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January 25, 2019

VIA E-FILING

Kristi Collins
Commission Secretary
Public Utility Commission of Oregon
201 High Street SE, Suite 100
Salem, Oregon 97301-3398

**Re: CP 1281
Notification Regarding the Transfer of Indirect Control of
Matrix Telecom, LLC to Lingo Communications, LLC**

Dear Ms. Collins:

By this letter, Lingo Communications, LLC (“Transferee” or “Lingo”), Ionex Communications North, LLC (now known as Lingo Communications North, LLC) (“Ionex”), TNCI Impact LLC (“Transferor”), and Matrix Telecom, LLC (“Matrix”) (collectively, the “Parties”) notify the Public Utility Commission of Oregon (“Commission”) of the transfer of indirect control of Matrix to Transferee (the “Transaction”) and related post-closing *pro forma* changes in ownership of Matrix. It is the Parties’ understanding that Commission approval is not required to complete the transactions described herein. Accordingly, the Parties submit this letter for informational purposes.

Description of the Parties

A. Lingo Communications, LLC and Ionex Communications North, LLC (now known as Lingo Communications North, LLC)

Transferee Lingo is a Georgia limited liability company, with a principal office at 3060 Peachtree Road, NW, Suite 1065, Atlanta, Georgia 30305. Transferee 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. (66.5%) and R. Kirby Godsey (33.5%). Lingo is a holding company and does not provide telecommunications services or hold any Commission authorizations.

Ionex, a Delaware limited liability company, is an indirect wholly owned subsidiary of Lingo and was authorized in Oregon to provide local exchange and interexchange telecommunication services in CP 1487. Ionex also holds authority from the Federal

Communications Commission (“FCC”) to provide domestic interstate and international telecommunications services. Ionex notified the Commission of its name change on December 3, 2018.

B. TNCI Impact LLC and Matrix Telecom, LLC

Matrix is a Texas limited liability company and was a wholly owned, indirect subsidiary of Transferor. The corporate headquarters of Matrix is located at 9000 E Nichols Ave., Suite 230, Englewood, Colorado 80112.

Matrix and its affiliates (collectively, “Impact Telecom”) provide intrastate, interstate and international telecommunications services to residential, business and carrier customers throughout the United States. In Oregon, Matrix was authorized to provide local exchange and interexchange services in CP 1281. Matrix also holds authority from the FCC to provide domestic interstate and international telecommunications services.

Description of the Transaction

Effective December 31, 2018 and pursuant to the terms of a Securities Purchase Agreement (the “Agreement”) dated as of July 3, 2018, by and between Transferor and Lingo, Lingo acquired all issued and outstanding membership interests of Impact Acquisition, LLC, a Delaware limited liability company and indirect parent of Matrix. Impact Acquisition, LLC and its subsidiaries, including Matrix, are now held by Lingo Management, LLC, which is a wholly owned subsidiary of Lingo. As a result, indirect ownership of Matrix was transferred to Lingo effective December 31, 2018.

In the future, Lingo may eliminate Impact Telecom, LLC from the chain of ownership of Matrix (the “Post-Transaction *Pro Forma* Change”) resulting in Matrix becoming a wholly owned, direct subsidiary of Impact Acquisition, LLC. Since Matrix is currently a wholly owned, indirect subsidiary of Impact Acquisition, LLC, the Post-Transaction *Pro Forma* Change will not change the ultimate post-Transaction ownership of Matrix and is *pro forma* in nature. This Post-Transaction *Pro Forma* Change will have no effect on Matrix, its customers or its operations, but eliminating the additional intermediate holding company will streamline recordkeeping and reporting among other benefits.

For the Commission’s reference, attached are the current, post-closing, and Post-Transaction *Pro Forma* Change ownership structure of the Parties.

The Transaction brings together two enterprises that have demonstrated a long-standing commitment to excellence in a highly competitive marketplace. Customers of the combined company will benefit from the extensive telecommunications experience and expertise of the combined company. The financial, technical, and managerial resources that Transferee and Ionex will bring to Matrix (and Matrix to Transferee and Ionex) are expected to enhance their ability to compete in the telecommunications marketplace.

The Transaction will have no adverse impact on customers of Matrix and Ionex. Following the Transaction, Matrix and Ionex will continue to provide high-quality communications services to their customers in Oregon without interruption and without immediate change in rates, terms or conditions.

Should you have any questions about this notification, please contact the undersigned.

Respectfully submitted,

/s/ Angela F. Collins

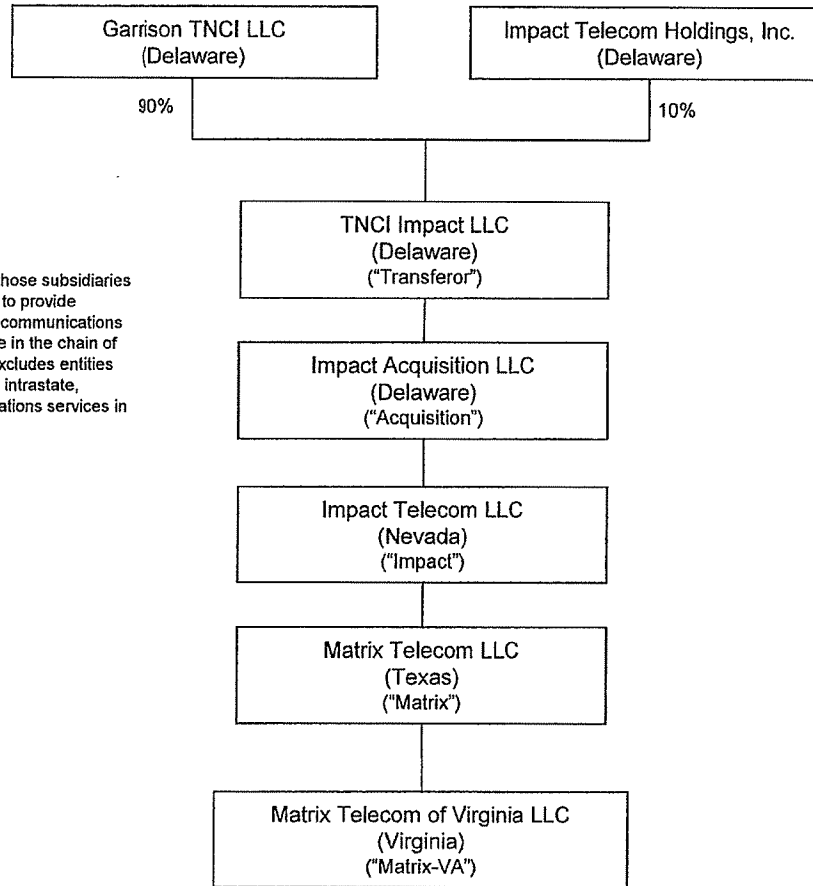
Angela F. Collins

Attachments

Current, Post-Closing and Post-Transaction *Pro Forma* Change Entity Structures

Current Organizational Structure of Matrix & Matrix-VA*

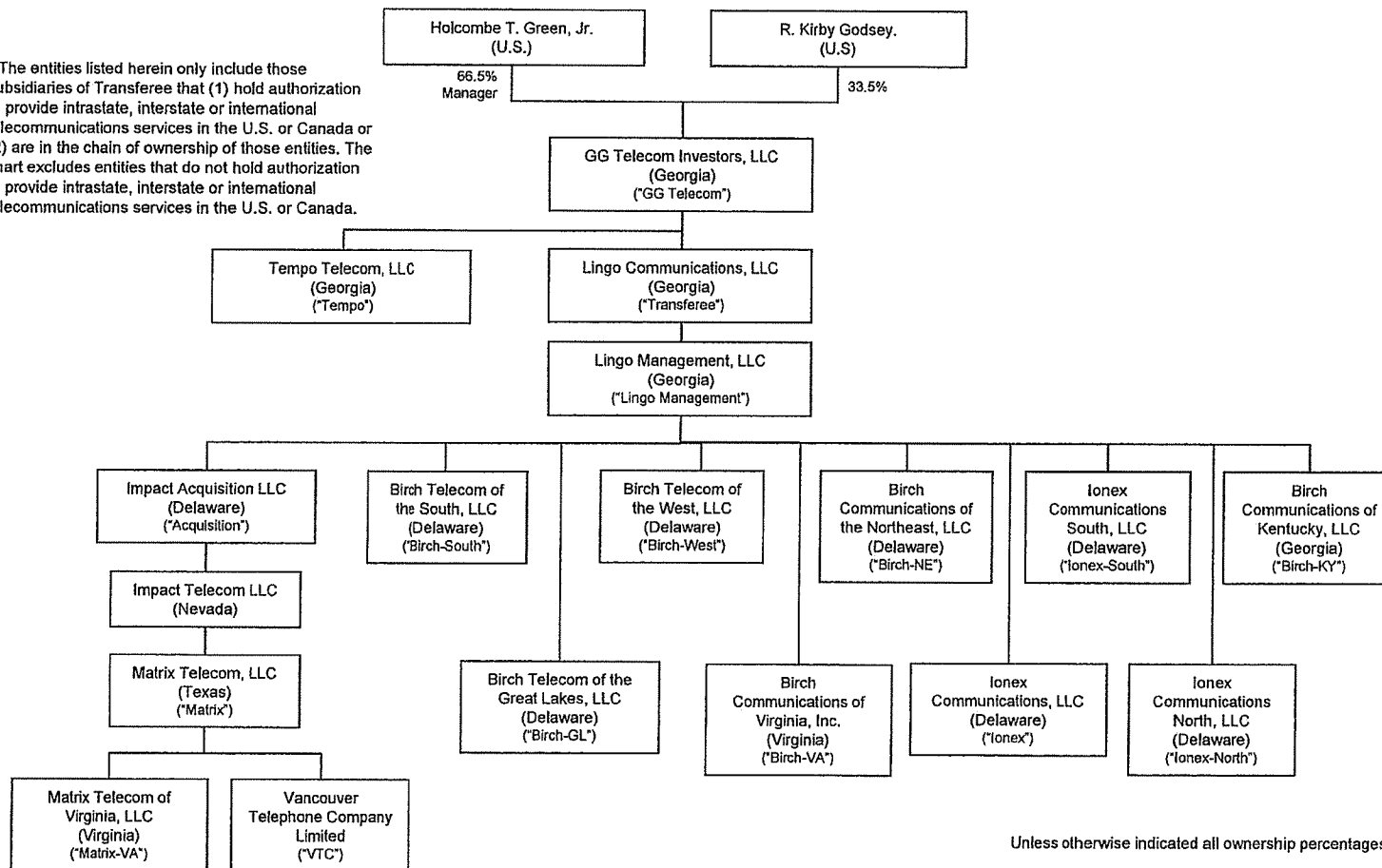
* The entities listed herein only include those subsidiaries of Transferor that (1) hold authorization to provide intrastate, interstate or international telecommunications services in the U.S. or Canada or (2) are in the chain of ownership of those entities. The chart excludes entities that do not hold authorization to provide intrastate, interstate or international telecommunications services in the U.S. or Canada.



Unless otherwise indicated all ownership percentages are 100%.

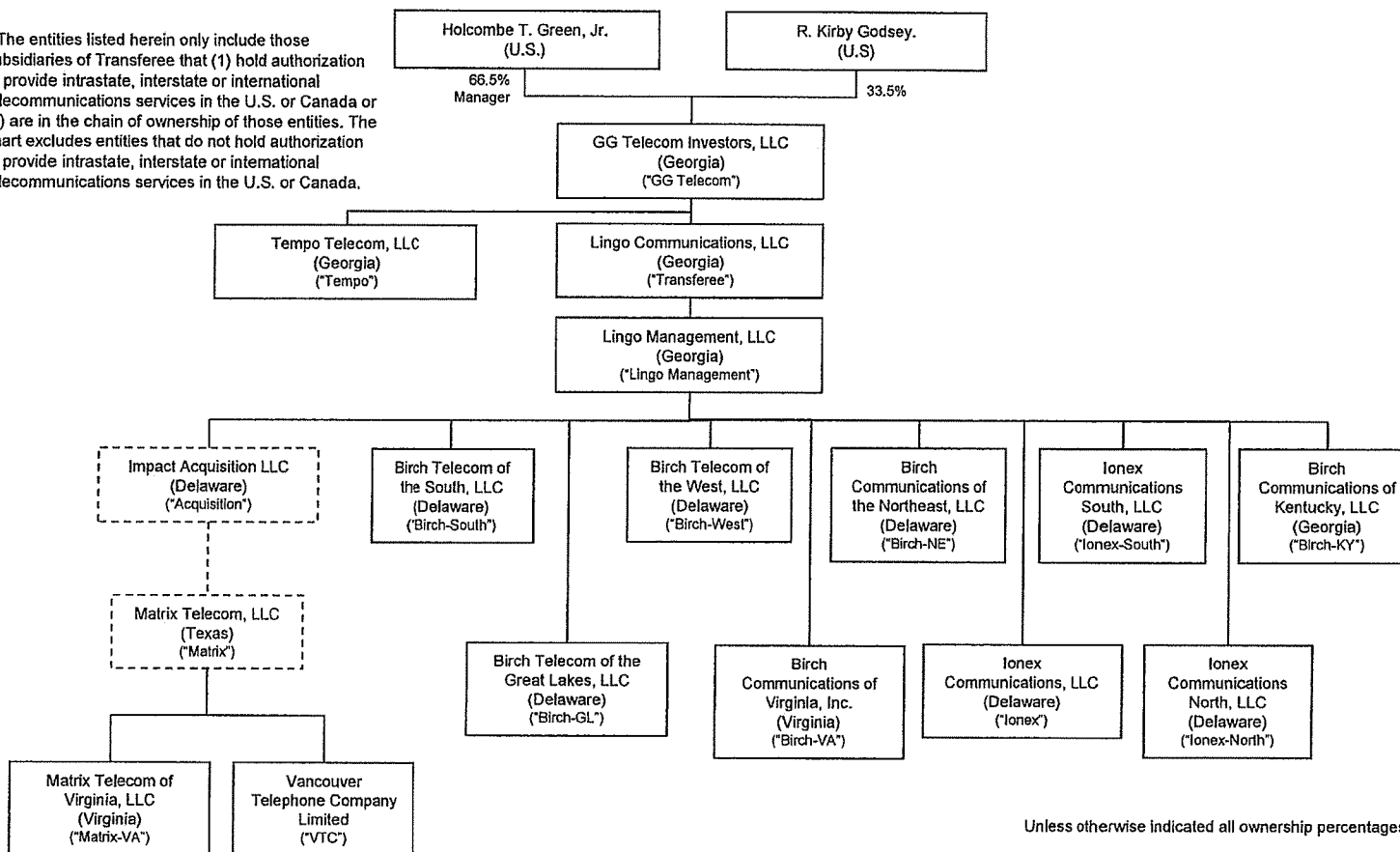
Post-Closing Organizational Structure of Matrix & Matrix-VA*

* The entities listed herein only include those subsidiaries of Transferee that (1) hold authorization to provide intrastate, interstate or international telecommunications services in the U.S. or Canada or (2) are in the chain of ownership of those entities. The chart excludes entities that do not hold authorization to provide intrastate, interstate or international telecommunications services in the U.S. or Canada.



Organizational Structure of Matrix & Matrix-VA Post-Transaction *Pro Forma* Change*

* The entities listed herein only include those subsidiaries of Transferee that (1) hold authorization to provide intrastate, interstate or international telecommunications services in the U.S. or Canada or (2) are in the chain of ownership of those entities. The chart excludes entities that do not hold authorization to provide intrastate, interstate or international telecommunications services in the U.S. or Canada.



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Highlights Difference in Structure
Resulting from
Post-Transaction *Pro Forma* Change