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

In the Matter of the Joint Application of **The Lingo Entities** and **BullsEye Telecom, Inc.** For Authority for the Proposed Transfer of Control of BullsEye Telecom, Inc. Pursuant to Section 214 of the Communications Act of 1934, as amended, and Sections 63.04 and 63.24 of the Commission's Rules	WC Docket No. 22-_______ IB File No. ITC-T/C-2022-____

JOINT APPLICATION

Lingo Management, LLC ("Lingo Management"), Lingo Communications, LLC ("Lingo"), and B. Riley Principal Investments, LLC ("BRPI") (Lingo Management, Lingo, and BRPI collectively, the "Lingo Entities") and BullsEye Telecom, Inc. ("BullsEye") (the Lingo Entities and BullsEye 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 and 63.24, respectfully request Federal Communications Commission ("Commission") approval for a proposed change in control of BullsEye to the Lingo Entities (the "Transaction"). Applicants provide the following information in support of this Application:

I. DESCRIPTION OF THE APPLICANTS

A. BullsEye Telecom, Inc. (FRN: 0004350930)

BullsEye is a Michigan corporation with a principal office at 25925 Telegraph Road, Suite 2110, Southfield, MI 48033. BullsEye is majority owned by the William H. Oberlin Revocable Trust. The business address for the Trust is 8863 Hunters Creek Drive, Clarkston, MI 48348. William H. Oberlin, a United States citizen, serves as the Trustee.

BullsEye is a competitive provider of communications solutions, including traditional telephone, interconnected Voice over Internet Protocol ("VoIP"), and broadband Internet access services, to business customers in the lower 48 states and the District of Columbia. BullsEye is authorized to provide interstate telecommunications service by virtue of blanket domestic Section 214 authority, and holds authority to provide international telecommunications services.[1] BullsEye is authorized to provided intrastate telecommunications services in the District of Columbia and in all of the lower 48 states except Virginia.[2]

In conjunction with and following consummation of the Transaction, BullsEye will convert from a corporation to a limited liability company. This change will be *pro forma* in nature and will not change the ultimate post-Transaction ownership and control of BullsEye. To the extent necessary, additional regulatory filings will be made with the Commission in the future to address this corporate form change.

B. The Lingo Entities:
Lingo Management, LLC (FRN: 0025705617)
Lingo Communications, LLC (FRN: 0027615400)
B. Riley Principal Investments, LLC (FRN: 0030369763)

Lingo Management is a Delaware limited liability company with a principal office at

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1 FCC Filer ID 82641; IB File No. ITC-214-20010306-00118.

2 BullsEye Telecom of Virginia, LLC, a wholly owned subsidiary of BullsEye, is authorized to provide intrastate services in Virginia.

3475 Piedmont Road NE, 12th Floor, Suite 1260, Atlanta, GA 30305. Lingo Management is a holding company and does not provide any telecommunications services or hold authorizations from any state authority for the provision of telecommunications services.

Lingo, a Georgia limited liability company, currently holds 60% of Lingo Management. Lingo is a holding company with a principal office at 3475 Piedmont Road NE, 12th Floor, Suite 1260, Atlanta, GA 30305. Lingo is a holding company and does not provide telecommunications services or hold authorizations from any state or federal authority for the provision of telecommunications services. Lingo is a wholly owned, direct subsidiary of GG Telecom Investors, LLC ("GGTI"), a Georgia limited liability company with a principal office at 3475 Piedmont Road NE, 12th Floor, Suite 1260, Atlanta, GA 30305. GGTI is owned by Holcombe T. Green, Jr. (62.5%) and R. Kirby Godsey (37.5%), both United States citizens. GGTI is a holding company and does not provide telecommunications services or hold authorizations from any state or federal authority for the provision of telecommunications services.

BRPI, a Delaware limited liability company, currently holds 40% of Lingo Management. BRPI is a holding company with a principal office at 30870 Russell Ranch Road, Suite 250, Westlake Village, CA 91362. BRPI is owned by B. Riley Financial, Inc., a publicly traded Delaware corporation (NASDAQ: RILY) and 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. BRPI does not provide telecommunications services or hold authorizations from any state or federal authority for the provision of telecommunications services.

In Docket No. 21-21, the Commission approved a transaction to increase BRPI's ownership interest in Lingo Management to 80% (with Lingo holding the remaining 20%) (the "BR Transaction"). That transaction remains pending and is expected to close prior to consummation of the instant Transaction.

Lingo Management is the holding company for the following telecommunications carriers (the "Lingo Carriers"):

- Lingo Telecom, LLC (f/k/a Matrix Telecom, LLC): A Texas limited liability company providing local exchange, intrastate interexchange, interconnected VoIP, and broadband Internet access services to residential and small business customers in 50 states and the District of Columbia.
- Lingo Telecom of Virginia, LLC (f/k/a Matrix Telecom of Virginia, LLC): A Virginia limited liability company providing local exchange, intrastate interexchange, interconnected VoIP, and broadband Internet access services to residential and small business customers in Virginia.
- Lingo Telecom of the West, LLC: A Delaware limited liability company providing local exchange, intrastate interexchange, interconnected Voice over Internet Protocol ("VoIP"), and broadband Internet access services in the state of California.
- Tempo Telecom, LLC ("Tempo"): A Georgia limited liability company and wireless reseller that offers prepaid wireless services throughout the United States,[3] and prepaid wireless Lifeline services in 21 states.[4]

[3] Tempo does not provide any wireline telecommunications services subject to the domestic Section 214 filing requirements. Tempo provides only prepaid resold wireless services, and is not a domestic wireline Section 214 licensee.

[4] 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

- Lingo Communications of Kentucky, LLC ("Lingo Kentucky"): A Georgia limited liability company providing local exchange and intrastate interexchange services in certain areas of Kentucky.[5]

Separate and apart from its holdings in Lingo Management, BRPI also holds ownership interests in:

- United Online, Inc.: A Delaware corporation that 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 in the District of Columbia and all 50 states.
- YMax Communications Corp.: A Delaware corporation that offers competitive local exchange and/or interexchange services in the District of Columbia and all 50 states with the exception of Alaska and New Hampshire.
- magicJack SMB, Inc.: A Florida corporation that offers interconnected VoIP services in the District of Columbia and all 50 states with the exception of Alaska.

II. <u>REQUEST FOR STREAMLINED TREATMENT OF APPLICATION</u>

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.

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) the Lingo Carriers

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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.

[5] 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).

and BullsEye will have a market share in the interstate interexchange market of less than ten percent (10%); (2) the Lingo Carriers and BullsEye 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 incumbent local exchange carriers ("ILECs") or are regulated as dominant with respect to any service. In addition, this Application is eligible for streamlined processing because it does not require the Commission to undertake any additional review concerning the transfer of high-cost universal service support, as none of the Applicants receive high-cost universal service support.

This Application also qualifies for streamlined treatment under Sections 63.10 and 63.12 of the Commission's Rules because no Applicant nor any of their respective affiliates is affiliated with a dominant foreign carrier. Although the Lingo Entities will be affiliated with two non-dominant foreign carriers operating in Canada after consummation of the Transaction, those foreign carriers operate in a World Trade Organization ("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.[6] 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

On March 28, 2022, Lingo Management, Lingo NewCo1 Inc. ("Merger Sub"),[7] BullsEye, William H. Oberlin, as Trustee of the William H. Oberlin Revocable Trust, Shareholder

[6] These entities are Vancouver Telephone Company Limited (an indirect subsidiary of Lingo Management) and BullsEye Business Solutions, ULC (an indirect subsidiary of BullsEye).

[7] Merger Sub is a Michigan corporation that was created solely for purposes of the Transaction and currently is a subsidiary of Lingo Management.

Representative Services LLC, as Equityholder Representative, and for certain limited purposes only, William H. Oberlin, in his individual capacity, entered into an Agreement and Plan of Merger ("Agreement"). Pursuant to the Agreement, Merger Sub will merge with and into BullsEye, with BullsEye continuing as the surviving entity. As a result of the Agreement, indirect ownership and control of BullsEye will be transferred to Lingo and BRPI.

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 any immediate change in the rates, terms, and conditions under which the Lingo Carriers or BullsEye provide service to their existing customers. The Transaction will be transparent to customers. Accordingly, customer notice is not required because there will be no change in service provider from the customer's perspective as a result of the Transaction.

For the Commission's reference, **Exhibit A** depicts the current and post-closing ownership structure of Applicants. Consummation of the Transaction is contingent upon, among other things, receipt of all necessary regulatory approvals.

As reflected in **Exhibit A**, Lingo and BRPI plan to hold their interests in BullsEye (as well as their interests in Lingo Management) through various intermediate holding companies after completion of the Transaction. These intermediate holding companies will be formed and named at a later date, and are expected to be Delaware entities. This internal corporate reorganization and the addition of such holding companies in the intermediate holding structure is *pro forma*, and will not change or affect the ultimate post-Transaction ownership and control of BullsEye or the Lingo Carriers, nor their operations or services.[8]

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[8] In the future, Lingo and BRPI may hold their interests in BullsEye and the Lingo Carriers directly through Lingo Management without the use of intervening holding companies. The elimination of such intervening holding companies is *pro forma*, and will not change the ultimate ownership and control of

IV. PUBLIC INTEREST STATEMENT

The proposed Transaction is in the public interest as it will bring together two enterprises that have demonstrated a long-standing commitment to excellence in a highly competitive marketplace. Consumers will benefit from the extensive telecommunications experience and expertise of the combined company. The financial, technical, and managerial resources that the Lingo Entities will bring to BullsEye (and BullsEye to the Lingo Entities) are expected to enhance the combined company's ability to compete in the communications marketplace.

The proposed Transaction will have no adverse impact on customers and will not alter the manner of service delivery or billing. BullsEye serves only business customers, and has no residential customers. The Transaction will not result in any immediate change of carrier or any assignment of authorizations, and will not result in the discontinuance, reduction, loss, or impairment of service to customers. Following consummation of the Transaction, BullsEye and the Lingo Carriers will continue to provide high-quality communications services to customers without interruption and without immediate change in rates, terms or conditions. The Transaction will be, for all practical purposes, imperceptible to customers. The Transaction will not harm consumers or negatively impact the telecommunications market.

Further, the proposed Transaction will not adversely affect, but rather will enhance, competition. BullsEye and the Lingo Carriers are competitive providers operating in a highly competitive market. The proposed Transaction will allow BullsEye and the Lingo Carriers to become even more effective competitors by strengthening the combined company's ability to offer innovative, in-demand services. In addition, after consummation of the Transaction, the total share of the interstate interexchange market of BullsEye and the Lingo Carriers will be less

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BullsEye or the Lingo Carriers, nor their operations or services. To the extent necessary, additional regulatory filings will be made with the Commission to address these structure changes.

than ten percent (10%), and there are many other interexchange and international carriers operating on a nationwide basis.

Finally, 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. The Transaction will not result in any overlap of fiber facilities in the markets where BullsEye and/or the Lingo Carriers operate because BullsEye does not own, or lease on a long-term basis (such as an indefeasible right of use), any fiber assets. Although BullsEye does own switching and routing equipment, its services are provided over transmission facilities of other telecommunications providers. Consequently, the Transaction cannot provide Applicants with any competitive advantage as the result of concentration of fiber assets in any part of the operating territories of BullsEye or the Lingo Carriers.

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:

Lingo Management, LLC	**FRN: 0025705617**
Lingo Communications, LLC	**FRN: 0027615400**
3475 Piedmont Road NE	
12th Floor, Suite 1260	
Atlanta, GA 30305	
888-445-4646	

B. Riley Principal Investments, LLC	**FRN: 0030369763**
30870 Russell Ranch Road, Suite 250	
Westlake Village, CA 91362	
212-409-2420	

BullsEye Telecom, Inc.	**FRN: 0004350930**
25925 Telegraph Road, Suite 2110	

Southfield, MI 48033
877-638-2855

(b) Jurisdiction of Applicants:

Lingo Management is a Delaware limited liability company.
Lingo is a Georgia limited liability company.
BRPI is a Delaware limited liability company.
BullsEye is a Michigan corporation.

(c) (*__Answer to Question 10__*) Correspondence concerning this Application should be sent to:

For the Lingo Entities:

Chérie R. Kiser
Angela F. Collins
Cahill Gordon & Reindel LLP
1990 K Street, N.W., Suite 950
Washington, DC 20006
Tel: 202-862-8900
ckiser@cahill.com
acollins@cahill.com

With a copy to:

Alex Valencia
VP – Government Affairs & Compliance
Lingo Management, LLC
9330 LBJ Freeway, Suite 944
Dallas, TX 75243

For BullsEye:

Andrew M. Klein
Allen C. Zoracki
Klein Law Group PLLC
1250 Connecticut Avenue, N.W.
Suite 700
Washington, DC 20036
Tel: 202-289-6955
aklein@kleinlawpllc.com
azoracki@kleinlawpllc.com

With a copy to:

Steven M. Avromov
General Counsel & Secretary
BullsEye Telecom, Inc.
25925 Telegraph Road, Suite 2110
Southfield, MI 48033

(d) Section 214 Authorizations

BullsEye holds international Section 214 authority to provide international telecommunications services on a global or limited global facilities-based and resale basis under IB File No. ITC-214-20010306-00118. BullsEye also is authorized to provide interstate telecommunications service by virtue of blanket domestic Section 214 authority.

Lingo Management holds international Section 214 authority under IB File No. ITC-214-20160630-00180. 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. Matrix Telecom, LLC (in the process of transferring to Lingo Telecom, LLC) 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 (the Virginia subsidiary also operates pursuant to this international Section 214 authority). The Lingo Carriers also are authorized to provide interstate telecommunications service by virtue of blanket domestic Section 214 authority.

BRPI does not hold international or domestic Section 214 authority. BRPI'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.

(h) **(*Answer to Questions 11 & 12*)** The Lingo Carriers 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 direct or indirect interest in Lingo Management and BullsEye upon completion of the Transaction as shown in **Exhibit A** (assuming completion of the BR Transaction):

- New JV LLC: New JV LLC will hold 100% of the interests of both Lingo Management and BullsEye. This entity will be formed and named at a later date, and is expected to be a

Delaware limited liability company (or a limited liability company formed in another U.S. state). The business address for New JV LLC will be 3475 Piedmont Road NE, 12th Floor, Suite 1260, Atlanta, GA 30305. New JV LLC will act as a holding company and will offer no telecommunications services.

- New Lingo Partnership: New Lingo Partnership will hold the majority of the interests in New JV LLC. The exact percentage has not been determined. This entity will be formed and named at a later date, and is expected to be a Delaware partnership (or a partnership formed in another U.S. state). The business address for New Lingo Partnership will be 3475 Piedmont Road NE, 12th Floor, Suite 1260, Atlanta, GA 30305. New Lingo Partnership will act as a holding company and will offer no telecommunications services.

- New BullsEye Telecom Inc.: New BullsEye Telecom Inc. will hold the remaining, minority interests in New JV LLC. The exact percentage has not been determined. This entity will be formed and named at a later date, and is expected to be a Delaware corporation (or a corporation formed in another U.S. state). The business address for New BullsEye Telecom Inc. will be 3475 Piedmont Road NE, 12th Floor, Suite 1260, Atlanta, GA 30305. New BullsEye Telecom Inc. will act as a holding company and will offer no telecommunications services.

- AcquireCo: AcquireCo will hold 100% of the interests in New BullsEye Telecom Inc. This entity will be formed and named at a later date, and is expected to be a Delaware corporation (or a corporation formed in another U.S. state). The business address for AcquireCo will be 3475 Piedmont Road NE, 12th Floor, Suite 1260, Atlanta, GA 30305. AcquireCo will act as a holding company and will offer no telecommunications services. New Lingo Partnership will hold all of the interests of AcquireCo.

- Assuming consummation of the BR Transaction, Lingo Communications, LLC ("Lingo"), a Georgia limited liability company, will hold 20% of the interests of New Lingo Partnership. 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 3475 Piedmont Road NE, 12th Floor, Suite 1260, Atlanta, GA 30305. Lingo is a holding company and offers no telecommunications 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 GGTI. The business address for GGTI is 3475 Piedmont Road NE, 12th Floor, Suite 1260, Atlanta, GA 30305. GGTI is a holding company and offers no telecommunications 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 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.

- Assuming consummation of the BR Transaction, B. Riley Principal Investments, LLC ("BRPI"), a Delaware limited liability company, will hold 80% of the interests of New Lingo Partnership. The business address for BRPI is 30870 Russell Ranch Road, Suite 250, Westlake Village, CA 91362. BRPI is a holding company and offers no telecommunications services.
    - 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 April 12, 2021. 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 Applicants' 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 equity or voting interest in BullsEye and the Lingo Carriers after completion of the Transaction.

As set forth above, Lingo Management is the holding company for the Lingo Carriers: (1) Lingo Telecom, LLC (f/k/a Matrix Telecom, LLC); (2) Lingo Telecom of Virginia, LLC (f/k/a Matrix Telecom of Virginia, LLC); (3) Lingo Telecom of the West, LLC; (4) Tempo Telecom, LLC ("Tempo"); and (5) Lingo Communications of Kentucky, LLC ("Lingo Kentucky").

As set forth above, 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; (ii) YMax, which offers telecommunications services; and (iii) magicJack SMB, Inc., which offers VoIP services and related equipment.

To Applicants' 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 BullsEye and the Lingo

Carriers after consummation of the Transaction currently owns or controls ten percent (10%) or more of any other telecommunications carrier.

The Lingo Entities do not currently have any interlocking directorates with a foreign carrier. A subsidiary of Lingo Management, Vancouver Telephone Company Limited ("VTC"), and a subsidiary of BullsEye, BullsEye Business Solutions ULC ("BullsEye ULC"), are non-dominant foreign carriers in Canada. Upon completion of the Transaction, there may be interlocking directorates with VTC and BullsEye ULC.

(i) **(*Answer to Question 14*)** Applicants certify they are not foreign carriers. As a result of the Transaction, Applicants will be affiliated with VTC and BullsEye ULC, both of which are non-dominant foreign carriers in Canada by virtue of Basic International Telecommunications Service Licenses and Reseller Registrations.

(j) **(*Answer to Question 15*)** Applicants certify that upon completion of the Transaction, they will be affiliated with non-dominant foreign carriers as described above. While the Lingo Entities do not provide telecommunications services, BullsEye or the Lingo Carriers may provide international services to Canada, where VTC and BullsEye ULC are non-dominant foreign carriers.

(k) Applicants certify that Canada is a Member of the WTO. VTC and BullsEye ULC are not on the Commission's List of Foreign Telecommunications Carriers that are Presumed to Possess Market Power in Foreign Telecommunications Markets. In addition, VTC and BullsEye ULC offer services in competition with dominant foreign carriers and others.

(m) While the Lingo Entities do not provide telecommunications services, BullsEye and the Lingo Carriers 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 and BullsEye ULC have less than 50 percent market share in the international transport and the local access markets on the foreign end of the route, the Lingo Entities, BullsEye, and the Lingo Carriers 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). Applicants 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) Applicants 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 control of BullsEye to the Lingo Entities 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) BullsEye provides telecommunications services pursuant to authorizations to provide competitive local exchange and/or interexchange telecommunications services in the District of Columbia and in every state except Alaska and Hawaii. In Virginia, a subsidiary of BullsEye provides intrastate telecommunications services.

(ii) The Lingo Entities do not provide telecommunications services.

(iii) See Section I. above for the other telecommunications providers in which the Applicants and their affiliates hold an interest.

(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, BullsEye does 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/ Andrew M. Klein

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ckiser@cahill.com
acollins@cahill.com

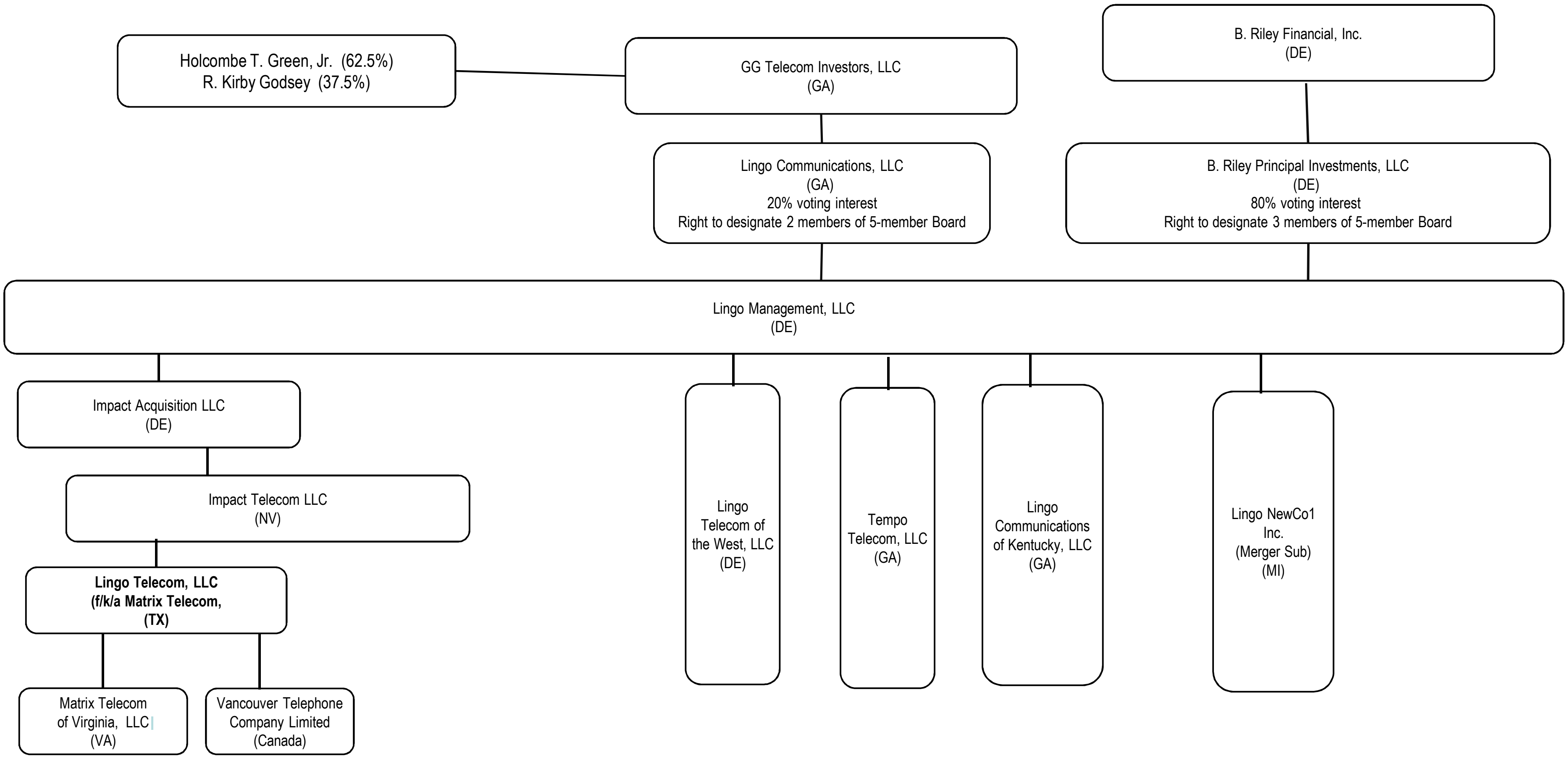
Counsel for the Lingo Entities

Dated: April 7, 2022

EXHIBIT A

Current and Post-Transaction Structure

Exhibit A-1: Lingo Entities Pre-Transaction (assuming consummation of BR Transaction)



<u>Exhibit A-2: BullsEye Pre-Transaction</u>

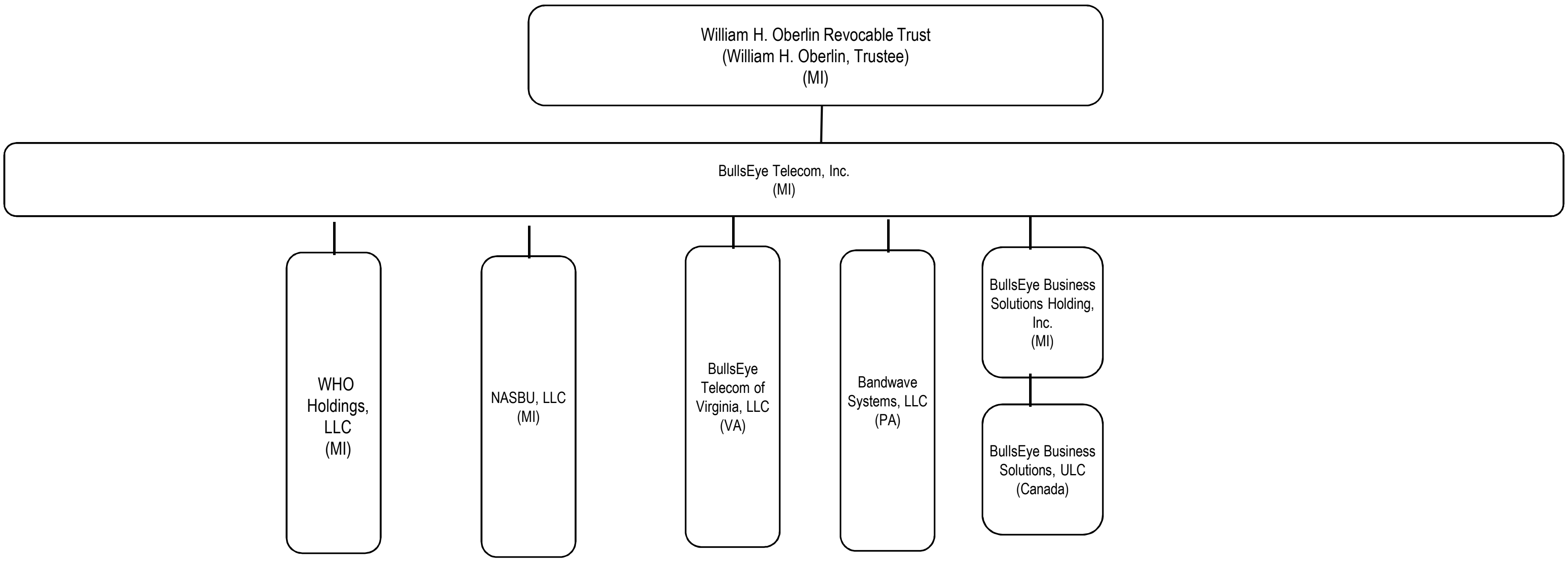
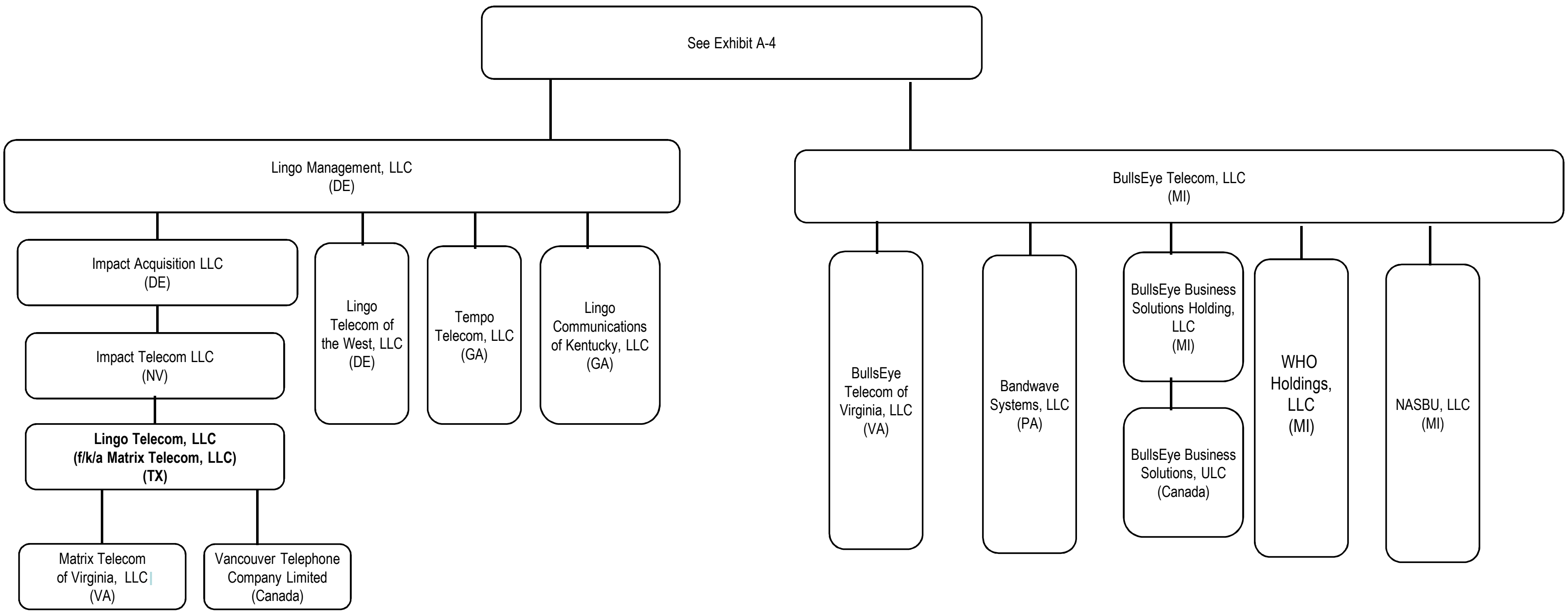
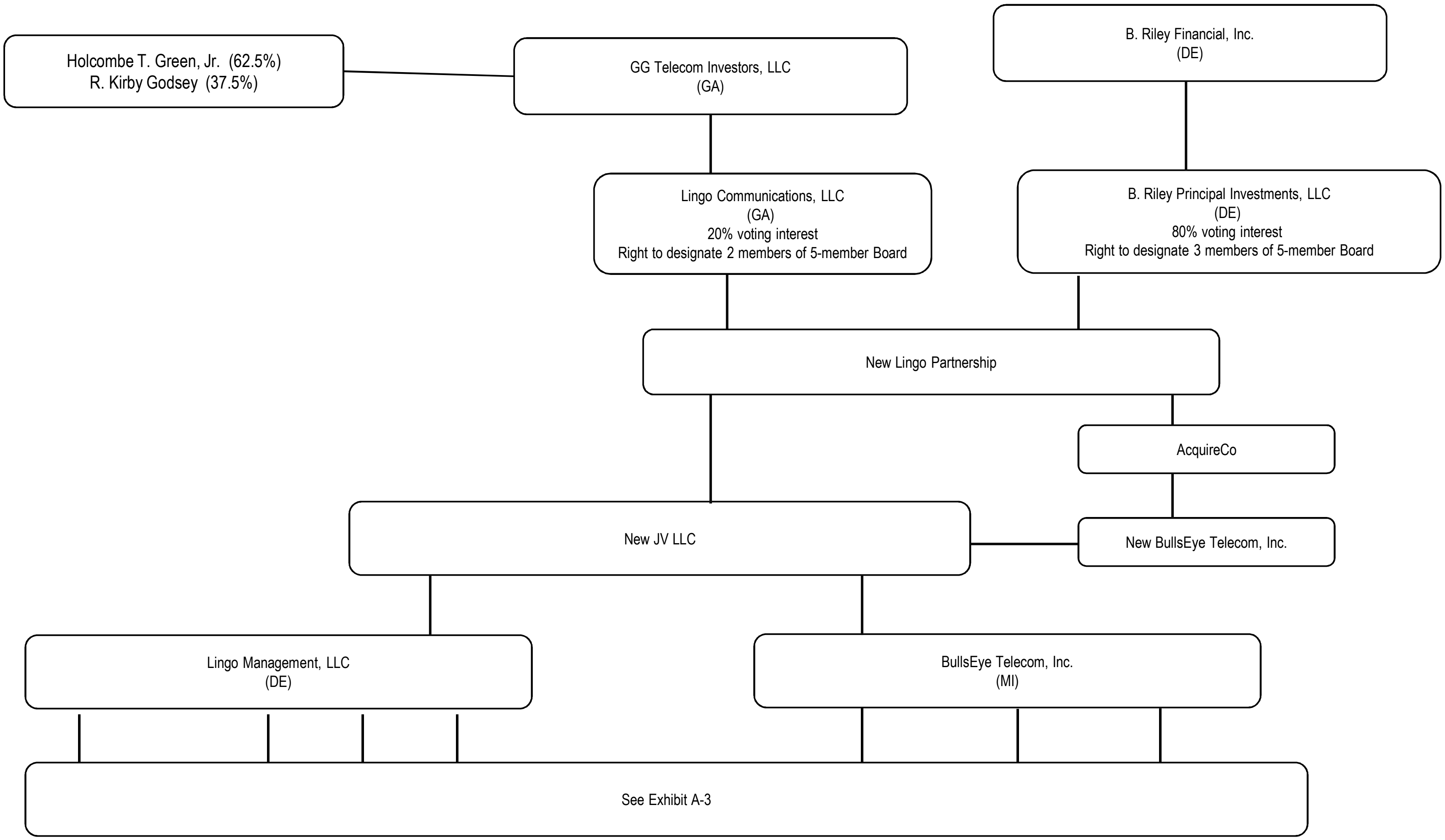


Exhibit A-3: Post-Transaction (assuming consummation of BR Transaction)



As stated in the application, in the future, Lingo Communications and BRPI may hold their interests directly through Lingo Management without the use of intervening holding companies.

Exhibit A-4: Post-Transaction (assuming consummation of BR Transaction)



As stated in the application, in the future, Lingo Communications and BRPI may hold their interests directly through Lingo Management without the use of intervening holding companies.

VERIFICATIONS

STATE OF MICHIGAN §
§ ss:
COUNTY OF OAKLAND §

VERIFICATION

I, Thomas Tisko, state that I am the President and Chief Executive Officer of BullsEye Telecom, Inc. (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.

Thomas Tisko

STATE OF GEORGIA §
§ ss:
COUNTY OF FULTON §

VERIFICATION

I, Vincent M. Oddo, state that I am the Chief Executive Officer of Lingo Management, 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.

V. Oddo

Vincent M. Oddo