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CASE MANAGEMENT

JUL 25 2018

BOARD OF PUBLIC UTILITIES
TRENTON, NJ

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BOARD OF PUBLIC UTILITIES
TRENTON, NJ

June 1, 2018

Via Email (aida.camacho@bpu.nj.gov) and FedEx Overnight Mail

Aida Camacho-Welch, Secretary
Board of Public Utilities
44 South Clinton Avenue
3rd Floor, Suite 314
Trenton, NJ 08625

TM18070796

Re: I/M/O Verified Joint Petition of Lingo Communications, LLC, Birch Communications of the Northeast, LLC, TNCI Impact LLC, and Matrix Telecom, LLC for Approval of the Proposed Transfer of Indirect Control of Matrix Telecom, LLC to Lingo Communications, LLC
Our File No. 41049.1200

Dear Secretary Camacho-Welch:

On behalf of Petitioners, Lingo Communications, LLC, Birch Communications of the Northeast, LLC, TNCI Impact LLC, and Matrix Telecom, LLC, enclosed please find an original and 11 copies of their Joint Verified Petition in connection with the above-captioned matter.

It would be appreciated if you would kindly date stamp the extra copy of this letter and said Petition as "FILED" and return the documents in the self-addressed stamped envelope enclosed herein for your convenience.

As always, should you require any further information, please do not hesitate to contact me.

I thank you for your kind attention.

Very truly yours,

Dennis Linken /dp

Dennis C. Linken
For the Firm

DCL/dp

enc.

CMS
LEGAL
DTC
RPA
L. GILBERT
H. Brand
TELECOM (3)
ECONOMIST

cc: Lawanda R. Gilbert, Director (w/enc. - lawanda.gilbert@bpu.nj.gov - and FedEx)
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4839-6626-8014, v. 1

STATE OF NEW JERSEY
BOARD OF PUBLIC UTILITIES

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BOARD OF PUBLIC UTILITIES
TRENTON, NJ

Docket No. _____

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CASE MANAGEMENT

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BOARD OF PUBLIC UTILITIES
TRENTON, NJ

I/M/O Verified Joint Petition of

**Lingo Communications, LLC,
Birch Communications of the Northeast,
LLC, TNCI Impact LLC,
and
Matrix Telecom, LLC**

for Approval of the Proposed Transfer of
Indirect Control of Matrix Telecom, LLC to
Lingo Communications, LLC

VERIFIED JOINT PETITION

Lingo Communications, LLC (“Transferee” or “Lingo”), Birch Communications of the Northeast, LLC (“Birch-NE”), TNCI Impact LLC (“Transferor”), and Matrix Telecom, LLC (“Matrix”) (collectively, the “Petitioners”), by their undersigned representatives and pursuant to N.J.S.A. 48:2-51.1 and N.J.S.A. 48:3-10, and the regulations of the Board of Public Utilities (“Board”), hereby request Board approval, to the extent required, for the transfer of indirect control of Matrix to Transferee (the “Transaction”) and related transactions.¹

In support of this Petition, Petitioners provide the following information:

I. DESCRIPTION OF THE PETITIONERS

**A. Lingo Communications, LLC and
Birch Communications of the Northeast, LLC**

Transferee is a Georgia limited liability company, with a principal office at 3060 Peachtree Road, NW, Suite 1065, Atlanta, GA 30305. Transferee is a wholly owned, direct subsidiary of GG Telecom Investors, LLC (“GG Telecom”), a Georgia limited liability company. GG Telecom is owned by Holcombe T. Green, Jr. (66.5%) and R. Kirby Godsey (33.5%).

¹ A separate Petition seeking approval for Matrix and Birch-NE to participate in certain financing arrangements concurrently with or following completion of the Transaction (as defined below) (the “Financing Petition”) is being filed concurrent with this Petition.

Lingo is a holding company and does not provide telecommunications services or hold any Board authorizations. Birch-NE, a Delaware limited liability company, is an indirect wholly owned subsidiary of Lingo and is authorized in New Jersey to provide facilities-based and resold local exchange and intrastate interexchange telecommunications services pursuant to an Order granted in Docket No. TE17121242 on May 22, 2018. Birch-NE also holds authority from the Federal Communications Commission (“FCC”) to provide domestic interstate and international telecommunications services.

Together, Transferee and Birch-NE have no employees located in New Jersey.

B. TNCI Impact LLC and Matrix Telecom, LLC

Matrix is a Texas limited liability company and wholly owned, indirect subsidiary of Transferor. Transferor is a Delaware limited liability company that is 90% owned by Garrison TNCI LLC and 10% owned by Impact Telecom Holdings, Inc. The corporate headquarters of Matrix and Transferor is located at 9000 E Nichols Ave., Suite 230, Englewood, Colorado 80112.

Matrix and its affiliates (collectively, “Impact Telecom”) provide intrastate, interstate and international telecommunications services to residential, business and carrier customers throughout the United States. In New Jersey, Matrix is authorized to provide facilities-based competitive local exchange telecommunications service pursuant to an Order of Approval issued in Docket No. TE06120898 on April 13, 2007. Matrix also holds authority from the FCC to provide domestic interstate and international telecommunications services.

Impact Telecom has approximately two employees located in New Jersey.

III. DESCRIPTION OF THE TRANSACTIONS

Pursuant to the terms of a Securities Purchase Agreement (the “Agreement”) dated as of July 3, 2018, by and between Transferor and Lingo, Lingo will acquire all issued and outstanding membership interests of Impact Acquisition, LLC, a Delaware limited liability company and an indirect parent of Matrix. Impact Acquisition, LLC and its subsidiaries, including Matrix, will be held by Lingo Management, LLC, which is a wholly owned subsidiary of Lingo. As a result, indirect ownership of Matrix will be transferred to Lingo.

Additionally, Petitioners request authority for Lingo, only after the closing of the Transaction, to eliminate Impact Telecom, LLC from the chain of ownership of Matrix (the “Post-Transaction *Pro Forma* Change”) resulting in Matrix becoming a wholly owned, direct subsidiary of Impact Acquisition, LLC. Since Matrix is currently a wholly owned, indirect subsidiary of Impact Acquisition, LLC, the Post-Transaction *Pro Forma* Change will not change the ultimate post-Transaction ownership of Matrix and is pro forma in nature. This Post-Transaction *Pro Forma* Change will have no effect on Matrix, its customers or its operations, but eliminating the additional intermediate holding company will streamline recordkeeping and reporting among other benefits.

For the Board’s reference, Exhibit A depicts the current, post-closing and Post-Transaction *Pro Forma* Change entity ownership structure of Petitioners.

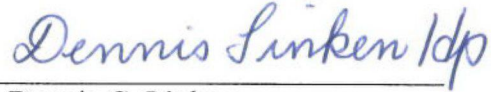
V. PUBLIC INTEREST CONSIDERATIONS

Petitioners submit that the Transaction is in the public interest. The Transaction will bring together two enterprises that have demonstrated a long-standing commitment to excellence in a highly competitive marketplace. Customers of the combined company will benefit from the extensive telecommunications experience and expertise of the combined company. The financial, technical, and managerial resources that Transferee and Birch-NE will bring to Matrix (and

VI. CONCLUSION

For the foregoing reasons, Petitioners submit that the public interest, convenience, and necessity would be furthered by grant of this Petition.

Respectfully submitted,

Handwritten signature of Dennis C. Linken in blue ink.

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Counsel for Petitioners

Dated: July 24, 2018