

24-00054

BEFORE THE TENNESSEE REGULATORY AUTHORITY

**IN THE MATTER OF THE APPLICATION
OF RIPPLE FIBER TENNESSEE LLC
FOR A CERTIFICATE TO PROVIDE
COMPETING LOCAL
TELECOMMUNICATION SERVICES**

**APPLICATION FOR CERTIFICATE TO PROVIDE
COMPETING LOCAL TELECOMMUNICATIONS SERVICES**

Pursuant to applicable Tennessee Statutes and the Rules and Regulations of the Tennessee Regulatory Authority and Section 253 of the Federal Telecommunications Act of 1996 (“Act”), Ripple Fiber Tennessee LLC (“Ripple Fiber”) respectfully requests that the Tennessee Regulatory Authority (“TRA”) grant to Ripple Fiber authority to provide competing local telecommunications services, including exchange access telecommunications services, within the State of Tennessee. Ripple Fiber is willing and able to comply with all applicable rules and regulations in Tennessee pertaining to the provision of competing local telecommunications services. TCA 65-4-201

In support of its Application, Ripple Fiber submits the following:

1. The full name and address of the Applicant is:

Ripple Fiber Tennessee LLC
6000 Fairview Road, Southpark
Charlotte, North Carolina, 28014
Telephone: (470) 807-0922

Questions regarding this application should be directed to:

Craig A. Gilley, Esq.
600 Massachusetts Ave.
Washington, District of Columbia 20001
Telephone: (202) 344-4434

Contact name and address at the Company is:

Lance Van der Spuy
President
Ripple Fiber LLC
6000 Fairview Road, Southpark
Charlotte, North Carolina, 28014
Telephone: (470) 807-0922

2. Organizational Chart of Corporate Structure: Include any pertinent acquisition or merger information.

See **Exhibit A**

3. Corporate information:

Ripple Fiber Tennessee LLC was incorporated in the state of Delaware on May 20, 2024. A copy of Ripple Fiber's Articles of Incorporation and amendments are provided in **Exhibit B**. A copy of Ripple Fiber's Authority to transact business in the State of Tennessee is provided in **Exhibit C**. The names and addresses of the principal corporate officers are in **Exhibit D**. There are no officers in Tennessee. The biographies of the principal officers and any other key technical staff are in **Exhibit E**.

4. Ripple Fiber possesses the managerial, technical, and financial ability to provide local telecommunications service in the State of Tennessee as demonstrated below:

A. Financial Qualifications:

In support of its financial qualifications, Ripple Fiber submits the year-end 2023 Income Statement, Balance Sheet, and Cash Flow Statement in Confidential **Exhibit F**.

Exhibit F summarizes the recent financial performance of the parent company Ripple Fiber LLC. These include income statements, balance sheets, and statement of cash flows for year-end 2023. Thus, Ripple Fiber asserts that it has the financial resources necessary to operate as a competitive local service provider in Tennessee.

Ripple will own and operate equipment facilities in Tennessee with a value of more than \$5,000,000 and are therefore exempt from the corporate surety bond requirement.

B. Managerial Ability:

As shown in **Exhibit E** to this Application, Ripple Fiber has the managerial expertise to successfully operate a telecommunications enterprise in Tennessee. As described in the attached biographical information, Ripple Fiber's management team has extensive management and business experience in telecommunications.

C. Technical Qualifications:

Ripple Fiber services will satisfy the minimum standards established by the TRA. The company will file and maintain tariffs in the manner prescribed by the TRA and will meet minimum basic local standards, including quality of service and billing standards required of all LEC'S regulated by the TRA. Applicant will not require customers to purchase CPE, which cannot be used with the Incumbent Local Exchange Carrier's systems. As noted in the biographies Exhibit E of the principal officers, there are two officers with engineering backgrounds and several years of telecommunications expertise. Thus, Ripple Fiber is certainly technically qualified to provide local exchange service in Tennessee.

5. Proposed Service Area:

Ripple Fiber is already authorized to provide telecommunications services in North Carolina, South Carolina, Georgia and Michigan. Additionally, Ripple Fiber has pending applications for authority in California, New Mexico, Illinois and Massachusetts. Ripple Fiber intends to offer services statewide in Tennessee, to the extent open to competition.

6. Types of Local Exchange Service to be provided:

Ripple Fiber plans to offer facilities based and resold local exchange services and unregulated services to both residential customers and business customers. Those services will be provided via (1) Ripple's own facilities, (2) commercial wholesale agreements with incumbents, or (3) a combination thereof. The facilities based regulated and unregulated services will include, but not be limited to; local exchange and extended area service, toll restriction, caller ID services, telephone number porting, E-911 emergency services, operator services, private line and special access services, broadband services, and transport services.

7. Repair and Maintenance:

Ripple Fiber understands the importance of effective customer service for local service customers. Ripple Fiber has made arrangements for its customers to call the company at its toll-free customer service number 1-800-359-5767. In addition, customers may contact the company in writing at the headquarters address, as well as via email at support@ripplefiber.com. The toll free number will be printed on the customer's monthly billing statements. The Tennessee contact person knowledgeable about providers operations is Mike Banda, Director of Customer Experience, referenced in Exhibit E.

Grant of the Application will further the goals of the Tennessee Legislature and further the public interest by expanding the availability of competitive telecommunications services in the State of Tennessee. In addition, intrastate offering of these services is in the public interest because the services will provide Tennessee customers increased efficiencies and cost savings. Authorizing Ripple Fiber to provide local exchange telecommunications services will enhance materially the telecommunications infrastructure in the State of Tennessee and will facilitate economic development.

In particular, the public will benefit both directly, through the use of the competitive services to be offered by Ripple Fiber and indirectly, because Ripple Fiber's presence in Tennessee will increase the incentives for other telecommunications providers to operate more efficiently, offer more innovative services, reduce their prices, and improve their quality of service. Grant of this Application will further enhance the service options available to Tennessee citizens for the reasons set forth above.

8. Small and Minority-Owned Telecommunications Business Participation Plan:
(65-5-112): Exhibit G

9. Toll Dialing Parity Plan:

Not applicable. The Company does not intend to provide switched services.

Applicant has served notice of this application to the eighteen (18) incumbent local exchange telephone companies in Tennessee with a statement regarding the company's intention of operating geographically. See **Exhibit H** for the list.

10. Numbering Issues:

(a) What is your company's expected demand for NXXs per NPA within a year of approval of your application?

Not applicable.

(b) How many NXXs do you estimate that you will request when you establish your service footprint?

Not applicable.

(c) When and in what NPA do you expect to establish your service footprint?

Not applicable.

(d) Will the company sequentially assign telephone numbers within NXXs?

Not applicable.

(e) What measures does the company intend to take to conserve Tennessee numbering resources?

Not applicable.

(f) When ordering new NXXs for growth, what percentage fill of an existing NXX does the company use to determine when a request for a new NXX will be initiated?

Not applicable.

11. Tennessee Specific Operational Issues:

(a) How does the company intend to comply with T.C.A. § 65-21-114? In its description, please explain technically how the company will not bill for countywide calls within Tennessee.

Not applicable. Ripple Fiber will not provide switched services.

(b) Is the company aware of the Tennessee County Wide Calling database maintained by AT&T-Tennessee and the procedures to enter your telephone numbers in the database.

Ripple Fiber is aware of the database but this is not applicable. Ripple Fiber will not provide switched services and will not obtain telephone numbers for customers.

(c) Is your company aware of the local calling areas provided by the Incumbent Local Exchange Carriers in your proposed service area?

Yes. Ripple Fiber is aware of the local calling areas provided by the Incumbent Local Exchange Carriers within Tennessee but does not intend to provide switched services.

(d) Explain the procedures that will be implemented to assure that your customers will not be billed long-distance charges for calls within the metro calling area.

Not applicable.

(e) Please provide the name and telephone number of an employee of your company that will be responsible to work with the TPUC in resolving customer complaints.

Name: Josh Runyan

Title: Regulatory Contact

Address: 6000 Fairview Road, Suite 300, SouthPark Towers, Charlotte, NC, 28014

Telephone: 704-989-3217

Email: Josh@ripplefiber.com

(f) Does the company intend to telemarket its service in Tennessee? If yes, is the company aware of the telemarketing statutes and regulations found in T.C.A. § 65-4-401 *et seq.* and Chapter 1220-4-11?

Ripple Fiber is aware of the telemarketing statutes and regulations of Tennessee.

12. Miscellaneous:

A. Sworn Pre-filed testimony: **Exhibit I**

B. Applicant does not require customer deposits

C. As of now, Ripple Fiber has not been subject to complaints in any of the states in

which we are doing business.

D. Tariffs:

Applicant intends to operate pursuant to market regulation and will not provide exchange access services. Accordingly, the Company is not submitting a switched access services tariff.

CONCLUSION:

Ripple Fiber respectfully requests that the TRA enter an order granting it a certificate of convenience and necessity to operate as a competing telecommunications service provider and authority to provide a full range of local exchange on a facilities-based and resale basis throughout the State of Tennessee in the service areas of Bell South, GTE and Sprint and any other ILEC that does not enjoy a rural exemption under Section 251(f) of the Telecommunications Act of 1996. For the reasons stated above, Ripple Fiber's provision of these services would promote the public interest by providing high-quality service at competitive prices and by creating greater economic incentives for the development and improvement for all competing providers.

Respectfully submitted this 22 day of August, 2024

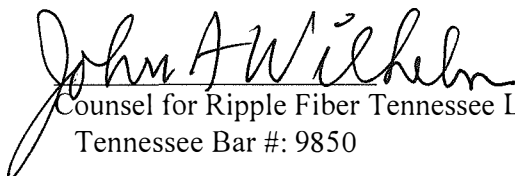

Counsel for Ripple Fiber Tennessee LLC
Tennessee Bar #: 9850

Exhibit A

Organizational Chart

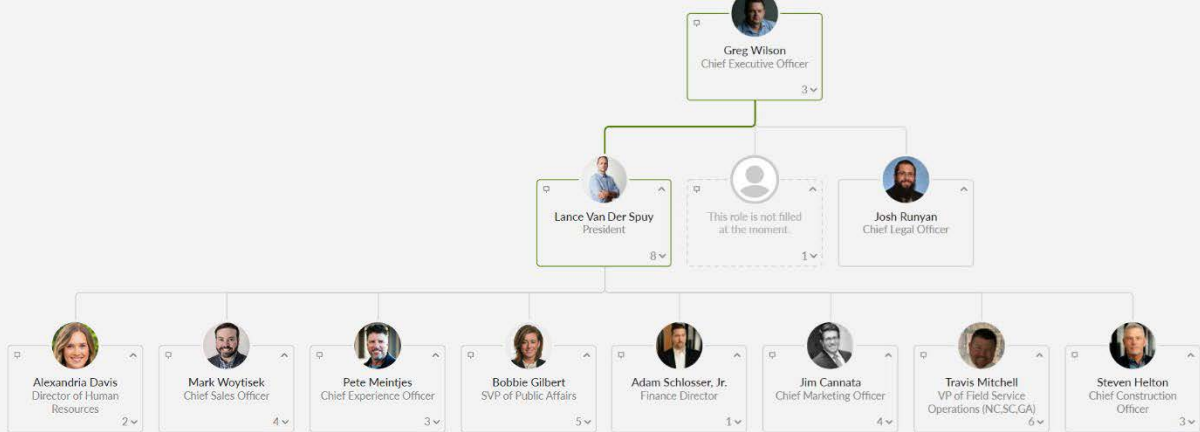


Exhibit B

Articles of Incorporation

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RIPPLE FIBER TENNESSEE LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF JULY, A.D. 2024.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RIPPLE FIBER TENNESSEE LLC" WAS FORMED ON THE TWENTIETH DAY OF MAY, A.D. 2024.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN ASSESSED TO DATE.



A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

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SR# 20243086185

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203879481

Date: 07-09-24

CERTIFICATE OF FORMATION

OF

Ripple Fiber Tennessee LLC


This Certificate of Formation dated May 20, 2024 is being duly executed and filed by Donald J. Hart, Jr., as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et. seq.).

1. The name of the limited liability company is:

Ripple Fiber Tennessee LLC

2. The address of the registered office in the State of Delaware is 614 N. DuPont Highway, Suite 210, Dover, Kent County, DE 19901 and the registered agent in charge thereof is Registered Office Service Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.



Donald J. Hart, Jr.
Authorized Person

Exhibit C

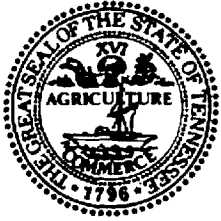
Authority to Transact Business in Tennessee



001557059

**APPLICATION FOR CERTIFICATE OF AUTHORITY
LIMITED LIABILITY COMPANY**

SS-4233



Tre Hargett
Secretary of State

Division of Business Services

**Department of State
State of Tennessee**

312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102
(615) 741-2286

Filing Fee: \$50.00 per member
(minimum fee = \$300.00, maximum fee = \$3,000.00)

For Office Use Only

-FILED-

Control # 001557059

To the Secretary of the State of Tennessee:

Pursuant to the provisions of T.C.A. §48-249-904 of the Tennessee Revised Limited Liability Company Act, the undersigned hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the Limited Liability Company is: Ripple Fiber Tennessee LLC

If different, the name under which the certificate of authority is to be obtained is:

NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of T.C.A. §48-249-106 of the Tennessee Revised Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to T.C.A. §48-249-106(d).

2. The state or country under whose law it is formed is: DELAWARE

and the date (mm/dd/yyyy) of its formation is: 05/20/2024

and, if prior to qualifying, the date it commenced doing business in Tennessee is: (none)

NOTE: Additional filing fees and proof of tax clearance confirming good standing may apply if the Limited Liability Company commenced doing business in Tennessee prior to the approval of this application. See T.C.A. §48-249-913(d) and T.C.A. §48-249-905(c).

3. This company has the additional designation of: None

4. The name and complete address of its registered agent and office located in the state of Tennessee is:

NORTHWEST REGISTERED AGENT INC
STE 200
116 AGNES RD
KNOXVILLE, TN 37919
KNOX COUNTY

5. Fiscal Year Close Month: December

6. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is:
(none) (Not to exceed 90 days)

7. The LLC will be: ☒ Member Managed ☐ Manager Managed ☐ Director Managed ☐ Board Managed ☐ Other

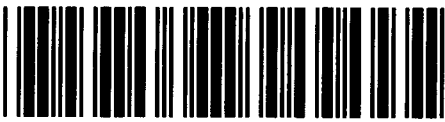
8. Number of Members at the date of filing: 1

9. Period of Duration: Perpetual

10. The complete address of its principal executive office is:

STE 300
6000 FAIRVIEW ROAD, SOUTHPARK TOWERS
CHARLOTTE, NC 28210

4:36 PM Received by Tennessee Secretary of State Tre Hargett



APPLICATION FOR CERTIFICATE OF AUTHORITY
LIMITED LIABILITY COMPANY

SS-4233



Tre Hargett
Secretary of State

Division of Business Services
Department of State
State of Tennessee
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102
(615) 741-2286

Filing Fee: \$50.00 per member
(minimum fee = \$300.00, maximum fee = \$3,000.00)

For Office Use Only

-FILED-

Control # 001557059

The name of the Limited Liability Company is: Ripple Fiber Tennessee LLC

11. The complete mailing address of the entity (if different from the principal office) is:

STE 300
6000 FAIRVIEW ROAD, SOUTHPARK TOWERS
CHARLOTTE, NC 28210

12. Non-Profit LLC (required only if the Additional Designation of "Non-Profit LLC" is entered in section 3.)

- ☐ I certify that this entity is a Non-Profit LLC whose sole member is a nonprofit corporation, foreign or domestic, incorporated under or subject to the provisions of the Tennessee Nonprofit Corporation Act and who is exempt from franchise and excise tax as not-for-profit as defined in T.C.A. §67-4-2004. The business is disregarded as an entity for federal income tax purposes.

13. Professional LLC (required only if the Additional Designation of "Professional LLC" is entered in section 3.)

- ☐ I certify that this PLLC has one or more qualified persons as members and no disqualified persons as members or holders.
☐ I certify that this entity meets the requirements of T.C.A. §48-249-1123(b)(3)

Licensed Profession:

14. Series LLC (optional)

- ☐ I certify that this entity meets the requirements of T.C.A. §48-249-309(i)

If the provisions of T.C.A. §48-249-309(i) (relating to foreign series LLCs) apply, then the information required by that section should be attached as part of this document.

15. Obligated Member Entity (list of obligated members and signatures must be attached)

- ☐ This entity will be registered as an Obligated Member Entity (OME) Effective Date: (none)
☐ I understand that by statute: THE EXECUTION AND FILING OF THIS DOCUMENT WILL CAUSE THE MEMBER(S) TO BE PERSONALLY LIABLE FOR THE DEBTS, OBLIGATIONS AND LIABILITIES OF THE LIMITED LIABILITY COMPANY TO THE SAME EXTENT AS A GENERAL PARTNER OF A GENERAL PARTNERSHIP. CONSULT AN ATTORNEY.

16. Other Provisions:

Electronic

Signature

Craig A Gilley

Printed Name

Counsel

Title/Signer's Capacity

Jul 8, 2024 4:36PM

Date

Delaware

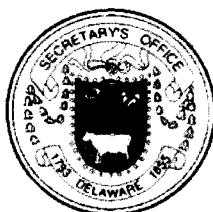
The First State

Page 1

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3713028 8300

SR# 20243086185

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 203879481

Date: 07-09-24

B1594-7540 07/08/2024 4:36 PM Received by Tennessee Secretary of State Tre Hargett

Exhibit D

Names and Address of Principal Officers

Ripple Fiber Tennessee LLC Principal Officers

- Lance van der Spuy- President/Director
6000 Fairview Road Southpark, Charlotte, NC 28104
- Gregory Wilson- CEO/Director
6000 Fairview Road Southpark, Charlotte, NC 28104
- Joshua Runyan- Chief Legal Officer/Secretary
6000 Fairview Road Southpark, Charlotte, NC 28104

Exhibit E

Biographies of Principal Officers and Technical Staff



RIPPLE FIBER

Lance van der Spuy
President

Short Bio

As President at Ripple Fiber, Lance van der Spuy has over 15 years of experience in business management, demonstrating expertise in operational excellence, financial proficiency, and corporate entrepreneurship. Directing each department head, he facilitates strategic alignment with success metrics, including business expansion, revenue growth, stakeholder engagement, and customer retention. His hands-on approach ensures that operational tactics are met with effective implementation to drive sustainable growth and foster a culture of innovation.

Long Bio

As President at Ripple Fiber, Lance van der Spuy has over 15 years of experience in business management, demonstrating expertise in operational excellence, financial proficiency, and corporate entrepreneurship. Directing each department head, he facilitates strategic alignment with success metrics, including business expansion, revenue growth, stakeholder engagement, and customer retention. His hands-on approach ensures that operational tactics are met with effective implementation to drive sustainable growth and foster a culture of innovation.

Previously serving as Head of Corporate Development for Shoprite Holdings, van der Spuy led end-to-end management of investment transaction phases, including deal flow, due diligence, structuring, contracting, and valuations. His impressive track record of successful deals proves his innate capacity for analytical thinking, which pairs seamlessly with his effective leadership skills and steadfast composure. With a work ethic driven by his passion for growth, he continues to be a dynamic force in the realm of corporate development.

[LinkedIn Profile](#)



RIPPLE FIBER

Josh Runyan
Chief Legal Officer

Short Bio

As Chief Legal Officer at Ripple Fiber, Josh Runyan has over 25 years of professional experience, spanning from law and journalism to entrepreneurship. He oversees all legal affairs and ensures that each department within the company operates within the framework of the law. From risk management and corporate governance to contract development and litigation management, his responsibilities impact business operations, growth, and long-term success. His careful and strategic approach helps navigate complex situations with confidence and integrity.

Long Bio

As Chief Legal Officer at Ripple Fiber, Josh Runyan has over 25 years of professional experience, spanning from law and journalism to entrepreneurship. He oversees all legal affairs and ensures that each department within the company operates within the framework of the law. From risk management and corporate governance to contract development and litigation management, his responsibilities impact business operations, growth, and long-term success. His careful and strategic approach helps navigate complex situations with confidence and integrity.

With previous roles at Stonehage Fleming Law US and Montgomery McCracken Walker & Rhoads LLP, Runyan most recently served as an attorney in private practice. Since transitioning from the editorial industry to law, he has advised corporations, family businesses, and successful entrepreneurs on tax preparation and compliance issues. Throughout his career, he has also demonstrated expertise in acquisitive reorganization and corporate restructuring, trust and estate planning, and compensation and benefits management.

[LinkedIn Profile](#)

Contact

greg@myriad.co.za

www.linkedin.com/in/greg-m-wilson
(LinkedIn)

www.reflex.co.za (Company)

Top Skills

Solar Power

Manufacturing

Automation

Greg Wilson

Founder in the Telecommunications Industry

Charlotte, North Carolina, United States

Summary

In 2000, while studying 1st year finance, I started my first business, Reflex Solutions!

Since then, I have grown this business into a group of companies. I have successfully built and serviced a large portion of the South African telecommunications market. I am currently focussed expanding into the American market.

My expertise is in conceptualizing business opportunities, testing business models, establishing and motivating teams, and building products from the ground up. I enjoy looking for competitive edges, understanding the technicalities, and proving that business models work.

My ability to both bootstrap businesses, raise capital and scale with the help of capital, underpins my success.

Experience

Metrowatt (Pty) Ltd

Co-Founder

January 2022 - Present (1 year 10 months)

City of Johannesburg, Gauteng, South Africa

Giving homes independence from Eskom with industry leading solar and lithium products

Ripple Fiber

Co-Founder and Chief Executive Officer

September 2021 - Present (2 years 2 months)

Charlotte, North Carolina, United States

Myriad Capital Inc

Founder and Chief Executive Officer

January 2019 - Present (4 years 10 months)

City of Johannesburg, Gauteng, South Africa

The spear head of our Telecommunication powerhouse!

Reflex Solutions

23 years 10 months

Founder

May 2021 - Present (2 years 6 months)

South Africa

Leaders in operating carrier and private networks

CEO

March 2014 - May 2021 (7 years 3 months)

Managing Director

January 2000 - December 2014 (15 years)

JHB

Open Fibre Pty Ltd

Founder

October 2017 - Present (6 years 1 month)

Johannesburg Area, South Africa

Solving the larger challenges in the FTTB space. How to deliver fiber 5 days from order!

AUTOMATION EXCHANGE

Founder

April 2015 - Present (8 years 7 months)

Johannesburg Area, South Africa

Leaders in systems and automation supporting the FTTX industry.

Bluebird Pre-Primary School

Treasurer

March 2020 - March 2023 (3 years 1 month)

City of Johannesburg, Gauteng, South Africa

As a member of the student governing body, I assist my providing guidance and management support for this amazing non-profit school. Bluebird has been an important part of early education for over 70 years.

Nando's South Africa

Casual

January 1996 - December 1999 (4 years)

My first job working for 10 buck an hour :)

Education

Krugersdorp High School

matric · (1993 - 1998)

Public affairs

Bobbie Gilbert



As **Senior Vice President of Public Affairs**,

Bobbie has over 17 years of experience in legislative processes and government relations.

Leading the public affairs team and grant funding initiatives, her insightful guidance and extensive knowledge of fiber broadband economics position her as a key player in market expansion efforts.

Public Affairs team



Jason Fajerski

As **Director of Government Affairs**, Jason has over 20 years of experience in telecommunications, specializing in government relations. His strategic approach to stakeholder engagement consistently results in the development of valuable relationships that directly impact business success.



Noelle Delalla

As **Director of Government Affairs**, Noelle has over 7 years of telecommunications experience. With exceptional project management expertise, she tactically executes government relations, navigating complex regulatory landscapes and developing effective partnerships.



Matthew Adendorff

As **VP of Data Analytics**, Matt has over 8 years of data science experience. Leading our analytical and data science processes, he develops and manages the area selection framework. His machine learning models and geospatial reports promote optimal strategy execution for entering each market.



Public Affairs team



Dolu Okeowo

As **VP of Analytics**, Dolu has over 10 years of experience in data analysis. He specializes in statistical modeling, remote sensing, machine learning, and geospatial analysis. With expertise across multiple industries, he effectively collaborates with each department to drive strategic decision-making.



Dakota McAveney

As **Director of Broadband Grants & Initiatives**, Dakota has over 5 years of business planning and market development experience, with success spanning across 41 states. He oversees the grant application process within each market to secure essential funding.



Craig Black

Craig has 33 years of experience in the areas of Grant Funding and Subsidies including, CAF I & II, USDA ReConnect, NTIA, ARPA, RDOF, State and County programs, and BEAD. Craig has grant program experience across 45 states, providing input on Engineering, Design, GIS Mapping, and Cost Modeling to determine feasibility.



Marketing

Jim Cannata



As **Chief Marketing Officer**, Jim has over three decades of marketing experience. With transformative leadership skills, he guides the marketing team by providing expert oversight for various brand awareness and reputation initiatives, including brand identity, website development, paid media, corporate communications, and social media marketing.

Marketing team



Shane Krobisch

As **Director of Marketing**, Shane has over 25 years of marketing experience. She manages all marketing and paid media needs, from cross-department collateral and branded merchandise to digital advertising and website optimization.



Emily Adams

As **Corporate Communications Director**, has over 7 years of public relations experience. To support brand awareness and reputation, she manages market announcements and events, media relations, content development, and industry event participation.



Ashley Olive

As **Manager of Social Media and Engagement**, Ashley has over 7 years of experience, specializing in social media. Managing our digital presence, she creates content across our social media platforms, analyzes trends and performance metrics, and fosters community engagement.



Sam Shepard

As **HubSpot Developer & CRM Manager**, Sam has over 5 years of experience. Creating customized solutions, she streamlines marketing and sales processes, API integrations and data reporting automation to promote effective email workflow and lead generation.



Customer experience

Peter Meintjes



As **Chief Experience Officer**, Peter has over 25 years of experience in the telecommunications industry. Leading the customer experience team, he takes a comprehensive approach to building an exceptional customer journey that reflects the brand and our principles.

Customer Experience team



Mike Banda

As **Director of Customer Experience**, Mike has spent over 19 years in customer experience. Managing the voice and journey mapping of our customer program, he executes insight-backed improvement needs, while overseeing our ticketing system and call center communications.



Rachel Peay

As **Quality and Training Manager**, Rachel has over 19 years of customer service experience. She develops and manages onboarding, training, and quality review programs for her department, while also creating similar training assets for sales and ISP team members.



Hailey Gilman

As **Customer Service Manager**, Hailey has over 4 years of experience. Managing a team of customer service representatives, she ensures communication standards are upheld for billing, scheduling, and construction needs.



Sales

Mark Woytisek



As **Chief Sales Officer**, Mark has over 15 years of experience in telecommunications and technology. With his dynamic sales expertise and effective leadership skills, he guides the sales team by providing strategic initiatives and unique go-to-market strategies for each regional team to successfully execute and deliver on ambitious growth targets.

Sales team



Bill Grogan

As **VP of Sales**, Bill has over 15 years of telecommunications experience. He oversees each regional office, ensuring optimal execution of various sales tactics. His proactive leadership style fosters a collaborative team mindset and a performance-oriented approach.



John Clark

As **Sales Director of MDU**, John has over 12 years of telecommunications experience. Upon identifying MDU targets, he secures and manages partnerships with owners, developers, and builders to increase penetration rates and expand community development.



Rob Bianculli

As **Community Developer**, Rob has over 6 years of sales experience. He identifies private neighborhoods where agreements are crucial to our network expansion. To boost uptake, he also identifies "edge-out" opportunities and manages community relations.



Construction

Steve Helton



As Chief Construction Officer, Steve has over 30 years of telecommunications experience, with strengths in engineering and operations. Leading the construction and engineering team, his innovative and strategic approach to leadership promotes a hard-working, inspirational atmosphere that pays dividends to those in and outside of his department.

Construction team



Ryan Zakany

As **VP of Construction**, Ryan has over 15 years of experience, with expertise in infrastructure solutions, network deployment, and project management. He oversees the planning, design, and execution of construction projects.



Harrison Golson

As **VP of Engineering**, Harrison has over 10 years of construction experience. With his telecommunications and engineering design expertise, he guides his team to meet key metrics accurately and on time, within each new market.



David Eicher

As **VP of PMO**, David has over 17 years of project management experience. Aligning project initiatives with business goals, he guides the PMO team on portfolio optimization, risk management and resource allocation.



Travis Mitchell

As **VP of Field Service Operations**, Travis has over 17 years of construction and engineering experience. He manages contractor partnerships, assists in the supply chain management process, and ensures all onsite compliance standards are met.



Exhibit F

CONFIDENTIAL

SUBMITTED UNDER SEAL

Company Financials

Ripple Fiber
Glass Routes : Ripple Fiber
Income Statement
From May 2023 to Dec 2023

	Amount
Ordinary Income/Expense	
Income	\$ 920,666
Cost Of Sales	\$ 183,227
Gross Profit	\$ 737,439
Expense	\$ 4,607,453
Net Ordinary Income	\$ (3,870,013)
Other Income and Expenses	
Other Income	\$ 178,836
Other Expense	\$ 1,235,381
Net Other Income	\$ (1,056,545)
Net Income	\$ (4,926,558)

Ripple Fiber
Glass Routes : Ripple Fiber
Balance Sheet
End of Dec 2023

	Amount
ASSETS	
Current Assets	
Bank	\$ 11,501,409
Accounts Receivable	\$ 149,200
Other Current Asset	\$ 10,127,049
Total Current Assets	\$ 21,777,657
Fixed Assets	
1110000 - Passive Area Builds - Cost	\$ 28,815,272
1110010 - Passive Area Builds - Acc Depn	\$ (1,320,321)
1110040 - Drop Install OSP (Less than \$2,500) - Cost	\$ 2,234,628
1110050 - Drop Install OSP (Less than \$2,500) - Acc Depn	\$ (351,783)
1110060 - Charlotte Area Builds - Cost	\$ (1,480,177)
1110100 - POP Equipment - Cost	\$ 1,085,169
1110110 - POP Equipment - Acc Depn	\$ (57,015)
1110120 - ONT Equipment (Less than \$2,500) - Cost	\$ 285,847
1110130 - ONT Equipment (Less than \$2,500) - Acc Depn	\$ (45,890)
1110140 - Data Centre	\$ 147,098
1110150 - Data Centre - Acc Depr	\$ (15,156)
1110180 - Software	\$ 134,511
1110190 - Software - Acc Depr	\$ (8,562)
1110200 - Computer & Office Equipment (Less than \$2,500) - Cost	\$ 129,459
1110210 - Computer & Office Equipment (Less than \$2,500) - Acc Depn	\$ (29,181)
1110220 - Computer & Office Equipment - Cost	\$ 101,638
1110230 - Computer & Office Equipment - Acc Depn	\$ (7,888)
1110240 - Furniture, Fixtures & Fittings (Less than \$2,500) - Cost	\$ 37,620
1110250 - Furniture, Fixtures & Fittings (Less than \$2,500) - Acc Depn	\$ (3,149)
1110260 - Leasehold Improvement - Cost	\$ 526,171
1110270 - Leasehold Improvements - Acc Depn	\$ (12,731)
1110300 - Vehicles - Cost	\$ 316,189
1110310 - Vehicles - Acc Depn	\$ (66,911)
Total Fixed Assets	\$ 30,414,840
Other Assets	\$ 775,000
Total ASSETS	\$ 52,967,496
Liabilities & Equity	
Current Liabilities	\$ 2,823,899
Equity	\$ 50,143,598
Total Liabilities & Equity	\$ 52,967,496

Ripple Fiber
Glass Routes : Ripple Fiber
Cash Flow Statement
From May 2023 to Dec 2023

	Amount
Operating Activities	
Net Income	\$ (4,926,558)
Adjustments to Net Income	
Accounts Receivable	\$ (122,562)
Other Current Asset	\$ (6,089,587)
Accounts Payable	\$ 637,585
Other Current Liabilities	\$ 549,598
Total Adjustments to Net Income	\$ (5,024,965)
Total Operating Activities	\$ (9,951,524)
Investing Activities	
Fixed Asset	\$ (13,104,487)
Other Asset	\$ (375,000)
Total Investing Activities	\$ (13,479,487)
Financing Activities	
Other Equity	\$ 33,135,615
Total Financing Activities	\$ 33,135,615
Net Change in Cash for Period	\$ 9,704,605
Cash at Beginning of Period	\$ 1,796,804
Cash at End of Period	\$ 11,501,409

Exhibit G

Small and Minority-Owned Telecommunications business Participation Plan

**SMALL AND MINORITY-OWNED TELECOMMUNICATIONS
BUSINESS PARTICIPATION PLAN**

Ripple Fiber Tennessee LLC

**SMALL AND MINORITY-OWNED TELECOMMUNICATIONS
BUSINESS PARTICIPATION PLAN**

Pursuant to T.C.A. §65-5-112, as amended, Ripple Fiber Tennessee LLC (“Ripple Fiber”) submits this small and minority-owned Telecommunications business participation plan (the “Plan”) along with its Application for a Certificate of Public Convenience and Necessity to provide competing intrastate and local exchange services in Tennessee.

I. PURPOSE

The purpose of §65-5-112 is to provide opportunities for small and minority-owned businesses to provide goods and services to Telecommunications service providers. Ripple Fiber is committed to the goals of §65-5-112 and to taking steps to support the participation of small and minority-owned Telecommunications businesses in the Telecommunications industry. Ripple Fiber will endeavor to provide opportunities for small and minority-owned Telecommunications businesses to compete for contracts and subcontracts for goods and services. As part of its procurement process, Ripple Fiber will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to Ripple Fiber of such opportunities. Ripple Fiber’s representatives have already contacted the Department of Economic and Community Development, the administrator of the small and minority-owned Telecommunications assistance program, to obtain a list of qualified vendors. Moreover, Ripple Fiber will seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement process.

II. DEFINITIONS

As defined in §65-5-112.

Minority-Owned Business. Minority-owned business shall mean a business which is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls daily operations of such business, and who

is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000).

Small Business. Small Business shall mean a business with annual gross receipts of less than four million dollars (\$4,000,000).

III. ADMINISTRATION

Ripple Fiber's Plan will be overseen and administered by the individual named below, hereinafter referred to as the Administrator, who will be responsible for carrying out and promoting Ripple Fiber's full efforts to provide equal opportunities for small and minority-owned businesses.

The Administrator of the Plan will be:

Lance van der Spuy
President
Ripple Fiber LLC
6000 Fairview Road
Charlotte, North Carolina 28210
Telephone: 470-807-0922

The Administrator's responsibilities will include:

- (1) Maintaining an updated Plan in full compliance with §65-5-112 and the rules and orders of the Tennessee Regulatory Authority.
- (2) Establishing and developing policies and procedures necessary for the successful implementation of the Plan.
- (3) Preparing and submitting such forms as may be required by the Tennessee Regulatory Authority, including the filing of required annual updates.
- (4) Serving as the primary liaison to and cooperate with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and small and minority-owned businesses to locate and use qualified small and minority-owned businesses as defined in §65-5-112.

- (5) Searching for and developing opportunities to use small and minority-owned businesses and encouraging such businesses to participate in and bid on contracts and subcontracts.
- (6) Providing records and reports and cooperating in any authorized surveys as required by the Tennessee Regulatory Authority.
- (7) Establishing a record-keeping system to track qualified small and minority-owned businesses and efforts to use such businesses.
- (8) Providing information and educational activities to persons within Ripple Fiber and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses.

In performance of these duties, the Administrator will utilize a number of resources, including:

Chambers of Commerce

The Tennessee Department of Economic and Community Development

The United States Department of Commerce

Small Business Administration

Office of Minority Business

The National Minority Supplier Development Counsel

The National Association of Women Business Owners

The National Association of Minority Contractors

Historically Black Colleges, Universities, and Minority Institutions

The efforts to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above. Additional efforts to provide opportunities to small and minority-owned businesses will include offering, where appropriate and feasible, small and minority-owned businesses assistance with technical, insurance, bonding, licensing, production, and deadline requirements.

IV. RECORDS AND COMPLIANCE REPORTS

Ripple Fiber will maintain records of qualified small and minority-owned business and efforts to use the goods and services of such businesses. In addition, Ripple Fiber will maintain records of educational and training activities conducted or attended and of the internal procurement procedures adopted to support this plan.

Ripple Fiber will submit records and reports required by the Tennessee Regulatory Authority concerning the Plan. Moreover, Ripple Fiber will cooperate fully with any surveys and studies required by the Tennessee Regulatory Authority.

Ripple Fiber LLC

By: 

Lance van der Spuy
President

Dated: August 1, 2024.

Exhibit H

List of Incumbent Local Exchange Companies Served Notice

1. BellSouth Telecommunications, LLC: 333 Commerce St. Ste 2106, Nashville, TN 37201

(Copy to the Tennessee Regulatory Authority)

BEFORE THE TENNESSEE REGULATORY AUTHORITY

IN THE MATTER OF THE APPLICATION)
OF RIPPLE FIBER TENNESSEE LLC)
FOR A CERTIFICATE TO PROVIDE)
COMPETING LOCAL)
TELECOMMUNICATIONS SERVICES)

NOTICE OF FILING

TO: ALL INCUMBENT LOCAL EXCHANGE CARRIERS (ILECS)

PLEASE TAKE NOTICE, that in accordance with the Tennessee Regulatory Authority Rules for the Provision of Competitive Intrastate Telecommunications Services, you are hereby given notice that on _____, _____, Ripple Fiber Tennessee LLC filed an Application for a Certificate of Public Convenience and Necessity to Provide Competing Local Telecommunications Services.

This _____ day of _____, _____.

Ripple Fiber Tennessee LLC

BY: _____

Compliance Officer

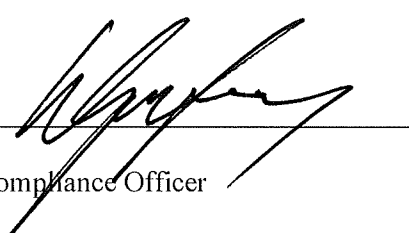


Exhibit I

Sworn Pre-Filed Testimony

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

**APPLICATION OF RIPPLE FIBER
TENNESSEE LLC FOR A CERTIFICATE TO
PROVIDE COMPETING LOCAL
TELEPHONE SERVICES**

PRE-FILED TESTIMONY OF LANCE VAN DER SPUY

**SAMPLE INFORMATION THAT MUST BE INCLUDED IN A SWORN
PRE-FILED TESTIMONY**

I, Lance van der Spuy, do hereby testify as follows in support of the application of Ripple Fiber Tennessee LLC (Ripple Fiber) for a Certificate of convenience and necessity as a competing telecommunications services provider to provide telecommunication services throughout the State of Tennessee.

Q: Please state your full name, business address, and position.

A: My name is Lance van der Spuy. My business address is 6000 Fairview Road, Southpark Towers, Suite 300, Charlotte, NC 28014. I am President of Ripple Fiber Tennessee LLC.

Q: Please briefly describe your duties.

A: I direct each department head, facilitate strategic alignment with success metrics, including business expansion, revenue growth, stakeholder engagement, and customer retention.

Q: Please describe your business experience and educational background.

A: I am a qualified Chartered Accountant and registered CPA in Arizona. I received a Bachelor of Commerce in Accounting, Tax & Audit. I have over 15 years of experience in business management, demonstrating expertise in operational excellence, financial proficiency, and corporate entrepreneurship

Q: Are all statements in Ripple Fiber Tennessee LLC's application true and correct to the best of your knowledge, information, and belief?

A: Yes. All statements in Ripple Fiber Tennessee LLC's application are true and correct to the best of my knowledge.

Q: Please describe the current corporate structure of Ripple Fiber Tennessee LLC.

A: Ripple Fiber Tennessee LLC is a sole member LLC wholly owned by Ripple Fiber LLC.

Q: Does Ripple Fiber Tennessee LLC possess the requisite managerial, financial, and technical abilities to provide the services for which it has applied for authority?

A: Ripple Fiber Tennessee LLC possesses the requisite managerial, financial, and technical abilities to provide the services for which it has applied for authority.

Q: Please describe Ripple Fiber Tennessee LLC's financial qualifications.

A: Ripple Fiber has the financial resources to adequately provide service in Tennessee, as exhibit by the financial information disclosed in Exhibit F. Ripple Fiber maintains a steady business and the cost of provision of service in Tennessee will not strain its resources.

Q: Please describe Ripple Fiber Tennessee LLC's managerial and technical qualifications.

A: Ripple Fiber is managed by a competent team of professionals with extensive experience in the telecommunications industry. Their experience and qualifications are detailed in Exhibit E.

Q: What services will Ripple Fiber Tennessee LLC offer?

A: Ripple Fiber plans to offer facilities based and resold local exchange services and unregulated services to both residential customers and business customers.

Q: Will Ripple Fiber Tennessee LLC offer service to all consumers within its service area?

A: Ripple Fiber intends to provide service to all consumers within its service area.

Q: Does Ripple Fiber Tennessee LLC plan to offer local exchange telecommunications services in areas served by any incumbent local exchange telephone company with fewer than 100,000 total access lines?

A: Ripple Fiber intends to offer service statewide to the extent open to competition.

Q: Will the granting of a certificate of convenience and necessity to Ripple Fiber LLC serve the public interest?

A: Grant of certificate of convenience and necessity to Ripple Fiber Tennessee LLC will serve the public interest and benefit the telecommunications market of Tennessee.

Grant of the Application will further the goals of the Tennessee Legislature and further the public interest by expanding the availability of competitive telecommunications services in the State of Tennessee. In addition, intrastate offering of these services is in the public interest because the services will provide Tennessee customer increased efficiencies and cost savings. Authorizing Ripple Fiber to provide local exchange telecommunications services will enhance materially the

telecommunications infrastructure in the State of Tennessee and will facilitate economic development.

Q: Does Ripple Fiber Tennessee LLC intend to comply with all TRA rules, statutes, and orders pertaining to the provision of telecommunications services in Tennessee, including those for disconnection and reconnection of service?

A: Yes. Ripple Fiber will comply with all TRA rules, statutes, and orders pertaining to the provision of telecommunications services in Tennessee, including those for disconnection and reconnection of service.

Q: Has any state ever denied Ripple Fiber Tennessee LLC or one of its affiliates authorization to provide intrastate service?

A: No. No state has ever denied Ripple Fiber or one of its affiliates authorization to provide intrastate service.

Q: Has any state ever revoked the certification of Ripple Fiber Tennessee LLC or one of its affiliates?

A: No. No state has ever revoked the certification of Ripple Fiber or one of its affiliates.

Q: Has Ripple Fiber Tennessee LLC or one of its affiliates ever been investigated or sanctioned by any regulatory authority for service or billing irregularities?

A: No, Ripple Fiber and its affiliate have never been investigated or sanctioned by any regulatory authority for service or billing irregularities.

Q: Who is knowledgeable about Ripple Fiber Tennessee LLC's operations and will serve as Ripple Fiber LLC's regulatory and customer service contact?

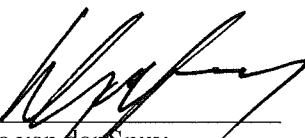
A: Ripple Fiber's primary contact for operations, regulatory, and customer service issues will be Josh Runyan, Chief Legal Officer.

Q: Please explain in detail Ripple Fiber LLC's proposed procedures for responding to information requests from the TRA and its staff.

Q: Does this conclude your testimony?

A: Yes.

I swear that the foregoing testimony is true and correct to the best of my knowledge.



Lance van der Spuy
President
Ripple Fiber LLC

Respectfully submitted this ____ day of _____, _____.

Notary Public State of North Carolina

County of _____

My commission expires _____