wholly-owned subsidiary of GGTI rather than an indirect subsidiary of Lingo as initially arranged following the closing of the Merger.

ATTACHMENT 1

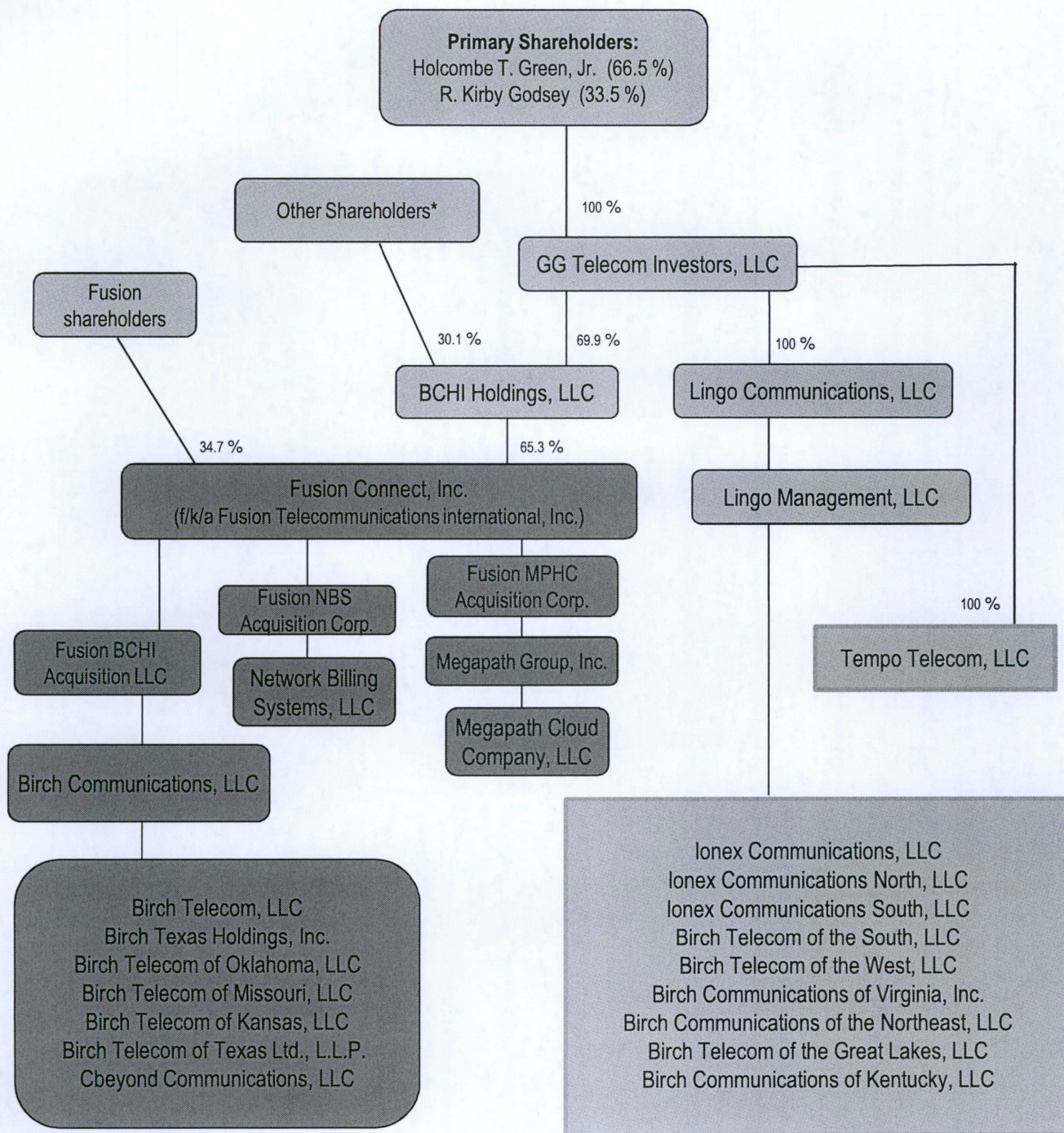
**Organizational Chart for the Fusion and Birch Companies
(May 4, 2018)**



**The chart does not include affiliated non-US entities or all non-regulated entities.
All interests held at 100% except as noted.**

ATTACHMENT 2

**Organizational Chart for the Birch/Fusion and Lingo Companies
(July 2018)**



* 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.**