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COMMISSION

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December 2, 2015

VIA OVERNIGHT COURIER

Jeff R. Derouen, Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40602-0615

Re: Notice of Transfer of Indirect Control of Matrix Telecom, Inc. to Garrison TNCI LLC and Related Transactions

Dear Mr. Derouen:

Garrison TNCI LLC (“Transferee”), TNCI Operating Company LLC (“TNCI OpCo”), Impact Telecom, Inc. (“Impact”) and Matrix Telecom, Inc. (“Matrix”) (collectively, the “Parties”) notify the Commission of the planned transfer of indirect control of Matrix to Transferee (the “Impact Transaction”) and related transactions. Since Commission approval is not required to complete the transactions described herein,¹ the Parties submit this letter for informational purposes.

Description of the Parties

A. Garrison TNCI LLC and TNCI Operating Company LLC

Transferee is a Delaware limited liability company and is owned by funds managed by the Garrison Investment Group,² a leading middle market credit and asset based investor. The principal office of Transferee and the Garrison Funds is located at 1290 Avenue of the Americas, Suite 914, New York, New York 10104.

TNCI OpCo is a Delaware limited liability and a direct, wholly owned subsidiary of TNCI Holdings LLC (“TNCI Holdings”), a Delaware limited liability company. TNCI Holdings is a

¹ Pursuant to the Order issued in Admin. Case No. 370 on January 8, 1998 and 807 KAR 5:011, Section 11, prior action by the Commission is not required for the Transaction.

² The following Garrison Funds own greater than 10% of Transferee: Garrison Opportunity Fund III A LLC (approximately 64%) and GOF II A Series A-2 LLC (approximately 36%) (together, the “Garrison Funds”).

Jeff R. Derouen, Executive Director
December 2, 2015
Page 2

direct, wholly owned subsidiary of Transferee. TNCI OpCo has a principal office located at 114 E. Haley Street, Suite I, Santa Barbara, California 93101.

TNCI OpCo was formed in January 2013, to aggregate regional telephone companies and create a national facilities based telephone company. TNCI OpCo specializes in wholesale voice and enterprise voice, data and cloud solutions. TNCI OpCo's solutions include business VoIP, local phone services, long distance, TNCI Telastic Hosted Voice, MPLS, and Dedicated Internet Access. In Kentucky, TNCI OpCo is authorized to provide competitive local exchange services under Competitive Local Exchange Carrier Utility ID 22251486, and long distance services pursuant to Long Distance Carrier Utility ID 5148600. TNCI OpCo also holds authority from the Federal Communications Commission ("FCC") to provide domestic interstate and international telecommunications services.

B. Impact Telecom, Inc. and Matrix Telecom, Inc.

Matrix is a Texas corporation and wholly owned direct subsidiary of Impact, a Nevada corporation (Impact and its subsidiaries, including Matrix, collectively referred to herein as "Impact Telecom"). Impact Telecom has a principal office located at 9000 E. Nichols Avenue, Suite 230, Englewood, Colorado 80112. Impact does not have a majority owner. The following shareholders of Impact hold greater than 10 percent of its stock: Robert M. Beaty, Charles Griffin, William Beaty, Jason McKesson, and Doug Funsch.

Impact, through its subsidiaries Matrix and Matrix Telecom of Virginia, Inc., provides retail and wholesale telecommunications services. Impact Telecom provides domestic and international long distance and facilities-based wholesale telecommunications solutions to carriers worldwide, as well as Hosted PBX, SIP Trunking and PRI, local phone service, toll free origination, domestic and international long distance and data services to commercial customers. In Kentucky, Matrix is authorized to provide local exchange services under Competitive Local Exchange Carrier Utility ID 22213425 and long distance services under Long Distance Carrier Utility ID.³ Matrix also holds authority from the FCC to provide domestic interstate and international telecommunications services.

³ Matrix was originally granted authority to provide resold telecommunications services in Docket No. 90-270 on March 13, 1991

Jeff R. Derouen, Executive Director
December 2, 2015
Page 3

Contact Information

Questions, correspondence or other communications concerning this filing should be directed to:

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with a copy for Transferee to:

Joshua Brandt
Garrison Investment Group
1290 Avenue of the Americas
Suite 914
New York, NY 10104
jbrandt@garrisoninv.com

with a copy for TNCI OpCo to:

Brian McClintock
Chief Financial Officer
TNCI Operating Company LLC
114 E. Haley Street, Suite I
Santa Barbara, California 93101
BMcClintock@tncii.com

with a copy for Impact and Matrix to:

Alex Valencia
Vice President, Gov't Affairs &
Compliance
Impact Telecom
433 East Las Colinas Blvd.
Suite 500
Irving, TX 75039
avalencia@impacttelecom.com

Description of the Transactions

Pursuant to the terms of a Securities Purchase Agreement (the "Agreement") dated as of November 3, 2015, by and among Robert Beaty, Charles Griffin, William Beaty, Jason McKesson, Doug Funsch, Impact Telecom Holdings, Inc. ("Newco"), Impact Acquisition LLC ("Acquisition") and TNCI Impact LLC ("TNCI Impact"), Acquisition will acquire all the equity of Impact. As a result, indirect ownership of Matrix will be transferred to Acquisition and Transferee will be the ultimate majority owner (90%) of Acquisition.

Before the Securities Purchase Agreement is consummated, the following intermediate steps will occur:

- (1) TNCI OpCo's direct owner will change from TNCI Holdings to TNCI Impact, a Delaware limited liability company that will be directly wholly owned by Transferee;⁴
- (2) TNCI Impact will form Acquisition, a Delaware limited liability company;
- (3) a new Delaware corporation will be formed, Newco, and will become the direct owner of Impact, with the current shareholders and warrant holders of Impact owning Newco;⁵ and
- (4) Impact, a Nevada corporation, will convert to a Nevada limited liability company, Matrix, a Texas corporation, will convert to a Texas limited liability company.⁶

For the Commission's reference, Exhibit A depicts the current and post-closing entity ownership structure of the Parties.

Public Interest Considerations

The Parties submit that the Impact Transaction is in the public interest. The Impact Transaction will bring together two enterprises that have demonstrated a long-standing commitment to excellence in a highly competitive marketplace. Transferee expects that the Impact Transaction will enable the companies to better meet the local, national and global needs of enterprises, wholesale buyers, and other customers. 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 TNCI OpCo will bring to Matrix are expected to enhance the ability of Impact to compete in the telecommunications market-place. Further, the complimentary networks and services of TNCI OpCo and Impact will enhance their ability to efficiently serve their customers and offer a more competitive set of service offerings. Moreover, the Impact Transaction will be conducted in a manner that will be transparent to Matrix customers and any future name change or service changes will be preceded by appropriate notices to customers as well as any required regulatory filings. Following consummation of the Impact Transaction, Matrix will continue to provide high-quality communications services to its customers without interruption and without immediate change in rates, terms or conditions.

⁴ At closing of the Impact Transaction, Newco will be granted a 10% ownership interest in TNCI Impact.

⁵ Acquisition will acquire all of the equity of Impact from Newco, resulting in the transfer of direct control of Impact to Acquisition and ultimately Transferee.

⁶ Matrix will submit the conversion documents, updated qualification to transact business as a foreign entity, and other necessary documents upon completion of the conversion.

Jeff R. Derouen, Executive Director
December 2, 2015
Page 5

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An original and four (4) copies of this letter are enclosed for filing. Please date-stamp the enclosed extra copy of this letter and return it in the attached self-addressed, stamped envelope. Should you have any questions concerning this filing, please do not hesitate to contact us.

Respectfully submitted,



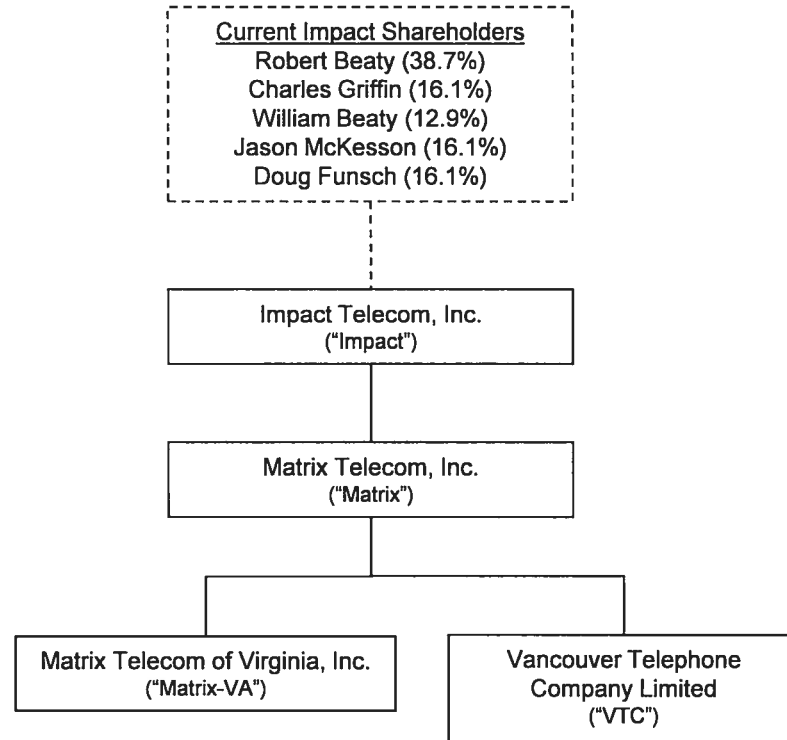
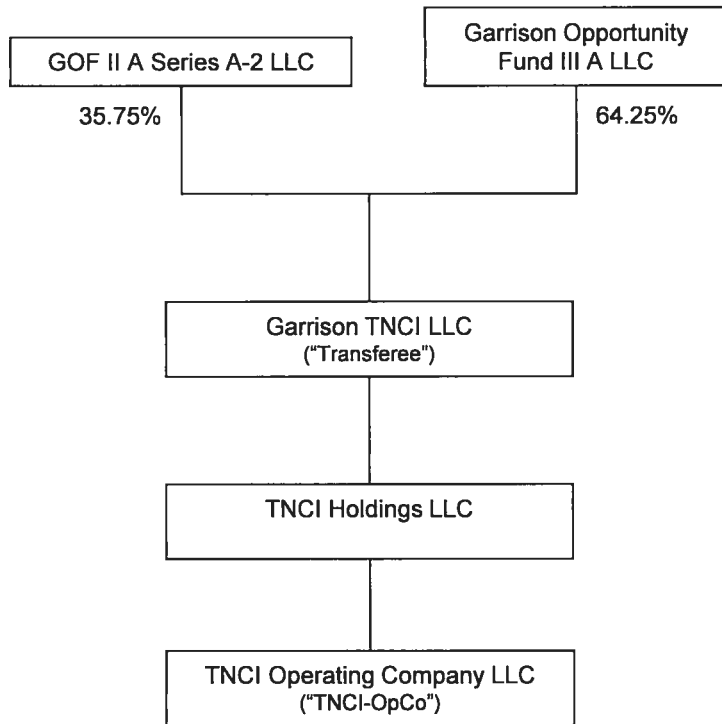
Andrew D. Lipman
Brett P. Ferencak

Counsel for the Parties

EXHIBIT A

Current and Post-Closing Entity Ownership Structure

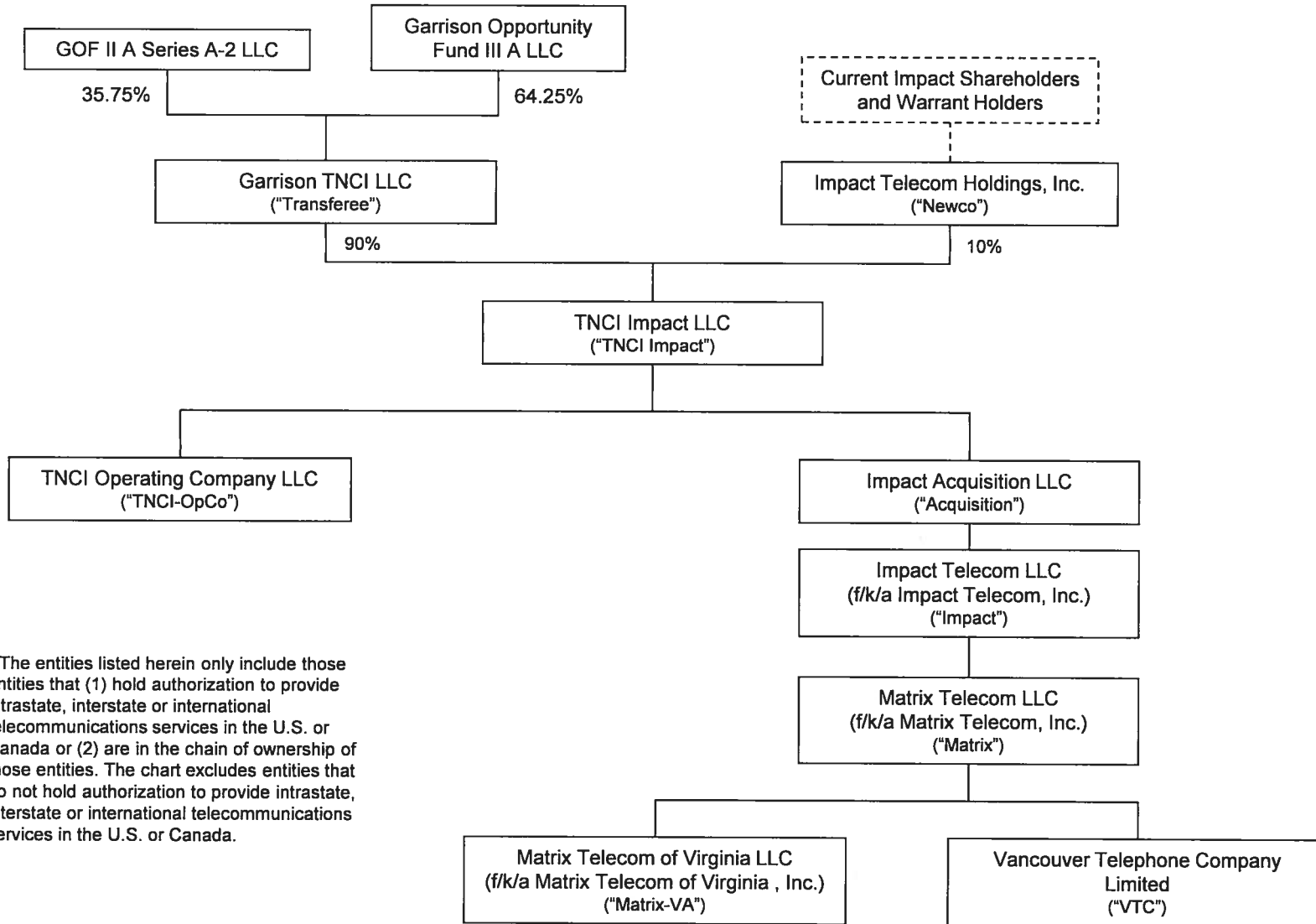
Current Organizational Structure of Impact and TNCI OpCo*



* The entities listed herein only include those entities 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 Impact and TNCI OpCo*



* The entities listed herein only include those entities 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.

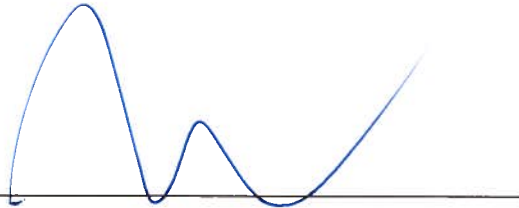
Unless otherwise indicated all ownership percentages are 100%.

STATE OF NEW YORK
COUNTY OF NEW YORK

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VERIFICATION


I, Brian Chase, state that I am CFO of Garrison TNCI LLC (the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.



Name: BRIAN CHASE
Title: CHIEF FINANCIAL OFFICER
Garrison TNCI LLC

Sworn and subscribed before me this 5th day of November, 2015.

LAURA M TAVERAS GARCIA
NOTARY PUBLIC-STATE OF NEW YORK
No. 01TA6331333
Qualified in Queens County
My Commission Expires October 05, 2019


Notary Public

My commission expires _____

STATE OF TEXAS

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§
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COUNTY OF DALLAS

VERIFICATION

I, Robert Beaty, state that I am President of Impact Telecom, Inc. and Matrix Telecom, Inc. (together, the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.



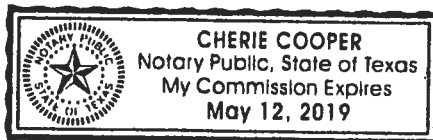
Robert Beaty
President
Impact Telecom, Inc.
Matrix Telecom, Inc.

Sworn and subscribed before me this 28 day of October, 2015.



Notary Public

My commission expires 5/12/2019




STATE OF CALIFORNIA
COUNTY OF SANTA BARBARA

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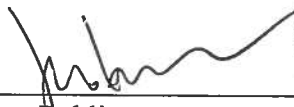
VERIFICATION

I, Laura W. Thomas, state that I am Chief Executive Officer of TNCI Operating Company LLC (the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

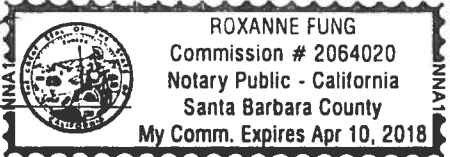


Laura W. Thomas
Chief Executive Office
TNCI Operating Company LLC

Sworn and subscribed before me this 28TH day of OCTOBER, 2015.



Notary Public



My commission expires APR. 10, 2018