



Public Service Commission

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January 27, 2020

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Catherine Wang
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Re: Docket No. 19-2452-01, *Notification of Proposed Changes in Indirect Control of Lingo Communications North, LLC and Matrix Telecom, LLC*

Counsel,

The Public Service Commission (PSC) has reviewed the notification (“Notice”) of Lingo Communications, LLC (“Transferor” or “Lingo”), Lingo Communications North, LLC (“Lingo North”), Matrix Telecom, LLC (“Matrix”) (Lingo North and Matrix are collectively, the “Licensees”), and Garrison LM LLC (“Transferee” and collectively with all of the foregoing, the “Parties”) filed December 23, 2019 of an indirect transfer of control of Licensees to Transferee. The PSC has also reviewed the Division of Public Utilities’ (DPU) comments, filed January 6, 2020, recommending the PSC acknowledge the changes in indirect control.

The Notice represents Lingo controls the Licensees through Lingo Management, LLC (“Lingo Management”). It further represents that on or about December 9, 2019, the Parties entered into an agreement whereby Transferee acquired a non-voting interest in Lingo Management with the voting interest (and control) remaining with Lingo. The agreement sets forth certain changes in the operating board and ownership interest 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 sole voting interest in Lingo Management.

The Parties do not request the PSC approve the transaction, asserting the transaction is exempt from Utah Code Ann. § 54-4-29 because Licensees are competitive entrants under Utah Code Ann. § 54-8b-3.4(1)(a). Therefore, the Parties assert they need only submit notice of the transaction prior to its completion pursuant to Utah Code Ann. § 54-8b-3.4(1)(b). The DPU’s

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comments do not address whether PSC approval of the transaction is required but, nevertheless, recommend the PSC allow it.

No party has identified a statutory or other legal requirement for the PSC to approve this transaction, and no party has properly requested a declaratory ruling on the issue. *See* Utah Admin. Code R746-101-1, *et seq.* Accordingly, the PSC acknowledges the filing and gives notice it will take no further action in this docket unless a party files a request for the PSC to do so and explains the jurisdictional basis on which the PSC may or should act.

Sincerely,

/s/ Gary L. Widerburg

PSC Secretary

DW#311876

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