

**BEFORE THE  
UTAH PUBLIC SERVICE COMMISSION**

**Petition Regarding Internal Reorganization of**

**Lingo Communications North, LLC**

**and**

**Matrix Telecom, LLC d/b/a Matrix Business Technologies  
d/b/a Trinsic Communications d/b/a VarTec Telecom  
d/b/a Excel Telecommunications d/b/a Startec  
d/b/a Lingo**

**and**

**Approval for Transfer of Customers**

Matrix Telecom, LLC d/b/a Matrix Business Technologies d/b/a Trinsic Communications d/b/a VarTec Telecom d/b/a Excel Telecommunications d/b/a Startec d/b/a Lingo ("Matrix") and Lingo Communications North, LLC ("Lingo North"), collectively the "Parties", hereby seek approval, to the extent necessary, from the Utah Public Service Commission ("Commission") of an internal reorganization that will result in (1) a planned transfer of customers from Lingo North to Matrix and (2) the cancellation of the Certificate of Public Convenience and Necessity ("CPCN") of Lingo North and any tariffs on file with the Commission concurrently with approval of this request. Following the completion of the customer transfer, Lingo North will no longer operate within Utah.

**I. The Parties**

Lingo North is a Delaware limited liability company formed on December 30, 2017. Its principal office is located at 400 E. Las Colinas Blvd., Suite 500 Irving, TX 75039. The company was granted a Certificate of Public Convenience and Necessity to provide telecommunications services in the State of Utah in Docket Number 13-2563-11 on April 5, 2013. Lingo North currently offers local and interexchange services within the State of Utah. Lingo North is a direct subsidiary of Lingo Management, LLC and a wholly owned indirect subsidiary of Lingo Communications, LLC ("Lingo").

Matrix is a Texas limited liability company originally incorporated on June 13, 1990 as Matrix Telecom, Inc. and converted to a limited liability company on December 28, 2015. Its principal office is located at 400 E. Las Colinas Blvd., Suite 500 Irving, TX 75039. The company received approval to provide resold and facilities-based local exchange and resold intrastate interexchange telecommunications services in Utah in Docket No. 05-2451-01. Matrix currently offers presubscribed interexchange and local services in Utah. Matrix is a direct subsidiary of Impact Telecom, LLC and a wholly owned indirect subsidiary of Lingo Management, LLC and Lingo.

## **II. The Transaction**

As part of an internal corporate reorganization, the Utah customers of Lingo North are, pending regulatory approval, tentatively set to transfer to Matrix on or about August 1, 2020. This reorganization is entirely pro forma as the same entities hold the controlling interest in both Matrix and Lingo North. Exhibit A contains an overview of the corporate structure of Lingo and its subsidiaries prior to and upon completion of the merger and transfer of customers.

Following the transfer, Lingo North customers will be served by Matrix and Lingo North will no longer operate within Utah. The transition to Matrix will be invisible to the customers of Lingo North as both companies operate under the “Lingo” name. Lingo North customers will not incur any charges or changes in the services that they currently receive and will continue to receive service under the Lingo name. Upon completion of the transfer, Matrix will revise tariffs as necessary to incorporate the applicable transferred services.

## **III. Request for Waiver**

The Parties request a waiver of any applicable state or federal slamming regulations regarding the transfer of customer bases. Following the transfer Lingo North customers will continue to receive service under the same terms, conditions and rates. Additionally, service is currently provided and billed by “Lingo” and will be provided and billed by “Lingo” following the transfer. The reorganization will be invisible to Lingo North customers. Sending notice to customers stating that their service, while not changing, is moving from “Lingo” to “Lingo” could prove confusing to the customer. The FCC has stated that “...a change in corporate structure that is invisible to the affected subscribers does not constitute a sale or transfer for purposes of section 258 ... Indeed, in such cases, requiring notice of a change that is imperceptible to the affected subscribers might cause confusion where there would otherwise be none.”<sup>1</sup>

<sup>1</sup> First Report and Order in CC Docket No. 00-257 and Fourth Report and Order in CC Docket No. 94-129, 2000 Biennial Review - Review of Policies and Rules Concerning Unauthorized Changes of Consumers Long Distance Carriers, FCC 01-156.

#### **IV. Contact Information**

Correspondence with regard to this filing should be sent to:

Carey Roesel  
Consultant to Matrix Telecom, LLC and Lingo  
Communications North, LLC  
Inteserra Consulting Group  
151 Southhall Lane, Suite 450  
Maitland, FL 32751  
Telephone: 407-740-3006  
Facsimile: 407-740-0613  
Email: croesel@inteserra.com

with a copy sent to

Alex Valencia  
Vice President - Government Affairs & Compliance  
Matrix Telecom, LLC  
400 East Las Colinas Blvd.  
Suite 500  
Irving, TX 75039  
Telephone: 972-910-1900  
Facsimile: 866-418-9750  
Email: Alex.Valencia@lingo.com

#### **V. Public Interest Statement**

The proposed customer transfer is an internal corporate reorganization that will reduce costs and provide enhanced operational and economic efficiencies. The resulting savings will provide greater opportunities to improve the services available to Utah customers. Consequently, granting this Petition is consistent with the public interest.

**WHEREFORE**, for the reasons stated above, Matrix and Lingo North submit that the public interest, convenience and necessity would be furthered by a grant of this Petition and respectfully request (1) approval as soon as possible, of the reorganization and transfer of customers from Lingo North to Matrix and (2) approval of the cancellation of Lingo North's authority and tariffs concurrently with approval of the customer transfer.

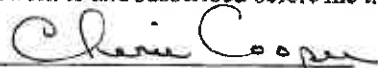
STATE OF TEXAS  
COUNTY OF DALLAS

VERIFICATION

I, Charles Griffin, hereby declare, under penalty of perjury, that I am Chief Executive Officer of Lingo Communications, LLC, Lingo Management, LLC and its subsidiaries Matrix Telecom, LLC and Lingo Communications North, LLC; that I am authorized to make this verification on behalf of the named companies; that I have read the foregoing Petition; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.

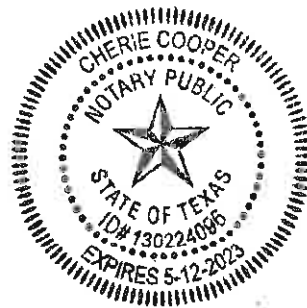
  
Charles Griffin  
Chief Executive Officer

Sworn to and subscribed before me this 27 day of July, 2020

  
Notary Public

My Commission expires:

5.12.2023



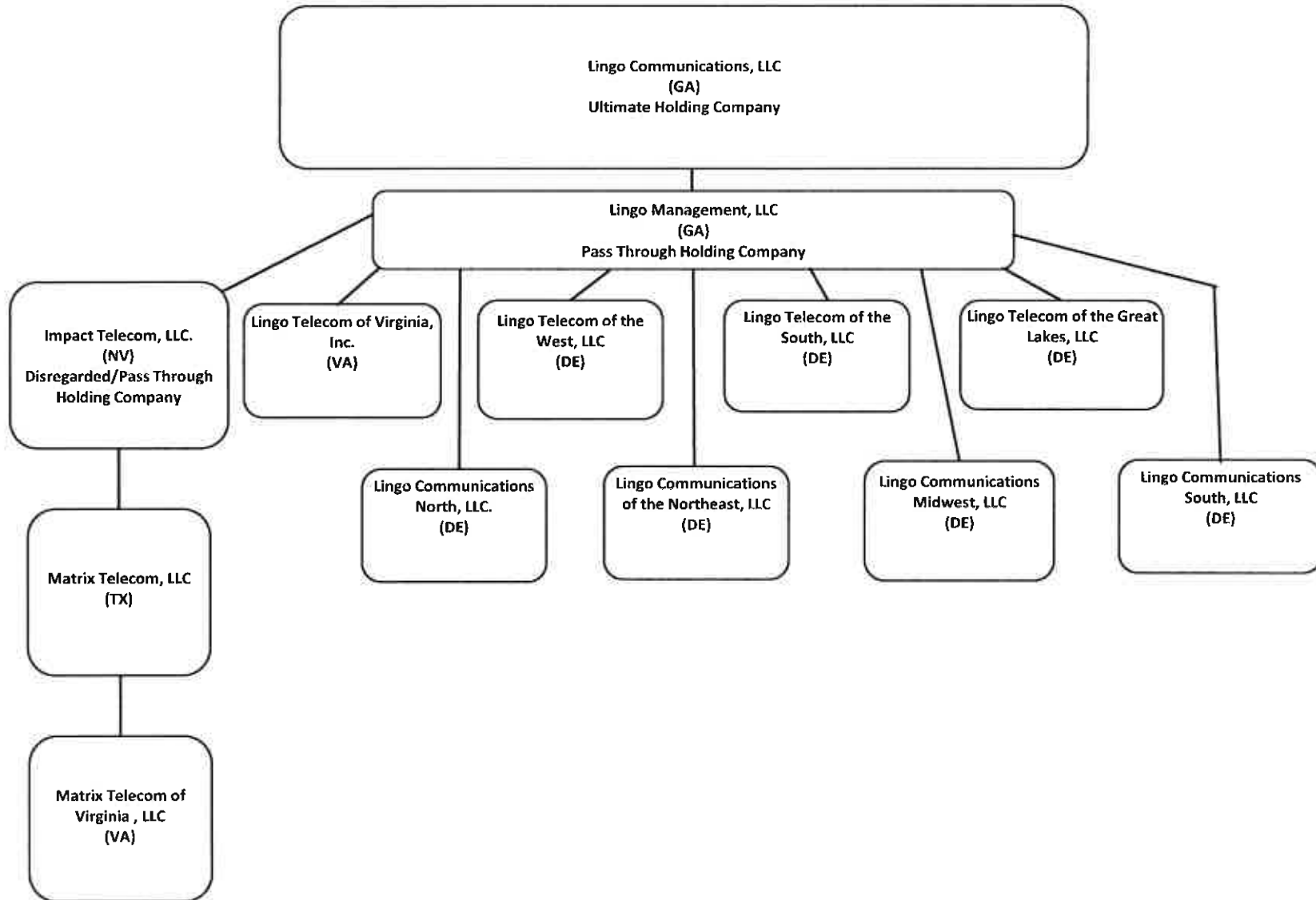
**Matrix Telecom, LLC**

**Lingo Communications North, LLC**

**Exhibit A**

**Corporate Structure**

**Lingo Communications Pre-Consolidation Organizational Chart**



Lingo Communications Post-Consolidation Organizational Chart

