

EXHIBIT C

DC Application

Docket Nos. 18-2452-01 and 18-2563-02

Morgan Lewis

Catherine Wang
Brett P. Ferenchak
Stephany Fan

catherine.wang@morganlewis.com
brett.ferenchak@morganlewis.com
stephany.fan@morganlewis.com

July 24, 2018

VIA E-FILING

Brinda Westbrook-Sedgwick, Commission Secretary
District of Columbia Public Service Commission
1325 G Street, NW, Suite 800
Washington, DC 20005

Re: Joint Application of Lingo Communications, LLC, Birch Communications of the Northeast, LLC, TNCI Impact LLC and Matrix Telecom, LLC for Approval of the Indirect Transfer of Control of Matrix Telecom, LLC to Lingo Communications, LLC

Dear Ms. Westbrook-Sedgwick:

Attached for filing with the Commission is the above-referenced Joint Application. Please acknowledge receipt and acceptance of this filing. Should you have any questions regarding this filing, please do not hesitate to contact the undersigned at 202-739-3000.

Respectfully submitted,



Catherine Wang
Brett P. Ferenchak
Stephany Fan

Counsel for TNCI Impact LLC and Matrix Telecom, LLC

Morgan, Lewis & Bockius LLP

1111 Pennsylvania Avenue, N.W.
Washington, DC 20004-2541
United States

T +1.202.739.3000
F +1.215.739.3001

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE DISTRICT OF COLUMBIA**

In the Matter of the Joint Application of

**Lingo Communications, LLC,
Birch Communications of the Northeast, LLC,
TNCI Impact LLC,
and
Matrix Telecom, LLC**

for Approval of the Proposed Transfer of Indirect
Control of Matrix Telecom, LLC to Lingo
Communications, LLC

Case No. _____

JOINT APPLICATION

Lingo Communications, LLC (“Transferee” or “Lingo”), Birch Communications of the Northeast, LLC (“Birch-NE”), TNCI Impact LLC (“Transferor”) and Matrix Telecom, LLC (“Matrix”) (collectively, the “Applicants”), by their undersigned representatives and pursuant to 15 DCMR § 2511.2, hereby respectfully request approval, to the extent required, for the transfer of indirect control of Matrix to Transferee (the “Transaction”) and related transactions.

In support of this Application, Applicants provide the following information:

I. DESCRIPTION OF THE APPLICANTS

**A. Lingo Communications, LLC and
Birch Communications of the Northeast, LLC**

Transferee is a Georgia limited liability company, with a principal office at 3060 Peachtree Road, NW, Suite 1065, Atlanta, Georgia 30305. Transferee is a wholly owned, direct subsidiary of GG Telecom Investors, LLC (“GG Telecom”), a Georgia limited liability company. GG Telecom is owned by Holcombe T. Green, Jr. (66.5%) and R. Kirby Godsey (33.5%).

Lingo is a holding company and does not provide telecommunications services or hold any Commission authorizations. Birch-NE, a Delaware limited liability company, is an indirect

wholly owned subsidiary of Lingo and is authorized to provide local exchange telecommunications services in the District of Columbia pursuant to Order No. 17067 issued in Case No. TA 2013-1. Birch-NE also holds authority from the Federal Communications Commission (“FCC”) to provide domestic interstate and international telecommunications services.

B. TNCI Impact LLC and Matrix Telecom, LLC

Matrix is a Texas limited liability company and wholly owned, indirect subsidiary of Transferor. Transferor is a Delaware limited liability company that is 90% owned by Garrison TNCI LLC and 10% owned by Impact Telecom Holdings, Inc. The corporate headquarters of Matrix and Transferor is located at 9000 E Nichols Ave., Suite 230, Englewood, Colorado 80112.

Matrix and its affiliates (collectively, “Impact Telecom”) provides intrastate, interstate and international telecommunications services to residential, business and carrier customers throughout the United States. In the District of Columbia, Matrix is authorized to provide local telecommunications services pursuant to Order No. 13772 issued in Formal Case No. TA-05-5-10, as amended by Order No. 14201 issued in Formal Case No. TA-07-2. Matrix also holds authority from the FCC to provide domestic interstate and international telecommunications services.

II. DESCRIPTION OF THE TRANSACTIONS

Pursuant to the terms of a Securities Purchase Agreement (the “Agreement”) dated as of July 3, 2018, by and between Transferor and Lingo, Lingo will acquire all issued and outstanding membership interests of Impact Acquisition, LLC, a Delaware limited liability company and an indirect parent of Matrix. Impact Acquisition, LLC and its subsidiaries, including Matrix, will be

held by Lingo Management, LLC, which is a wholly owned subsidiary of Lingo. As a result, indirect ownership of Matrix will be transferred to Lingo.

Additionally, Applicants request authority for Lingo, only after the closing of the Transaction, to eliminate Impact Telecom, LLC from the chain of ownership of Matrix (the “Post-Transaction *Pro Forma* Change”) resulting in Matrix becoming a wholly owned, direct subsidiary of Impact Acquisition, LLC. Since Matrix is currently a wholly owned, indirect subsidiary of Impact Acquisition, LLC, the Post-Transaction *Pro Forma* Change will not change the ultimate post-Transaction ownership of Matrix and is pro forma in nature. This Post-Transaction *Pro Forma* Change will have no effect on Matrix, its customers or its operations, but eliminating the additional intermediate holding company will streamline recordkeeping and reporting among other benefits.

For the Commission’s reference, Exhibit A depicts the current, post-closing and Post-Transaction *Pro Forma* Change entity ownership structure of Applicants.

II. DESIGNATED CONTACTS

The designated contacts for questions concerning this filing are:

For Transferor and Matrix to:

With a copy to:

Catherine Wang
Brett P. Ferenchak
Stephany Fan
MORGAN, LEWIS & BOCKIUS LLP
1111 Pennsylvania Ave., N.W.
Washington, DC 20004-2541
Tel: 202-739-3000
Fax: 202-739-3001
catherine.wang@morganlewis.com
brett.ferenchak@morganlewis.com
stephany.fan@morganlewis.com

Alex Valencia, Vice President of
Government Affairs & Compliance
Impact Telecom
433 East Las Colinas Blvd., Suite 500
Irving, TX 75039
Tel: 972-910-1720
avalencia@impacttelecom.com

For Transferee and Birch-NE to:

Chérie R. Kiser
Angela F. Collins
CAHILL GORDON & REINDEL LLP
1990 K Street, N.W. Suite 950
Washington, DC 20006
Tel: 202-862-8950
Fax: 866-255-0185
ckiser@cahill.com
acollins@cahill.com

With a copy to:

Michelle Ansley
Chief Administrative Officer and VP
HR
Lingo Communications, LLC
115 Gateway Drive
Macon, GA 31210
Tel: 678-296-5962
michelle.ansley@lingo.com

IV. PUBLIC INTEREST CONSIDERATIONS

Applicants submit that the Transaction is in the public interest. The Transaction will bring together two enterprises that have demonstrated a long-standing commitment to excellence in a highly competitive marketplace. Customers of the combined company will benefit from the extensive telecommunications experience and expertise of the combined company. The financial, technical, and managerial resources that Transferee and Birch-NE will bring to Matrix (and Matrix to Transferee and Birch-NE) are expected to enhance their ability to compete in the telecommunications market-place.

The proposed Transaction will have no adverse impact on customers and will not alter the manner of service delivery or billing. The Transaction will not result in any immediate change of carrier for customers or any assignment of authorizations, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers. Following consummation of the Transaction, Matrix and Birch-NE will continue to provide high-quality communications services to their customers in the District of Columbia without interruption and without immediate change in rates, terms or conditions. The only change immediately following closing of the transaction from a consumer's perspective is that Lingo will be the new ultimate owner of Matrix.

V. **15 DCMR § 2511.2(d) STANDARDS**

Pursuant to 15 DCMR § 2511.2(d), Applicants address the following five standards:

(1) How will the proposed transaction affect competition in the District of Columbia?

The Transaction will not adversely affect competition in the District of Columbia because Matrix and Birch-NE will continue to operate in the District of Columbia immediately following completion of the Transaction. The Transaction will help strengthen the competitive position of the combined companies will be able to compete more effectively against larger carriers.

(2) How will the proposed transaction affect universal service?

The Transaction will not affect universal service. Matrix and Birch-NE will continue to contribute to the Universal Service Trust Fund as may be required. Further, Matrix and Birch-NE do not receive universal service funds for services they provide in the District of Columbia.

(3) How will the proposed transaction affect public safety and welfare?

The Transaction will not affect public safety and welfare. Matrix will continue to be operated by highly experienced, well-qualified management, operating and technical personnel. Moreover, Matrix will have access to the financial, operational, and managerial resources of Transferee.

(4) How will the proposed transaction affect the quality of local telecommunications services?

The Transaction will not affect the quality of local telecommunications services. Matrix and Birch-NE will continue to provide the same telecommunications services they currently provide.

(5) How will the proposed transaction affect consumer rights?

The Transaction will not affect consumer rights. The rates, terms, and conditions of service to customers of Matrix and Birch-NE will not change as a result of the Transaction.

VI. CONCLUSION

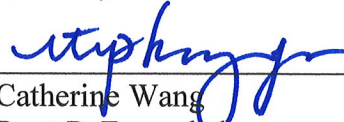
Applicants request that the Commission grant all relief sought herein as expeditiously as possible thus allowing Applicants to close the Transaction as soon as practicable and meet critical business objectives.

Respectfully submitted,



Chérie R. Kiser
Angela F. Collins
CAHILL GORDON & REINDEL LLP
1990 K Street, N.W., Suite 950
Washington, DC 20006
Tel: 202-862-8900
Fax: 866-255-0185
ckiser@cahill.com
acollins@cahill.com

*Counsel for Transferee and Birch
Communications of the Northeast, LLC*



Catherine Wang
Brett P. Ferenchak
Stephany Fan
MORGAN, LEWIS & BOCKIUS LLP
1111 Pennsylvania Ave., N.W.
Washington, DC 20004-2541
Tel: 202-739-3000
Fax: 202-739-3001
catherine.wang@morganlewis.com
brett.ferenchak@morganlewis.com
stephany.fan@morganlewis.com

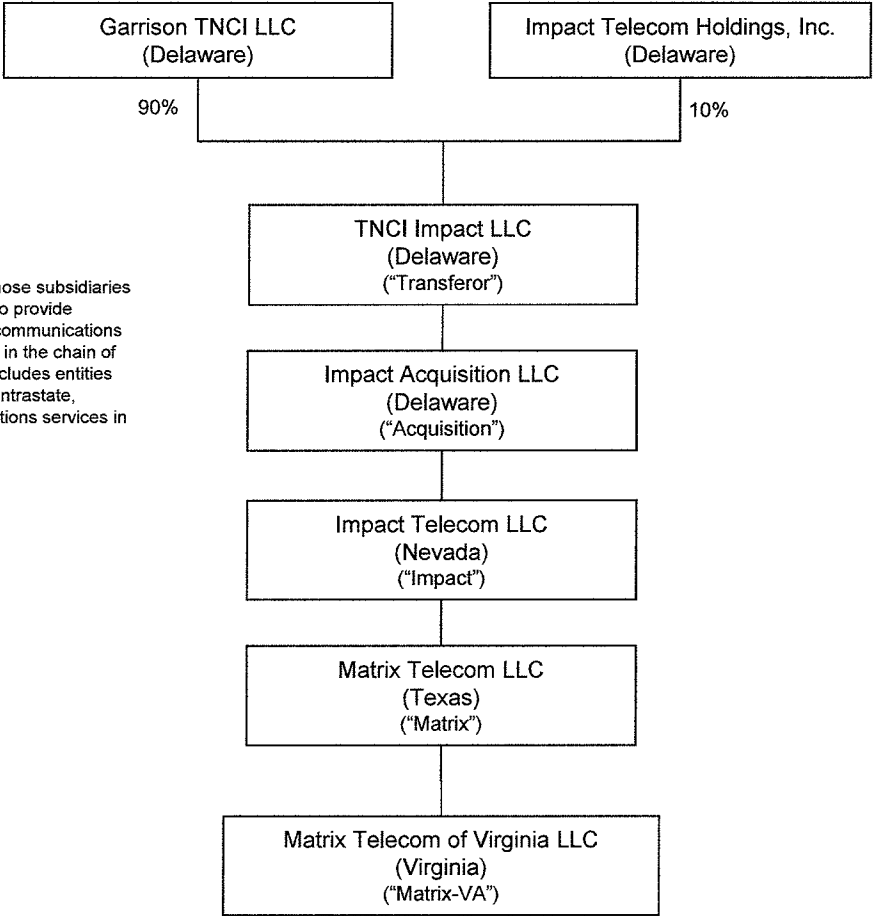
*Counsel for Transferor and Matrix
Telecom, LLC*

Dated: July 24, 2018

EXHIBIT A

Current, Post-Closing and Post-Transaction *Pro Forma* Change Entity Structures

Current Organizational Structure of Matrix & Matrix-VA*

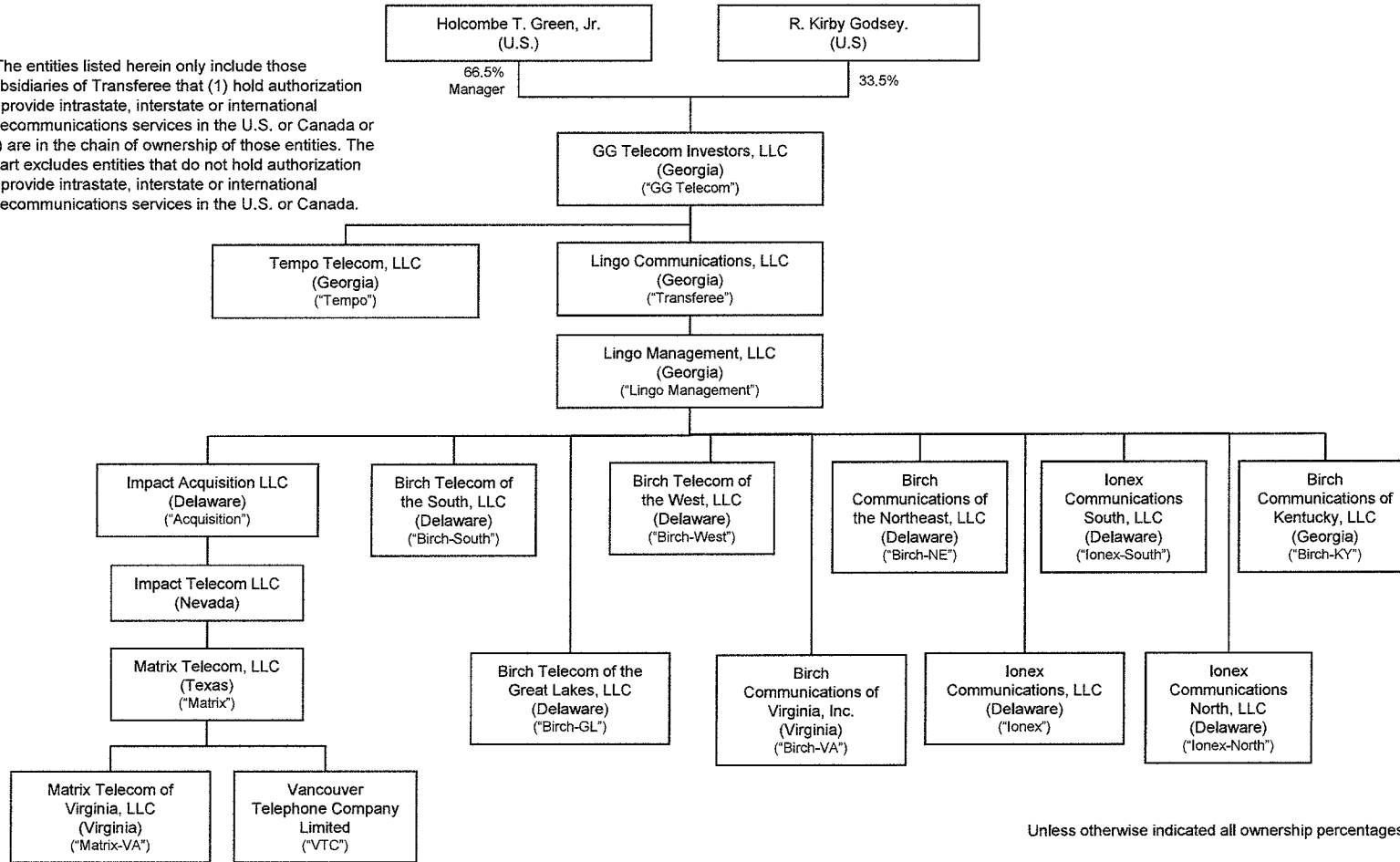


* The entities listed herein only include those subsidiaries of Transferor that (1) hold authorization to provide intrastate, interstate or international telecommunications services in the U.S. or Canada or (2) are in the chain of ownership of those entities. The chart excludes entities that do not hold authorization to provide intrastate, interstate or international telecommunications services in the U.S. or Canada.

Unless otherwise indicated all ownership percentages are 100%.

Post-Closing Organizational Structure of Matrix & Matrix-VA*

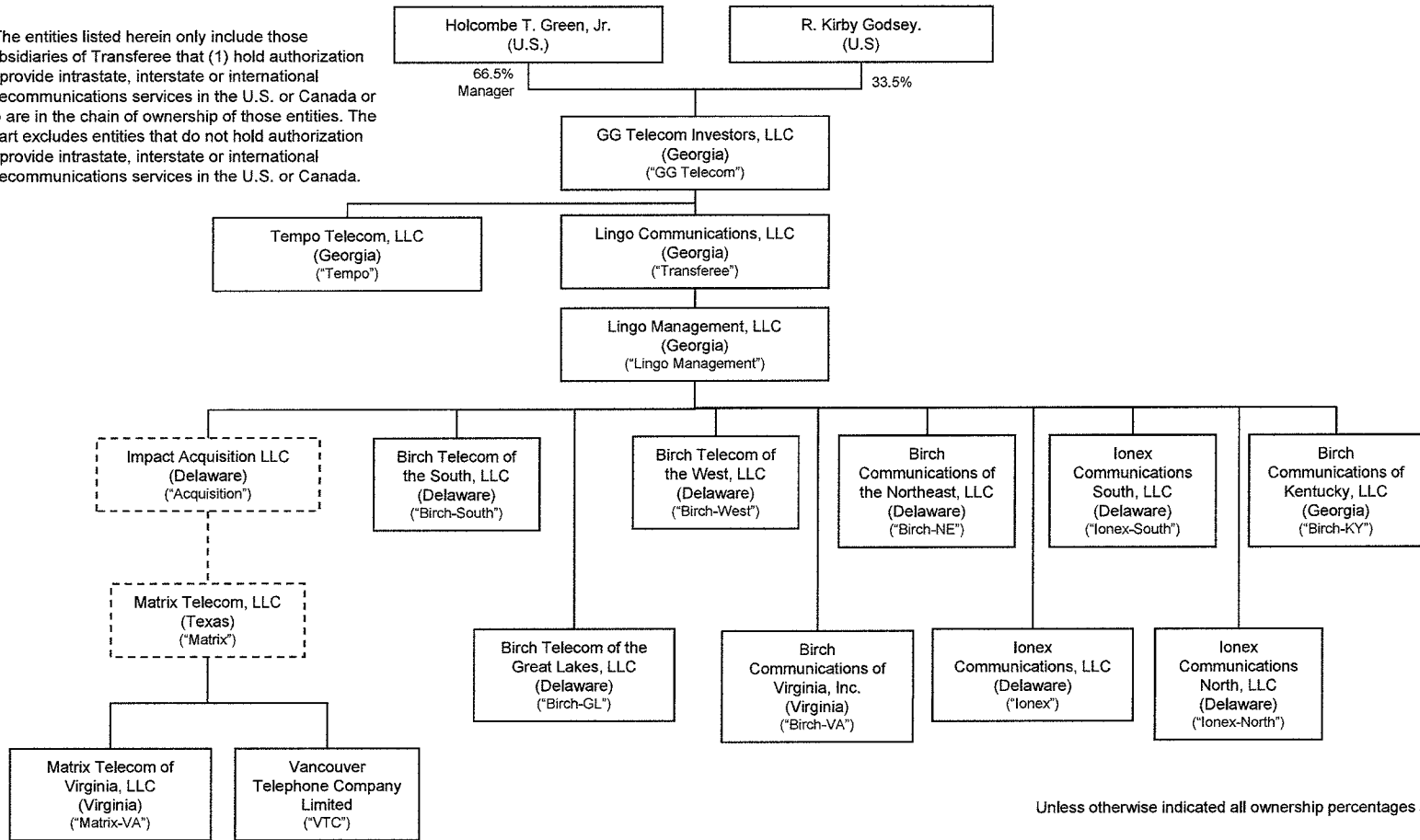
* The entities listed herein only include those subsidiaries of Transferee that (1) hold authorization to provide intrastate, interstate or international telecommunications services in the U.S. or Canada or (2) are in the chain of ownership of those entities. The chart excludes entities that do not hold authorization to provide intrastate, interstate or international telecommunications services in the U.S. or Canada.



Unless otherwise indicated all ownership percentages are 100%.

Organizational Structure of Matrix & Matrix-VA Post-Transaction *Pro Forma* Change*

* The entities listed herein only include those subsidiaries of Transferee that (1) hold authorization to provide intrastate, interstate or international telecommunications services in the U.S. or Canada or (2) are in the chain of ownership of those entities. The chart excludes entities that do not hold authorization to provide intrastate, interstate or international telecommunications services in the U.S. or Canada.



Unless otherwise indicated all ownership percentages are 100%.


**Highlights Difference in Structure
 Resulting from
 Post-Transaction *Pro Forma* Change**

VERIFICATIONS

STATE OF TEXAS §
 § ss:
COUNTY OF DALLAS §

VERIFICATION

I, Chuck Griffin state that I am an CEO of TNCI Impact LLC and Matrix Telecom, LLC that I am authorized to make this Verification on behalf of TNCI Impact LLC and its affiliates, including Matrix Telecom, LLC (collectively, the “Company”); that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.



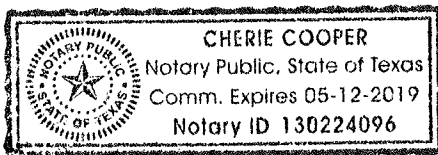
Chuck Griffin
CEO
TNCI Impact LLC
Matrix Telecom, LLC

Sworn and subscribed before me this 6 day of July 2018.



Notary Public

My commission expires 5-12-2019

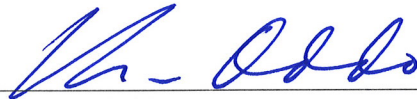


STATE OF GEORGIA
COUNTY OF FULTON

§
§ ss:
§

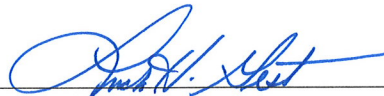
VERIFICATION

I, Vincent M. Oddo, state that I am the President and Chief Executive Officer of Lingo Communications, LLC (the “Company”); that I am authorized to make this Verification on behalf of the Company and its affiliates; that I have read the foregoing document; and that any statements in the foregoing document with respect to the Company and its affiliates, except as otherwise specifically attributed, are true and correct to the best of my knowledge, information, and belief.



Vincent M. Oddo
President and Chief Executive Officer
Lingo Communications, LLC

Sworn and subscribed before me this 16 day of July 2018.



Notary Public


My commission expires March 26, 2020



CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 24th day of July, 2018, a copy of the foregoing Joint Application of Lingo Communications, LLC, TNCI Impact LLC, Matrix Telecom, LLC, and Birch Communications of the Northeast, LLC for Approval of the Proposed Transfer of Indirect Control of Matrix Telecom, LLC to Lingo Communications, LLC, as filed with the District of Columbia Public Service Commission was served by first class U.S. mail, postage prepaid on the following:

Office of People's Counsel
1133 15th Street N.W., Suite 500
Washington, D.C. 20005



Stephany Fan