

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	:	:	<b>Chapter 11</b>
	:	:	
<b>FUSION CONNECT, INC., et al.,</b>	:	:	<b>Case No. 19-11811 (SMB)</b>
	:	:	
<b>Debtors.<sup>1</sup></b>	:	:	<b>(Jointly Administered)</b>
	:	:	
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**FINAL ORDER FOR AUTHORIZATION  
TO PAY (I) CERTAIN PREPETITION TAXES AND FEES  
AND (II) FEES OF THIRD PARTY SERVICE PROVIDERS**

Upon the motion (the “**Motion**”)<sup>2</sup> dated June 3, 2019 (ECF No. 7)<sup>2</sup> of Fusion Connect, Inc. and its debtor subsidiaries, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to sections 105(a), 363(b), 507(a), and 541 of title 11 of the United States Code (the “**Bankruptcy Code**”) for entry of an order (the “**Final Order**”) authorizing, but not directing, the Debtors to pay (i) taxes, assessments, fees, and charges incurred by the Debtors in the ordinary course of business (without regard to whether such obligations accrued or arose before or after the Commencement Date), including any such taxes, assessments, fees, and charges subsequently determined, upon audit or otherwise, to be owed by the Debtors (collectively, the “**Taxes and Fees**”); and (ii) any unpaid amounts owed

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Fusion Connect, Inc. (2021); Fusion BCHI Acquisition LLC (7402); Fusion NBS Acquisition Corp. (4332); Fusion LLC (0994); Fusion MPHC Holding Corporation (3066); Fusion MPHC Group, Inc. (1529); Fusion Cloud Company LLC (5568); Fusion Cloud Services, LLC (3012); Fusion CB Holdings, Inc. (6526); Fusion Communications, LLC (8337); Fusion Telecom, LLC (0894); Fusion Texas Holdings, Inc. (2636); Fusion Telecom of Kansas, LLC (0075); Fusion Telecom of Oklahoma, LLC (3260); Fusion Telecom of Missouri, LLC (5329); Fusion Telecom of Texas Ltd., L.L.P. (8531); Bircan Holdings, LLC (2819); Fusion Management Services LLC (5597); and Fusion PM Holdings, Inc. (2478). The principal executive office of the Debtors is located at 420 Lexington Avenue, Suite 1718, New York, New York 10170.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion.

to Anybill, Inc., Avalara, Inc., Inteserra Consulting Group, Inc., and Ryan LLC (collectively, the “**Third Party Service Providers**”) in the ordinary course of business and consistent with past practice, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the Notice Parties, and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion; and the Court having held hearings to consider limited relief requested in the Motion on June 4, 2019 and the balance of the interim relief on June 10, 2019; and the Court having entered orders granting the relief requested in the Motion on an interim basis (ECF Nos. 49 and 72) (the “**Interim Orders**”); and the attorneys for the Debtors having filed a declaration pursuant to 28 U.S.C. § 1746 indicating that no objection to the Motion had been filed; ~~and a hearing having been held for the relief requested in the Motion on a final basis on July 1, 2019 (the “**Hearing**”);~~ and upon the First Day Declaration, filed contemporaneously with the Motion, and the record of the Hearing; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, **[SMB: 7/1/19]**

**IT IS HEREBY ORDERED THAT:**

1. The Motion is granted on a final basis to the extent set forth herein.

2. The Debtors are authorized, but not directed, in the ordinary course of business and not on an accelerated basis, to pay (i) the Taxes and Fees, including all of those Taxes and Fees subsequently determined, upon audit or otherwise, to be owed, regardless of whether such Taxes and Fees accrued or relate to the period before or after the Commencement Date; and (ii) any unpaid amounts owed to the Third Party Service Providers.

3. The Debtors and the Third Party Service Providers are further authorized, but not directed, to continue to allocate and distribute the Taxes and Fees and the Regulatory Fees and Contributions to the appropriate third-party recipients or Authorities in accordance with the Debtors' stated policies and prepetition practices.

4. Notwithstanding anything contained in the Motion or this Final Order, any payment to be made by the Debtors pursuant to the authority granted herein shall be subject to and in compliance with the terms and conditions contained in any orders entered by the Court approving the Debtors' entry into any postpetition debtor-in-possession financing facility, and any budget in connection therewith and/or authorizing the Debtors' use of cash collateral and/or any budget in connection therewith (in either case, the "**DIP Order**"). To the extent there is any inconsistency between the terms of the DIP Order and any action taken or proposed to be taken hereunder, the terms of the DIP Order shall control.

5. Nothing contained in the Motion or this Final Order, nor any payment made pursuant to the authority granted by this Final Order, is intended to be or shall be construed as (a) an admission as to the validity of any claim against the Debtors; (b) an agreement or obligation to pay any claims; (c) an admission as to the validity of any liens satisfied pursuant to this Motion; (d) a waiver of the Debtors' or any party in interest's rights to dispute the amount of, basis for, or validity of any claim against the Debtors; (e) a waiver of any claims or causes of action which may

exist against any creditor or interest holder; or (f) an approval, assumption, adoption, or rejection of any agreement, contract, program, policy or lease between the Debtors and any third party under section 365 of the Bankruptcy Code.

6. Except as otherwise set forth herein, nothing herein shall create, nor is intended to create, any rights in favor of, or enhance the status of any claim held by, any party.

7. Under the circumstances of these chapter 11 cases, notice of the Motion is adequate under Bankruptcy Rule 6004(a).

8. Notwithstanding Bankruptcy Rule 6004(h), this Final Order shall be immediately effective and enforceable upon its entry.

9. The Debtors are authorized to take all reasonable action necessary to effectuate the relief granted in this Final Order.

10. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Final Order.

Dated: **July 1, 2019**  
New York, New York

**/s/ STUART M. BERNSTEIN**  
THE HONORABLE STUART M. BERNSTEIN  
UNITED STATES BANKRUPTCY JUDGE