

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

In the Matter of the Joint Application of)
)
)
Lingo Communications, LLC, Transferor) WC Docket No. 21-_____
Lingo Management, LLC, Licensee)
Lingo Telecom of the Great Lakes, LLC, Licensee)
Lingo Telecom of the South, LLC, Licensee) IB File No. ITC-T/C-2021-_____
Lingo Telecom of the West, LLC, Licensee) IB File No. ITC-T/C-2021-_____
Lingo Communications South, LLC, Licensee) IB File No. ITC-T/C-2021-_____
Lingo Communications North, LLC, Licensee) IB File No. ITC-T/C-2021-_____
Lingo Communications Midwest, LLC, Licensee)
Lingo Communications of the Northeast, LLC, Licensee)
Lingo Communications of Virginia, Inc., Licensee)
Lingo Communications of Kentucky, LLC, Licensee)
Tempo Telecom, LLC, Licensee)
Matrix Telecom, LLC, Licensee)
Matrix Telecom of Virginia, LLC, Licensee)
)
and)
)
B. Riley Principal Investments, LLC, Transferee)
)
For Authority for Certain Changes in Control of)
Lingo Management, LLC and its Subsidiaries)
Pursuant to Section 214 of the Communications Act)
of 1934, as amended, and Sections 63.04 and 63.24)
of the Commission’s Rules)

JOINT APPLICATION

Lingo Communications, LLC (“Lingo” or “Transferor”), the Licensees,¹ and B. Riley Principal Investments, LLC (“BRPI” or “Transferee”) (Transferor, Licensees, and Transferee

¹ The Licensees are the following entities: Lingo Management, LLC (“Lingo Management”), Lingo Telecom of the Great Lakes, LLC (“Lingo Great Lakes”), Lingo Telecom of the South, LLC (“Lingo South”), Lingo Telecom of the West, LLC (“Lingo West”), Lingo Communications South, LLC (“Lingo CS”), Lingo Communications North, LLC (“Lingo North”), Lingo Communications Midwest, LLC (“Lingo Midwest”), Lingo Communications of the Northeast, LLC (“Lingo Northeast”), Lingo Communications of Virginia, Inc. (“Lingo Virginia”), Lingo Communications of Kentucky, LLC (“Lingo Kentucky”), Tempo Telecom, LLC (“Tempo”), Matrix Telecom, LLC (“Matrix”), and Matrix Telecom of Virginia, LLC (“Matrix Virginia”).

collectively, the “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 proposed changes in control of Licensees, including the proposed transfer of indirect control of Licensees to Transferee (the “Transaction”).

Consummation of the proposed Transaction will serve the public interest by providing additional managerial expertise and access to financial resources to Licensees, which will in turn enhance their ability to offer services and better compete in the telecommunications marketplace. The proposed Transaction will occur at the parent level and will only result in a change in the indirect ownership of Licensees. No assignment of licenses, assets, or customers will occur as a consequence of the proposed Transaction. The proposed Transaction also will not trigger a change in the rates, terms, and conditions under which Licensees provide service to their existing customers. Accordingly, this Transaction will be, for all practical purposes, imperceptible to customers. The proposed Transaction also will not adversely affect competition because it will not result in a reduction of competitors, and customers will continue to have access to the same competitive alternatives that they have today.

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

I. DESCRIPTION OF THE APPLICANTS

A. Lingo Communications, LLC (Transferor)

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 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. (62.5%) and R.

Kirby Godsey (37.5%). Lingo is a holding company and does not provide telecommunications services or hold any Commission authorizations.

B. Lingo Management, LLC and Its Subsidiaries (Licensees)

Lingo controls the Licensees through Lingo Management, LLC (“Lingo Management”). 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. Lingo Management is a holding company and does not provide any telecommunications services.

Lingo Great Lakes, Lingo South, Lingo West, Lingo CS, Lingo North, Lingo Midwest, Lingo Northeast, Lingo Virginia, Lingo Kentucky,² and Tempo (collectively, the “Lingo Licensees”) are direct, wholly owned subsidiaries of Lingo Management. Matrix and Matrix Virginia (collectively, the “Matrix Licensees”) are indirect, wholly owned subsidiaries of Lingo Management. The Lingo Licensees (with the exception of Tempo) and the Matrix Licensees are competitive local exchange carriers that collectively 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. Tempo is a wireless reseller that offers prepaid wireless services throughout the United States, and prepaid wireless Lifeline services in 21 states.³

The Lingo Licensees and the Matrix Licensees notified the Commission of an internal

² Lingo Kentucky is a rural competitive local exchange carrier operating only in certain rural areas of Kentucky. *See, e.g.,* WC Docket No. 20-245, *Lingo Communications of Kentucky, LLC Tariff F.C.C. No. 1*, Order, DA 20-1485 (rel. Dec. 16, 2020).

³ Tempo’s Lifeline Compliance Plan was approved by the Commission in DA 12-1286 (rel. Aug. 8, 2012). Tempo holds eligible telecommunications carrier (“ETC”) designation to offer prepaid wireless Lifeline services in the following states: Colorado, Georgia, Hawaii, Indiana, Iowa, Kansas, Kentucky, Maryland, Michigan, Minnesota, Missouri, Nebraska, Nevada, North Dakota, Ohio, Rhode Island, South Carolina, Utah, West Virginia, Wisconsin, and Wyoming.

corporate reorganization pursuant to which the customers currently served by the Lingo Licensees will be transferred to the Matrix Licensees.⁴ The internal reorganization and customer transfer was completed for most states on or about December 31, 2020.

C. B. Riley Principal Investments, LLC (Transferee)

Transferee is a Delaware limited liability company with a principal office at 30870 Russell Ranch Road, Suite 250, Westlake Village, CA 91362. Transferee is a holding company owned by B. Riley Financial, Inc. (“B. Riley”), a publicly traded (NASDAQ: RILY), diversified financial services company that takes a collaborative approach to the capital raising and financial advisory needs of public and private companies and high net worth individuals. Headquartered in Los Angeles with offices in major U.S. financial markets, B. Riley has over 900 employees whose cross-platform expertise is mobilized to provide a myriad of financial solutions.

Transferee is well qualified managerially, technically, and financially to own Licensees. Transferee 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. (“YMax”), which offers telecommunications services and, in conjunction with an affiliate, Voice over Internet Protocol (“VoIP”) services and related equipment. Transferee is managed by top professionals with decades of expertise in the financial, technology, research, and communications sectors.

II. REQUEST FOR STREAMLINED TREATMENT OF APPLICATION

Under Section 63.04(b) of the Commission’s Rules, Applicants are filing a combined domestic and international application. Applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.03, 63.10, and 63.12 of the Commission’s Rules.

⁴ See ITC-ASG-20201120-00193. Lingo Kentucky and Tempo were not included in this notification, and will continue to operate as they do today after completion of the internal corporate reorganization.

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's Rules because immediately following the Transaction: (1) Transferee (and its affiliates, including Licensees) will have a market share in the interstate interexchange market of less than ten percent (10%); (2) Transferee (and its affiliates, including Licensees) 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) no Applicant 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 Sections 63.10 and 63.12 of the Commission's Rules because neither Applicants nor any of their respective affiliates is affiliated with a dominant foreign carrier. While the Transferee will be affiliated with a non-dominant foreign carrier operating in Canada after consummation of the Transaction, that foreign carrier operates in a WTO Member country (Canada), is not a monopoly provider of telecommunications services in Canada, holds less than 50% market share in the Canada market, and lacks market power in Canada to affect competition adversely in the U.S. market. Accordingly, this Application is entitled to streamlined processing under Sections 63.10 and 63.12 of the Commission's Rules.

III. DESCRIPTION OF THE TRANSACTION

In WC Docket No. 19-383 and IB File Nos. ITC-T/C-20191216-00195 and ITC-T/C-20191216-00196, the Commission approved proposed changes in control of the Lingo Licensees and the Matrix Licensees, including the transfer of indirect control of the Lingo Licensees and the Matrix Licensees to Garrison LM LLC ("Garrison") upon the occurrence or non-occurrence of certain events relating to the repayment of debt in connection with financing arrangements.⁵

⁵ Lingo Kentucky and Tempo were not included in these filings. Lingo Kentucky and Matrix became wholly owned subsidiaries of Lingo Management effective November 30, 2020, and notifications regarding this *pro forma*

The proposed indirect change in control of the Lingo Licensees and the Matrix Licensees to Garrison was not consummated due to circumstances beyond the parties' control, and the instant Transaction is intended to replace the Garrison transaction previously approved by the Commission.⁶ To effectuate this change, Transferor, Transferee, and Licensees have entered into the following agreements:

First, Transferee's affiliates have agreed to acquire the outstanding debt of Lingo Management and its subsidiaries from Garrison, and those financing arrangements are reflected in the Amended and Restated Credit and Guaranty Agreement with BRF Finance Co., LLC (an affiliate of Transferee), dated as of November 30, 2020 ("Credit Agreement").

Second, Transferee has the right to appoint two members of the operating board of Lingo Management pursuant to a Second Amended and Restated Operating Agreement of Lingo Management, LLC dated as of November 30, 2020 ("Second Operating Agreement"). As explained in WC Docket No. 19-383 and IB File Nos. ITC-T/C-20191216-00195 and ITC-T/C-20191216-00196, the previous operating board of Lingo Management consisted of five members with (x) Garrison designating two members, one of whom served as an independent manager, (y) Lingo designating two members, one of whom served as an independent manager, and (z) the Chief Executive Officer of Lingo Management serving as the fifth member. Under the Second Operating Agreement, the Transferee-designated members replaced the existing Garrison members, one of whom will serve as an independent manager. The new operating board of Lingo Management consists of four members, with the remaining two members to be designated by Lingo, one of whom will serve as an independent manager.

internal corporate reorganization were filed in IB File Nos. ITC-T/C-20201229-00219 and ITC-T/C-20201229-00220.

⁶ A separate notice of non-consummation was filed in WC Docket No. 19-383 and IB File Nos. ITC-T/C-20191216-00195 and ITC-T/C-20191216-00196.

Third, pursuant to the terms of an Issuance Agreement between Transferee, Lingo Management, and Lingo dated as of November 13, 2020 (“Issuance Agreement”), Transferee acquired a forty percent (40%) interest in Lingo Management (and an indirect interest in Licensees). In connection with this acquisition, Transferee has granted an irrevocable proxy to Lingo to vote (or cause to be voted) the shares held by Transferee in excess of nine point nine percent (9.9%) of the interests of Lingo Management. This irrevocable proxy will continue until receipt of certain regulatory approvals. Subsequently, Transferee’s interest will increase to an eighty percent (80%) voting interest in Lingo Management upon the receipt of additional regulatory approvals, including the Commission’s approval of this Application. Once all steps of the Transaction are consummated, Lingo will hold a twenty percent (20%) voting interest in Lingo Management and Transferee will hold an eighty percent (80%) interest in Lingo Management (with both holding corresponding indirect interests in the Lingo Licensees and the Matrix Licensees). In addition, once Transferee’s interest increases to eighty percent (80%), the operating board of Lingo Management will increase to five members, with Transferee appointing three members, one of whom will serve as an independent manager. The remaining two members of the Lingo Management operating board will continue to be appointed by Lingo, one of whom will serve as an independent manager.

No assignment of licenses, certificates of public convenience, assets, or customers will occur as a consequence of the proposed Transaction. The proposed Transaction also will not trigger a change in the rates, terms, and conditions under which Licensees provide service to their existing customers. The Transaction will be transparent to Licensees’ customers.

Accordingly, Applicants seek Commission approval for the proposed changes in control of Licensees triggered by the Issuance Agreement. For the Commission’s reference, **Exhibit A**

depicts the current control structure of Licensees and the control structure of Licensees after the proposed changes in control occur.

IV. PUBLIC INTEREST STATEMENT

Applicants submit the Transaction is in the public interest. 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, the Lingo Licensees and the Matrix Licensees will continue to provide high-quality communications services to their customers without interruption.

Customers will benefit from the financial resources and telecommunications experience and expertise of Transferee, which holds other investments in the communications sector. The financial, technical, and managerial resources that Transferee will bring to Licensees are expected to enhance Licensees' ability to compete in the telecommunications marketplace.

Further, the proposed Transaction will not adversely affect competition because it will not result in a reduction of competitors, and customers will continue to have access to the same competitive alternatives they have today. After consummation of the Transaction, the total share of the interstate interexchange market of Transferee and Licensees will be less than ten percent (10%), and there are many other interexchange and international carriers operating on a nationwide basis. The Transaction will not result in a concentration of fiber assets and will not harm consumers or negatively impact the market for facilities-based service.

V. 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:

Lingo Communications, LLC **FRN: 0027615400**

Prominence in Buckhead
3475 Piedmont Road NE
12th Floor, Suite 1260
Atlanta, GA 30305
888-445-4646

Licensees:

Lingo Management, LLC	FRN: 0025705617
Lingo Telecom of the Great Lakes, LLC	FRN: 0005072780
Lingo Telecom of the South, LLC	FRN: 0004319299
Lingo Telecom of the West, LLC	FRN: 0008159725
Lingo Communications South, LLC	FRN: 0005027420
Lingo Communications North, LLC	FRN: 0005027305
Lingo Communications Midwest, LLC	FRN: 0005027453
Lingo Communications of the Northeast, LLC	FRN: 0020152054
Lingo Communications of Virginia, Inc.	FRN: 0020212890
Lingo Communications of Kentucky, LLC	FRN: 0022823819
Tempo Telecom, LLC	FRN: 0022347199
Matrix Telecom, LLC	FRN: 0004333068
Matrix Telecom of Virginia, LLC	FRN: 0019661495

Prominence in Buckhead
3475 Piedmont Road NE
12th Floor, Suite 1260
Atlanta, GA 30305
888-445-4646

Transferee:

B. Riley Principal Investments, LLC

FRN: 0030369763

30870 Russell Ranch Road
Suite 250
Westlake Village, CA 91362
212-409-2420

(b) Jurisdiction of Applicants:

Transferor: Lingo is a Georgia limited liability company

Licensees: Lingo Management is a Delaware limited liability company
Lingo Great Lakes is a Delaware limited liability company
Lingo South is a Delaware limited liability company
Lingo West is a Delaware limited liability company
Lingo CS is a Delaware limited liability company
Lingo North is a Delaware limited liability company
Lingo Midwest is a Delaware limited liability company
Lingo Northeast is a Delaware limited liability company
Lingo Virginia is a Virginia corporation
Lingo Kentucky is a Georgia limited liability company
Tempo is a Georgia limited liability company
Matrix is a Texas limited liability company
Matrix Virginia is a Virginia limited liability company

Transferee: BRPI is a Delaware limited liability company

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

sent to:

For Transferor and Licensees to:

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: 212-269-5420
ckiser@cahill.com
acollins@cahill.com

With a copy to:

Vincent M. Oddo
Chief Executive Officer
Lingo Management, LLC
Prominence in Buckhead
3475 Piedmont Road NE
12th Floor, Suite 1260
Atlanta, GA 30305

For Transferee to:

Bennett L. Ross
Daniel Brooks
WILEY REIN LLP
1776 K Street, N.W.
Washington, D.C. 20006
Tel: 202-719-7524
Fax: 202-719-7049
bross@wiley.law
dbrooks@wiley.law

With a copy to:

Alan N. Forman
Executive Vice President & General
Counsel
B. Riley Financial, Inc.
299 Park Avenue, 7th Floor
New York, NY 10171

(d) Section 214 Authorizations

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

Licensees: Lingo Management holds international Section 214 authority from the Commission under IB File No. ITC-214-20160630-00180, and the Lingo Licensees (with the exception of Lingo Kentucky and Tempo) operate pursuant to that international Section 214 authority. Lingo Kentucky holds international Section 214 authority from the Commission under IB File No. ITC-214-20130716-00198. Tempo holds international Section 214 authority from the Commission under IB File No. ITC-214-20130411-00107.

The Lingo Licensees also are authorized to provide interstate telecommunications service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. Although Lingo

Management does not provide telecommunications services, for purposes of filing a consolidated Form 499 for the Lingo Licensees (with the exception of Lingo Kentucky and Tempo), Lingo Management has registered and obtained FCC 499 Filer ID 831674. Lingo Kentucky holds FCC 499 Filer ID 829851. Tempo holds FCC 499 Filer ID 829777.

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 Virginia operates pursuant to this international Section 214 authority. Matrix and Matrix Virginia also are authorized to provide interstate telecommunications service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. For the purposes of filing a consolidated Form 499, Matrix and Matrix Virginia are consolidated under FCC 499 Filer ID 802572.

Transferee: BRPI does not hold international or domestic Section 214 authority. Transferee's subsidiaries YMax and MagicJack SMB hold international Section 214 authority from the Commission under IB File Nos. ITC-214-20050614-00222 and ITC-214-20160901-00265, respectively, and are authorized to provide interstate telecommunications service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

(h) *(Answer to Questions 11 & 12)* The Lingo Licensees and the Matrix Licensees will continue to be wholly owned by Lingo Management upon completion of the Transaction. The following entities will hold a ten percent (10%) or greater indirect interest in Licensees, through Lingo Management, upon completion of the Transaction:

- 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 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.
 - Bryant R. Riley, a U.S. citizen, beneficially owns approximately 20% of the shares of B. Riley outstanding as of October 27, 2020. The business address for Mr. Riley is 11100 Santa Monica Boulevard, Suite 800, Los Angeles, CA 90025. No other person or entity holds a ten percent (10%) or greater direct or indirect equity or voting interest in B. Riley.

To Transferee’s knowledge and other than as set forth in this Application, no other person or entity, directly or indirectly, will own or control a ten percent (10%) or greater interest in Licensees after completion of the Transaction.

Transferee 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, which offers telecommunications services and, in conjunction with an affiliate, VoIP services and related

equipment. To Transferee's knowledge and other than as set forth in this Application, no other person or entity listed in this Application as having an ownership interest in Licensees currently owns or controls ten percent (10%) or more of any other telecommunications carrier.

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.

(i) **(Answer to Question 14)** Transferee certifies that it is not a foreign carrier and currently is not affiliated with a foreign carrier. As a result of the Transaction, Transferee 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 will be affiliated with a non-dominant foreign carrier as described in (i) above. While Transferee does not provide telecommunications services, Licensees may provide international services to Canada, where VTC is a non-dominant foreign carrier.

(k) Transferee certifies that Canada is a Member of the World Trade Organization ("WTO"). VTC is not 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, VTC offers services in competition with dominant foreign carriers and others.

(l) While Transferee does not provide telecommunications services, 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 VTC has less than 50 percent market share in the international transport and the local access markets on the foreign end of the route, Licensees 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 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 a non-dominant foreign carrier 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 Application is eligible for streamlined processing for the reasons set forth in Section II above.

VI. INFORMATION REQUIRED BY SECTION 63.04

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 III above.

(a)(7) (i) Collectively, Licensees (with the exception of Tempo) provide telecommunications services pursuant to authorizations to provide competitive local exchange and/or interexchange telecommunications services in the District of Columbia and in every state. Tempo provides prepaid wireless services throughout the United States, and prepaid wireless Lifeline services in 21 states.

(ii) Transferee does not provide telecommunications services.

(iii) As explained above, Transferee 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, which offers telecommunications services and, in conjunction with an affiliate, VoIP services and related equipment.

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

(a)(9) Other than the 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.

VII. 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.

Respectfully submitted,

/s/ Bennett L. Ross

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Counsel for Transferee

/s/ Angela F. Collins

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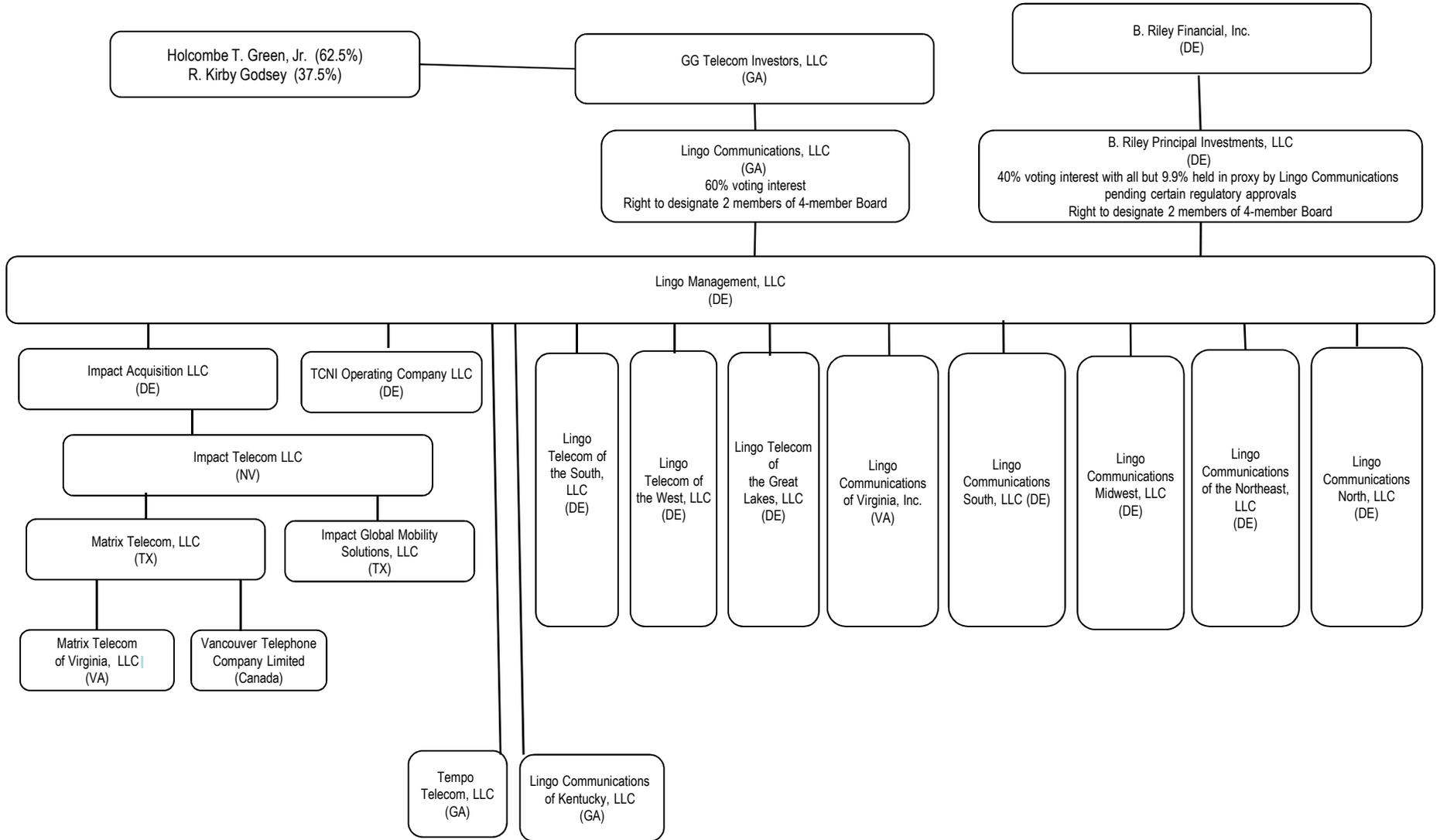
Counsel for Transferor and Licensees

Dated: January 11, 2021

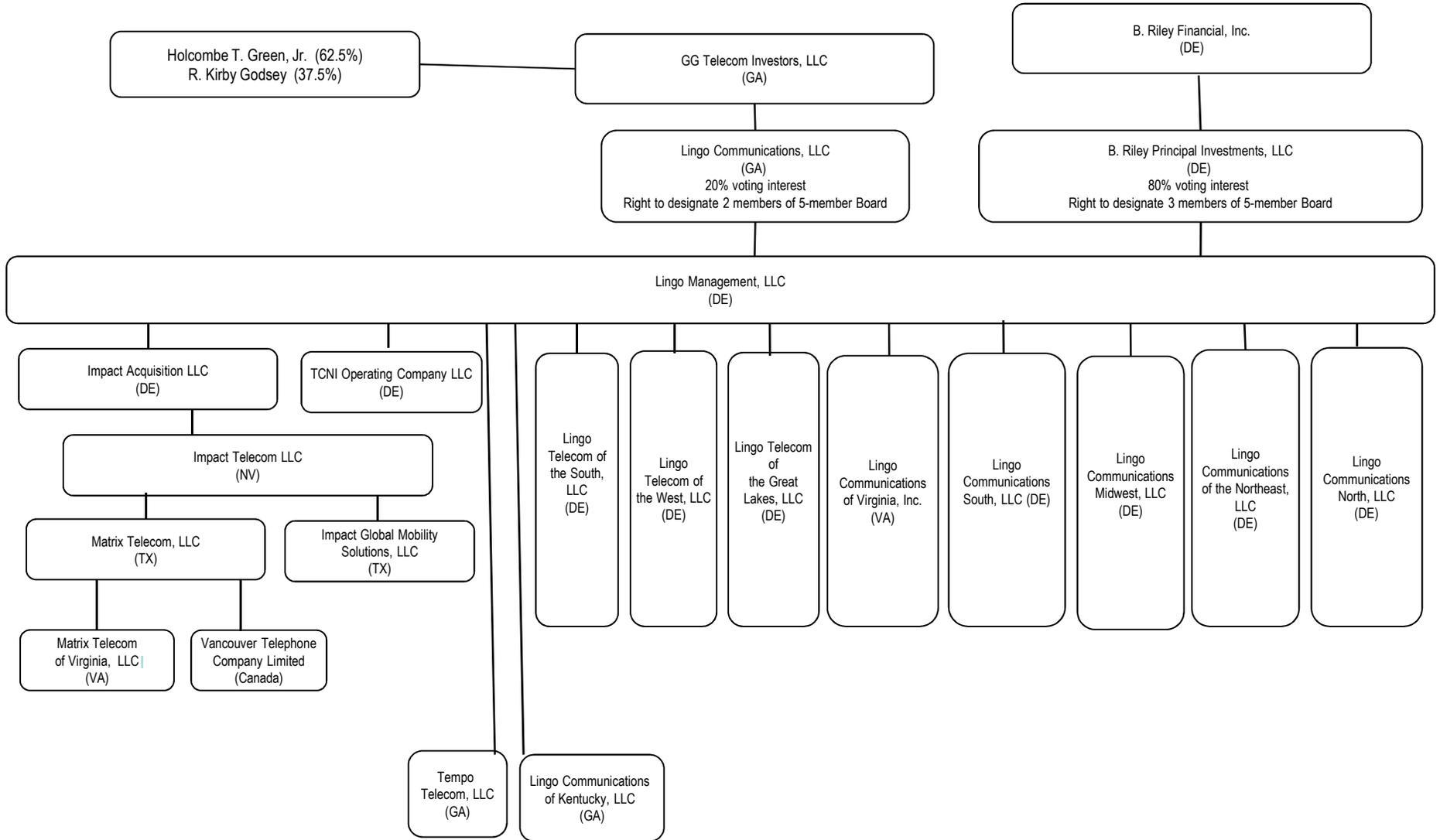
EXHIBIT A

Current and Post-Transaction Control Structure of Licensees

Current Control Structure of Licensees



Final Control Structure of Licensees



VERIFICATIONS

STATE OF GEORGIA
COUNTY OF FULTON

ss:

ss:

VERIFICATION

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



Vincent M. Oddo

Sworn and subscribed before me this 3 day of December 2020.



Notary Public

My commission expires March 26, 2024



COMMONWEALTH OF VIRGINIA

§
§
§

ss:

COUNTY OF LOUDOUN

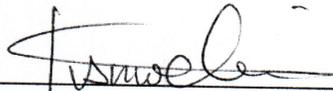
VERIFICATION

I, Ananthan Veluppillai, state that I am the Chief Operating Officer of B. Riley Principal Investments, LLC (the "Company"); that I am authorized to make this Verification on behalf of the Company; that I have read the foregoing document; and that any statements in the foregoing document with respect to the Company, except as otherwise specifically attributed, are true and correct to the best of my knowledge, information, and belief.



Ananthan Veluppillai

Sworn and subscribed before me this 3rd day of December 2020.



Notary Public

My commission expires 11/30/2024

