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July 13, 2020  
Via E-File & Overnight Delivery

Mr. Reece McAlister, Executive Secretary  
Georgia Public Service Commission  
244 Washington Street S.W.  
Atlanta, GA 30334-9052

**RE: Matrix Telecom, LLC  
Internal Reorganization and Transfer of Customers from Lingo Telecom of the South, LLC to  
Matrix Telecom, LLC**

Dear Mr. McAlister:

Enclosed for filing please find the above referenced filing submitted on behalf of Matrix Telecom, LLC and Lingo Telecom of the South, LLC.

*A hard copy of this filing will be submitted subsequent to this submission via Overnight Delivery.*

Any questions you may have regarding this filing should be directed to my attention at 407-740-3006 or via email to croesel@inteserra.com. Thank you for your assistance in this matter.

Sincerely,

/s/Carey Roesel

Carey Roesel  
Consultant

cc: A. Valencia – Matrix (via E-Mail)  
C. Cooper – Matrix (via E-Mail)  
tms: GAx2001

Enclosures  
CR/kb/sp

**BEFORE THE  
GEORGIA PUBLIC SERVICE COMMISSION**

**Petition Regarding Internal Reorganization of**

**Lingo Telecom of the South, 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 Clear Choice Communications  
d/b/a Impact Telecom d/b/a Startec d/b/a Americatel  
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 Clear Choice Communications d/b/a Impact Telecom d/b/a Startec d/b/a Americatel d/b/a Lingo (“Matrix”) and Lingo Telecom of the South, LLC (“Lingo South”), collectively the “Parties”, hereby seek approval, to the extent necessary, from the Georgia Public Service Commission (“Commission”) of an internal reorganization that will result in (1) a planned transfer of customers from Lingo South to Matrix and (2) the cancellation of the Certificates of Authority (“COA”) of Lingo South upon completion of the customer transfer. Following the completion of the customer transfer, Lingo South will no longer operate within Georgia and a notification will be submitted to the Commission to proceed with the cancellation of the COAs of Lingo South and any tariffs on file with the Commission.

**I. The Parties**

Lingo South is a Delaware limited liability company formed on February 8, 2000. Its principal office is located at 400 E. Las Colinas Blvd., Suite 500 Irving, TX 75039. The company was originally authorized to provide competitive local exchange telecommunications services pursuant to Certificate No. L-0206 and interexchange telecommunications services pursuant to Certificate R-0728. Lingo South 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. Matrix is authorized to provide local exchange service pursuant to Certificate L-0500 and interexchange service pursuant to Certificate R-1086. Matrix currently offers presubscribed interexchange and local services in Georgia. 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 Georgia customers of Lingo South are, pending regulatory approval, tentatively set to transfer to Matrix effective August 1, 2020. This reorganization is entirely pro forma as the same entities hold the controlling interest in both Matrix and Lingo South. 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 South customers will be served by Matrix. The transition to Matrix will be invisible to the customers of Lingo South as both companies operate under the “Lingo” name. Lingo South 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.

A notice of consummation and request to proceed with the cancellation of the COAs of Lingo South will be submitted to the Commission upon completion of the customer transfer.

## **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 South 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 South 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  
Telecom of the South, 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 Georgia customers. Consequently, granting this Petition is consistent with the public interest.

**WHEREFORE**, for the reasons stated above, Matrix and Lingo South submit that the public interest, convenience and necessity would be furthered by a grant of this Petition and respectfully requests approval by August 1, 2020, or as soon as possible, for the reorganization and transfer of customers from Lingo South to Matrix.

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 Telecom of the South, 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 1<sup>ST</sup> day of July, 2020

  
Notary Public

My Commission expires:

5.12.2023



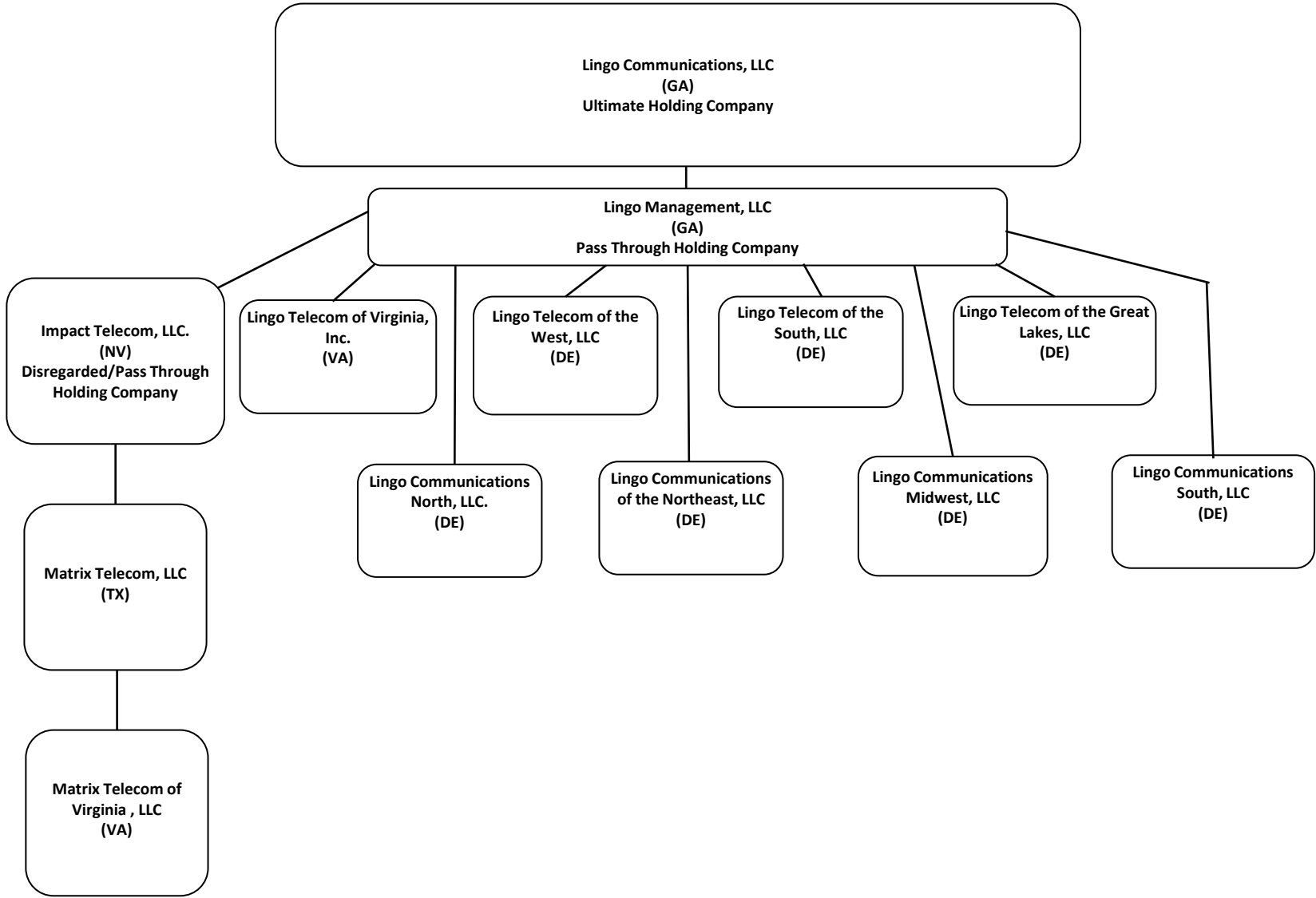
**Matrix Telecom, LLC**

**Lingo Telecom of the South, LLC**

**Exhibit A**

**Corporate Organization**

**Lingo Communications Pre-Consolidation Organizational Chart**



**Lingo Communications Post-Consolidation Organizational Chart**

