



State of Utah  
Department of Commerce  
Division of Public Utilities

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*Executive Director    Director, Division of Public Utilities*

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*Governor*

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*Lieutenant Governor*

## Memorandum

**To:** Utah Public Service Commission  
**From:** Utah Division of Public Utilities  
Chris Parker, Director  
Artie Powell, Manager  
Brenda Salter, Utility Technical Consultant Supervisor  
Ron Slusher, Utility Technical Consultant  
**Date:** January 6, 2020  
**Re:** **Docket No. 19-2452-01**, In the Matter of the Notification of Proposed Changes in Indirect Control of Lingo Communications North, LLC and Matrix Telecom, LLC

### Recommendation (Acknowledge)

The Division of Public Utilities (“Division”) has reviewed the proposed changes in the notification between Lingo Communications North, LLC, Matrix Telecom, LLC, and Garrison LM LLC. The public interest will be promoted by the Public Service Commission (“Commission”) acknowledging the “Changes in the Indirect Control.”

The Division expects that, based on history that a filing of this type and with the information submitted by the company, there will be no objections or opposition to this recommendation. Therefore, the Division requests that this docket be adjudicated informally in accordance with R746-110-1.

## **Explanation**

On or about December 23, 2019, Lingo Communications North, LLC (Lingo), Matrix Telecom, LLC (Matrix), and Garrison LM LLC (Garrison) (together “The Parties”) notified the Commission of a transaction, which will result in an indirect transfer of control of Lingo and Matrix to Garrison.

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. Lingo was formally known as Ionex Communications North, LLC. Lingo was authorized to provide public telecommunications services in the State of Utah by the Commission on April 05, 2013, in Docket No. 13-2563-01.

Matrix is a Texas limited liability company, with a principal office at 433 East Las Colinas Blvd., Suite 500, Irving, TX 75039. Matrix is a direct subsidiary of Impact Telecom LLC and an indirect wholly owned subsidiary of Lingo and Lingo Management. Matrix was authorized to provide public telecommunications services in the State of Utah by the Commission on December 15, 2005, in Docket No. 05-2452-01.

Garrison LM LLC is a Delaware limited liability company with a principal office at 1290 Avenue of the Americas, Suite 914, New York, New York 10104. Garrison is a holding company owned by funds managed by the Garrison Investment Group. It provides no telecommunications services and does not own any other telecommunications companies.

On or about December 09, 2019, the Parties entered into an agreement where Garrison acquired a non-voting interest in Lingo Management, with the voting interest (and control) remaining with the Lingo. The 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) Garrison obtaining control of Lingo Management through the ability to appoint all members of the operating board and/or holding the sole voting interest in Lingo Management.

The Applicants submit that the transaction described herein will serve the public interest and that the transaction will be conducted in a manner that will be largely transparent to their customers. The transaction will not result in a 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.

Cc: Alex Valencia, Vice President Government Affairs & Compliance, Lingo Communications, LLC  
Cherie R. Kiser, Counsel for Lingo Communications, LLC  
Allison Adornato, Managing Director, Garrison Investment Group  
Catherine Wang, Counsel for Garrison Investment Group  
Justin Jetter, Assistant Attorney General, State of Utah  
Office of Consumer Services, State of Utah