

EXHIBIT C
New York Application

Morgan Lewis

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September 7, 2017

VIA ELECTRONIC FILING

Hon. Kathleen H. Burgess, Secretary
New York Public Service Commission
Agency Building 3
Three Empire State Plaza
Albany, NY 12223-1350

Re: Petition of Bandwidth.com CLEC, LLC for Approval to Transfer Indirect Control

Dear Ms. Burgess:

On behalf of Bandwidth.com CLEC, LLC, attached for filing with the Commission is the above-referenced Petition.

Please acknowledge receipt and acceptance of this filing. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,



Tamar Finn
Danielle Burt

Counsel for Bandwidth.com CLEC, LLC

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**BEFORE THE
NEW YORK PUBLIC SERVICE COMMISSION**

Petition of

Bandwidth.com CLEC, LLC

for Approval to Transfer Indirect Control

Matter No. _____

PETITION

Bandwidth.com CLEC, LLC (“Bandwidth CLEC” or “Petitioner”), by its undersigned counsel and pursuant to New York Public Service Law §§ 99 and 100, and the regulations of the New York Public Service Commission (“Commission”), requests approval, to the extent required, to transfer control of Bandwidth CLEC to David A. Morken (“Transferee”) in connection with a planned restructuring of stock by its direct parent Bandwidth.com, Inc. (“Bandwidth”) related to an anticipated initial public offering (“IPO”) by Bandwidth (the “Transaction”). Mr. Morken is the Cofounder, Chief Executive Officer and Chairman of Bandwidth. Upon completion of the Transaction, Mr. Morken will hold a majority of the voting power of the outstanding Bandwidth stock, and as a result, he will control Bandwidth CLEC.

In support of this Petition, Petitioner provides the following information:

I. DESCRIPTION OF THE PETITIONER

Bandwidth CLEC, a Delaware limited liability company and wholly owned subsidiary of Bandwidth, a Delaware corporation, is headquartered at 900 Main Campus Drive, Suite 500, Raleigh, North Carolina 27606. Bandwidth, together with its subsidiary Bandwidth CLEC (together, “the Company”), is the leading cloud-based communications platform for enterprises with one of the largest Internet protocol (“IP”) voice networks in the nation. Its solutions include

a broad range of software application programming interfaces (“APIs”) for voice and messaging functionality as well as end-to-end communications solutions through its Communications platform-as-a-service (“CPaaS”). Its customers include large enterprises as well as small and medium-sized businesses. In New York, Bandwidth CLEC is authorized to provide facilities-based and resold local exchange and interexchange telecommunications services pursuant to Case No. 07-C-0247 issued on October 11, 2007.

Mr. Morken is the Cofounder, Chief Executive Officer and Chairman of Bandwidth and is therefore well-qualified to obtain control of Bandwidth CLEC. He cofounded the Company 18 years ago and has led the Company to develop and deploy its APIs and CPaaS offerings and build its IP network. Under Mr. Morken’s leadership, Bandwidth has increased use of its IP network from no minutes or messages in 2008 to 27 billion minutes and 10 billion messages in the twelve months ended June 30, 2017. Prior to the anticipated IPO and inclusive only of actual outstanding securities, Bandwidth’s equity interests are beneficially held by Mr. Morken (approximately 12 percent), James A. Bowen (approximately 13 percent), Henry R. Kaestner (approximately 22 percent), and Carmichael Investment Partners, LLC (approximately 15 percent). No other entity or individual holds a 10 percent or greater interest in Bandwidth. As described in Section III below, Mr. Morken will obtain a majority of the voting power of the outstanding Bandwidth stock in connection with the Transaction and as a result, he will control Bandwidth CLEC.

II. DESIGNATED CONTACTS

Questions, correspondence or other communications concerning this Petition should be directed to:

Tamar Finn, Esq.
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1111 Pennsylvania Ave., N.W.
Washington, DC 20004
202-739-3000 (tel)
202-739-3001 (fax)
tamar.finn@morganlewis.com
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with a copy to:

W. Christopher Matton
General Counsel
Bandwidth.com, Inc.
900 Main Campus Drive, Suite 500
Raleigh, NC 27606
Tel: (919) 439-4171
cmatton@bandwidth.com

III. DESCRIPTION OF THE TRANSACTION

On August 16, 2017, Bandwidth confidentially filed with the Securities and Exchange Commission ("SEC") a registration statement on SEC Form S-1 for the IPO. The planned IPO of Bandwidth includes a restructuring of stock in which Bandwidth anticipates that Mr. Morken will obtain a majority of the voting power of the outstanding Bandwidth stock. As a result, Mr. Morken will control Bandwidth CLEC. The IPO is not expected to result in any new equity owners of Bandwidth who will hold 10 percent or more ownership in Bandwidth CLEC. As a result of restructuring of stock planned as part of the IPO, Bandwidth anticipates that the voting power of shares as well as the equity interests beneficially held by some of the current owners will be diluted.

While the date of the IPO is yet to be determined, Petitioner anticipates that the IPO will occur prior to December 31, 2017, and is seeking to have all required regulatory approvals as soon as possible, and no later than December 31, 2017, so that the stock restructuring can occur either before the IPO or as soon thereafter as possible.

For the Commission's reference, charts depicting the Petitioner's current ownership structure, as well as the expected ownership structure post-closing, are provided as Exhibit A.

IV. PUBLIC INTEREST CONSIDERATIONS

The Transaction will serve the public interest. The IPO is expected to provide Bandwidth with a new infusion of capital and with greater flexibility for corporate and financial transactions which will allow it to become a stronger competitor. The IPO will not affect the technical or managerial qualifications of Bandwidth CLEC, which will continue to be managed by its highly-qualified and experienced management team including Mr. Morken.

At the same time, the Transaction will have no adverse impact on Bandwidth CLEC's customers or competition in the telecommunications services more generally. The Transaction will be transparent to Bandwidth CLEC's customers. Immediately following the Transaction, Bandwidth CLEC will continue to provide service to its customers at the same rates, terms, and conditions available under existing contracts and without interruption.

V. CONCLUSION

For the foregoing reasons, Petitioners submit that the public interest, convenience and necessity would be furthered by grant of this Petition permitting the Transaction.

Respectfully submitted,



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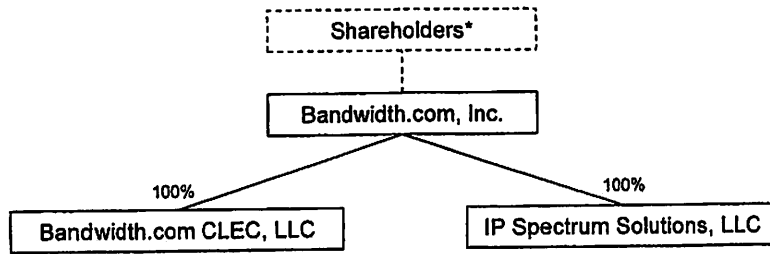
Counsel for the Petitioner

Dated: September 7, 2017

EXHIBIT A

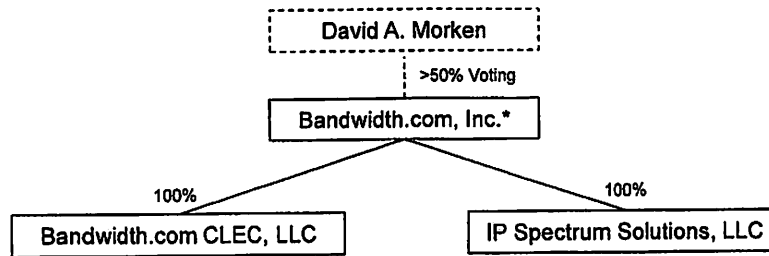
Pre- and Post-Transaction Charts

Pre-Transaction Structure



*Current 10% Equity and Voting Holders:
James A. Bowen – 13%
Henry R. Kaestner – 22%
David A. Morken – 12%
Carmichael Investment Partners, LLC – 15%

Post-Transaction Structure

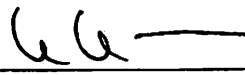


*No new 10% Equity Holder is expected. Depending on Amount of Shares Issued in IPO, 10% Equity Holders of Bandwidth.com, Inc. may include:
James A. Bowen
Henry R. Kaestner
David A. Morken
Carrichael Investment Partners, LLC

VERIFICATION


STATE OF NORTH CAROLINA §
 §
COUNTY OF WAKE §

I, W. Christopher Matton, state that I am Secretary of Bandwidth.com Inc., which is the sole member and sole manager of Bandwidth.com CLEC, LLC; that I am authorized to make this Verification on behalf of Bandwidth.com CLEC, LLC; that the foregoing filing was prepared under my direction and supervision; and that the statements in the foregoing document are true and correct to the best of my knowledge, information, and belief.



W. Christopher Matton
Secretary of Bandwidth.com, Inc., the sole member
and sole manager of Bandwidth.com CLEC, LLC

SWORN TO AND SUBSCRIBED before me on the 6th day of September, 2017.



Notary Public

My commission expires: 4/29/22

Sarah Delphey
NOTARY PUBLIC
Wake County, NC
My Commission Expires April 29, 2022