

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

In the Matter of the Joint Application of)	
)	
)	
Lingo Communications, LLC , Transferor)	WC Docket No. 19-_____
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-2019-_____
Lingo Telecom of the West, LLC , Licensee)	IB File No. ITC-T/C-2019-_____
Lingo Communications South, LLC , Licensee)	
Lingo Communications North, LLC , Licensee)	
Lingo Communications Midwest, LLC , Licensee)	
Lingo Communications of the Northeast, LLC , Licensee)	
Lingo Communications of Virginia, Inc. , Licensee)	
Matrix Telecom, LLC , Licensee)	
Matrix Telecom of Virginia, LLC , Licensee)	
)	
and)	
)	
Garrison LM 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 (“Transferor”), the above-named Licensees,¹ and Garrison LM LLC (“Transferee”) (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,

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”), Matrix Telecom, LLC (“Matrix”), and Matrix Telecom of Virginia, LLC (“Matrix Virginia”).

request Commission approval to transfer control of the Licensees to the Transferee upon the occurrence or non-occurrence of certain events relating to the repayment of debt (the “Transaction”).

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

I. DESCRIPTION OF THE APPLICANTS

A. Lingo Communications, LLC (Transferor)

Lingo Communications, LLC (“Lingo”) is a Georgia limited liability company, with a principal office at 5607 Glenridge Drive, NE, Suite 300, Atlanta, GA 30342. 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. (67.5%) and R. Kirby Godsey (32.5%). Lingo is a holding company and does not provide telecommunications services or hold any Commission authorizations. The current ownership of Lingo is provided in **Exhibit**

B.

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

Lingo Management, LLC (“Lingo Management”) is a Georgia limited liability company, with a principal office at 5607 Glenridge Drive, NE, Suite 300, Atlanta, GA 30342. Lingo holds all the voting interests but none of the non-voting interests in Lingo Management and currently controls Lingo Management. 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, and Lingo Virginia (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 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.

C. Garrison LM LLC (Transferee)

Garrison LM LLC (“Transferee”) is a Delaware limited liability company with a principal office at 1290 Avenue of the Americas, Suite 914, New York, New York 10104. Transferee is a holding company owned by funds managed by the Garrison Investment Group, a leading middle market credit and asset based investor. While Transferee holds all the non-voting interests in Lingo Management, Transferee does not hold any voting interest in Lingo Management and does not have control over Lingo Management. Transferee provides no telecommunications services and does not own any other telecommunications companies. Transferee is an affiliate of Garrison TNCI LLC, which previously owned the Matrix Licensees before their sale to Lingo in 2018. *See* WC Docket No. 18-216 & IB File No. ITC-T/C-20180712-00144. As such, Transferee has demonstrated experience and qualifications to own telecommunications providers.

II. REQUEST FOR STREAMLINED TREATMENT OF APPLICATION

Under § 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 §§ 63.03, 63.10, 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 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 §§ 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 §§ 63.10 and 63.12 of the Commission's Rules.

III. DESCRIPTION OF THE TRANSACTION

Pursuant to the terms of the Amended and Restated Operating Agreement of Lingo Management, LLC dated as of December 9, 2019 ("A&R Operating Agreement"), Transferee acquired a non-voting interest in Lingo Management, with the voting interest (and control) remaining with the current holder, Lingo, which also retains the ability to appoint the sole member of the operating board.² The A&R Operating Agreement sets forth certain changes in the operating board and ownership interests of Lingo Management that will result in (1) Lingo relinquishing control of the operating board, and (2) Transferee obtaining control of Lingo Management through the ability to appoint all members of the operating board and/or holding the

² Prior to the execution of the A&R Operating Agreement, Lingo Management was a member managed limited liability company and Lingo was its sole member. Lingo Management converted to a manager managed limited liability company under the A&R Operating Agreement with voting and non-voting interests held by Lingo and Transferee, respectively. To the extent the Commission considers those changes a *pro forma* change in control, Applicants request that the Commission consider this Application to constitute notice of such changes under Section 63.24(d) of the Commission's Rules.

sole voting interest in Lingo Management. Applicants seek approval for these changes in control.

The proposed changes in control will be accomplished in multiple steps. Lingo currently retains the ability to appoint the sole member of the operating board of Lingo Management. The A&R Operating Agreement gives Transferee the right to increase the size of the operating board of Lingo Management from one member selected by Lingo to five members with (x) Transferee designating two members, one of whom shall serve as an independent manager, (y) Lingo designating two members, one of whom shall serve as an independent manager, and (z) the Chief Executive Officer of Lingo Management serving as the fifth member (this step is hereinafter referred to as the “Change in Board Composition”). Upon occurrence of the Change in Board Composition, Lingo will relinquish sole control over Lingo Management with the change from a single-member board to a five-member board.

In addition, upon the occurrence of certain triggering events as set forth in the A&R Operating Agreement, the operating board of Lingo Management shall automatically reset and, upon such automatic reset, Transferee shall gain the right to designate all five members of the operating board of Lingo Management, a majority of which shall be independent managers (this step is hereinafter referred to as the “Board Reset”). Upon the occurrence of the Board Reset, Lingo will have no right to designate any member of the operating board of Lingo Management.

Upon the occurrence or non-occurrence of certain events relating to the repayment of debt and as set forth in the A&R Operating Agreement, the existing voting interest of Lingo will be cancelled, and Transferee’s non-voting interest will be converted automatically into the sole voting interest of Lingo Management (hereinafter referred to as the “Change in Voting Interest”). Upon the Change in Voting Interest, Transferee will hold all voting interests in Lingo Management.

Prior to the Change in Board Composition or the Board Reset, Lingo will continue to control Lingo Management through its ability to appoint the single member of the operating board of Lingo Management. After the completion of the Change in Board Composition or the Board Reset, the control of Lingo Management would be dictated by the composition of the operating board as described herein in accordance with the A&R Operating Agreement.

Accordingly, Applicants seek Commission approval for the potential Change in Board Composition, the Board Reset, and the Change in Voting Interest to the extent any or all of those changes are triggered pursuant to the A&R Operating Agreement along with any other aspect of the described series of transactions the Commission determines requires approval. For the Commission's reference, **Exhibit A** depicts the current control structure of Lingo Management and the control structure of Lingo Management in the event the Change in Board Composition, Board Reset and/or Change in Voting Interest 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, Licensees will continue to provide high-quality communications services to their customers without interruption and without immediate change in rates, terms, or conditions.

Customers will benefit from the extensive telecommunications experience and expertise of Transferee, which previously has invested in the telecommunications market. The financial, technical, and managerial resources that Transferee will bring to Licensees are expected to enhance their 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 provide the Applicants with any competitive advantage as the result of 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
5607 Glenridge Drive, NE, Suite 300	
Atlanta, GA 30342	
888-445-4646	

Licensees:

Lingo Management, LLC	FRN: 0025705617
Lingo Telecom of the Great Lakes, LLC	FRN: 0003732260
Lingo Telecom of the South, LLC	FRN: 0004319299
Lingo Telecom of the West, LLC	FRN: 0005044375
Lingo Communications South, LLC	FRN: 0003732260
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
Matrix Telecom, LLC	FRN: 0004333068
Matrix Telecom of Virginia, LLC	FRN: 0019661495
5607 Glenridge Drive, NE, Suite 300	

Atlanta, GA 30342
888-445-4646

Transferee:

Garrison LM LLC
1290 Avenue of the Americas, Suite 914
New York, NY 10104
212-372-9500

FRN: 0029046422

(b) Jurisdiction of Applicants:

Transferor: Lingo is a Georgia limited liability company

Licensees: Lingo Management is a Georgia 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
Matrix is a Texas limited liability company
Matrix Virginia is a Virginia limited liability company

Transferee: Garrison LM LLC 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: 866-255-0185
ckiser@cahill.com
acollins@cahill.com

With a copy to:

Alex Valencia
Vice President
Government Affairs & Compliance
Lingo Communications, LLC
400 East Las Colinas Blvd., Suite 500
Irving, TX 75039
Tel: 972-910-1720
Alex.Valencia@lingo.com

For Transferee to:

Catherine Wang
Brett Ferenchak

With a copy to:

Allison Adornato, Managing Director
Garrison Investment Group

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

1290 Avenue of the Americas
Suite 914
New York, NY 10104
Tel: 212-372-9576
Fax: 212-372-9525
aador nato@garrisoninv.com

(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 operate pursuant to that international Section 214 authority. 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, Lingo Management has registered and obtained FCC 499 Filer ID 831674.

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: Garrison LM LLC does not hold international or domestic Section 214 authority.

(h) (Answer to Questions 11 & 12) Licensees will continue to be wholly owned by Lingo Management upon completion of each of the Change in Board Composition, the Board Reset, and the Change in Voting Interest (see Exhibit A for additional details). The following entities will hold a 10% or greater indirect interest in Licensees, through Lingo Management, upon completion of each of the Change in Board Composition, the Board Reset, and the Change in Voting Interest:

(a) Interest in Lingo Management upon completion of the Change in Board Composition:

Name: Lingo Communications, LLC
Address: 5607 Glenridge Drive, NE, Suite 300
Atlanta, GA 30342
Citizenship: U.S. (Georgia)
Principal Business: Holding Company
% Interest: 100% voting interest with the right to appoint two of five members of the board, one of which will be independent; 0% non-voting interest

Name: Garrison LM LLC
Address: c/o Garrison Investment Group
1290 Avenue of the Americas, Suite 914
New York, NY 10104
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
% Interest: 0% voting interest; 100% non-voting interest with the right to appoint two of five members of the board, one of which will be independent

After the Change in Board Composition, no person or entity will have the ability to appoint a majority of the operating board and therefore there no person or entity will have *de facto* control of Lingo Management.

(b) Interest in Lingo Management upon completion of the Board Reset:

Name: Lingo Communications, LLC
Address: 5607 Glenridge Drive, NE, Suite 300
Atlanta, GA 30342
Citizenship: U.S. (Georgia)
Principal Business: Holding Company
% Interest: 100% voting interest in Lingo Management with no right to appoint any of the operating board; 0% non-voting interest in Lingo Management

Name: Garrison LM LLC
Address: c/o Garrison Investment Group
1290 Avenue of the Americas, Suite 914
New York, NY 10104
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
% Interest: 0% voting interest in Lingo Management; 100% non-voting interest in Lingo Management with the right to appoint all five members of the operating board, the majority of which shall be independent

To the extent the ability to appoint all of the operating board where the majority of the members are independent constitutes *de facto* control, Transferee will have *de facto* control of Lingo Management upon completion of the Board Reset.

(c) Interest in Lingo Management upon completion of the Change in Voting Interest:

Name: Garrison LM LLC (“Transferee”)
Address: c/o Garrison Investment Group
1290 Avenue of the Americas, Suite 914
New York, NY 10104
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
% Interest: 100% (sole member of Lingo Management and right to appoint the sole member of its operating board) upon Change in Voting Interest

(d) Ownership of Lingo: The ownership of Lingo is provided in **Exhibit B**.

(e) Ownership of Transferee: The following entities hold a ten percent (10%) or greater, direct or indirect, interest in Garrison LM LLC:

Name: Garrison Opportunity Fund III A LLC (“GOF-III-A”)
Address: c/o Garrison Investment Group
1290 Avenue of the Americas, Suite 914
New York, NY 10104
Citizenship: U.S. (Delaware)
Principal Business: Investment
% Interest: 64.25% (directly in Transferee)

Name: Garrison Opportunity Fund III A MM LLC
 (“GOF-III-A-MM”)
Address: c/o Garrison Investment Group
1290 Avenue of the Americas, Suite 914
New York, NY 10104
Citizenship: U.S. (Delaware)
Principal Business: Investment
% Interest: 64.25% (indirectly in Transferee as managing member of
(0% equity interest in) GOF-III-A)

Name: Garrison Opportunity Fund III A Holdings MM LLC
("GOF-III-A-Holdings")
Address: c/o Garrison Investment Group
1290 Avenue of the Americas, Suite 914
New York, NY 10104
Citizenship: U.S. (Delaware)
Principal Business: Investment
% Interest: 64.25% (indirectly in Transferee as managing member of
(100% equity interest in) GOF-III-A-MM)

Name: GOF II A Series A-2 LLC
Address: c/o Garrison Investment Group
1290 Avenue of the Americas, Suite 914
New York, NY 10104
Citizenship: U.S. (Delaware)
Principal Business: Investment
% Interest: 35.75% (directly in Transferee)

Name: Garrison Opportunity Fund II A LLC ("GOF-II-A")
Address: c/o Garrison Investment Group
1290 Avenue of the Americas, Suite 914
New York, NY 10104
Citizenship: U.S. (Delaware)
Principal Business: Investment
% Interest: 35.75% (indirectly in Transferee as 100% owner of (100%
voting interest in) GOF II A Series A-2 LLC)

Name: Garrison Opportunity Fund MM II A LLC
("GOF-MM-II-A")
Address: c/o Garrison Investment Group
1350 Avenue of the Americas
Suite 905
New York, NY 10019
Citizenship: U.S. (Delaware)
Principal Business: Investment
% Interest: 35.75% (indirectly in Transferee as managing member of
(0% equity interest in) GOF-II-A)

Name: Garrison Opportunity Fund II A Holdings MM LLC
("GOF-II-A-Holdings")
Address: c/o Garrison Investment Group
1350 Avenue of the Americas
Suite 905
New York, NY 10019
Citizenship: U.S. (Delaware)
Principal Business: Investment
% Interest: 35.75% (indirectly in Transferee as managing member of
(100% equity interest in) GOF-MM-II-A)

Joseph Tansey wholly owns GOF-III-A-Holdings and GOF-II-A-Holdings. Mr. Tansey is a U.S. citizen and can be reached at the same address as the Garrison Investment Group.

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 10% or greater interest in Licensees.

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. Licensees currently are affiliated with Primus Management ULC, a non-dominant foreign carrier in Canada. *See* WC Docket No. 18-216 & IB File No. ITC-T/C-20180712-00144. Upon completion of the Change in Voting Interest, Licensees will no longer be affiliated with Primus Management ULC.

(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 offer 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 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.

(ii) Transferee does not provide telecommunications services.

(iii) Transferee is not affiliated with any other telecommunications carriers.

(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 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.

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/ Brett P. Ferenchak

Catherine Wang
Brett P. Ferenchak
MORGAN, LEWIS & BOCKIUS LLP
1111 Pennsylvania Avenue, N.W.
Washington, DC 20004-2541
Tel: 202-739-3000
Fax: 202-739-3001
catherine.wang@morganlewis.com
brett.ferenchak@morganlewis.com

Counsel for Transferee

/s/ Chérie R. Kiser

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: 866-255-0185
ckiser@cahill.com
acollins@cahill.com

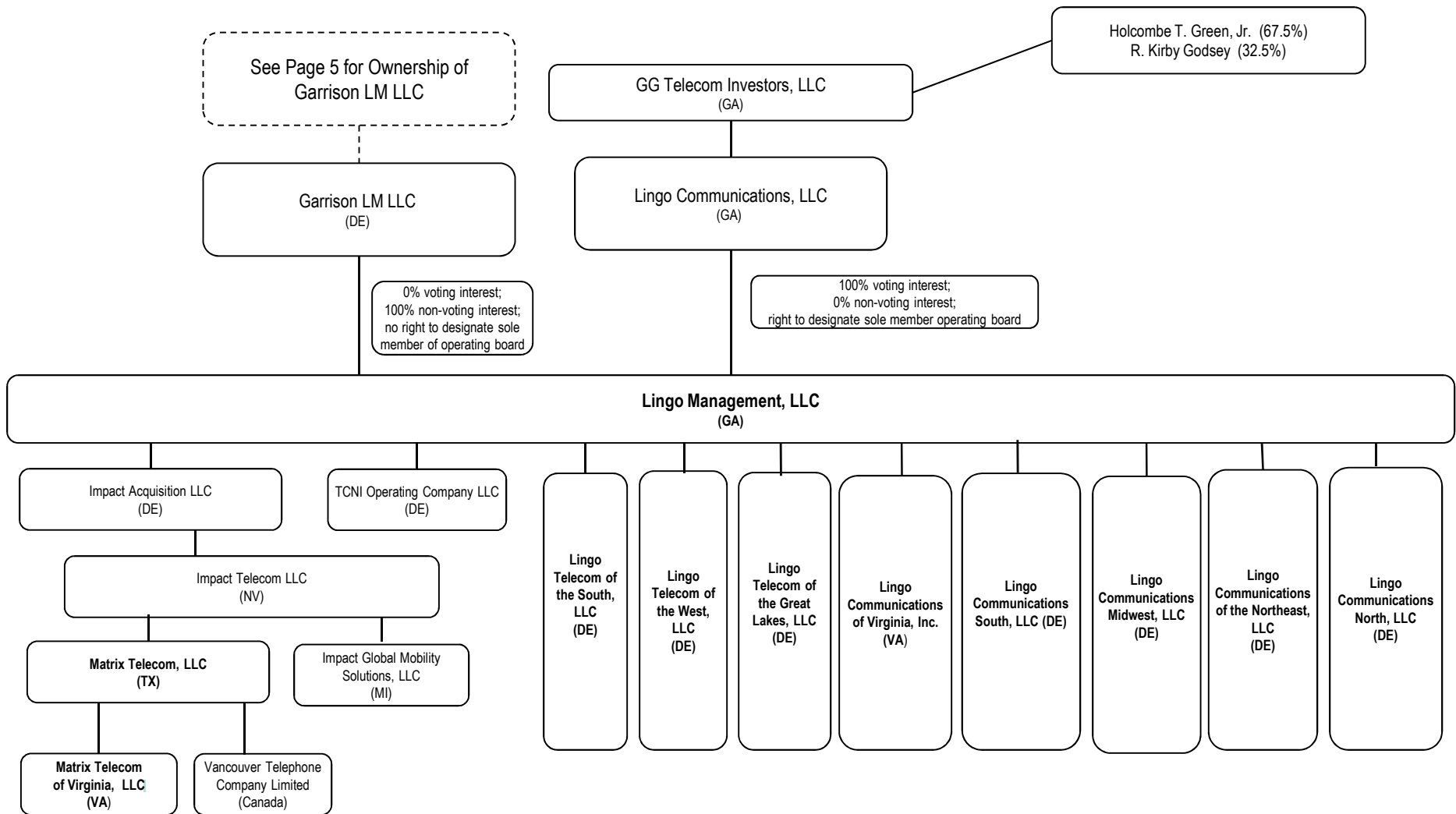
Counsel for Transferor and Licensees

Dated: December 16, 2019

EXHIBIT A

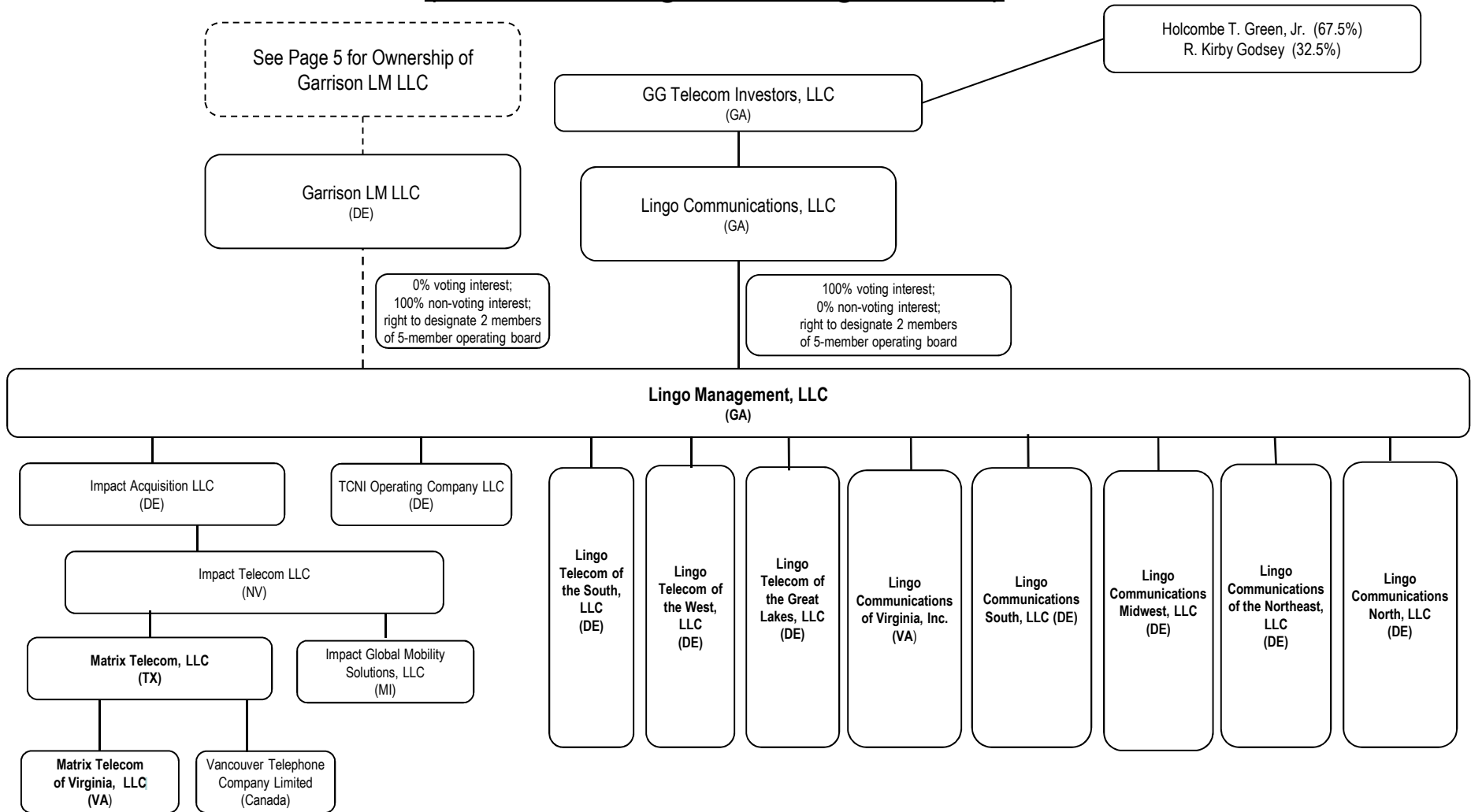
Current and Post-Transaction Control Structure of Licensees

Current Control Structure of Licensees



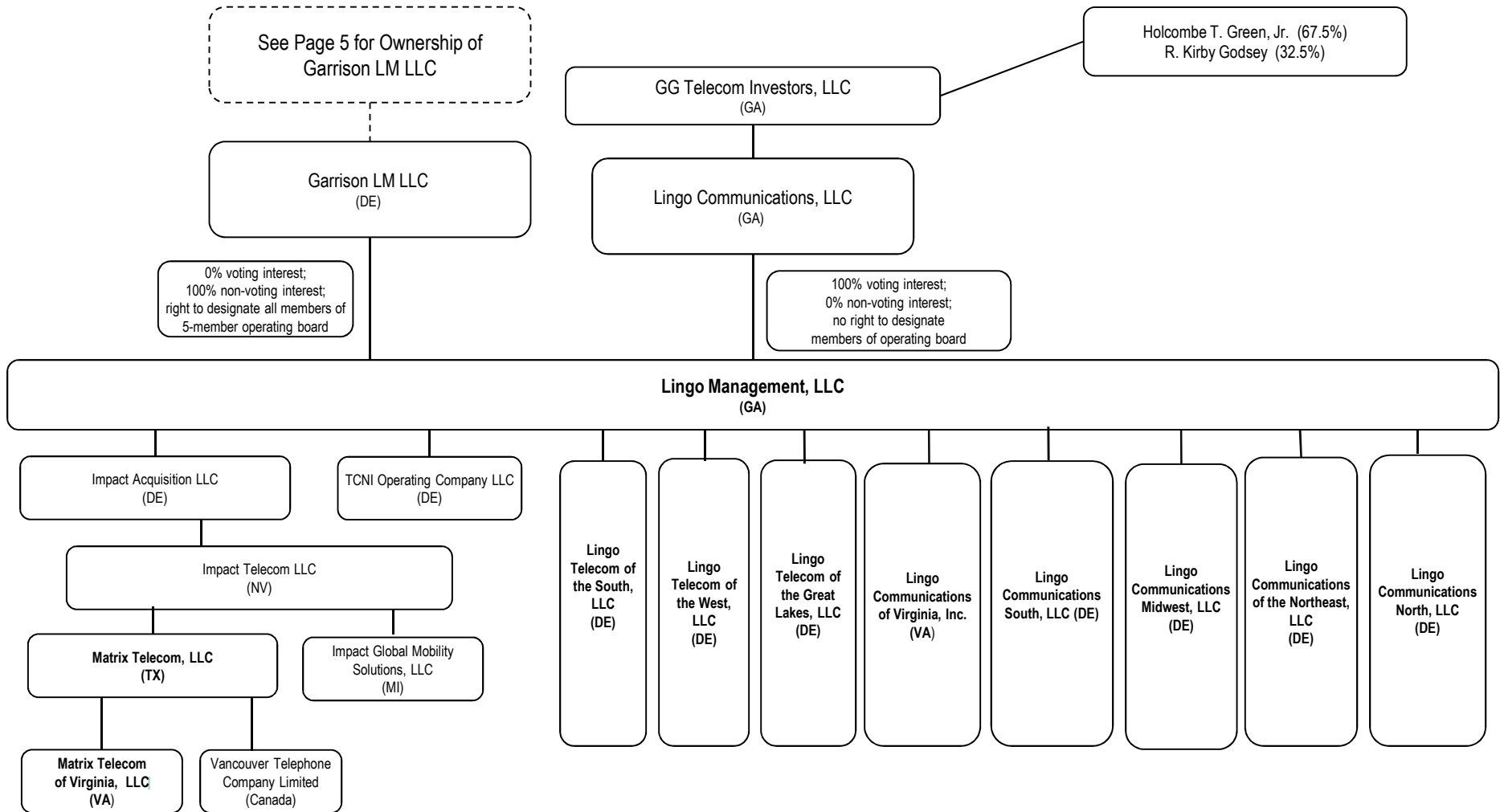
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Post-Change in Board Composition Control Structure of Licensees (without Change in Voting Interest)



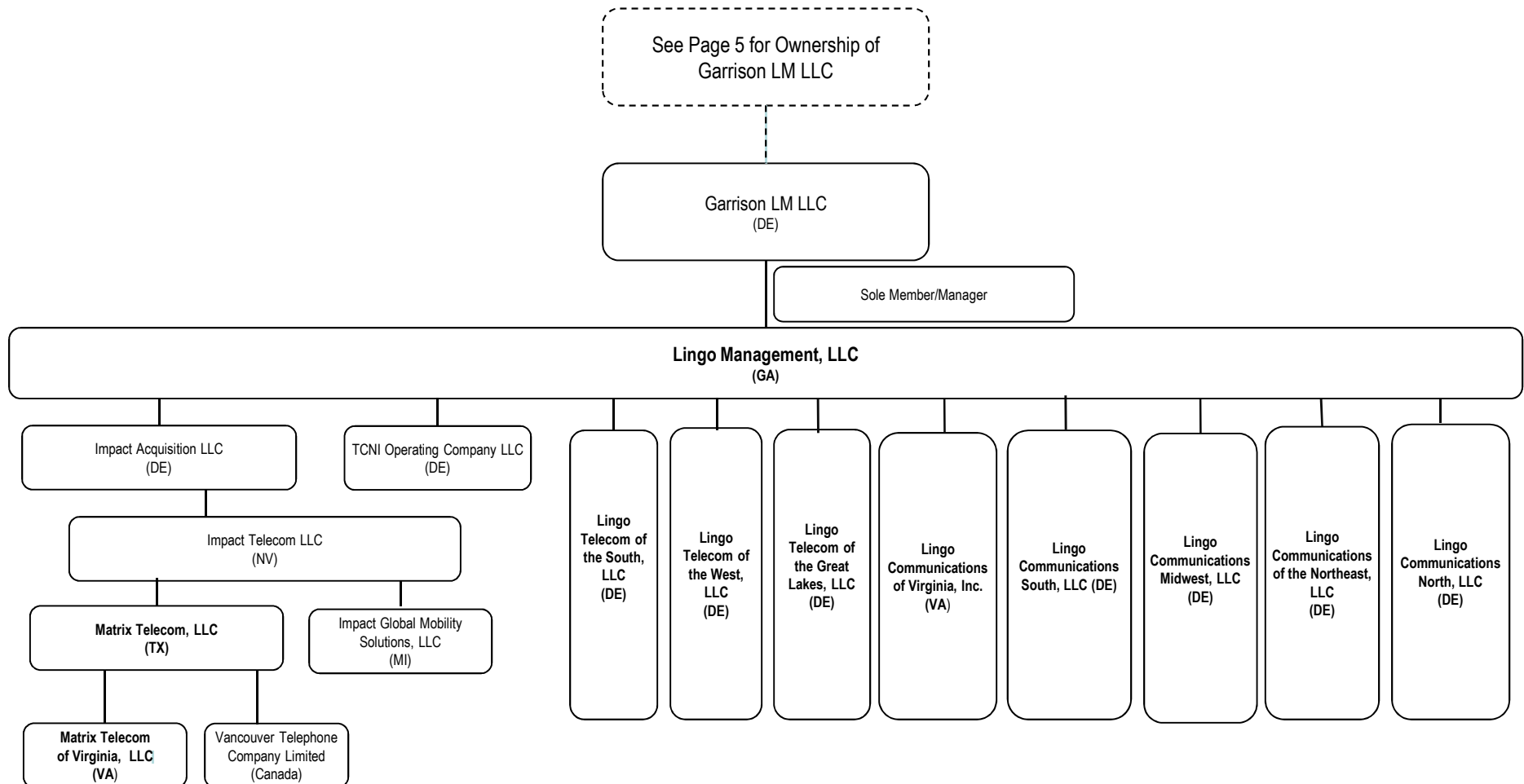
Unless otherwise indicated, all equity ownership and voting percentages are 100%.

Post-Board Reset Control Structure of Licensees (without Change in Voting Interest)



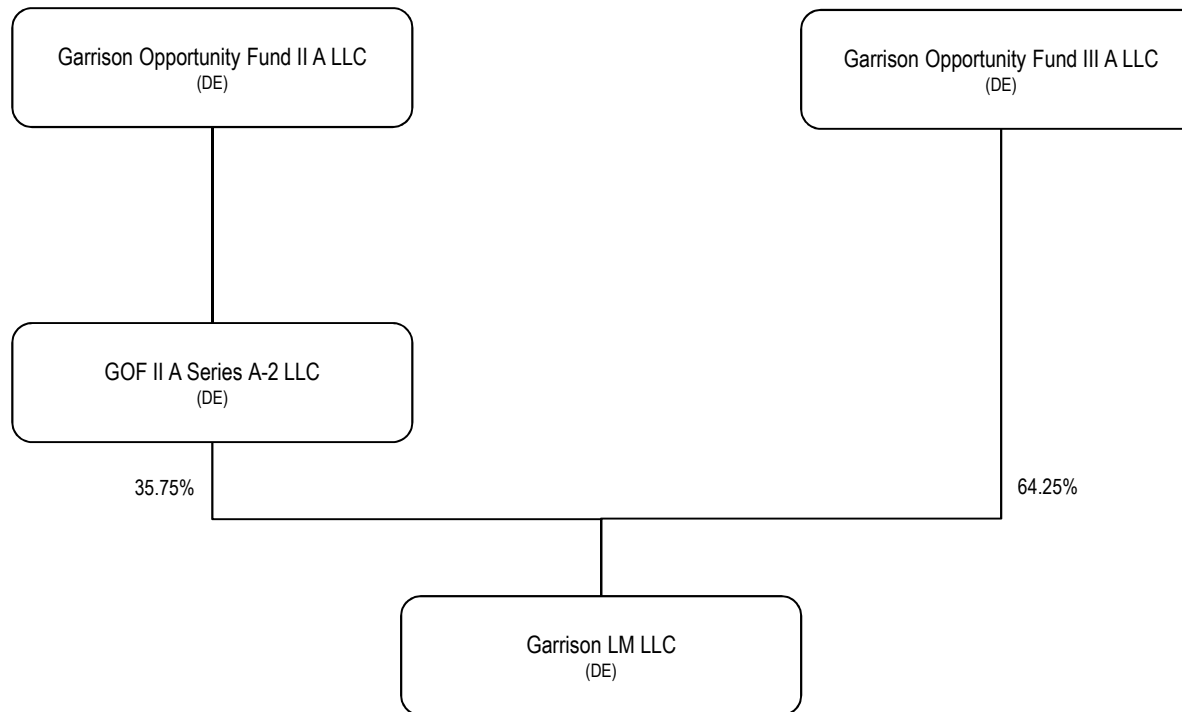
Unless otherwise indicated, all equity ownership and voting percentages are 100%.

Post-Transaction Control Structure of Licensees with Change in Voting Interest and Changes in Board Composition



Unless otherwise indicated, all equity ownership and voting percentages are 100%.

Ownership of Garrison LM LLC



Unless otherwise indicated, all equity ownership and voting percentages are 100%.

EXHIBIT B

Ownership of Lingo Communications, LLC

The following entities hold, directly or indirectly, a 10% or greater interest³ in Lingo Communications, LLC (“Lingo”):

Name: GG Telecom Investors, LLC
Address: 3060 Peachtree St., NW, Suite 1065
Atlanta, GA 30305
Citizenship: U.S. (Georgia)
Principal Business: Holding Company
% Interest: 100% (directly as owner of 100% of the membership interests 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: 67.5% indirectly in Lingo (as owner of 67.5% of the membership interests 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: 32.5% indirectly in Lingo (as owner of 32.5% of the membership interests of GG Telecom Investors, LLC)

Other than as set forth in this Exhibit, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in Lingo Communications, LLC.

³ Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

VERIFICATION

I, Brian McClintock, state that I am the Chief Financial Officer of Lingo Communications, LLC and 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.

A handwritten signature in black ink, appearing to read "Brian McClintock", written over a horizontal line.

Brian McClintock
Chief Financial Officer
Lingo Communications, LLC

Dated: December 16, 2019

VERIFICATION

I, Matthew Lambert, state that I am the Vice President and Secretary of Garrison LM LLC (the "Company"); that I am authorized to make this Verification on behalf of the Company; that I am familiar with the contents of the foregoing document; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 12 day of December, 2019.



Matthew Lambert
Vice President and Secretary
Garrison LM LLC