

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS FILING FORM
(Effective: 04-01-2020)

Per the Commission's 5/29/2019 "Implementation Order" in Case No. 19-0173-TP-ORD

This form is intended to be used with most types of required filings. It provide check boxes with rule references for the most common types of filings. It does not replace or supersede Commission rules in anyway.

In the Matter of the Application of Matrix Telecom, LLC to)	TRF Docket No. 90-9309-TP-TRF
Notify the Commission of Changes in Control)	Case No. 21-0066-TP-CIO
)	NOTE: Unless you have reserved a Case #, leave
)	the "Case No." field BLANK.

Name of Registrant(s) Matrix Telecom, LLC

DBA(s) of Registrant(s) Lingo

Address of Registrant(s) 3475 Piedmont Road NE, 12 Floor, Suite 1260, Atlanta, GA 30305

Company Web Address www.lingo.com

Regulatory Contact Person(s) Alex Valencia

Phone (972) 910-1720

Regulatory Person's Email Address Alex.Valencia@lingo.com

Contact Person for Annual Report Alex Valencia

Phone (972) 910-1720

Consumer Contact Information Alex Valencia

Phone (972) 910-1720

Address (if different from above) same

Motion for protective order included with filing? ☐ Yes ☒ No

Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: Waivers may toll any automatic timeframe.]

Notes:

Sections I and II are pursuant to Ohio Administrative Code (OAC) [4901:1-6](#).

Section III – Part I - Carrier to Carrier is pursuant to OAC [4901:1-7](#) and Pole Attachment to OAC [4901:1-3](#)

Section III – Part II - Wireless is pursuant to OAC [4901:1-6-24](#).

Section IV – Attestation.

(1) Indicate the Carrier Type and the reason for submitting this form by checking the boxes below.

(2) For requirements for various applications, see identified section of the Ohio Administrative Code Chapter 4901 and/or the supplemental application form noted.

(3) Information regarding the number of copies required by the PUCO may be obtained from the PUCO's website at www.PUCO.ohio.gov under the docketing information system section (Procedural filing requirements), by calling the Docketing Division at 614-466-4095 or by visiting the Docketing Division at the offices of the PUCO.

(4) An Incumbent Local Exchange Carrier (ILEC) offering basic local exchange service (BLES) outside its traditional service area should choose CLEC designation when proposing to offer BLES outside its traditional service area or when proposing to make changes to that service.

All filings that result in a change to one or more tariff pages require, at a minimum, the following exhibits:

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s).
B	The tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin.
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s).

Section I – Part I - Common Filings:

Carrier Type: <input type="checkbox"/> Other (Explain below)	For Profit ILEC	Not for Profit ILEC	CLEC
Change terms & conditions of existing BLES.	<input type="checkbox"/> ATA 1-6-14(I)(2) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(I) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(I) (Auto 30 days)
Introduce non-recurring charge, surcharge or fee to BLES	<input type="checkbox"/> ATA 1-6-14(I) (Auto 30 days)		<input type="checkbox"/> ATA 1-6-14(I) (Auto 30 days)
Introduce or Increase Late Payment	<input type="checkbox"/> ATA 1-6-14(I) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(I) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(I) (Auto 30 days)
Revisions to BLES Cap	<input type="checkbox"/> ZTA 1-6-14(E) (0 day notice)		
Introduce BLES or expand local service area (calling area)	<input type="checkbox"/> ZTA 1-6-14(E) (0 day notice)	<input type="checkbox"/> ZTA 1-6-14(E) (0 day notice)	<input type="checkbox"/> ZTA 1-6-14(E) (0 day notice)
Change BLES Rates	<input type="checkbox"/> TRF 1-6-14(E) & (G) (0 day notice)	<input type="checkbox"/> TRF 1-6-14(E) (0 day notice)	<input type="checkbox"/> TRF 1-6-14(H) (0 day notice)
To obtain BLES pricing flexibility	<input type="checkbox"/> BLS 1-6-14(C)(1)(c) (Auto 30 days)		
Notice of no obligation to construct facilities and provide BLES	<input type="checkbox"/> ZTA 1-6-27(C) (0 day notice)	<input type="checkbox"/> ZTA 1-6-27(C) (0 day notice)	
Change in boundary	<input type="checkbox"/> ACB 1-6-32 (Auto 14 days)	<input type="checkbox"/> ACB 1-6-32 (Auto 14 days)	
Expand service operation area			<input type="checkbox"/> TRF 1-6-08(G) (0 day notice)
BLES withdrawal	<input type="checkbox"/> WBL 4927.10 (120 day notice)		<input type="checkbox"/> ZTA 1-6-25(B) (0 day notice)
Other (explain):			

*Other exhibits may be required under the applicable rule, see the 4901:106-14(E) Filing Requirements on the PUCO's webpage for a complete list of exhibits.

Section I – Part II – Customer Notification Offerings Pursuant to Chapter 4901:1-6-07 OAC

Type of Notice	Direct Mail	Bill Insert	Bill Notation	Electronic Mail
<input type="checkbox"/> 15-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> 30-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Date Notice Sent: Not applicable; customer notice not required				

Section I – Part III – Inmate Operator Service Pursuant to Chapter 4901:1-6-22 OAC

Introduce New	Tariff Change	Price Change	Withdraw
<input type="checkbox"/> TRF (0 day notice)	<input type="checkbox"/> ATA (Auto 30 days)	<input type="checkbox"/> TRF (0 day notice)	<input type="checkbox"/> UNC (Non-Auto)

Section II – Part I – Carrier Certification – Pursuant to Chapter 4901:1-6-08 & 10 OAC and Competitive Eligible Telecommunications Carrier Designation (CETC) – Pursuant to Chapter 4901:1-6-09 OAC

ILEC (Out of territory)	CLEC	Telecommunications Service Provider Not Offering Local Service	CESTC	CETC
<input type="checkbox"/> ACE 1-6-08 (Auto 30-day)*	<input type="checkbox"/> ACE 1-6-08 (Auto 30-day)*	<input type="checkbox"/> ACE 1-6-08 (Auto 30-day)*	<input type="checkbox"/> ACE 1-6-10 (Auto 30-day)	<input type="checkbox"/> UNC 1-6-09 (Non-Auto)*

*Supplemental forms can be found on the PUCO webpage – [Telecommunications application forms](#).

Section II – Part II – Change in Operation or Ownership

Change in Operation or Ownership	ILEC	CLEC	Telecommunications Service Provider Not Offering Local Service
Abandon all services		<input type="checkbox"/> ABN 1-6-26 (Auto 30 days)	<input type="checkbox"/> ABN 1-6-26 (Auto 30 days)
Change of official name *	<input type="checkbox"/> ACN 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> ACN 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0-day notice)
Change in ownership *	<input type="checkbox"/> ACO 1-6-29(E)(1) (Auto 30 days)	<input type="checkbox"/> ACO 1-6-29(E)(1) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0-day notice)
Merger *	<input type="checkbox"/> AMT 1-6-29(E)(1) (Auto 30 days)	<input type="checkbox"/> AMT 1-6-29(E)(1) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0-day notice)
Transfer certificate *	<input type="checkbox"/> ATC 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> ATC 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0-day notice)
Transaction for transfer or lease of property, plant or business *	<input type="checkbox"/> ATR 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> ATC 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0-day notice)
FCC Authorized Change in Ownership or Merger	<input type="checkbox"/> CIO 1-6-29 (E)(2) (0-day notice)	<input checked="" type="checkbox"/> CIO 1-6-29 (E)(2) (0-day notice)	<input checked="" type="checkbox"/> CIO 1-6-29 (E)(2) (0-day notice)

*Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR, and CIO applications see the [4901:1-6-29 Filing Requirements](#) on the PUCO webpage for a complete list of exhibits.

Section III – Part I - Carrier to Carrier (Pursuant to 4901:1-7) & Attachments to Utility Equipment or Rights of Way (Pursuant to 4901:1-3)

Carrier to Carrier	ILEC	CLEC
Interconnection agreement or amendment to an approved agreement	<input type="checkbox"/> NAG 1-7-07 (Auto 90 days)	<input type="checkbox"/> NAG 1-7-07 (Auto 90 days)
Request for arbitration	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)
Introduce or change carrier to carrier tariffs	<input type="checkbox"/> ATA 1-7-14 (Auto 30 days)	<input type="checkbox"/> ATA 1-7-14 (Auto 30 days)
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC 1-7-04 or 05 (Auto 30 days)	
Changes in rates, terms & conditions to pole attachments, conduit occupancy and rights of way. (13-579-AU-ORD 11/30/16 Entry)	<input type="checkbox"/> ATA 1-3-04 (Auto 60 days)	

Section III – Part II – Facilities-based Wireless Service Providers (Pursuant to 4901:1-6-24)

Registration and Change in Operations*	<input type="checkbox"/> RCC 1-6-24(B) (0 day notice)
Interconnection Agreement or amendment to an approved Agreement.	<input type="checkbox"/> NAG 1-7-07 (0 day notice)

*Change in Operations filing must be filed in the original RCC case designation code established during the registration process.

Section IV. – Attestation

Registrant hereby attests to its compliance with the pertinent entries and orders issued by the Commission.

AFFIDAVIT

Compliance with Commission Rules

I am an officer/agent of the applicant corporation, _____, and am authorized to make this statement on its behalf.
(Name)

Please check All that apply:

☐ I attest that these tariffs comply with all applicable rules for the State of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules, as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the State of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the State of Ohio.

☐ I attest that customer notices accompanying this filing form were sent to affected customers, as specified in Section II, in accordance with Ohio Adm. Code 4901:1-6-7.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on at _____

NOT APPLICABLE

*Signature and Title

Date

**This affidavit is required for every tariff-affecting filing. It may be signed by counsel, an officer of the applicant or an authorized agent of the applicant.*

VERIFICATION

I, _____, verify I have utilized the Telecommunications Filing Form for the most proceedings provided by the Commission and that all of the information submitted here and all additional information in connection with this case, is true and correct to the best of my knowledge.

SEE ATTACHED VERIFICATIONS

*Signature and Title

Date

**Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

File document electronically as directed in case number 06-900-AU-WVR
or

Send your completed Filing Form, including all required attachments as well as the required number of copies to:

**Public Utilities Commission of Ohio
Attention: Docketing Division
180 East Broad Street, Columbus, OH 43215-3793**

FCC APPLICATION LINK

A Joint Application was filed with the Federal Communications Commission on January 11, 2021, and can be found at this link: <https://www.fcc.gov/ecfs/filing/10111345523928>. The FCC has docketed the Joint Application as WC Docket No. 21-21, which can be found at: [https://www.fcc.gov/ecfs/search/filings?q=\(proceedings.name:\(\(21%5C-21*\)\)%20OR%20proceedings.description:\(\(21%5C-21*\)\)\)&sort=date_disseminated,DESC](https://www.fcc.gov/ecfs/search/filings?q=(proceedings.name:((21%5C-21*))%20OR%20proceedings.description:((21%5C-21*)))&sort=date_disseminated,DESC).

DESCRIPTION OF PARTIES AND TRANSACTION

Lingo Communications, LLC (“Transferor” or “Lingo”), Matrix Telecom, LLC (“Matrix”), and B. Riley Principal Investments, LLC (“Transferee”) (collectively, the “Parties”) file this verified Notice of Change in Operations to notify the Public Utilities Commission of Ohio (“Commission”) of proposed changes in the indirect control of Matrix (“Transaction”). This Transaction also is being reviewed by the Federal Communications Commission (“FCC”), and thus qualifies for streamlined treatment under Commission Rule 1-6-29(E)(2).

A. Lingo Communications, LLC (Transferor)

Lingo is a Georgia limited liability company, with a principal office at Prominence in Buckhead, 3475 Piedmont Road NE, 12th Floor, Suite 1260, Atlanta, GA 30305. Lingo is a wholly owned, direct subsidiary of GG Telecom Investors, LLC (“GG Telecom”), a Georgia limited liability company. GG Telecom is owned by Holcombe T. Green, Jr. (62.5%) and R. Kirby Godsey (37.5%). Lingo is a holding company and does not provide telecommunications services or hold any Commission authorizations.

Lingo controls Matrix through Lingo Management, LLC (“Lingo Management”). Lingo Management is a Delaware limited liability company, with a principal office at Prominence in Buckhead, 3475 Piedmont Road NE, 12th Floor, Suite 1260, Atlanta, GA 30305. Lingo Management is a holding company and does not provide any telecommunications services.

B. Matrix Telecom, LLC (Matrix)

Matrix, a Texas limited liability company, is a direct subsidiary of Impact Telecom LLC and an indirect wholly owned subsidiary of Lingo and Lingo Management. In Ohio, Matrix is authorized to provide toll and local exchange telecommunications services pursuant to Revised Certificate No. 90-9309 issued in Case No. 16-0948-TP-ACN. Matrix also holds authority from the FCC to provide domestic interstate and international telecommunications services,¹ and is authorized to provide intrastate telecommunications services in the District of Columbia and all

¹ Matrix provides international telecommunications services pursuant to IB File Nos. ITC-214-19900713-00004 (Old File No. ITC-90-152), ITC-214-19930330-00053 (Old File No. ITC-93-145), ITC-214-19940830-00266 (Old File No. 94-478), ITC-214-19970415-00212 (Old File No. ITC-97-227), ITC-214-19980507-00300 (Old File No. ITC-98-349), and ITC-214-19980915-00644. Matrix provides interstate telecommunications services pursuant to blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

other states except Virginia, where its subsidiary is authorized to provide intrastate telecommunications services.

C. B. Riley Principal Investments, LLC (Transferee)

Transferee is a Delaware limited liability company with a principal office at 30870 Russell Ranch Road, Suite 250, Westlake Village, CA 91362. Transferee is a holding company owned by B. Riley Financial, Inc. (“B. Riley”), a publicly traded (NASDAQ: RILY), diversified financial services company that takes a collaborative approach to the capital raising and financial advisory needs of public and private companies and high net worth individuals. Headquartered in Los Angeles with offices in major U.S. financial markets, B. Riley has over 900 employees whose cross-platform expertise is mobilized to provide a myriad of financial solutions.

Transferee is well qualified managerially, technically, and financially to own Matrix. Transferee owns: (i) United Online, which offers Internet access services to consumers under the NetZero and Juno brands, as well as email, Internet security, web hosting services, and other communications-related services; and (ii) YMax Communications Corp., which offers telecommunications services and, in conjunction with an affiliate, Voice over Internet Protocol (“VoIP”) services and related equipment. Transferee is managed by top professionals with decades of expertise in the financial, technology, research, and communications sectors.

D. Transaction

In Case No. 19-2154-TP-CIO, the Commission approved proposed changes in control of Matrix, including the transfer of indirect control of Matrix to Garrison LM LLC (“Garrison”) upon the occurrence or non-occurrence of certain events relating to the repayment of debt in connection with financing arrangements. The proposed indirect change in control of Matrix to Garrison was not consummated due to circumstances beyond the parties’ control, and the instant Transaction is intended to replace the Garrison transaction previously approved by the Commission. To effectuate this change, Transferor and Transferee have entered into the following agreements:

First, Transferee’s affiliates have agreed to acquire the outstanding debt of Lingo Management and its subsidiaries from Garrison, and those financing arrangements are reflected in the Amended and Restated Credit and Guaranty Agreement with BRF Finance Co., LLC (an affiliate of Transferee), dated as of November 30, 2020 (“Credit Agreement”).

Second, Transferee has the right to appoint two members of the operating board of Lingo Management pursuant to a Second Amended and Restated Operating Agreement of Lingo Management, LLC dated as of November 30, 2020 (“Second Operating Agreement”). As explained in Case No. 19-2154-TP-CIO, the previous operating board of Lingo Management consisted of five members with (x) Garrison designating two members, one of whom served as an independent manager, (y) Lingo designating two members, one of whom served as an independent manager, and (z) the Chief Executive Officer of Lingo Management serving as the fifth member. Under the Second Operating Agreement, the Transferee-designated members replaced the existing Garrison members, one of whom will serve as an independent manager. The new operating board

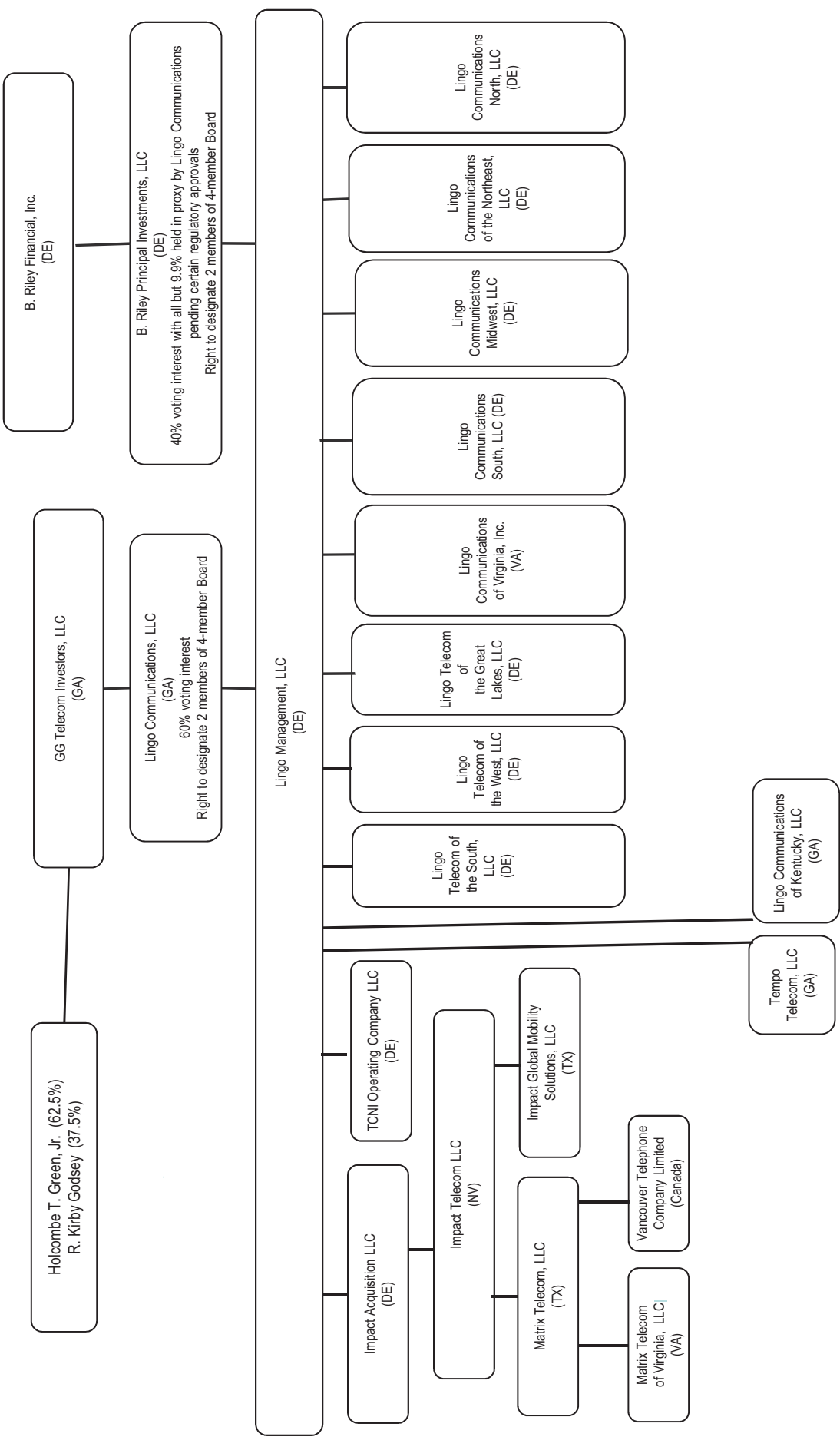
of Lingo Management consists of four members, with the remaining two members to be designated by Lingo, one of whom will serve as an independent manager.

Third, pursuant to the terms of an Issuance Agreement between Transferee, Lingo Management, and Lingo dated as of November 13, 2020 (“Issuance Agreement”), Transferee acquired a forty percent (40%) interest in Lingo Management (and an indirect interest in Matrix). In connection with this acquisition, Transferee has granted an irrevocable proxy to Lingo to vote (or cause to be voted) the shares held by Transferee in excess of nine point nine percent (9.9%) of the interests of Lingo Management. This irrevocable proxy will continue until receipt of certain regulatory approvals, including the approval from the Commission to acquire stock representing twenty percent (20%) or more of the voting interest in Lingo Management. Subsequently, Transferee’s interest will increase to an eighty percent (80%) voting interest in Lingo Management upon the receipt of additional regulatory approvals. Once all steps of the Transaction are consummated, Lingo will hold a twenty percent (20%) voting interest in Lingo Management and Transferee will hold an eighty percent (80%) interest in Lingo Management (with both holding corresponding indirect interests in the Matrix). In addition, once Transferee’s interest increases to eighty percent (80%), the operating board of Lingo Management will increase to five members, with Transferee appointing three members, one of whom will serve as an independent manager. The remaining two members of the Lingo Management operating board will continue to be appointed by Lingo, one of whom will serve as an independent manager.

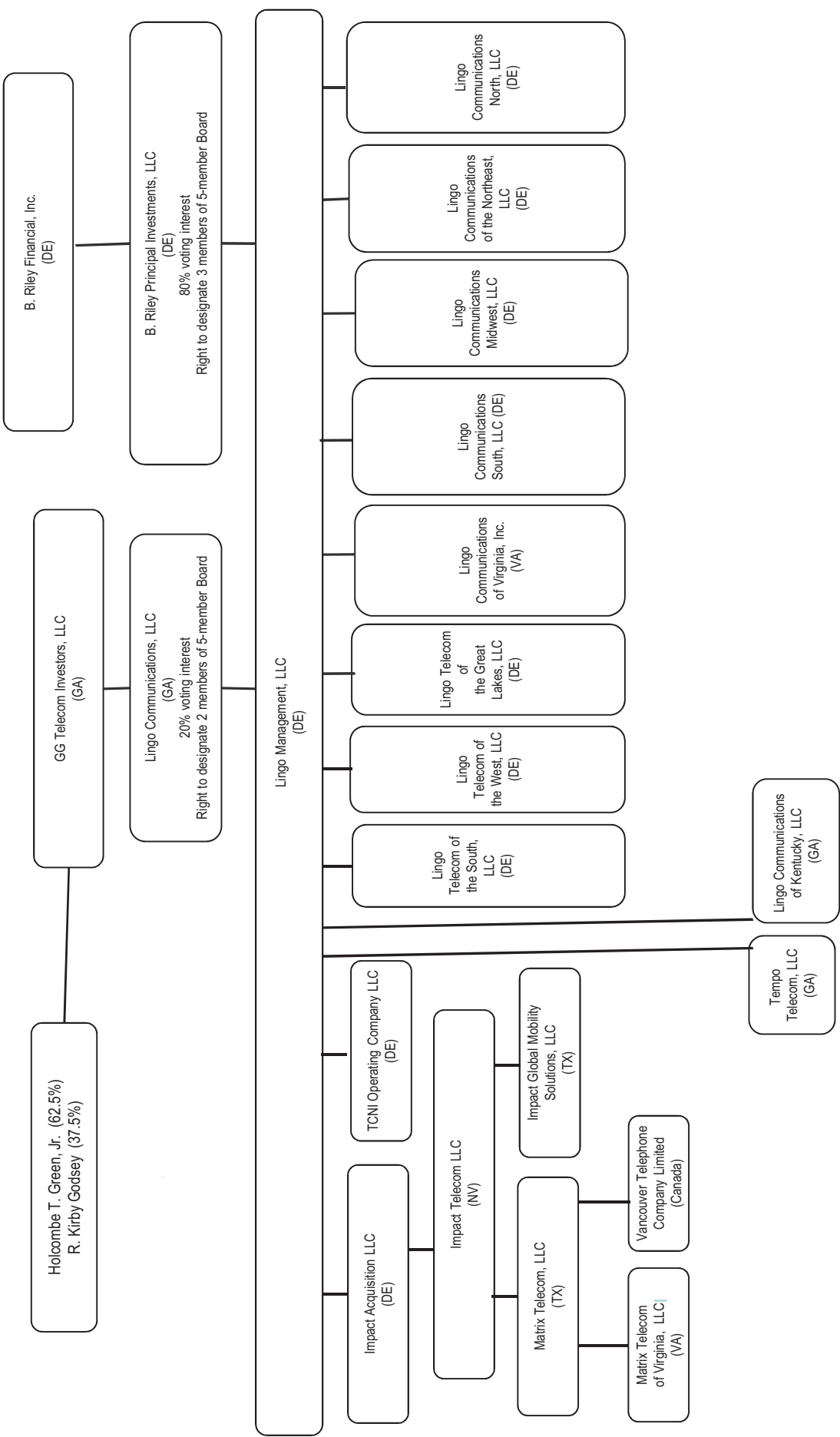
No assignment of licenses, certificates of public convenience, assets, or customers will occur as a consequence of the proposed Transaction. The proposed Transaction also will not trigger a change in the rates, terms, and conditions under which Matrix provides service to existing customers. The Transaction will be transparent to Matrix’s customers.

For the Commission’s reference, the attached depicts the current control structure of Matrix and the control structure of Matrix after the proposed changes in control occur.

Current Control Structure of Licensees



Final Control Structure of Licensees



VERIFICATIONS

STATE OF GEORGIA
COUNTY OF FULTON

§
§
§

SS:

VERIFICATION

I, Vincent M. Oddo, state that I am the Chief Executive Officer of Lingo Management, LLC and its subsidiaries (collectively, the "Company"); that I am authorized to make this Verification on behalf of the Company; that I have read the foregoing document; and that any statements in the foregoing document with respect to the Company, except as otherwise specifically attributed, are true and correct to the best of my knowledge, information, and belief.



Vincent M. Oddo

Sworn and subscribed before me this 3 day of December 2020.



Notary Public

My commission expires

March 26, 2024



COMMONWEALTH OF VIRGINIA

COUNTY OF LOUDOUN

§
§
§

ss:

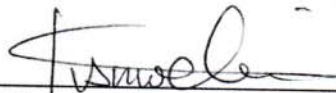
VERIFICATION

I, Ananthan Veluppillai, state that I am the Chief Operating Officer of B. Riley Principal Investments, LLC (the "Company"); that I am authorized to make this Verification on behalf of the Company; that I have read the foregoing document; and that any statements in the foregoing document with respect to the Company, except as otherwise specifically attributed, are true and correct to the best of my knowledge, information, and belief.



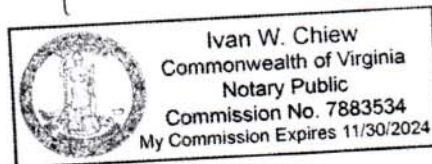
Ananthan Veluppillai

Sworn and subscribed before me this 3rd day of December 2020.



Notary Public

My commission expires 11/30/2024



This foregoing document was electronically filed with the Public Utilities

Commission of Ohio Docketing Information System on

1/25/2021 5:05:46 PM

in

Case No(s). 21-0066-TP-CIO, 90-9309-TP-TRF

Summary: Application Notify the Commission of Changes in Control electronically filed by
Angela F Collins on behalf of Matrix Telecom, LLC