

EXHIBIT B

FCC Application

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

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Joint Application of)	
)	
TNCI Impact LLC , Transferor,)	
Matrix Telecom, LLC , Licensee,)	
Matrix Telecom of Virginia, LLC , Licensee)	
)	WC Docket No. 18-_____
and)	
)	IB File No. ITC-T/C-2018_____
Lingo Communications, LLC , Transferee,)	
)	
For Grant of Authority Pursuant to)	
Section 214 of the Communications Act of 1934,)	
as amended, and Sections 63.04 and 63.24 of the)	
Commission’s Rules to Complete the Indirect)	
Transfer of Ownership and Control of)	
Matrix Telecom, LLC and Matrix Telecom)	
of Virginia, LLC to Lingo Communications, LLC)	
)	

JOINT APPLICATION

TNCI Impact LLC (“Transferor”), Matrix Telecom LLC (“Matrix”), Matrix Telecom of Virginia, LLC (“Matrix-VA” and together with Matrix, the “Licensees”), and Lingo Communications, LLC (“Transferee” or “Lingo”) (Transferor, Licensees, and Transferee collectively, “Applicants”), pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.04 & 63.24, request Commission approval for Transferee to acquire indirect ownership and control of Licensees (the “Transaction”).

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

I. DESCRIPTION OF THE APPLICANTS

A. TNCI Impact LLC, Matrix Telecom, LLC and Matrix Telecom of Virginia, LLC

Matrix is a Texas limited liability company and wholly owned, indirect subsidiary of Transferor. TNCI Impact LLC is a Delaware limited liability company that is 90% owned by Garrison TNCI LLC and 10% owned by Impact Telecom Holdings, Inc. Matrix-VA is a Virginia limited liability company and wholly owned direct subsidiary of Matrix. The corporate headquarters of Licensees and Transferor are located at 9000 E Nichols Ave., Suite 230, Englewood, Colorado 80112. Currently, the following persons hold a 10% or greater direct interest in Licensees and Transferor:

Name: Impact Telecom LLC
Address: 9000 E. Nichols Avenue, Suite 230
Englewood, CO 80112
Citizenship: United States (Nevada) limited liability company
Principal Business: Operating Company
% Interest: 100% directly in Matrix and indirectly in Matrix-VA (as owner of 100% of the membership interest of Matrix)

Name: Impact Acquisition LLC
Address: 9000 E. Nichols Avenue, Suite 230
Englewood, CO 80112
Citizenship: United States (Delaware) limited liability company
Principal Business: Holding Company
% Interest: 100% indirectly in Licensees (as owner of 100% of the membership interest of Impact Telecom LLC)

Name: TNCI Impact LLC
Address: 9000 E. Nichols Avenue, Suite 230
Englewood, CO 80112
Citizenship: United States (Delaware) limited liability company
Principal Business: Holding Company
% Interest: 100% indirectly in Licensees (as owner of 100% of the membership interest of Impact Acquisition LLC)

Name: Garrison TNCI LLC
Address: 1290 Avenue of the Americas
Suite 914
New York, NY 10104
Citizenship: United States (Delaware) limited liability company
Principal Business: Holding Company
% Interest: 90% indirectly in Licensees (as owner of 90% of the membership interest of TNCI Impact LLC)

Name: Impact Telecom Holdings, Inc.
Address: c/o Garrison Investment Group
1290 Avenue of the Americas, Suite 914
New York, NY 10104
Citizenship: United States (Delaware) limited liability company
Principal Business: Holding Company
% Interest: 10% indirectly in Licensees (as owner of 10% of the membership interest of Garrison TNCI LLC)

Matrix, Matrix-VA and their affiliates (collectively, “Impact Telecom”) provide intrastate, interstate and international telecommunications services to residential, business and carrier customers throughout the United States.

B. Lingo Communications, LLC

Lingo is a Georgia limited liability company, with a principal office at 3060 Peachtree Road, NW, Suite 1065, Atlanta, GA 30305. Lingo 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. The following indirect, wholly owned subsidiaries of Lingo are competitive local exchange carriers that offer, or are certified to offer, competitive local exchange, intrastate toll, intrastate interexchange, interstate interexchange, or international services to residential and small business customers in 50 states and the District of Columbia: Birch Communications of Virginia, Inc.; Birch Communications of the Northeast, LLC; Birch Telecom of the South, LLC; Birch Telecom of the Great Lakes, LLC; Birch Telecom of the

West, LLC; IONEX Communications, LLC; IONEX Communications South, LLC; IONEX Communications North, LLC, and Birch Communications of Kentucky, LLC.

II. DESCRIPTION OF THE TRANSACTION

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

III. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(2) of the Commission’s Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

(a) Name, address and telephone number of each Applicant:

Transferor:

TNCI Impact LLC	FRN: 0025232067
9000 E. Nichols Avenue, Suite 230	
Englewood, CO 80112	
866-557-8919	

Licensees:

Matrix Telecom, LLC	FRN: 0004333068
Matrix Telecom of Virginia, LLC	FRN: 0019661495
9000 E. Nichols Avenue, Suite 230	
Englewood, CO 80112	
866-557-8919	

Transferee:

Lingo Communications, LLC
3060 Peachtree St., NW, Suite 1065
Atlanta, GA 30305
404-926-2210

FRN: 0027615400

(b) Jurisdiction of Organizations:

Transferor: TNCI Impact LLC is a limited liability company formed under the laws of Delaware.

Licenses: Matrix is a limited liability company formed under the laws of Texas.

Matrix-VA is a limited liability company formed under the laws of Virginia.

Transferee: Lingo is a limited liability company formed under the laws of Georgia.

(c) (Answer to Question 10) Correspondence concerning this Application should be

sent to:

For Transferor, Matrix and Matrix-VA to:

Catherine Wang
Brett Ferenchak
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

With a copy to:

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 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

(d) Section 214 Authorizations

Transferor: TNCI Impact LLC does not hold international or domestic Section 214 authority.

Licensees: Matrix holds international Section 214 authority to provide global or limited global facilities-based and/or resale services granted in IB File Nos. ITC-214-19900713-00004 (Old File No. ITC-90-152), ITC-214-19930330-00053 (Old File No. ITC-93-145), ITC-214-19940830-00266 (Old File No. 94-478), ITC-214-19970415-00212 (Old File No. ITC-97-227), ITC-214-19980507-00300 (Old File No. ITC-98-349), and ITC-214-19980915-00644. Matrix is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

Matrix-VA holds blanket authority to provide domestic interstate services pursuant to 47 C.F.R. § 63.01. To the extent Matrix-VA provides international services, it does so pursuant to the international Section 214 authority of its parent company, Matrix.

Transferee: Lingo does not hold international or domestic Section 214 authority.

Lingo's wholly owned subsidiaries hold the following international Section 214 authorizations and are authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01:

- File No. ITC-214-20160630-00180: Lingo Management, LLC. The following entities also operate pursuant to this authorization:
 - Birch Communications of Virginia, Inc.
 - Birch Communications of the Northeast, LLC
 - Birch Telecom of the South, LLC
 - Birch Telecom of the Great Lakes, LLC
 - Birch Telecom of the West, LLC
 - IONEX Communications, LLC
 - IONEX Communications South, LLC
 - IONEX Communications North, LLC
- File No. ITC-214-20130716-00198: Birch Communications of Kentucky, LLC.

(h) (Answer to Questions 11 & 12) The following entities will hold, directly or indirectly, a 10% or greater interest¹ in Applicants upon completion of the Transaction, as

¹ Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

calculated pursuant to the Commission's ownership attribution rules for wireline and international telecommunications carriers:

Name: Impact Telecom LLC
Address: 9000 E. Nichols Avenue, Suite 230
Englewood, CO 80112
Citizenship: United States (Nevada) limited liability company
Principal Business: Operating Company
% Interest: 100% directly in Matrix and indirectly in Matrix-VA (as owner of 100% of the membership interest of Matrix)

Name: Impact Acquisition LLC
Address: 9000 E. Nichols Avenue, Suite 230
Englewood, CO 80112
Citizenship: United States (Delaware) limited liability company
Principal Business: Holding Company
% Interest: 100% indirectly in Licensees (as owner of 100% of the membership interest of Impact Telecom LLC)

Name: Lingo Management, LLC
Address: 3060 Peachtree St., NW, Suite 1065
Atlanta, GA 30305
Citizenship: United States (Georgia) limited liability company
Principal Business: Holding Company
% Interest: 100% indirectly in Licensees (as owner of 100% of the membership interest of Impact Acquisition LLC)

Name: Lingo Communications, LLC
Address: 3060 Peachtree St., NW, Suite 1065
Atlanta, GA 30305
Citizenship: United States (Georgia) limited liability company
Principal Business: Holding Company
% Interest: 100% indirectly in Licensees (as owner of 100% of the membership interest of Lingo Management, LLC)

Name: GG Telecom Investors, LLC
Address: 3060 Peachtree St., NW, Suite 1065
Atlanta, GA 30305
Citizenship: United States (Georgia) limited liability company
Principal Business: Holding Company
% Interest: 100% indirectly in Licensees (as owner of 100% of the membership interest of Lingo Communications, LLC)

Name: Holcombe T. Green, Jr.
Address: 3060 Peachtree St., NW, Suite 1065
Atlanta, GA 30305
Citizenship: United States
Principal Business: Individual
% Interest: 100% indirectly in Licensees (as owner of 66.5% of the membership interest of GG Telecom Investors, LLC)

Name: R. Kirby Godsey
Address: 3060 Peachtree St., NW, Suite 1065
Atlanta, GA 30305
Citizenship: United States
Principal Business: Individual
% Interest: 33.5% indirectly in Licensees (as owner of 33.5% of the membership interest of GG Telecom Investors, LLC)

Other than as set forth in this Application, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in Applicants.

GG Telecom Investors, LLC also holds interests in Tempo Telecom, LLC, a prepaid wireless carrier that operates throughout the United States. Mr. Green and Mr. Godsey through GG Telecom Investors, LLC also hold interests in BCHI Holdings, LLC (“BHold”), and BHold holds interests in the following entities that provide telecommunications services:

- Fusion Connect, Inc. (formerly Fusion Telecommunications International, Inc.)
- Network Billing Systems, LLC
- Birch Communications, LLC
- Cbeyond Communications, LLC
- Birch Telecom of Missouri, LLC
- Birch Telecom of Kansas, LLC
- Birch Telecom of Texas LTD LLP
- Birch Telecom of Oklahoma, LLC
- Primus Management ULC (Canada)

Transferee does not currently have any interlocking directorates with a foreign carrier. A subsidiary of Matrix, Vancouver Telephone Company Limited (“VTC”), is a non-dominant foreign carrier in Canada and will be affiliated with Transferee upon completion of the Transaction. Upon completion of the Transaction, Transferee may have interlocking directorates with VTC. In addition, Transferee is affiliated with Primus Management ULC, a British Columbia company that is authorized to provide local exchange, long distance, and Internet

access services in Canada, as a result of the membership interests held by Mr. Green and Mr. Godsey in BHold.

(i) (Answer to Question 14) Transferee certifies that it is not a foreign carrier. Transferee is affiliated with Primus Management ULC, a British Columbia company that is authorized to provide local exchange, long distance, and Internet access services in Canada, as a result of the membership interests held by Mr. Green and Mr. Godsey, through GG Telecom Investors, LLC in BHold. As a result of the Transaction, Transferee also will become affiliated with VTC, a non-dominant foreign carrier in Canada by virtue of its Basic International Telecommunications Service License and Reseller Registrations.

(j) (Answer to Question 15) Transferee certifies that upon completion of the Transaction, Transferee and Licensees will be affiliated with non-dominant foreign carriers, as described in (i) above. While Transferee does not provide telecommunications services, Licensees and Transferee's licensed subsidiaries may provide international services to Canada, where VTC and Primus Management ULC are non-dominant foreign carriers.

(k) Transferee certifies that Canada is a Member of the World Trade Organization ("WTO"). Neither VTC nor Primus Management ULC are on the Commission's List of Foreign Telecommunications Carriers that are Presumed to Possess Market Power in Foreign Telecommunications Markets, released on January 26, 2007. In addition, both VTC and Primus Management ULC offer services in competition with dominant foreign carriers and others.

(l) While Transferee does not provide telecommunications services, its licensed subsidiaries and Licensees may resell international switched services of unaffiliated U.S. carriers in order to provide telecommunications services to countries where they have a foreign carrier affiliation. As demonstrated above and because Primus Management ULC and VTC have less than 50 percent market share in the international transport and the local access markets on the

foreign end of the route, Licensees and Transferee's licensed subsidiaries should be presumptively found to be non-dominant pursuant to Section 63.10(a)(3) of the Commission's rules, 47 C.F.R. § 63.10(a)(3).

(m) Transferee, Transferee's licensed subsidiaries, and Licensees qualify for a presumption of non-dominance under Section 63.10(a)(1) and (3) of the Commission's rules, 47 C.F.R. §§ 63.10(a)(1, 3), because they are or will be affiliated with non-dominant foreign carriers in a country that is a Member of the WTO.

(n) Transferee and Licensees certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

(p) Applicants respectfully submit that this combined domestic and international Application is eligible for streamlined processing pursuant to §§ 63.03 and 63.12 of the Commission's rules.

This Application is eligible for streamlined processing pursuant to § 63.03(b)(2) of the Commission's rules because: (1) the Transaction will result in a combined company having a market share in the interstate interexchange market of less than ten percent (10%); (2) post-close, Applicants will provide competitive telephone exchange services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the Transaction; and (3) neither the Applicants nor any of their respective affiliates or subsidiaries are regulated as dominant with respect to any service.

This Application also qualifies for streamlined treatment under § 63.12 of the Commission's rules because neither the Applicants nor any of their respective affiliates is affiliated with a dominant foreign carrier. While both the Transferor and Transferee are, and will be, affiliated with non-dominant foreign carriers operating in Canada, those foreign carriers operate in a WTO Member country (Canada), are not monopoly providers of telecommunications services in Canada, hold less than 50% market share in the Canada market, and lack market power in Canada to affect competition adversely in the U.S. market. Accordingly, this Application is entitled to streamlined processing under §§ 63.10 and 63.12 of the Commission's rules.

IV. PUBLIC INTEREST STATEMENT

Applicants submit that the Transaction is in the public interest and will enhance competition. 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 will bring to Licensees (and Licensees to Transferee) are expected to enhance their ability to compete in the telecommunications marketplace.

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, Licensees will continue to provide high-quality communications services to their customers 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 Transferee will be the new ultimate owner of Licensees.

V. INFORMATION REQUIRED UNDER SECTION 63.04(b)

Pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority to transfer indirect control of Licensees to Transferee in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

(a)(6) A description of the proposed Transaction is set forth in **Section II** above.

(a)(7) (i) Licensees provide telecommunications services pursuant authorizations to provide competitive local exchange and/or interexchange telecommunications services in the District of Columbia and in every state. Licensees provide domestic and international long distance and facilities-based wholesale telecommunications solutions to service providers, as well as Hosted PBX, SIP Trunking and PRI, local phone service, toll free origination, domestic and international long distance and data services to commercial customers. While Licensees do provide local exchange services, Licensees' primary service segment is wholesale interexchange. While Licensees own switching and routing equipment, their services are provided over transmission facilities of other telecommunications providers.

(ii) Transferee is a holding company and does not provide telecommunications services or hold any Commission authorizations. The indirect, wholly owned subsidiaries of Transferee (listed in **Section I.B** above) are competitive local exchange carriers that offer, or are certified to offer, competitive local exchange, intrastate toll, intrastate interexchange, interstate interexchange, or international services to residential and small business customers in 50 states and the District of Columbia.

(iii) In addition to its licensed subsidiaries listed above, Transferee is affiliated

with Tempo Telecom, LLC, a prepaid wireless carrier operating throughout the United States. Transferee also is affiliated with BCHI Holdings, LLC (“BHold”), and BHold holds interests in the following entities that provide telecommunications services:

- Fusion Connect, Inc. (formerly Fusion Telecommunications International, Inc.)
- Network Billing Systems, LLC
- Birch Communications, LLC
- Cbeyond Communications, LLC
- Birch Telecom of Missouri, LLC
- Birch Telecom of Kansas, LLC
- Birch Telecom of Texas LTD LLP
- Birch Telecom of Oklahoma, LLC
- Primus Management ULC (Canada)

(a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing for the reasons set forth in **Section III(p)** of the Application above.

(a)(9) Other than its section 214 authorizations described in this Application, Licensees do not hold any other authorizations or licenses from the Commission. Therefore, no other applications are being filed with the Commission with respect to this Transaction.

(a)(10) No party is requesting special consideration because it is facing imminent business failure.

(a)(11) Not applicable.

(a)(12) The Transaction is in the public interest for the reasons set forth in **Section IV** of the Application.

VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the indirect transfer of ownership and control of Matrix Telecom, LLC and Matrix Telecom of Virginia, LLC to Lingo.

Respectfully submitted,

/s/ Chérie R. Kiser

Chérie R. Kiser
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Counsel for Transferee

/s/ Catherine Wang

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Brett P. Ferenchak
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*Counsel for Transferor, Matrix Telecom,
LLC, and Matrix Telecom of Virginia,
LLC*

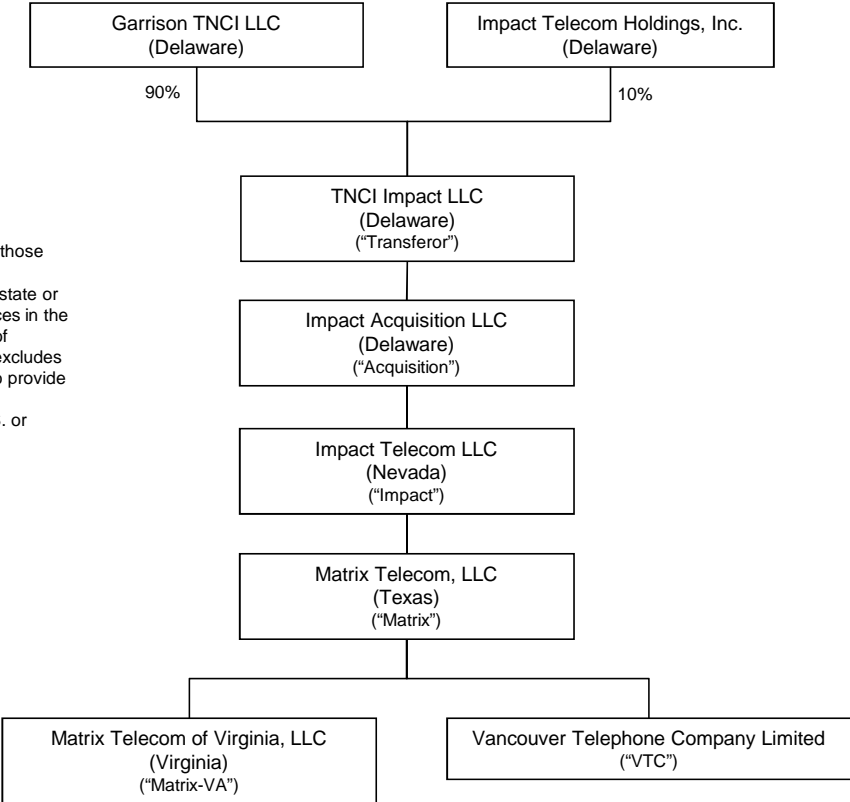
Dated: July 12, 2018

EXHIBIT A

Current and Post-Transaction Entity Ownership Structure

Current Organizational Structure of Matrix & Matrix-VA*

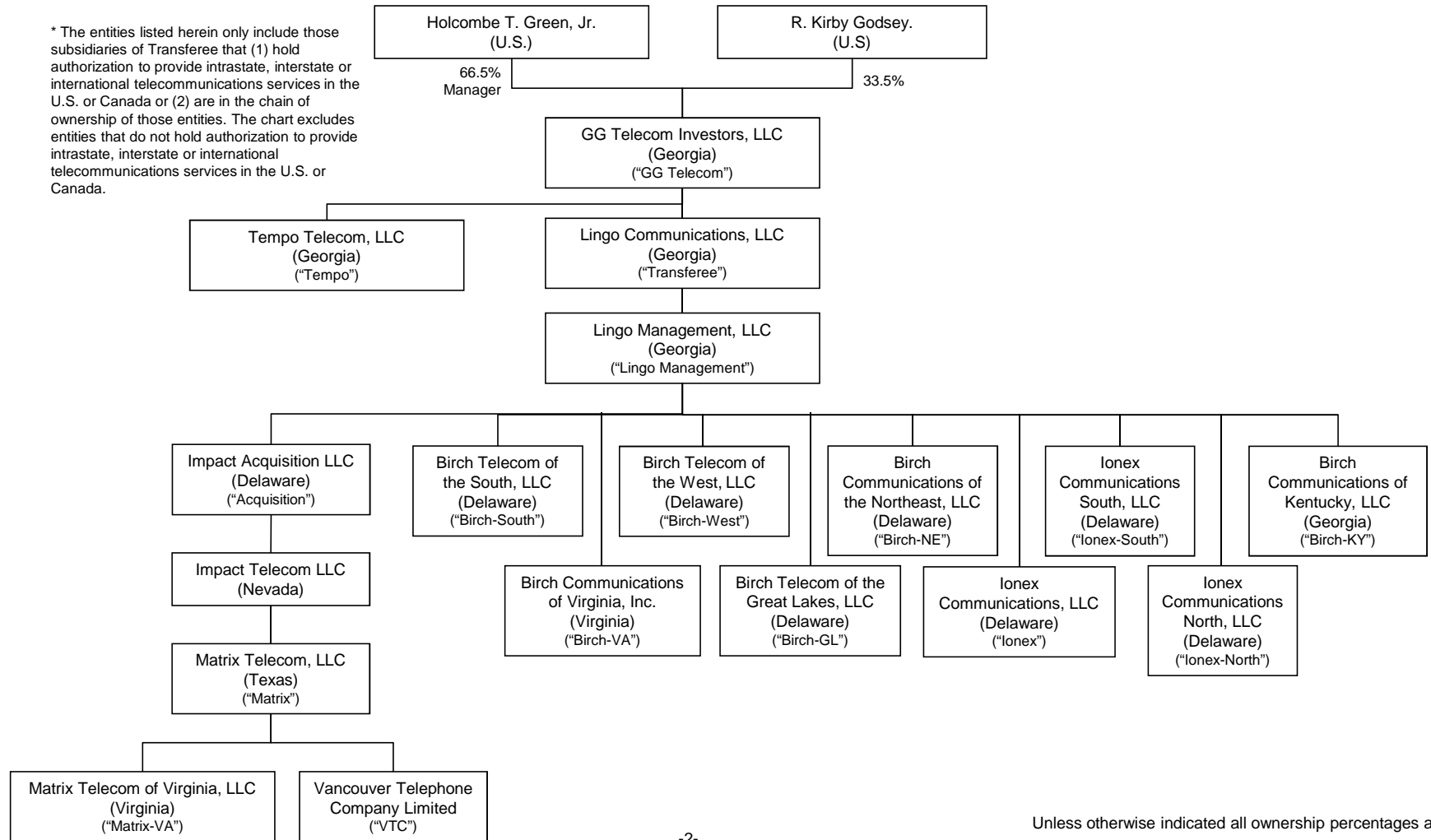
* The entities listed herein only include those subsidiaries of Transferor that (1) hold authorization to provide intrastate, interstate or international telecommunications services in the U.S. or Canada or (2) are in the chain of ownership of those entities. The chart excludes entities that do not hold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

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.



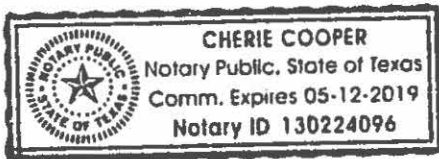
Chuck Griffin
CEO
TNCI Impact LLC
Matrix Telecom, LLC

Sworn and subscribed before me this 16th 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 11 day of July 2018.



Notary Public

My commission expires March 26, 2020

