

**BEFORE THE PUBLIC SERVICE COMMISSION
OF
THE STATE OF MISSISSIPPI**

MATRIX TELECOM, LLC
TC-123-1045-01

DOCKET NO. 2021-UA-040

IN RE: JOINT PETITION OF LINGO COMMUNICATIONS, LLC, TRANSFEROR,
MATRIX TELECOM, LLC, LICENSEE AND B. RILEY PRINCIPAL
INVESTMENTS, LLC, TRANSFEREE

ORDER

On March 9, 2021, Lingo Communications, LLC (“Transferor” or “Lingo”), Matrix Telecom, LLC (“Matrix” or Licensee”), and B. Riley Principal Investments, LLC (“Transferee”) (collectively, “Petitioners”); filed a Joint Petition for proposed changes in control of Licensee, including the transfer of indirect control of Licensee to Transferee (the “Transaction”).

The Commission, being fully apprised in the premises and having considered the documents, exhibits, and record before it, as authorized by law and the Commission’s Public Utilities Rules of Practice and Procedure, and upon recommendation of the Mississippi Public Utilities Staff, finds as follows:

1. The Commission has jurisdiction to enter this Order and the entry hereof is in the public interest.
2. Due and proper notice of the Petition was given to all interested parties as required by law and the Commission's Public Utilities Rules of Practice and Procedure.
3. No protest, objection or other pleading contesting the granting of the requested relief is before the Commission.
4. Lingo (Transferor) 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.

5. Matrix (Licensee) is a Texas limited liability company. Matrix is a direct subsidiary of Impact Telecom LLC and an indirect wholly owned subsidiary of Lingo and Lingo Management. In Mississippi, Matrix is authorized to (1) operate as a reseller of intrastate, interLATA telecommunications services pursuant to a Certificate granted in Case No. 90-UA-0268 and (2) provide resold competitive local exchange and resold intraLATA and interLATA interexchange long distance telecommunications services pursuant to a Certificate granted in Case No. 05-UA-0269. Matrix also holds authority from the FCC to provide domestic interstate and international telecommunications services.

6. Recently the Commission issued an Order approving the Petition of Matrix for an internal corporate reorganization pursuant to which the Mississippi customers currently served by Lingo Telecom of the South, LLC will be transferred to Matrix. (Order, March 2, 2021, Docket 2020-UA-204). The authorization held by Lingo Telecom of the South, LLC was cancelled by the Commission concurrently with the approval of the customer transfer.

7. B. Riley Principal Investments, LLC (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.

8. Transferee is well qualified managerially, technically, and financially to own Licensee. 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. (“YMax”), which offers telecommunications services and, in conjunction with an affiliate, Voice over Internet Protocol services and related equipment. Transferee is managed by top professionals with decades of expertise in the financial, technology, research, and communications sectors.

9. In Docket No. 2019-UA-227, the Commission approved proposed changes in control of Licensee, including the transfer of indirect control of Licensee to Garrison LM LLC (“Garrison”) upon the occurrence or non-occurrence of certain events relating to the repayment of debt. The proposed indirect change in control of Licensee to Garrison was not consummated due to circumstances beyond the parties’ control, and the instant Transaction is intended to replace the Garrison transaction approved in Docket No. 2019-UA-227.¹ To effectuate this change, Transferor, Transferee, and Lingo Management have entered into agreements described in the Joint Petition.

10. The Transaction is in the public interest. The proposed Transaction will have no adverse impact on customers and will not alter the manner of service delivery or billing. The Transaction will not result in any change of carrier for customers or any assignment of authorizations, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers. Following consummation of the Transaction, Licensee will continue to

¹ A separate notice of non-consummation was filed in Docket No. 2019-UA-227.

provide high-quality communications services to their customers without interruption. The proposed Transaction will not trigger a change in the rates, terms, and conditions under which Licensee provide service to their existing customers.

11. Customers will benefit from the financial resources and telecommunications experience and expertise of Transferee, which holds other investments in the communications sector.

12. B. Riley Principal Investments, LLC as the Transferee is qualified managerially, technically and financially to obtain indirect control of Matrix.

13. This Order shall be deemed issued on the day it is served upon the parties herein by the Executive Secretary of this Commission who shall note the service date in the file of this docket.

IT IS THEREFORE ORDERED by the Commission that:

1. The Joint Application is granted and the Commission approves the proposed transfer of indirect control of Matrix Telecom, LLC to B. Riley Principal Investments, LLC.

2. The Applicants shall give notice to the Commission of the consummation of the Transaction.

COMMISSION VOTE

Chairman Dane Maxwell

Aye X Nay _____

Commissioner Brent Bailey

Aye X Nay _____

Commissioner Brandon Presley

Aye X Nay _____

SO ORDERED this the 6th day of April, 2021

MISSISSIPPI PUBLIC SERVICE COMMISSION



Dane Maxwell
DANE MAXWELL, CHAIRMAN

Brent Bailey
BRENT BAILEY, COMMISSIONER

Brandon Presley
BRANDON PRESLEY, COMMISSIONER

ATTEST: A true copy.

Katherine Collier
KATHERINE COLLIER, EXECUTIVE SECRETARY

Effective this the 6th day of April, 2021.