

February 15, 2019

**Via Federal Express**

Gwen R. Pinson  
Executive Director  
Kentucky Public Service Commission  
211 Sower Boulevard  
Frankfort, Kentucky 40601-8294

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PUBLIC SERVICE  
COMMISSION

**Re: Notification Regarding *Pro Forma* Asset/Customer Transfer from Fusion  
Cloud Services, LLC to Lingo Telecom of the South, LLC**

Dear Ms. Pinson:

By this letter, Lingo Telecom of the South, LLC (f/k/a Birch Telecom of the South, LLC) (“Lingo”) and Fusion Cloud Services, LLC (f/k/a Birch Communications, LLC) (“Fusion”) (Lingo and Fusion jointly, the “Parties”) hereby notify the Kentucky Public Service Commission (the “Commission”) of the pending *pro forma* transfer of certain Kentucky customers currently served by Fusion to Lingo (the “Transaction”). The Parties submit this letter pursuant to 807 KAR 5:011, Rule 11.

**Description of the Parties**

**A. Lingo Telecom of the South, LLC  
(f/k/a Birch Telecom of the South, LLC)**

Lingo is a Delaware limited liability company with a principal office at 5607 Glenridge Drive NE, Suite 300, Atlanta, GA 30342. Lingo was authorized to provide telecommunications services in Kentucky under Utility ID 22251533 (CLEC) and Utility ID 5153300 (IXC). Lingo also holds authority from the Federal Communications Commission (“FCC”) to provide domestic interstate and international telecommunications services. Lingo notified the Commission of Lingo’s name change via letter dated December 17, 2018.

Lingo is a wholly owned subsidiary of Lingo Management, LLC (“Lingo Management”), a Georgia limited liability company. Lingo Management is a wholly owned subsidiary of Lingo Communications, LLC, a Georgia limited liability company, and an indirect subsidiary of GG Telecom Investors, LLC (“GGTI”), a Georgia limited liability company. GGTI is owned by Holcombe T. Green, Jr. (67.5%) and R. Kirby Godsey (32.5%).

**B. Fusion Cloud Services, LLC  
(f/k/a Birch Communications, LLC)**

Fusion is a Georgia limited liability company with a principal office at 320 Interstate North Parkway SE, Atlanta, GA 30339. Fusion was authorized to provide telecommunications services in Kentucky under Utility ID 5011600 (CLEC) and 22250116 (IXC). Fusion also holds authority from the FCC to provide domestic interstate and international telecommunications services. Fusion has changed its name with the Georgia Secretary of State, and is in the process of making the necessary filings with the Commission to effectuate its name change.

Fusion is an indirect, wholly owned subsidiary of Fusion Connect, Inc. (f/k/a Fusion Telecommunications International, Inc.) ("Fusion Connect"), which is a publicly traded Delaware corporation (NASDAQ: FSNN). BCHI Holdings, LLC ("BHold"), a Georgia limited liability company, holds 60.26% of Fusion Connect. Mr. Green and Mr. Godsey, through GGTI, hold 72.2% of the membership interests of BHold, and the remaining 27.8% of BHold 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.

**Designated Contacts**

For the purposes of this filing, inquiries or copies of any correspondence, orders, or other materials should be directed as follows:

**Fusion Cloud Services, LLC**

Edward A. Yorkgitis, Jr.  
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James P. Prenetta, Jr.  
Executive Vice President and General Counsel  
Fusion Cloud Services, LLC  
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**Lingo Telecom of the South, LLC**

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Michelle H. Ansley  
President and Chief Administrative Officer  
Lingo Management, LLC  
5607 Glenridge Drive NE, Suite 300  
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470-401-0041  
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### **Description of the Transaction**

Pursuant to the terms of an Asset Purchase Agreement (the “Agreement”) dated as of February 1, 2019, by and between Fusion and Lingo Management, Lingo Management will acquire certain Fusion customers receiving telecommunications services from Fusion, and certain historical records associated with those customers (the “Acquired Customers”), in Kentucky and a number of other states. Upon completion of the Transaction, Lingo will provide service to the Acquired Customers in Kentucky.

This Transaction involves the *pro forma* assignment of customers between two affiliated entities. The Acquired Customers have received written notice of the transfer of their account to Lingo via First Class United States mail as required by applicable Kentucky rules and the requirements of FCC Rule 64.1120(e). The customer notice is attached as **Exhibit A**. The Acquired Customers will continue to receive the same services that they currently receive without any immediate changes to their service offerings or rates. The ownership structure of Lingo and Fusion will not be affected by the Transaction. The assets to be purchased do not include the Commission authorizations held by Fusion as Fusion will continue to provide services to other Kentucky customers not involved in the Transaction.

The Parties expect the transfer will occur on or about March 18, 2019. Consummation of the Transaction, however, is contingent on receipt of all necessary regulatory approvals, among other things.

The Transaction is in the public interest because it will advance economic efficiency by enabling Lingo to expand its own business and achieve economies of scale. These benefits are expected to strengthen Lingo’s ability to expand its offerings and services to a broader customer base, and will enable Lingo to strengthen its competitive position to the benefit of consumers and the telecommunications marketplace.

Furthermore, the Transaction will be conducted in a manner that will have no adverse effect on the Acquired Customers. Upon consummation of the Transaction and after completion of the customer transfer, Lingo will provide the Acquired Customers with the same service quality they have come to expect and all billing will be handled by Lingo using the Lingo name. The Acquired Customers will continue to receive the same services that they currently receive without any immediate changes to their service offerings, rates, or terms and conditions.

Should you have any questions about this notification, please contact the undersigned.

Respectfully submitted,

**For: Fusion Cloud Services, LLC**

/s/ Winafred R. Brantl

Winafred R. Brantl  
Kelley Drye & Warren LLP  
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Washington, DC 20007  
202-945-6649 (telephone)  
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**For: Lingo Telecom of the South, LLC**

/s/ Angela F. Collins

Angela F. Collins  
Cahill Gordon & Reindel LLP  
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acollins@cahill.com

Attachments

**EXHIBIT A**  
**CUSTOMER NOTICE**



**IMPORTANT NOTICE**  
**REGARDING A CHANGE IN YOUR TELECOMMUNICATIONS SERVICES**

Dear Customer:

Birch and Lingo are pleased to announce that Lingo is acquiring certain Birch local telephone and long distance telephone customers. Subject to approval by the Federal Communications Commission and state regulators as necessary, Lingo will replace Birch as your current telecommunications service provider on or after March 18, 2019 (the "Transfer Date"). As a result of this transaction, Lingo will assume responsibility for all services previously provided to you by Birch. Lingo is excited about the opportunity to serve you and looks forward to a long and mutually rewarding business relationship.

**No action is required from you to continue your service with Lingo.** Rest assured, the transition will have little or no impact on your current services, nor will there be any interruption of your service. The agreement between Lingo and Birch has been structured so that the transfer of service will be virtually seamless. You will retain all of your current service rates, features, terms, and conditions of service and your telephone number(s) will remain the same.<sup>1</sup> Lingo will not impose any charges for the transfer of your services to Lingo. You will receive your first billing statement from Lingo starting with your April 2019 or May 2019 bill. If you have established automatic bill payment with Birch, you will need to set up a new online account with Lingo to continue using auto-pay once your service is transferred to Lingo.<sup>2</sup> As in the past, you are responsible for paying all bills rendered to you by Birch during the transition of service.

You do have the right to select a different carrier for your telecommunications service(s). If you choose to switch to an alternate carrier for services, you may incur a fee from that alternate carrier for the transfer of services. Please note that if you are a customer of Birch on the Transfer Date as set forth above, your account will automatically be transferred to Lingo. In addition, if you have a term commitment with Birch, that commitment will carry over to Lingo, and in the event that you disconnect or transfer service to another carrier prior to the end of the term, you will be liable to Lingo for any applicable early termination charges, subject to applicable law. Please note that if you have placed a "freeze" on your Birch service to prevent unauthorized transfer to another carrier, it will be automatically lifted to implement the transfer to Lingo. Once the transfer is complete, Lingo will have the freeze reinstated. If you do not want the freeze reinstated, please contact Lingo after the Transfer Date.

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<sup>1</sup> Following the transition, Lingo will provide written notice to you regarding any changes to the rates, terms, and conditions of your service, as required by applicable law.

<sup>2</sup> Lingo offers an online portal called MyAccount that allows customers to make electronic payments and manage their Lingo account. You can register for MyAccount after the Transfer Date at <https://account.lingo.com>. To complete the registration process, you will need your existing telephone number and your PIN/access code, which can be found on your monthly invoice.

If you have any questions regarding this transaction or questions about your service or billing prior to the Transfer Date set forth above, you should contact Birch at **1-866-424-5100**.

If you have any questions regarding this transaction, or questions about your service or billing after the Transfer Date set forth above, you should contact Lingo at **1-866-405-4646**.

Birch thanks you for your business, and Lingo looks forward to providing you with quality service for many years to come.

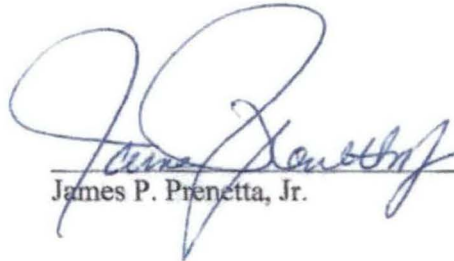
## **VERIFICATIONS**



VERIFICATION

STATE OF GEORGIA       §  
                                      §  
COUNTY OF COBB       §

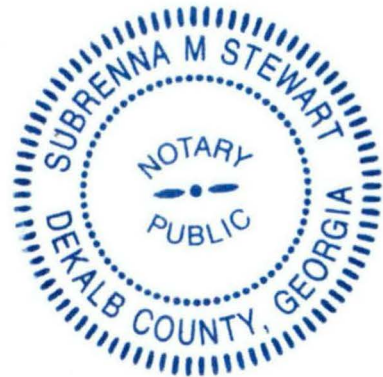
I, James P. Prenetta, Jr., state that I am the Executive Vice President and General Counsel for Fusion Cloud Services, LLC (f/k/a Birch Communications, LLC) ("Fusion"); that I am authorized to make this Verification on behalf of Fusion; that I have read the foregoing document; and that the statements in the foregoing document with respect to Fusion, except as otherwise specifically attributed, are true and correct to the best of my knowledge, information and belief.

  
James P. Prenetta, Jr.

Subscribed and sworn to before me this 11<sup>th</sup> day of February 2019.

Notary Public

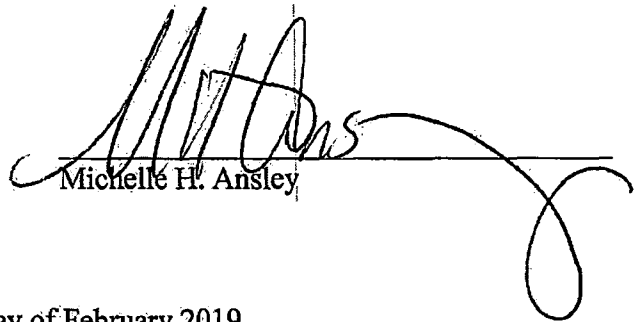
*Subrienna M. Stewart*  
My Commission expires: August 10, 2021



VERIFICATION

STATE OF GEORGIA       §  
                                      §  
COUNTY OF COBB       §

I, Michelle H. Ansley, state that I am the President and Chief Administrative Officer for Lingo Telecom of the South, LLC (“Lingo”); that I am authorized to make this Verification on behalf of Lingo; that I have read the foregoing document; and that the statements in the foregoing document with respect to Lingo, except as otherwise specifically attributed, are true and correct to the best of my knowledge, information and belief.

  
Michelle H. Ansley

Subscribed and sworn to before me this 11 day of February 2019.

Notary Public 

My Commission expires: 1-6-2023

