



PUBLIC NOTICE

Federal Communications Commission
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DA 20-47
January 10, 2020

DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF SUBSIDIARIES OF LINGO COMMUNICATIONS, LLC TO GARRISON LM LLC

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 19-383

Comments Due: January 24, 2020

Reply Comments Due: January 31, 2020

By this Public Notice, the Wireline Competition Bureau seeks comment from interested parties on an application filed by Lingo Communications, LLC (Lingo), including its direct and indirect wholly owned subsidiaries (Lingo Subsidiaries),¹ and Garrison LM LLC (Garrison) (collectively, Applicants), pursuant to section 214 of the Communications Act of 1934, as amended, and sections 63.03-04 of the Commission's rules, requesting consent for the transfer of control of the Lingo Subsidiaries to Garrison.²

Lingo, a Georgia limited liability and holding company, is a wholly owned direct subsidiary of GG Telecom Investors, LLC (GG Telecom), a Georgia limited liability company. GG Telecom, in turn, is owned by Holcombe T. Green, Jr. (62.5%) and R. Kirby Godsey (37.5%), both U.S. citizens.³ Lingo currently holds all of the voting interests but none of the non-voting interests in

¹ The Lingo Subsidiaries are the following entities: Lingo Management, LLC (Lingo Management), Lingo Telecom of the Great Lakes, LLC (Lingo Great Lakes), Lingo Telecom of the South, LLC (Lingo South), Lingo Telecom of the West, LLC (Lingo West), Lingo Communications South, LLC (Lingo CS), Lingo Communications North, LLC (Lingo North), Lingo Communications Midwest, LLC (Lingo Midwest), Lingo Communications of the Northeast, LLC (Lingo Northeast), Lingo Communications of Virginia, Inc. (Lingo Virginia), Matrix Telecom, LLC (Matrix), and Matrix Telecom of Virginia, LLC (Matrix Virginia). With the exception of Lingo Management, which is a holding company that does not provide telecommunications services, these entities hold FCC licenses or authorizations.

² See 47 U.S.C. § 214; 47 CFR §§ 63.03-04. Applicants also filed an application for the transfer of control of international services. On December 18, 2019 and December 26, 2019, Applicants filed a supplement to their domestic section 214 application. Any action on this domestic section 214 application is without prejudice to Commission action on other related, pending applications.

³ At the time of the filing of this domestic section 214 application, Lingo and its subsidiaries were affiliated with Fusion Connect, Inc., debtor-in-possession, a competitive telecommunication carrier owned by GG Telecom, and which is an applicant in a separate transfer of control proceeding. See *Joint Application of Fusion Connect, Inc., Debtor-in-Possession, and Telecom Holdings, LLC for Consent to a Transaction that Will Result in a Change of Control of Companies Holding Domestic and International Authority Pursuant to*

Lingo Management, a Georgia limited liability company. Lingo also currently has control of and retains the ability to appoint the sole member of the operating board of Lingo Management. Lingo Management, in turn, directly wholly owns Lingo Great Lakes, Lingo South, Lingo West, Lingo CS, Lingo North, Lingo Midwest, Lingo Northeast, and Lingo Virginia (collectively, the Lingo Licensees) and indirectly wholly owns Matrix and Matrix Virginia (together, the Matrix Licensees). The Lingo Licensees and the Matrix Licensees, all U.S.-based, are competitive local exchange carriers that collectively offer, or are certified to offer, service to residential and small business customers in 50 states and the District of Columbia.

Garrison, a Delaware limited liability and holding company, is owned by funds managed by the Garrison Investment Group, a U.S.-based investor. Garrison currently holds all the non-voting interests in Lingo Management and does not have control over Lingo Management or the Lingo Licensees or Matrix Licensees. Garrison is directly owned by Garrison Opportunity Fund III A LLC (GOF-III-A) (64.25%)⁴ and GOF II A Series A-2 LLC (GOF-II-A Series) (35.75%), both Delaware limited liability companies.⁵

The proposed transaction would be accomplished through multiple steps. Pursuant to the terms of the Amended and Restated Operating Agreement of Lingo Management, LLC, dated December 9, 2019 (A&R Operating Agreement), Garrison acquired a non-voting interest in Lingo Management, with the voting interest (and control) remaining with the current holder, Lingo, which also retains the ability to appoint the sole member of the operating board. The A&R Operating Agreement sets forth certain changes in the operating board and ownership interests of Lingo Management that would result in (1) Lingo relinquishing control of the operating board, and (2) Garrison obtaining control of Lingo Management through the ability to appoint all members of the operating board and/or holding the sole voting interest in Lingo Management.⁶

Applicants assert that the proposed transaction is entitled to streamlined treatment under the Commission's rules and that a grant of the application would serve the public interest, convenience, and necessity. We accept this application for filing under section 63.03(b)(2)(i) of the Commission's rules.⁷

Section 214 of the Communications Act of 1934, as Amended, WC Docket No. 19-262.

⁴ The managing member of GOF-III-A is Garrison Opportunity Fund III A MM LLC (GOF-III-A-MM) (0% equity in GOF-III-A). The managing member of GOF-III-A-MM is Garrison Opportunity Fund III A Holdings MM LLC (GOF-III-A-Holdings) (100% equity in GOF-III-A-MM). GOF-III-A-MM and GOF-III-A-Holdings, both Delaware limited liability companies, each hold an indirect 64.25% interest in Garrison.

⁵ Garrison Opportunity Fund II A LLC (GOF-II-A) holds an indirect 35.75% interest in Garrison as a result of holding all the voting interest in GOF-II-A Series. The managing member of GOF-II-A is Garrison Opportunity Fund MM II A LLC (GOF-MM-II-A) (0% equity in GOF-II-A), and the managing member of GOF-MM-II-A is Garrison Opportunity Fund II A Holdings MM LLC (GOF-II-A-Holdings) (100% equity in GOF-MM-II-A). GOF-MM-II-A and GOF-II-A-Holdings, both Delaware limited liability companies, each hold a 35.75% indirect interest in Garrison. Joseph Tansey, a U.S. citizen, wholly owns GOF-III-A-Holdings and GOF-II-A-Holdings.

⁶ Applicants describe the transaction steps in the application at pages 4-6. In addition, Exhibit A of the application provides pre- and post-consummation ownership charts. Subject to Commission action on the domestic section 214 application, Applicants should update the record with any changes to the transaction and final control structure of Lingo Management.

⁷ 47 CFR § 63.03(b)(2)(i).

Domestic Section 214 Application Filed for the Transfer of Control of
Lingo Communications, LLC to Garrison LM LLC, WC Docket No. 19-383
(filed Dec. 16, 2019).

GENERAL INFORMATION

The transfer of control identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to section 63.03(a) of the Commission's rules, 47 CFR § 63.03(a), interested parties may file comments **on or before January 24, 2020**, and reply comments **on or before January 31, 2020**. Pursuant to section 63.52 of the Commission's rules, 47 CFR § 63.52, commenters must serve a copy of comments on the Applicants no later than the above comment filing date. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of this notice.

Pursuant to section 63.03 of the Commission's rules, 47 CFR § 63.03, parties to this proceeding should file any documents using the Commission's Electronic Comment Filing System (ECFS): <http://apps.fcc.gov/ecfs/>.

In addition, e-mail one copy of each pleading to each of the following:

- 1) Tracey Wilson, Competition Policy Division, Wireline Competition Bureau, tracey.wilson@fcc.gov;
- 2) Gregory Kwan, Competition Policy Division, Wireline Competition Bureau, gregory.kwan@fcc.gov;
- 3) Sumita Mukhoty, Policy Division, International Bureau, sumita.mukhoty@fcc.gov;
- 4) David Krech, Policy Division, International Bureau, david.krech@fcc.gov; and
- 5) Jim Bird, Office of General Counsel, jim.bird@fcc.gov.

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The proceeding in this Notice shall be treated as a "permit-but-disclose" proceeding in accordance with the Commission's *ex parte* rules. Persons making *ex parte* presentations must file a copy of any written presentation or a memorandum summarizing any oral presentation within two business days after the presentation (unless a different deadline applicable to the Sunshine period applies). Persons making oral *ex parte* presentations are reminded that memoranda summarizing the presentation must (1) list all persons attending or otherwise participating in the meeting at which the *ex parte* presentation was made, and (2) summarize all data presented and arguments made during the presentation. If the presentation consisted in whole or in part of the presentation of data or arguments already reflected in the presenter's written comments, memoranda or other filings in the proceeding, the presenter may provide citations to such data or arguments in his or her prior comments, memoranda, or other filings (specifying the relevant page and/or paragraph numbers where such data or arguments can be found) in lieu of summarizing them in the memorandum. Documents shown or given to Commission staff during *ex parte* meetings are deemed to be written

ex parte presentations and must be filed consistent with rule 1.1206(b), 47 CFR § 1.1206(b). Participants in this proceeding should familiarize themselves with the Commission's *ex parte* rules.

For further information, please contact Tracey Wilson at (202) 418-1394 or Gregory Kwan at (202) 418-1191.

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