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September 4, 2020
Via Web Filing

Ms. Brinda Westbrook-Sedgwick, Commission Secretary
Public Service Commission of District of Columbia
1325 G ST NW
Suite 800
Washington, DC 20005

**RE: Lingo Communications of the Northeast, LLC and Matrix Telecom, LLC
Joint Application Regarding Internal Reorganization and Transfer of Customers**

Dear Ms. Westbrook-Sedgwick:

Enclosed for filing please find the above referenced Application submitted on behalf of Matrix Telecom, LLC and Lingo Communications of the Northeast, 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: Alex Valencia – Matrix (via Email)
C. Cooper – Matrix (via Email)
tms: DCx2001

Enclosures
CR/sp

**BEFORE THE
PUBLIC SERVICE COMMISSION
OF THE DISTRICT OF COLUMBIA**

**Joint Application Regarding Internal Reorganization of
Lingo Communications of the Northeast, 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 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 Impact Telecom d/b/a Startec d/b/a Americatel d/b/a Lingo ("Matrix") and Lingo Communications of the Northeast, LLC ("Lingo Northeast"), collectively the "Parties", hereby seek approval from Public Service Commission of the District of Columbia ("Commission") of an internal reorganization that will result in (1) a planned transfer of customers from Lingo Northeast to Matrix and (2) the cancellation of the District of Columbia telecommunications authority of Lingo Northeast upon completion of the customer transfer. Following the customer transfer, Lingo Northeast will no longer operate within the District of Columbia and a notice will be submitted to the Commission to cancel the authorization of Lingo Northeast and any tariffs on file with the Commission.

I. The Parties

Lingo Northeast is a Delaware limited liability company formed on March 4, 1997. Its principal office is located at 400 E. Las Colinas Blvd., Suite 500 Irving, TX 75039. The company was authorized to provide local exchange telecommunications services within the District of Columbia pursuant to authority granted in Case No. TA2013-1, Order No. 17067. Lingo Northeast 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 telecommunications services within the District of Columbia pursuant to authority granted in Case No. TA05-5, Order No. 13772 and amended in Case No. TA07-2, Order No. 14201. 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 District of Columbia customers of Lingo Northeast are, pending regulatory approval, tentatively set to transfer to Matrix on or about October 2020. This reorganization is entirely *pro forma* as the same entities hold the controlling interest in both Matrix and Lingo Northeast. 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 Northeast customers will be served by Matrix and Lingo Northeast will no longer operate in the District of Columbia. The transition to Matrix will be invisible to the customers of Lingo Northeast as both companies operate under the “Lingo” name. Lingo Northeast 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 notice to cancel the telecommunications authority and tariffs of Lingo Northeast will be submitted to the Commission upon completion of the customer transfer.

In support of this Application the following additional information is provided:

- (a) Complete name, address, telephone number, and facsimile number of the Joint Applicants:

Matrix Telecom, LLC and Lingo Communications of the Northeast, LLC
400 E. Las Colinas Blvd., Suite 500, Irving, TX 75039
Telephone: 972-910-1900
Facsimile: 866-418-9750
Website: www.lingo.com

For regulatory issues the Joint Applicants contact is:

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

For questions regarding this Application:

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

II. The Transaction (Cont'd.)

- (b) The name under which local exchange services are currently provided by the assignor or transferor in the District:

Lingo

- (c) The name under which local exchange services will be provided if the customer transfer is approved:

Lingo

- (d) A description of the facilities, if any, currently owned or operated in the District by each Applicant:

Matrix and Lingo Northeast currently provide local telecommunications services in the District of Columbia by utilizing its own facilities and/or resold facilities and services obtained from the incumbent local exchange carrier.

- (e) A description of the services currently provided by each applicant in the District:

Lingo currently provides service for three (3) business lines in the District of Columbia. Matrix currently provides service for 14 residential and 71 business lines in the District of Columbia.

- (f) A description of the transaction that will result in the transfer of customers:

On or about October 2020, pending regulatory approval, the customers of Lingo are tentatively set to be transferred to Matrix and Lingo will no longer operate in the District of Columbia. Upon completion of the transfer a notice to proceed with the cancellation of the District of Columbia telecommunications authority of Lingo will be submitted to the Commission. Matrix will continue to provide Lingo customers with the same services that they currently receive at the same rates and under the same terms and conditions.

- (g) A detailed plan for the transfer of customers to the transferee or assignee:

The transfer to Matrix will be transparent to the customers of Lingo. There will be no change to the services, rates or terms and conditions of service and customer service contact information will remain the same. There will be no charge to Lingo customers as a result of the transition to Matrix.

- (h) A demonstration that the assignor or transferor and the assignee or transferee share the same or substantially similar corporate structures, affiliates, or financial, managerial, administrative, or technical personnel, equipment and other resources.

Matrix and Lingo share the same officers and directors. Regulatory functions are handled by the same individuals. See Exhibit A for the pre/post reorganization corporate structure.

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 Northeast 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 Northeast 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

IV. 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 District of Columbia customers. Consequently, granting this Application is consistent with the public interest.

WHEREFORE, for the reasons stated above, Matrix and Lingo Northeast submit that the public interest, convenience and necessity would be furthered by a grant of this transaction and respectfully request (1) approval as soon as possible, of the reorganization and transfer of customers from Lingo Northeast to Matrix and (2) approval of the cancellation of Lingo Northeast’s telecommunications authority upon notification to the Commission of completion of the customer transfer.

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.

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 of the Northeast, 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

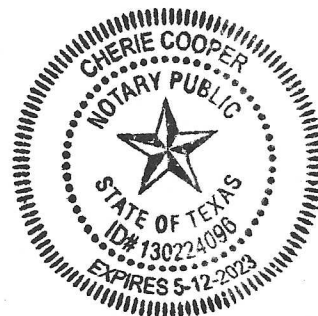
Sworn to and subscribed before me this 2 day of September, 2020



Notary Public

My Commission expires:

5.12.2023




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 of the Northeast, LLC; that I am authorized to make this verification on behalf of the named companies; that I have read the foregoing Joint Application; and that the facts stated therein are true and correct to the best of my knowledge, information and belief; and that Joint Applicants understand that if the contents of the Joint Application are found to be false or to contain misrepresentations, any authority granted may be suspended or revoked upon Commission Order


Charles Griffin
Chief Executive Officer

Sworn to and subscribed before me this 2 day of September 2020


Notary Public

My Commission expires:

5.12.2023

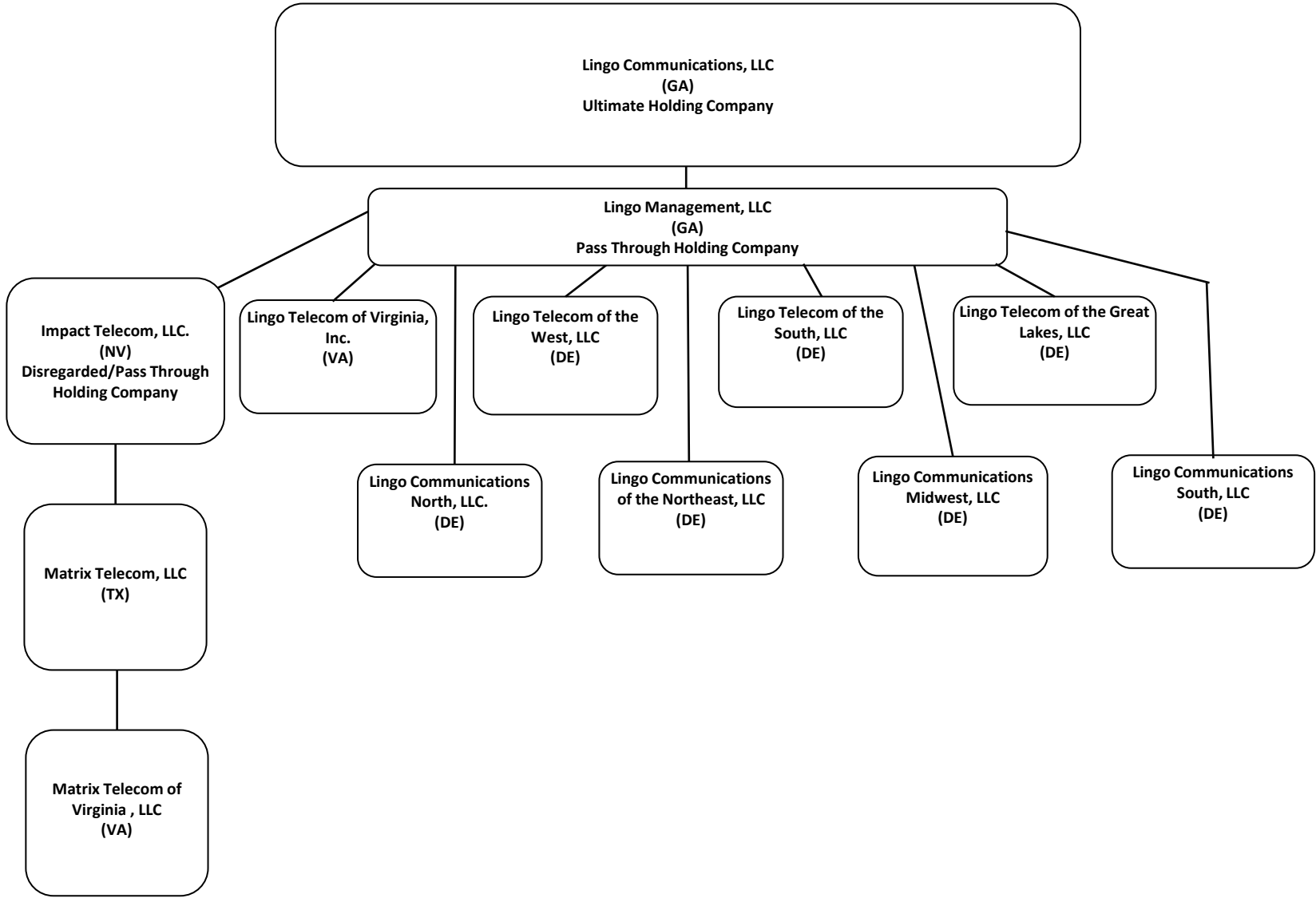


Matrix Telecom, LLC

Lingo Communications of the Northeast, LLC

Exhibit A
Corporate Structure

Lingo Communications Pre-Consolidation Organizational Chart



Lingo Communications Post-Consolidation Organizational Chart

