

ATTACHMENT
**NOTIFICATION OF *PRO FORMA* TRANSFER OF CONTROL OF
INTERNATIONAL SECTION 214 AUTHORIZATIONS**

Lingo Communications of Kentucky, LLC (“Lingo Kentucky”), and Tempo Telecom, LLC (“Tempo”) are collectively referred to as the “Companies” herein.

I. OVERVIEW OF *PRO FORMA* TRANSFER OF CONTROL

The majority owners of the Companies are Holcombe T. Green, Jr., a U.S. citizen, and R. Kirby Godsey, also a U.S. citizen (Mr. Green and Mr. Godsey collectively, the “Owners”).

On November 30, 2020, the Owners changed the organization of their holdings through which they hold their interests in the Companies (the “Reorganization”).

Prior to November 30, 2020, the Companies were wholly owned by GG Telecom Investors, LLC (“GGTI”), a Georgia limited liability company with a principal office at Prominence in Buckhead, 3475 Piedmont Road NE, 12th Floor, Suite 1260, Atlanta, GA 30305. The membership interests of GGTI are held by the Owners: Holcombe T. Green, Jr. (62.5%) and R. Kirby Godsey (37.5%).

Lingo Communications, LLC (“Lingo”) is a wholly owned, direct subsidiary of GGTI. Lingo is a Georgia limited liability company, with a principal office at Prominence in Buckhead, 3475 Piedmont Road NE, 12th Floor, Suite 1260, Atlanta, GA 30305.

Lingo holds a majority of the voting interests of Lingo Management, LLC (“Lingo Management”).¹ Lingo Management is a Delaware limited liability company, with a principal office at Prominence in Buckhead, 3475 Piedmont Road NE, 12th Floor, Suite 1260, Atlanta, GA 30305.

As a result of the Reorganization, the Companies are now direct subsidiaries of Lingo Management instead of the Companies being direct subsidiaries of GGTI. This internal Reorganization is presumptively *pro forma* as there was no substantial change in the ultimate majority beneficial ownership of the Companies as a result of the Reorganization.

Pre- and post- organizational charts are provided for the Commission’s convenience.

¹ The remainder of the voting interests of Lingo Management are held by B. Riley Principal Investments, LLC (“BRPI”). Specifically, BRPI holds a forty percent (40%) interest in Lingo Management. BRPI, however, has granted an irrevocable proxy to Lingo to vote (or cause to be voted) the shares held by BRPI in excess of nine point nine percent (9.9%) of the interests of Lingo Management until the receipt of certain regulatory approvals.

II. RESPONSE TO IBFS FORM QUESTIONS

Response to IBFS Form Question 10

Correspondence concerning this *pro forma* notification should be sent to:

Angela F. Collins
Cahill Gordon & Reindel LLP
1990 K Street, NW, Suite 950
Washington, DC 20006
202-862-8930 (telephone)
acollins@cahill.com

The Companies hold the following international Section 214 authorizations:

- File No. ITC-214-20130716-00198: Lingo Communications of Kentucky, LLC.
- File No. ITC-214-20130411-00107: Tempo Telecom, LLC.

Response to IBFS Form Question 11

As of November 30, 2020, the following entities and individuals hold a ten percent (10%) or greater direct or indirect ownership interest in the Companies:

- Lingo Management, LLC (“Lingo Management”), a Delaware limited liability company, holds 100% of the interests of each of the Companies. The business address for Lingo Management is Prominence in Buckhead, 3475 Piedmont Road NE, 12th Floor, Suite 1260, Atlanta, GA 30305. Lingo Management is a holding company and offers no services.
- Lingo Communications, LLC (“Lingo”), a Georgia limited liability company, holds 60% of the interests of Lingo Management. Holcombe T. Green, Jr., a U.S. citizen, is the manager of Lingo, and also serves as the President and Chief Executive Officer of Lingo. The business address for Lingo is Prominence in Buckhead, 3475 Piedmont Road NE, 12th Floor, Suite 1260, Atlanta, GA 30305. Lingo is a holding company and offers no services.
 - GG Telecom Investors, LLC (“GGTI”), a Georgia limited liability company, holds 100% of the interests of Lingo. Holcombe T. Green, Jr., a U.S. citizen, is the Manager of GG Telecom Investors, LLC. The business address for GG Telecom Investors, LLC is Prominence in Buckhead, 3475 Piedmont Road NE, 12th Floor, Suite 1260, Atlanta, GA 30305. GGTI is a holding company and offers no services.
 - Holcombe T. Green, Jr., a U.S. citizen, holds 62.5% of the membership interests of GGTI. R. Kirby Godsey, a U.S. citizen, holds 37.5% of the membership interests of GGTI. The business address for Mr. Green and Mr. Godsey is Prominence in Buckhead, 3475 Piedmont Road NE, 12th Floor, Suite 1260, Atlanta, GA 30305. No

other person or entity holds a ten percent (10%) or greater direct or indirect equity or voting interest in GGTI.

- B. Riley Principal Investments, LLC (“BRPI”), a Delaware limited liability company, holds 40% of the interests of Lingo Management. BRPI, however, has granted an irrevocable proxy to Lingo to vote (or cause to be voted) the shares held by BRPI in excess of nine point nine percent (9.9%) of the interests of Lingo Management until the receipt of certain regulatory approvals.
 - B. Riley Financial, Inc. (“B. Riley”), a Delaware corporation, holds 100% of the interests of BRPI. The business address for B. Riley is 299 Park Avenue, 7th Floor, New York, NY 10171. B. Riley is a financial services holding company. No other person or entity holds a ten percent (10%) or greater direct or indirect equity or voting interest in BRPI.

Other than as stated herein, no other entity or individual owns a ten percent (10%) or greater direct or indirect equity or voting interest in the Companies.

Lingo Management also holds 100% of the interests in the following entities that provide telecommunications services in the United States:

- Lingo Communications of Virginia, Inc.
- Lingo Communications of the Northeast, LLC
- Lingo Telecom of the South, LLC
- Lingo Telecom of the Great Lakes, LLC
- Lingo Telecom of the West, LLC
- Lingo Communications Midwest, LLC
- Lingo Communications South, LLC
- Lingo Communications North, LLC
- Matrix Telecom, LLC
- Matrix Telecom of Virginia, LLC

BRPI also owns: (i) United Online, which offers Internet access services to consumers under the NetZero and Juno brands, as well as email, Internet security, web hosting services, and other communications-related services; and (ii) YMax Communications Corp., which offers telecommunications services and, in conjunction with an affiliate, Voice over Internet Protocol services and related equipment.

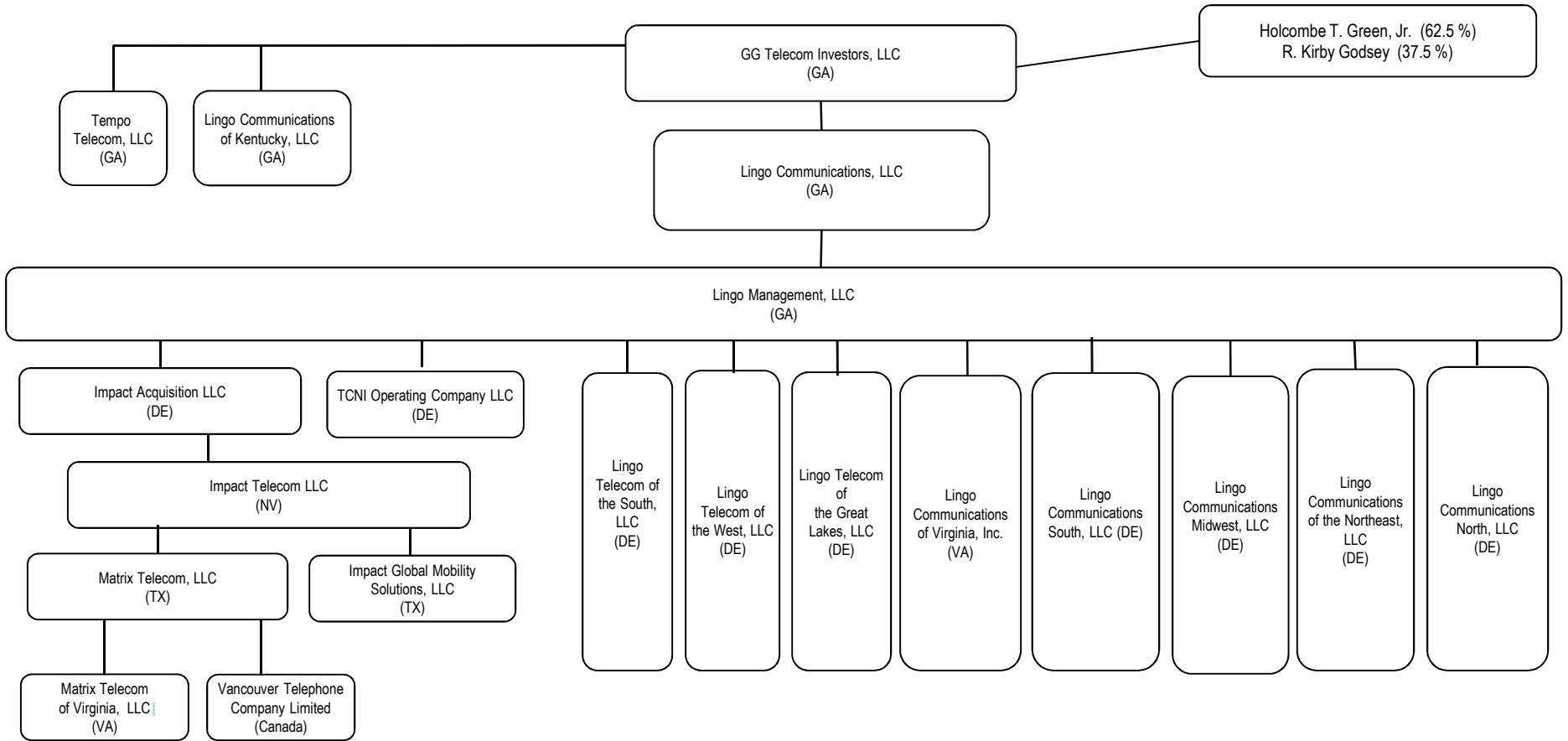
Response to IBFS Form Question 12

As of November 30, 2020, the Companies are affiliated with Vancouver Telephone Company Limited (“VTC”), which is an indirect subsidiary of Lingo Management. VTC is a non-dominant foreign carrier in Canada by virtue of its Basic International Telecommunications Service License and Reseller Registrations.

Response to IBFS Form Question 13

See explanation in Section I. above.

The Lingo Companies Organizational Chart
Pre- Reorganization



**The Lingo Companies Organizational Chart
Post-Reorganization**

