

BEFORE THE
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION
PETITION FOR LEAVE TO TRANSFER CUSTOMERS

of

TNCI OPERATING COMPANY, LLC

to

MATRIX TELECOM, LLC

TNCI Operating Company, LLC ("TNCI OpCo") and Matrix Telecom, LLC ("Matrix") hereby notify the Commission of the planned transfer of customers from TNCI OpCo to Matrix. Following the anticipated March 1, 2016 transfer, TNCI OpCo will no longer operate and requests a cancellation of its authority concurrently with the approval of this request.

I. THE PARTIES

TNCI OpCo is a Delaware limited liability company formed on January 9, 2013. Its principal offices are located at 114 E. Haley Street, Suite 1, Santa Barbara, California 93101. The company was authorized to provide resold local exchange and interexchange toll services in Docket No. UT-130432 by order issued April 26, 2013. TNCI OpCo currently offers presubscribed local and interexchange services within the state of Washington. TNCI OpCo is a wholly owned subsidiary of TNCI Impact, LLC.

Matrix is a Texas limited liability company formed on December 28, 2015. Its principal offices are located in 433 East Las Colinas Boulevard, Irving, Texas 75039. The company was originally authorized to provide interexchange services in Docket No. UT-910020 by order issued May 8, 1991. The Company also received Commission approval to provide resold and facilities-based competitive local exchange services on May 27, 2005 in Docket No. UT-910020, Cert. UT-030675. Matrix currently offers presubscribed interexchange and local services in Washington. Matrix is a wholly owned subsidiary of TNCI Impact, LLC.

II. THE TRANSACTION

The customers of TNCI OpCo will be transferred to Matrix beginning on or about March 1, 2016, pending all regulatory approvals. Following the transaction, these customers will be served by Matrix. Matrix will revise its tariffs to incorporate the applicable transferred services upon completion of the transfer. TNCI OpCo will cease to operate after that point in time. This filing also requests the cancellation of the TNCI OpCo authority concurrently with the approval of this customer transfer. Upon completion of the transfer, Matrix will still be a wholly owned subsidiary of TNCI Impact, LLC.

Exhibit A contains an overview of the pre and post corporate structure of TNCI Impact, LLC once the transfer and merger is completed.

III. CUSTOMER IMPACT

The transition to Matrix will be virtually transparent to most customers. TNCI OpCo's customers will not incur any charges as a result of the change in service provider to Matrix.

Written notice of the proposed transfer was provided to TNCI OpCo's customers on or about January 28, 2016. The customer notification advised customers of the following: (1) the pending change of their interexchange service carrier selection to Matrix; (2) there will be no interruption of their service; (3) either there will be no change to rates, terms or conditions of service; (4) there will be no charges associated with their change to Matrix as their interexchange carrier; (5) they have the option to select a different service provider if they prefer, with no penalty from TNCI OpCo. The notification also included the toll free numbers which customers may call for more information. A copy of the customer notification is attached as Exhibit B.

IV. CONTACT INFORMATION

Correspondence with regard to this filing should be sent to:

Thomas M. Forte
Consultant to the TNCI Impact, LLC, Matrix
Telecom, LLC and TNCI Operating Company, LLC
Technologies Management, Inc.
2600 Maitland Center Parkway, Suite 300
Maitland, FL 32751
Telephone: 407-740-3001
Facsimile: 407-740-0613
Email: tforte@tminc.com

with a copy sent to

Alex Valencia
Vice President - Government Affairs & Compliance
Impact Telecom
433 East Las Colinas Blvd.
Suite 500
Irving, TX 75039
Telephone: 972-910-1720
Facsimile: 972-910-1490
Email: avalencia@impacttelecom.com

V. PUBLIC INTEREST STATEMENT

The proposed customer transfer is an internal corporate reorganization that will reduce costs and provide enhanced operational and economic efficiencies for Matrix. The resulting savings will provide greater opportunities to improve the services available to its customers. Consequently, granting this Application is consistent with the public interest.

WHEREFORE, for the reasons stated above, Matrix Telecom, LLC and TNCI Operating Company, LLC submit that the public interest, convenience and necessity would be furthered by a grant of this Petition and respectfully request approval of the customer base transfer between Matrix and TNCI OpCo. TNCI OpCo also requests the cancellation of its Commission issued certificate concurrently with the approval of this transfer.