

**BEFORE THE
PUBLIC SERVICE COMMISSION OF GEORGIA**

Fusion Communications, LLC and)	
and Fusion Cloud Services, LLC)	
)	Docket No. _____
)	
Application for Consent to Assign the Regulated)	
Assets, Including a Customer Base, of Fusion)	
Communications, LLC to Fusion Cloud Services, LLC)	
)	
Approval for Fusion Communications, LLC to Surrender)	
Its Georgia Intrastate Telecommunications Authority)	

APPLICATION

Pursuant to O.C.G.A. § 46-5-41 and other applicable requirements of the Georgia Public Service Commission (“the “Commission”), Fusion Communications, LLC (“Fusion Communications”), an authorized telecommunications carrier operating in Georgia, and its commonly-owned affiliate, Fusion Cloud Services, LLC (“Fusion Cloud” and, together with Fusion Communications, the “Applicants”), hereby file this application for consent, insofar as required, to assign the intrastate Georgia telecommunications operations and customer base of Fusion Communications to Fusion Cloud (the “Transaction”) as part of the nationwide consolidation of their operations.¹ Fusion Cloud, a well-established, authorized telecommunications provider also operating in Georgia, will seamlessly continue provision of services to Fusion Communications’ current customers in Georgia. After consummation of the Transaction, Fusion Communications will surrender its Georgia telecommunications authority

¹ The Applicant’s parent, Fusion Connect, Inc. (“Fusion Connect”), together with its U.S. operating subsidiaries, are referred to herein as “Fusion” or the “Fusion Companies.”

and will cease to operate as a provider of telecommunications services in the State.² The proposed Transaction is part of an intracorporate reorganization of the Fusion Companies, intended to streamline and more efficiently manage Fusion's operations, which will inure to the benefit of current and future Fusion customers in Georgia and elsewhere.

I. The Applicants

Fusion Communications is a Delaware limited liability company, headquartered at 210 Interstate North Parkway, Suite 200, Atlanta, GA 30339. Fusion Communications is currently registered with the Georgia Secretary of State as a foreign limited liability company and has been authorized by the Commission to provide local exchange and interexchange telecommunications services in Georgia.³ At this time, Fusion Communications operates in twelve states and the District of Columbia.

Fusion Cloud is a Georgia limited liability company, also headquartered at 210 Interstate North Parkway, Suite 200, Atlanta, GA 30339. Fusion Cloud is registered and in good standing with the Georgia Secretary of State to operate as a limited liability company.⁴ Fusion Cloud is an experienced telecommunications carrier, operating as a competitive provider of intrastate and interstate wireline services to customers in thirty-eight states, including Georgia, where the Commission authorized it to provide telecommunications services in 1997.⁵

² There is another Fusion licensee in Georgia, Fusion LLC, which is not involved in or affected by the proposed Transaction.

³ The Commission granted Fusion Communications local exchange authority in Docket No. 12331-U on August 15, 2000 and interexchange authority and alternative operator services in Docket No. 12333-U on June 11, 2001.

⁴ Documentation of Fusion Cloud's registration in Georgia is provided as ***Attachment 1***.

⁵ The Commission granted Fusion Cloud local exchange authority in Docket No. 7381-U on June 5, 1997 and interexchange authority in Docket No. 7581 on October 19, 1999.

II. The Transaction

Fusion Communications and Fusion Cloud are each wholly-owned operating subsidiaries of Fusion Connect, a privately-held Delaware corporation, headquartered at 210 Interstate North Parkway, Suite 200, Atlanta, GA 30339.⁶ Fusion Connect holds authority from the Federal Communications Commission (“FCC”) to provide interstate and international telecommunications services. Through its subsidiaries, Fusion Connect provides a wide range of communications services, including unified communications, digital voice and data services, hosted VoIP and Session Initiated Protocol trunking, broadband Internet access service, data networks, cloud-based services, and other enhanced communications services and features, as well as traditional voice solutions, to business customers throughout the United States. By late 2019, Fusion Connect had acquired seven separate operating subsidiaries, including Fusion Communications and Fusion Cloud. For this reason, in 2020, the Fusion Companies began a series of consolidations to streamline their operations, increase operating efficiencies, recognize cost savings and generally enhance their competitive capabilities.

The current phase of this undertaking, the proposed Transaction, involves the consolidation of Fusion Communications’ operations, primarily into its affiliate, Fusion Cloud. In Georgia, Fusion Cloud already operates successfully as a competitive telecommunications provider to local exchange and interexchange service subscribers. Following the Transaction, Fusion Cloud will also provide service to Fusion Communications customers. The Transaction will not result in any change to the services, or the associated rates, terms and conditions, currently received by Fusion Communications customers.⁷ As a result, existing Fusion

⁶ An organizational chart for the Fusion Companies is appended as ***Attachment 2***.

⁷ Any future changes to services or associated rates, terms and conditions will be implemented pursuant to Commission requirements.

Communications customers will continue to be served by a Fusion operating company, albeit a different legal entity, and will experience no disruption or diminishment of service whatsoever.

III. Implementation

A. Customer Transition

Upon receipt of Commission approval for the Transaction, the Applicants will promptly transition Fusion Communications' customers to Fusion Cloud. Consistent with FCC and Commission requirements, current Fusion Communications customers will receive advance written notice of the proposed transfer to Fusion Cloud and will have opportunity to change service provider. A copy of the proposed customer notice is provided as ***Attachment 3***.⁸ Fusion Communications and Fusion Cloud will work together to ensure that all affected customers experience a smooth, virtually seamless, transition.

B. Continuity of Services

Upon consummation of the Transaction, the Fusion Communications customers transitioned to Fusion Cloud will continue to receive the same quality telecommunications services at the same rates, terms and conditions as they now receive. The same management team that oversees Fusion Communications' services also manages the operations of Fusion Cloud, and will continue to do so after completion of the Transaction. Fusion Cloud is in the process of preparing the necessary revisions to its current tariffs required to support the Fusion Communications services.

⁸ The Applicants will keep Commission Staff informed regarding the issuance of the customer notices and the progress of the transition.

C. Surrender of Fusion Communications Georgia Authority

Immediately following consummation of the Transaction, Fusion Communications will surrender its Georgia telecommunications authority. The Applicants respectfully request that, insofar as approval for that license surrender may be required, the Commission include approval of that surrender of authority in its grant of this Application, so that the Fusion Communications authorization can be surrendered promptly upon notice to the Commission that the customer transition has been completed.

IV. Contacts for This Application

Questions, correspondence or other communications concerning this Application should be directed to Applicants' counsel as identified below:

Edward A. Yorkgitis, Jr.
Winafred Brantl
Kelley Drye & Warren LLP
3050 K St., NW, Suite 400
Washington, DC 20007
Tel: (202) 342-8400
Fax: (202) 342-8451
Email: eyorkgitis@kelleydrye.com
wbrantl@kelleydrye.com

With copies to:

James P. Prenetta, Jr.
Executive Vice President and General Counsel
Fusion Connect, Inc.
210 Interstate North Parkway, Suite 200
Atlanta, GA 30339
Email: jprenetta@fusionconnect.com

V. Public Interest Considerations

The proposed Transaction will benefit the public interest. Fusion Cloud is already an authorized and established telecommunications services provider in Georgia, managed by the

same team of seasoned industry veterans as Fusion Communications. Upon consummation of the Transaction, Fusion Cloud will provide Fusion Communications customers with the same high-quality competitive local exchange and interexchange services they currently receive. Fusion Communications customers will receive clear written notice of the proposed transfer and their right to select another service provider well in advance of that transfer. The Applicants will coordinate closely to ensure a smooth process for all Fusion Communications customers, whether transitioning to Fusion Cloud or to another service provider. Indeed, but for the notice to customers regarding the transition to a different Fusion operating company, the changeover is likely to be largely imperceptible. At the same time, the Transaction will enable the Fusion Companies to streamline their operations, making them more competitive in the Georgia and interstate communications services markets, which ultimately will inure to the benefit of Georgia consumers.⁹

WHEREFORE, for the reasons stated above, the Applicants respectfully request that the Commission expeditiously act upon this Application and (i) approve the proposed Transaction, specifically the assignment of Fusion Communications' operating assets, including its customer base for regulated services, to Fusion Cloud; (ii) authorize, insofar as necessary and appropriate, the surrender of Fusion Communications' Georgia telecommunications authorization upon completion of the customer transition; and (iii) grant such further relief as it may deem appropriate.

⁹ Streamlined management of the Fusion Companies' operations as well as the consolidation of their corporate and regulatory compliance is expected to generate financial benefits in the form of cost savings and to facilitate more effective operations throughout the Fusion Companies.

Respectfully submitted,



Edward A. Yorkgitis, Jr.

Winafred Brantl

Kelley Drye & Warren LLP

3050 K Street, NW Suite 400

Washington, D.C. 20007

(Tel): (202) 342-8400

cyorkgitis@kelleydrye.com

wbrantl@kelleydrye.com

*Counsel for Fusion Communications, LLC
and Fusion Cloud Services, LLC*

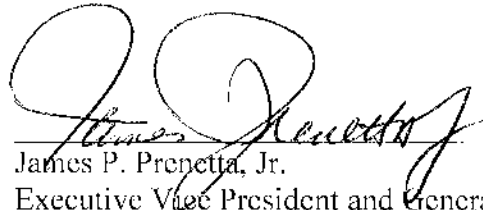
Dated: October 15, 2021

VERIFICATION

State of New York §
 §
County of Westchester §

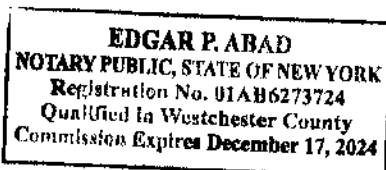
I, James P. Prenetta, Jr., state that I am the Executive Vice President and General Counsel of Fusion Connect, Inc. and its wholly-owned subsidiaries, Fusion Communications, LLC and Fusion Cloud Services, LLC (collectively, the "Fusion Entities"); that I am authorized to make this Verification on behalf of the Fusion Entities; that I have read the foregoing document; and that the statements in the foregoing document with respect to the Fusion Entities are true, accurate and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury that the foregoing is true and correct.



James P. Prenetta, Jr.
Executive Vice President and General Counsel
Fusion Connect, Inc., Fusion Communications,
LLC and Fusion Cloud Services, LLC
210 Interstate North Parkway, Suite 300
Atlanta, GA 30339

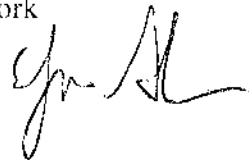
Subscribed and sworn to before me on this 7th day of September, 2021.



NOTARY PUBLIC

My Commission expires: 12/17/2024

Notary Public In and For the State
of New York



ATTACHMENTS

- | | |
|---------------------|--|
| Attachment 1 | Fusion Cloud - Georgia Secretary of State Registration |
| Attachment 2 | Fusion Companies Organizational Chart |
| Attachment 3 | Sample Customer Notice |

Attachment 1

Fusion Cloud
Georgia Secretary of State Registration



GEORGIA
CORPORATIONS
DIVISION

GEORGIA SECRETARY OF STATE
BRAD RAFFENSPERGER

[HOME \(/\)](#)

BUSINESS SEARCH

BUSINESS INFORMATION

Business Name:	Fusion Cloud Services, LLC	Control Number:	K616805
Business Type:	Domestic Limited Liability Company	Business Status:	Active/Compliance
NAICS Code:	Any legal purpose	NAICS Sub Code:	
Principal Office Address:	210 Interstate North Parkway SE, Suite 200, ATLANTA, GA, 30339, USA	Date of Formation / Registration Date:	5/28/1996
State of Formation:	Georgia	Last Annual Registration Year:	2021

REGISTERED AGENT INFORMATION

Registered Agent Name: **REGISTERED AGENT SOLUTIONS, INC.**
Physical Address: **900 Old Roswell Lake Pkwy, Suite 310, Roswell, GA, 30076, USA**
County: **Fulton**

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STATE OF GEORGIA

Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF AMENDMENT

NAME CHANGE

I, **Brian P. Kemp**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

Birch Communications, LLC
a Domestic Limited Liability Company

has filed articles/certificate of amendment in the Office of the Secretary of State on 08/06/2018 changing its name to

Fusion Cloud Services, LLC
a Domestic Limited Liability Company

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles/ certificate of amendment.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on 08/08/2018.



A handwritten signature in black ink, appearing to read "B: P. Kemp".

Brian P. Kemp
Secretary of State



Brian P. Kemp
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
2 Martin Luther King Jr. Dr. SE
Suite 313 West Tower
Atlanta, Georgia 30334
(404) 656-2817
sos.georgia.gov/corporations

2018 AUG -6 PM 2:48
SECRETARY OF STATE
CORPORATIONS DIVISION

Articles of Amendment to Articles of Organization

Article One

The name of the limited liability company ("company") is:

Birch Communications, LLC

Article Two

The date the articles of organization were filed was: 05/28/1996

Article Three

The company hereby adopts the following amendment to change the name of the company. The new name of the company is:

Fusion Cloud Services, LLC

Article Four

(Check, and if applicable complete, one of the following)

☒ The articles of amendment shall be effective upon the filing with the Secretary of State.

☐ The articles of amendment shall be effective on: _____ at _____
(Date) (Time)

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on

Aug 1, 2018
(Date)

Signature

James Prenetta

Print Name

Capacity (choose one option only): ☐ Organizer

☐ Member

☒ Manager

☐ Court-Appointed Fiduciary

☐ Attorney-in-fact

Email Address: jprenetta@fusionconnect.com

STATE OF GEORGIA

Secretary of State

Corporations Division

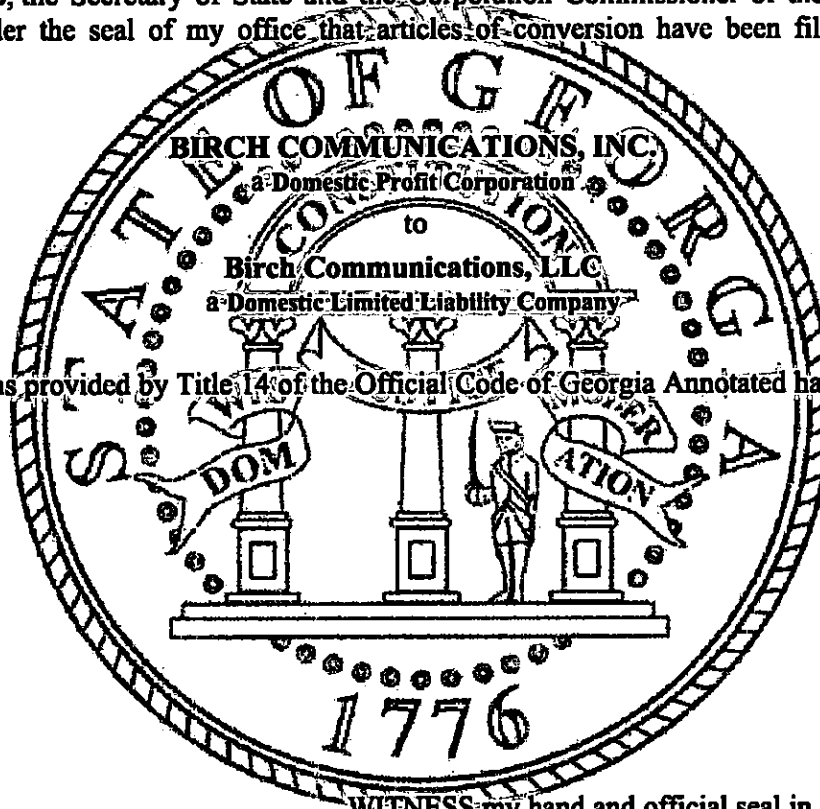
313 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF CONVERSION

I, **Brian P. Kemp**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that articles of conversion have been filed on 12/30/2017 converting



The required fees as provided by Title 14 of the Official Code of Georgia Annotated have been paid.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on 12/21/2017.



B. P. Kemp

Brian P. Kemp
Secretary of State

**CERTIFICATE OF CONVERSION
OF
BIRCH COMMUNICATIONS, INC.
FROM A CORPORATION TO A LIMITED LIABILITY COMPANY**

December 21, 2017

This CERTIFICATE OF CONVERSION (this "Certificate") is made pursuant to the provisions of Section 14-11-212 of the Official Code of Georgia Annotated (the "O.C.G.A.") and Section 14-2-1109.1 of the O.C.G.A., as amended, by filing this Certificate and the attached articles of organization (the "Articles").

1. The name of the corporation making the election to become a limited liability company is Birch Communications, Inc., a Georgia corporation (the "Converting Corporation").

2. The Converting Corporation elects to become a Georgia limited liability company under the name Birch Communications, LLC (the "Converted Entity").

3. This Certificate shall be effective as of December 30, 2017.

4. The election of the Converting Corporation to become a limited liability company has been approved by the Board of Directors and sole shareholder of the Converting Corporation as required by Section 14-2-1109.1 of the O.C.G.A.

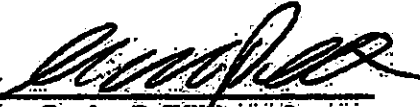
5. Filed with this Certificate and attached hereto as Exhibit A are the Articles in the form required by Section 14-11-204 of the O.C.G.A., that set forth a name for the limited liability company that satisfies the requirements of Section 14-11-207 of the O.C.G.A., and that shall be the articles of organization of the limited liability company formed pursuant to this election unless and until modified in accordance with the Georgia Limited Liability Company Act.

6. The sole shareholder of the Converting Corporation shall receive one membership unit in the Converted Entity for each share of capital stock of the Converting Corporation owned by the sole shareholder.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the date first written above.

BIRCH COMMUNICATIONS, INC.

By: 

Name: Gordon P. Williams, Jr.

Title: Senior Vice President, Secretary and General Counsel

2017 DEC 21 AM 11:55
SECRETARY OF STATE
CORPORATIONS DIVISION

EXHIBIT A

Articles of Organization.

See attached.

**ARTICLES OF ORGANIZATION
OF
BIRCH COMMUNICATIONS, LLC**

December 21, 2017

Article One

The name of the limited liability company is: Birch Communications, LLC.

Article Two

These Articles of Organization will be effective as of December 30, 2017.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization
as of the date first written above.



Gordon P. Williams, Jr.
Authorized Person

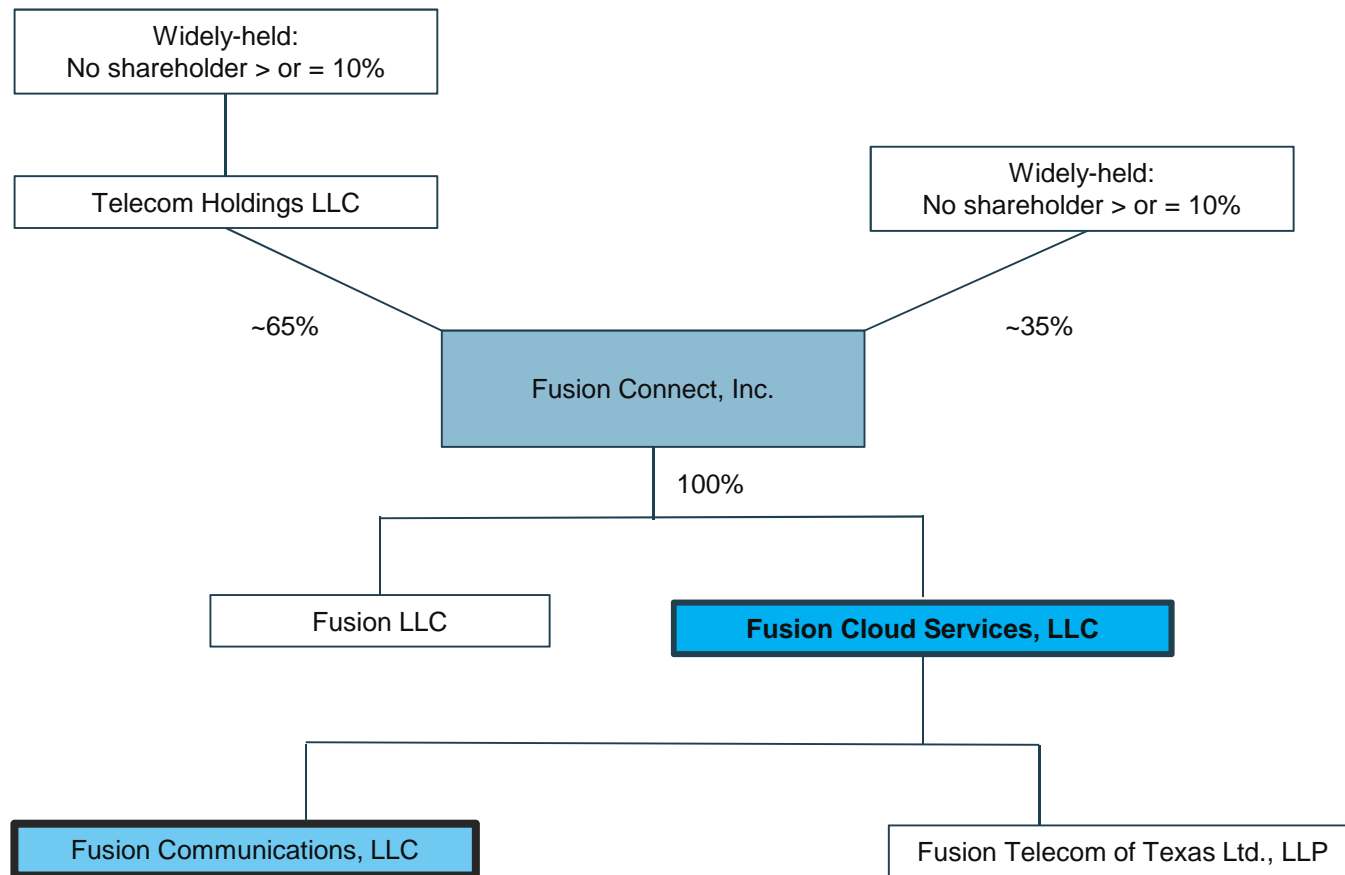
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CORPORATIONS DIVISION

Attachment 2

Fusion Companies Organizational Chart

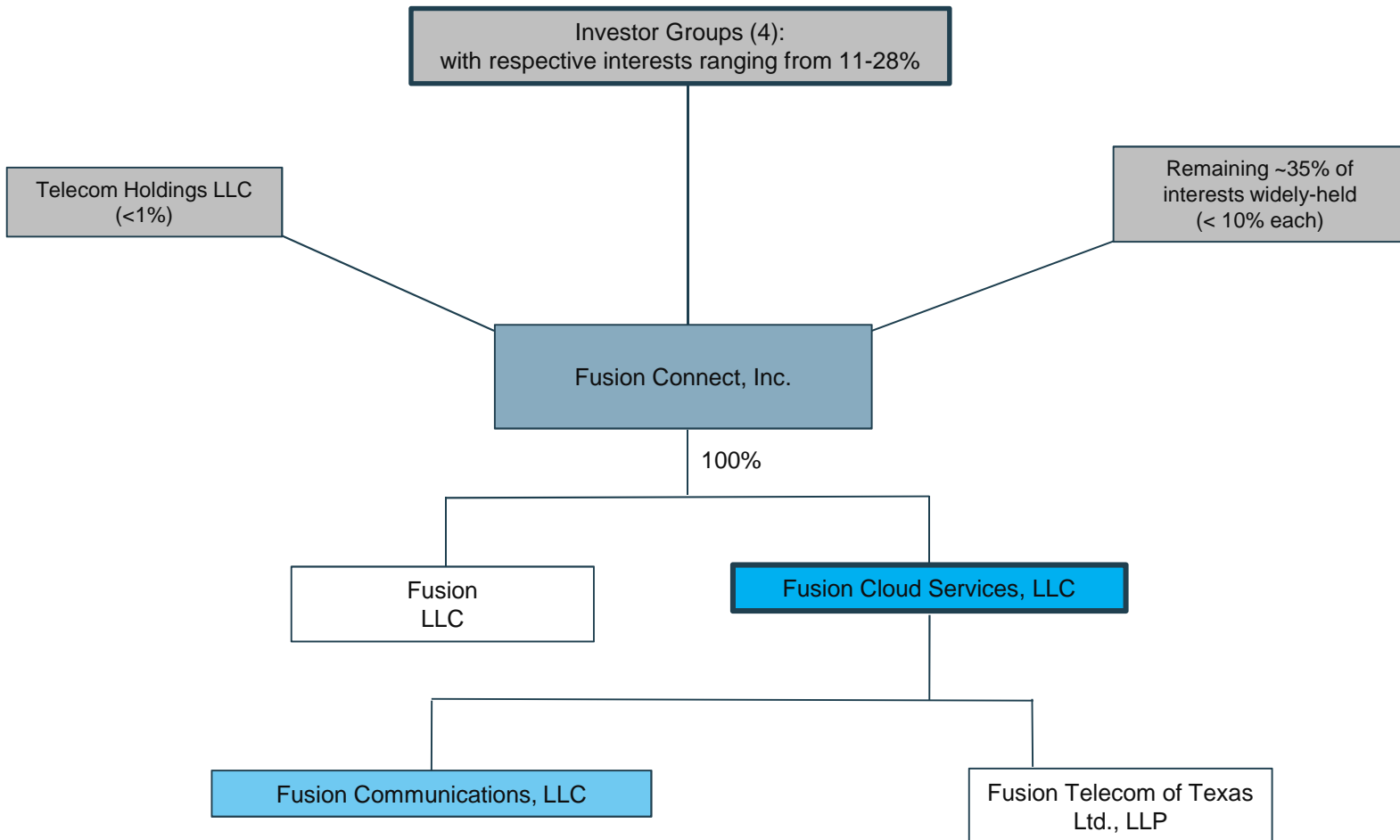
THE FUSION COMPANIES¹

(September 20, 2021)



¹ Chart includes only those Fusion Connect, Inc. subsidiaries that are currently providing regulated communications services. The ownership shown here is expected to change materially upon consummation of a pending transaction, which will result in the substantial dilution of the Telecom Holdings LLC interests. Post-close, no party will control the Fusion Companies. Several investment companies will hold interests ranging from 10-28%.

THE FUSION COMPANIES¹
(Post-Transaction² – anticipated November, 2021)



¹ Chart includes only those Fusion Connect, Inc. subsidiaries that are currently providing regulated communications services.

² The Commission was notified regarding this proposed change of ownership in a filing submitted March 4, 2020.

Exhibit 3

Sample Customer Notice



IMPORTANT NOTICE REGARDING YOUR TELEPHONE SERVICE

Dear Fusion Connect Customer:

We're very pleased to let you know that, in a continuing effort to improve the quality of your local and long-distance experience, the Fusion Companies are reorganizing their operations. As part of this reorganization, we are consolidating most of our Georgia telephone operations, including your telephone services, which are currently provided by Fusion Communications, LLC ("Fusion Communications"), into Fusion Cloud Services, LLC ("Fusion Cloud") that also operates in Georgia. Fusion Cloud is owned and managed by the same team of professionals that currently provide your telephone service and you will continue to receive the same high-quality service from Fusion Cloud after the consolidation.

The consolidation will have no adverse effect upon the quality of the services you have been receiving from us. The only change will be that a different Fusion Connect company will be your service provider of record. Because of this, however, the Federal Communications Commission ("FCC") and the Public Service Commission require that we notify you of the change and of your rights in this regard.

- **No action on your part is required.** You always have the right to choose another carrier for your telephone service, but we hope that you'll continue as a Fusion Connect customer and we look forward to the opportunity to continue providing you with quality telephone services.
- **You will not incur any fees in connection with this transfer of your service;** however, if you choose a telephone service provider other than Fusion Cloud and you have a term contract with Fusion Communications, you will still be responsible for any applicable early termination charges.
- **Your telephone services will not be affected.** You'll continue to use the same telephone number(s). As a Fusion Cloud customer, you'll continue to receive the same services at the same rates, terms and conditions as you currently receive. As always, notice of any future changes in rates, terms and conditions of service will be provided to you as required by law.
- **The effective date of the transfer will be on or shortly after December 31, 2021.** At that time, unless you have made alternative arrangements, Fusion Cloud will become your service provider for telephone services.¹

Our customer service operations will continue to provide the same level of quality support for your telephone service needs following the transfer to Fusion Cloud. If you have any questions or concerns with respect to service needs, complaints or billing issues, either before or after the transfer, you may contact us at (877) 772-4724.

We look forward to sharing the future with you.

Very truly yours,

Rod Brownridge
Vice President, Customer Operations

¹ **NOTE:** If you have placed a "freeze" on your current Fusion Communications telephone services to prevent their unauthorized transfer to another carrier, it will not hinder this transfer and the freeze protection will remain in force after the transfer to Fusion Cloud. If you choose to move your telephone service to a new local service provider, you will need to contact your new provider in order to re-establish freeze protection for your services after the transfer.