



August 3, 2020
Via E-File

Mr. Cayce Hinton, Director, Regulatory Analysis
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850

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

Dear Mr. Hinton:

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

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: FLx2001

Enclosure
CR/sp

**BEFORE THE
FLORIDA PUBLIC SERVICE COMMISSION**

Notification Regarding Internal Reorganization of

Lingo Telecom of the South, LLC

and

**Matrix Telecom, LLC d/b/a Impact Telecom
d/b/a Startec d/b/a Americatel 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 Lingo**

and

Transfer of Customers

Matrix Telecom, LLC d/b/a impact Telecom d/b/a Startec d/b/a Americatel 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 Lingo ("Matrix") and Lingo Telecom of the South, LLC ("Lingo South"), collectively the "Parties", hereby notify and seek approval, as necessary, from the Florida 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 Florida telecommunications certificates ("Certificates") of Lingo South upon completion of the customer transfer. Following the completion of the customer transfer, Lingo South will no longer operate within Florida and a request will be submitted to the Commission to proceed with cancellation of the Certificates 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 authorized to provide local and interexchange telecommunications services in Florida pursuant to Certificate Nos. 7552 and 7610. 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. The company was authorized to provide local and interexchange telecommunications services in Florida pursuant to Certificate Nos. 2495 and 8586. Matrix currently offers presubscribed interexchange and local services in Florida. 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 Florida customers of Lingo South are, pending any regulatory approval, tentatively set to transfer to Matrix on or about September 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 and Lingo South will no longer operate in Florida. 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 cancel the Certificates and tariffs 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.”¹

¹ 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 Florida customers. Consequently, this transaction is consistent with the public interest.

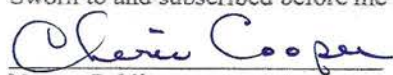
WHEREFORE, for the reasons stated above, Matrix and Lingo South submit that the public interest, convenience and necessity would be furthered by this transaction and respectfully request (1) approval, as necessary, of the reorganization and transfer of customers from Lingo South to Matrix as detailed herein and (2) approval of the request for cancellation of Lingo South's Certificates upon notification to the Commission of completion 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 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 27 day of July, 2020

Notary Public

My Commission expires:

5.12.2023

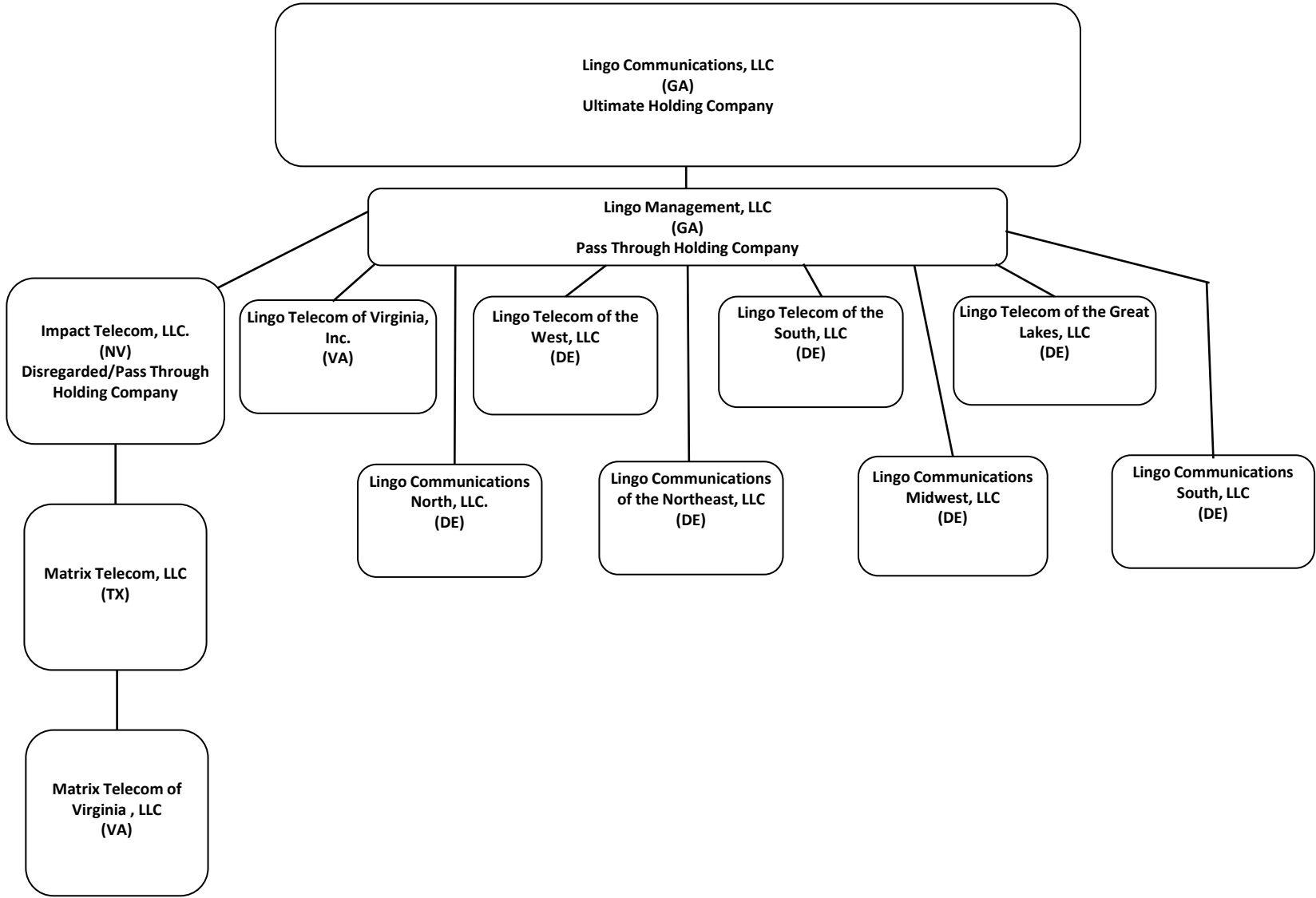


Matrix Telecom, LLC

Lingo Telecom of the South, LLC

Exhibit A
Corporate Structure

Lingo Communications Pre-Consolidation Organizational Chart



Lingo Communications Post-Consolidation Organizational Chart

