

Exhibit 3

FCC Application for Consent to Transfer Control of Domestic Section 214 Authorization.

have no adverse effects upon competition. The proposed Transaction will transfer control to 46 Labs, a company managed by individuals with extensive experience in the telecommunications industry. The Transaction will benefit customers by providing additional resources and support to improve existing infrastructure and deploy additional services. The Transaction will not result in any harm to existing customers, so the Commission should find that the Transaction will serve the public interest.

The Applicants provide below the information required by section 63.04(a) of the Commission's Rules, 47 C.F.R. § 63.04(a).

(a)(1) Name, address, and telephone number of each Applicant:

Lingo Management, LLC **FRN: 0025705617**
25925 Telegraph Rd., Suite 210
Southfield, MI 48033
972-910-1900

Impact Telecom, LLC **FRN: 0013619408**
25925 Telegraph Rd., Suite 210
Southfield, MI 48033
972-910-1900

46 Labs, LLC **FRN: 0034155770**
1503 E. 19th St, Edmond, OK, 73013
888-646-5227
512-831-3664

(a)(2) Government, State, or Territory Under the Laws of Which Each Applicant is Organized.

Lingo is a Delaware limited liability company. Impact is a Nevada limited liability company. 46 Labs is an Oklahoma limited liability company.

(a)(3) Correspondence concerning the Application should be sent to:

For Impact and Lingo:

Philip J. Macres
Allen C. Zoracki
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pmacres@kleinlawpllc.com
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With a copy to:

Alex Valencia
Chief Compliance Officer
Lingo
25925 Telegraph Rd., Suite 210
Southfield, MI 48033
alex.valencia@lingo.com

For 46 Labs:

Jason Danowsky
Foster Danowsky, LLP
904 West Ave. Ste. 107
Austin, TX 78701
(512) 708-8700
jdandowsky@fosterdanowsky.com

(a)(4) Name, address, citizenship, and principal business of entities that own at least ten percent (10%) of the equity of the applicants.

For Lingo:

Shareholder	%	Address	Citizenship	Principal Business
B. Riley Principal Investments, LLC (“BRPI”)	100 (direct)	30870 Russell Ranch Road, Suite 250, Westlake Village, CA 91362	United States	Financial Services
B. Riley Financial, Inc. (“B. Riley”)	100 (indirect)	299 Park Avenue, 7 th Floor, New York, NY 10171	United States	Financial Services
Bryant R. Riley, co-CEO and Chairman of the Board, B. Riley	23 (indirect)	11100 Santa Monica Boulevard, Suite 800, Los Angeles, CA 90025	United States	n/a

No other individual or entity, directly or indirectly, holds 10% or more equity or voting interest of Lingo.

For Impact:

Shareholder	%	Address	Citizenship	Principal Business
Lingo Management, LLC	100	25925 Telegraph Rd., Suite 210 Southfield, MI 48033	United States	Telecommunications

Aside from those noted above for Lingo, no other individual or entity, directly or indirectly, holds 10% or more equity or voting interest of Impact.

For 46 Labs:

Shareholder	%	Address	Citizenship	Principal Business
Trevor Francis, CEO	55.096	1503 E. 19th St, Edmond, OK, 73013	United States	Telecommunications
VPH Investments LTD LLC	28.059	1503 E. 19th St. Edmond, OK 73013	United States	n/a

No other individual or entity, directly or indirectly, holds 10% or more equity or voting interest of 46 Labs. 46 Labs does not have any interlocking directorates with any foreign carrier.

(a)(5) Certification Pursuant to 47 C.F.R. §§ 1.2001 through 1.2003.

Applicants certify pursuant to §§1.2001 through 1.2003 that no party to this Application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.¹

(a)(6) Description of the Transaction.

A. Description of the Applicants

(i). Lingo Management, LLC

Lingo is a holding company and is the 100% direct parent of Impact. While Lingo holds international Section 214 authority under IB File No. ITC-214-20160630-00180, it does not itself provide any telecommunications services under this authorization or otherwise. Lingo does not

¹ See 21 U.S.C. § 853.

hold any other authorizations from any state authority for the provision of telecommunications services.

Lingo is 100% directly owned by B. Riley Principal Investments, LLC (“BRPI”), a financial-services holding company. BRPI is 100% owned by B. Riley Financial, Inc., a public traded Delaware corporation (NASDAQ: RILY), a diversified financial services company. Bryant R. Riley, a U.S. citizen, beneficially owns approximately 23% of the outstanding shares of B. Riley.

(ii). **Impact Telecom, LLC**

Impact provides and will continue to provide wholesale interexchange long-distance services to wholesale customers. The customers are other carriers which are large business/large organizations. Impact previously operated as a local and long-distance carrier. In 2014, Impact completed a consolidation project moving all its telecommunications operations under its subsidiaries Matrix Telecom, LLC and Americatel Corporation, becoming strictly a non-operating parent holding company until it was purchased by Lingo Management, LLC in 2019. After this purchase, Matrix Telecom, LLC began providing wholesale interexchange long-distance services to wholesale customers under the Impact tradename. Under a recent reorganization, Impact again began providing wholesale interexchange long-distance services to wholesale customers. Impact provides no other services subject to a domestic 214 authority, and Impact’s provision of these services is the basis for the underlying transaction. Impact currently provides international services through its parent company Lingo’s above-referenced international authority; however, upon the closing of the transaction, all international services will be provided through the authority of 46 Labs’ subsidiary, Versatel LLC, IB File No. ITC-214-20220113-00013.

(iii). **46 Labs, LLC**

46 Labs was formed on February 1, 2012. Trevor Francis, who is the Chief Executive Officer and Founder of 46 Labs, directly owns 55.096 percent of 46 Labs. Mr. Francis is a U.S. citizen. VPH Interests LTD LLC, an investment vehicle, directly owns 28.059 percent of 46 Labs. Daniel Howard, who is General Counsel, indirectly owns 8.42 percent of 46 Labs through his ownership of VPH Interests LTD LLC. Mr. Howard is a U.S. citizen.

46 Labs is the world's connectivity orchestration company. It enables its clients to ease their operational burdens and expand their reach across any connectivity medium. 46 Labs provides voice, data, and messaging services to industry-leading organizations in the healthcare, finance, retail, transportation, manufacturing, government, and education sectors.

B. Description of the Transaction

Pursuant to the terms of a Membership Interest Purchase Agreement, 46 Labs will acquire control of Impact. The Transaction entails a change in the ultimate equity ownership of Impact, but there will be no sale of operating assets, account receivables, or other assets of Impact. After consummation of the Transaction, Impact will continue to exist and operate under the same name and will continue to provide service pursuant to then-existing rates, terms, and conditions for the near term. Any future changes to the rates, terms, and conditions of service will be undertaken pursuant to customers' contracts, tariffs, and applicable law. No carrier change charges will result from the Transaction, and no customer service or billing contact information will exchange hands as a result of the Transaction.

Charts depicting the pre- and post-Transaction equity and voting structure of Impact are attached as Exhibit A.

(a)(7) Description of Geographic Service Area and Services in Each Area.

As indicated under item (a)(6)(A)(ii) above, Impact provides wholesale interexchange service to other carriers throughout the United States. Impact provides domestic, interstate interexchange services in all 50 states. Impact currently has or is pursuing licenses from state regulatory authorities to provide domestic, intrastate interexchange services, where such licenses are required. Impact intends to provide intrastate interexchange services in all 50 states upon receipt of all such required licenses.

(a)(8) Presumption of Non-Dominance and Qualification for Streamlining.

This Application is eligible for streamlined processing of a domestic transfer of control application pursuant to section 63.03(b)(2)(ii) of the Commission's Rules because (1) following consummation of the proposed Transaction, Transferee and its affiliates will have less than a 10 percent share of the interstate, interexchange market; (2) Transferee and its affiliates would provide competitive telephone exchange services or exchange access services (if at all) exclusively in areas served by a dominant local carrier not a party to the Transaction; and (3) neither of the Applicants are dominant carriers with respect to any service.

(a)(9) Other FCC Applications Related to the Proposed Transaction.

None.

(a)(10) Special Considerations.

None.

(a)(11) Waiver Requests.

None.

(a)(12) Public Interest Statement.

Pursuant to section 214 of the Act, the Commission will approve a proposed transfer of control of an authorization if it concludes that, after considering the record before it, doing so

would serve the public interest, convenience, and necessity.² The Commission will inquire whether the proposed transaction complies with relevant provisions of the Act, other applicable statutes, and the Commission's Rules, including whether the proposed transferee is qualified to hold the authorizations.

Consistent with these rules and precedents, the Applicants respectfully submit that the proposed Transaction is in the public interest and this Application warrants approval. 46 Labs has both the necessary industry experience and requisite financial means to take on the responsibility of owning the company. 46 Labs and Impact are not assuming any debt obligations in connection with the Transaction, and the Transaction will not increase Impact's costs to deploy service or negatively affect its deployment timetable. The Transaction therefore will serve the public interest because it will not result in any harms to Impact's existing customers and the infusion of capital and managerial resources resulting from the Transaction will benefit the public by enhancing Impact's ability to provide the proposed services.

46 Labs intends not only to maintain Impact's excellent technical and operational standards, but also to strive to enhance them following the Transaction. Given 46 Labs' extensive experience in the telecommunications industry, the Transaction will not result in any harms to customers.

Finally, the Transaction poses no threat to competition in the United States: since 46 Labs does not currently provide the same services that Impact does and will continue to provide, there will be no reduction in competition as a result of the Transaction. Because there will be no reduction in competitors, and there will be no negative effect on competition in the

² 47 U.S.C. § 214. *See, e.g., Applications of Level 3 Communications, Inc. and CenturyLink, Inc.*, Memorandum Opinion and Order, WC Docket No. 16-403, FCC 17-142, ¶¶ 8-11 (rel. Oct. 30, 2017) (describing the Commission's standard of review for proposed transfers of control).

communications market, the Applicants submit that approval of this Transaction will serve the public interest.

C. CONCLUSION

Based on the foregoing, the Applicants respectfully submit that grant of this Application will serve the public interest, convenience, and necessity.

Respectfully submitted,

**Lingo Management, LLC and
Impact Telecom, LLC**

/s/

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/s/

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LIST OF EXHIBITS

VERIFICATIONS
EXHIBIT A – Pre- and Post-Transaction Ownership Charts

VERIFICATION

I, Alex Valencia, state that I am the Chief Compliance Officer of Impact Telecom, LLC; that I am authorized to make this Verification on behalf of Impact Telecom, LLC; that the foregoing application was prepared under my direction and supervision; and that the contents 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 11th day of March, 2024.




Alex Valencia

VERIFICATION

I, Trevor Francis, state that I am the Chief Executive Officer of 46 Labs, LLC; that I am authorized to make this Verification on behalf of 46 Labs, LLC; that the foregoing application was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

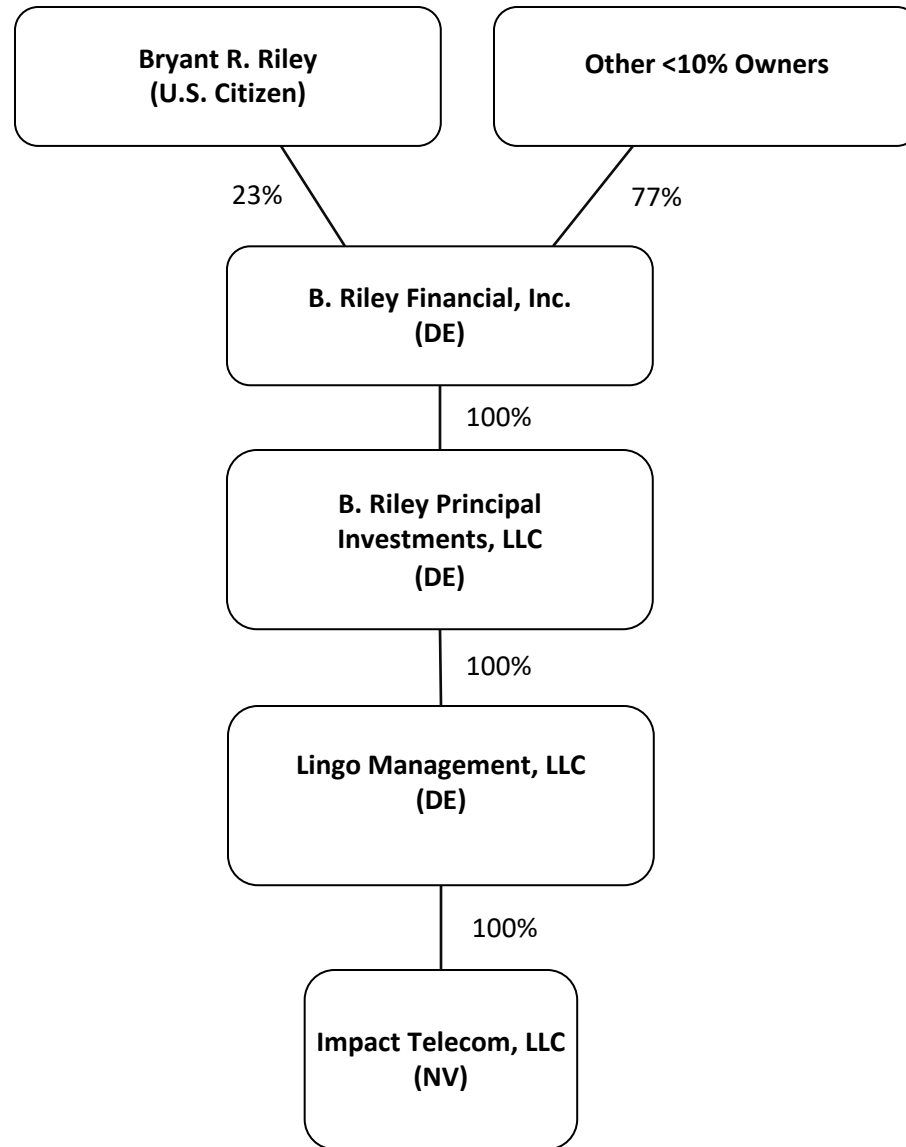
I declare under penalty of perjury that the foregoing is true and correct. Executed this 13th day of March, 2024



Trevor Francis

Exhibit A

Pre-Close Organizational Chart – Impact Telecom, LLC



Post-Close Organizational Chart – Impact Telecom, LLC

