



March 22, 2016  
Via Overnight Delivery  
and Email

Mr. Steven V. King, Executive Secretary  
Washington Utilities and Transportation Commission  
1300 S. Evergreen Park Drive, S.W.  
P.O. Box 47250  
Olympia, WA 98504-7250

RECEIVED  
TECHNOLOGIES MANAGEMENT  
2016 MAR 23 PM 12:11  
STATE OF WASHINGTON  
UTIL. AND TRNSP.  
COMMISSION

**RE: Request To Amend Certificate of Matrix Telecom, Inc. to Matrix Telecom, LLC;  
and  
Transfer of Customers of TNCI Operating Company, LLC to  
Matrix Telecom, LLC**

Dear Mr. King:

Enclosed please find the original of the above -referenced filing submitted on behalf of TNCI Operating Company, LLC ("TNCI OpCo") and Matrix Telecom, LLC ("Matrix"), pursuant to the planned transfer of customers from TNCI OpCo to Matrix.

*This filing has also been sent to the Commission via email: records@utc.wa.gov.*

Please acknowledge receipt of this filing by date-stamping the extra copy of this cover letter and returning it to me in the self-addressed, stamped envelope provided for that purpose.

Any questions you may have regarding this filing should be directed to my attention at 407-740-3001 or via email to [tforte@tminc.com](mailto:tforte@tminc.com). Thank you for your assistance in this matter.

Sincerely,

Thomas M. Forte  
Consultant to Matrix Telecom, LLC

cc: Alex Valencia (Via E-Mail) - Matrix  
file: Matrix - Washington - Other  
tms: WAx1601

Enclosures  
TF/mw

**BEFORE THE  
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION  
REQUEST TO AMEND CERTIFICATE OF MATRIX TELECOM, INC.**

and

**PETITION FOR LEAVE TO TRANSFER CUSTOMERS and  
CANCELLATION OF CERTIFICATE  
of  
TNCI OPERATING COMPANY, LLC  
to  
MATRIX TELECOM, LLC.  
(Formerly known as Matrix Telecom, Inc.)**

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PERSONS MANAGEMENT  
2016 MAR 23 PM 12: 11  
STATE OF WASH.  
UTIL. AND TRANSP.  
COMMISSION

Matrix Telecom, Inc. ("Matrix") and TNCI Operating Company, LLC ("TNCI OpCo") hereby notify the Commission of the: (1) conversion of Matrix Telecom, Inc. to Matrix Telecom, LLC; (2) transfer of customers from TNCI OpCo to Matrix; and (3) cancellation of the Certificate of Authority of TNCI Operating Company, LLC 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 corporation formed on June 13, 1990. 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 CONVERSION OF MATRIX TELECOM, INC.**

On December 28, 2015 Matrix Telecom, Inc. converted from Matrix Telecom, Inc. to Matrix Telecom, LLC with the Texas Secretary of State as part of its overall organizational transformation. On February 3, 2016 the company received approval from the Washington Secretary of State to convert their Certificate of Authority from Matrix Telecom, Inc. to Matrix Telecom, LLC (see Exhibit A). Accordingly, the Company respectfully requests that the Commission amend and reissue its Certificate of Authority under the name of Matrix Telecom, LLC.

## **III. 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 cancelation 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 B contains an overview of the pre and post corporate structure of TNCI Impact, LLC once the transfer and merger is completed.

## **IV. 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 C.

**V. 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

**VI. 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, Inc. 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: (1) the conversion of Matrix Telecom, Inc. to Matrix Telecom, LLC; (2) the transfer of customers from TNCI OpCo to Matrix; and (3) the cancellation of TNCI OpCo's Certificate of Authority concurrently with the approval of this transfer..

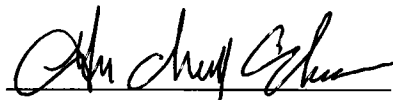
STATE OF COLORADO  
COUNTY OF ARAPAHO

VERIFICATION

I, Robert Beaty, hereby declare, under penalty of perjury, that I am Chief Executive Officer of TNCI Impact, LLC the parent company of both Matrix Telecom, Inc., Matrix Telecom, LLC and TNCI Operating Company, LLC, that I am authorized to make this verification on behalf of the named companies; that I have read the foregoing Petition; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.

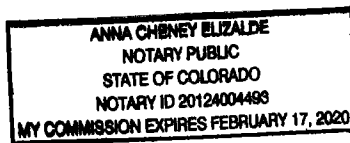
  
Robert Beaty  
Chief Executive Officer  
TNCI Impact, LLC

Sworn to and subscribed before me this 15<sup>th</sup> day of March, 2016

  
Notary Public

My Commission expires:

2/17/2020



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RECORDS MANAGEMENT

2016 MAR 23 PM 12:11

STATE OF WASH  
UTIL. AND TRNSP  
COMMISSION

**Matrix Telecom, LLC**

**TNCI Operating Company, LLC**

**Exhibit A**

**WASHINGTON SECRETARY OF STATE**

**Authorization for**

**MATRIX TELECOM, LLC**



# SOS

Office of the Secretary of State  
Corporations & Charities Division

## Foreign Profit Corporation

See attached detailed instructions

- Filing Fee \$30.00
- Filing Fee with Expedited Service \$80.00

This Box For Office Use Only

02/03/16 3100392-001  
\$80.00 K  
tid: 3173101

**FILED**

**February 03, 2016**  
**Secretary of State**  
**State of Washington**

UBI Number: 601553002

## AMENDED CERTIFICATE OF AUTHORITY

Chapter 23B.10 RCW

### SECTION 1

**NAME OF CORPORATION:** *(as currently recorded with the Office of the Secretary of State)*  
MATRIX TELECOM, INC.

**NAME TO BE USED IN WASHINGTON STATE:** *(If different than above, resolution must be attached)*  
MATRIX TELECOM, LLC

### SECTION 2

**STATE OR COUNTRY WHERE ORIGINALLY INCORPORATED:** TEXAS

**DATE CERTIFICATE OF AUTHORITY WAS ISSUED IN WASHINGTON:** 02/09/2001

### SECTION 3

**AMENDMENTS TO CERTIFICATE:** *(if necessary, attach additional information)*

CONVERTED FROM CORPORATION OVER TO LIMITED LIABILITY COMPANY (Foreign)  
(foreign)

*In the event the change or changes include a name change to a name that does not meet the requirements of RCW 23B.15.060, a fictitious name for use in Washington, include a copy of the resolution of the board of directors, certified by the corporation's secretary, adopting the fictitious name; and a copy of the document filed in the state or country of incorporation showing that jurisdiction's "filed" stamp.*

### SECTION 4

**SIGNATURE** *(see instructions page)*

*This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.*

X		Robert Beaty - CEO / PRESIDENT	<u>1-21-16</u>	9729101900
	Signature	Printed Name/Title	Date	Phone Number

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REGIONS MANAGEMENT

2016 MAR 23 PM 12: 12

STATE OF MARYLAND  
UTIL. AND TRANS.  
COMMISSION

**Matrix Telecom, LLC**

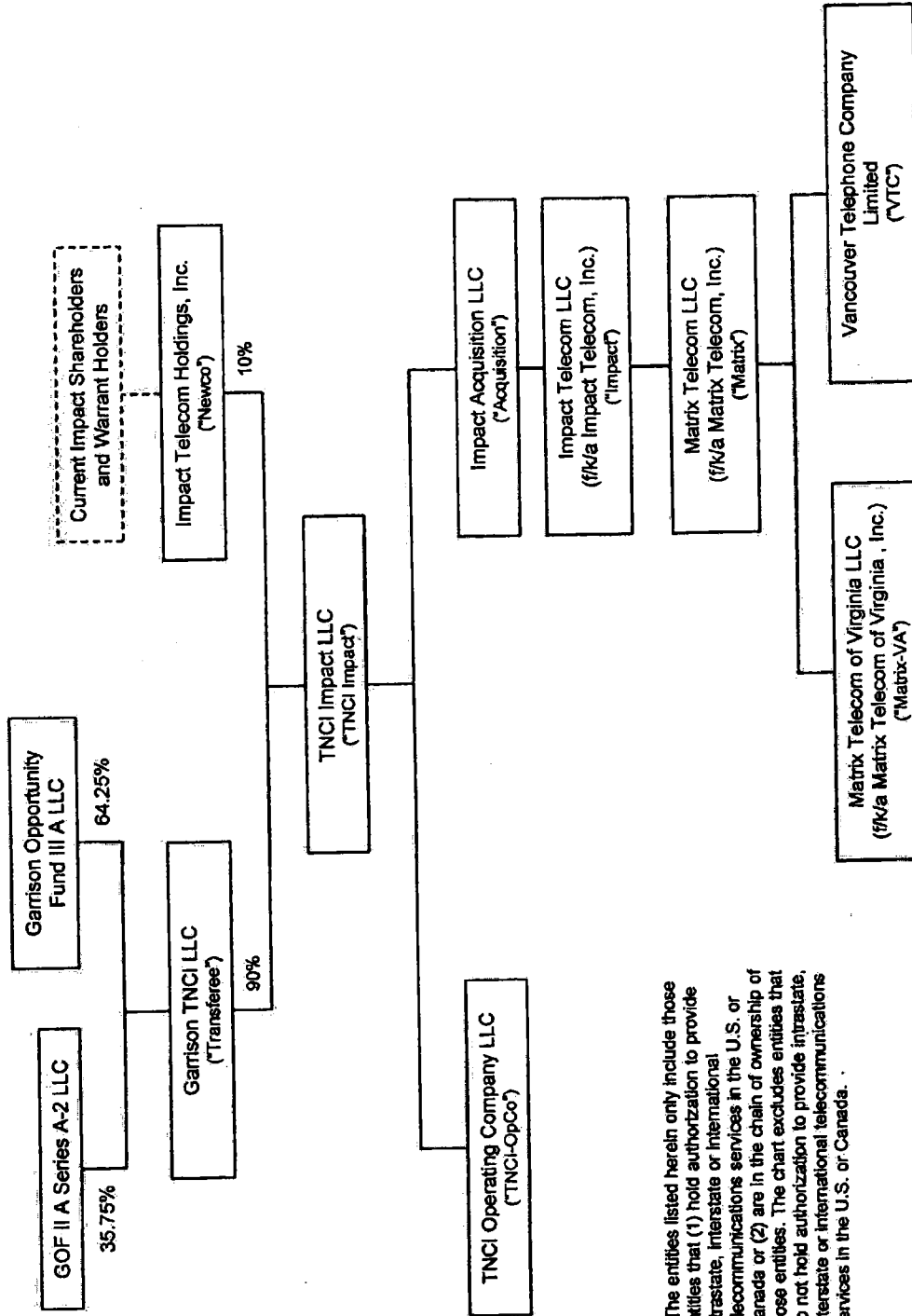
**TNCI Operating Company, LLC**

**Exhibit B**

**TNCI Impact, LLC Corporate Structure**



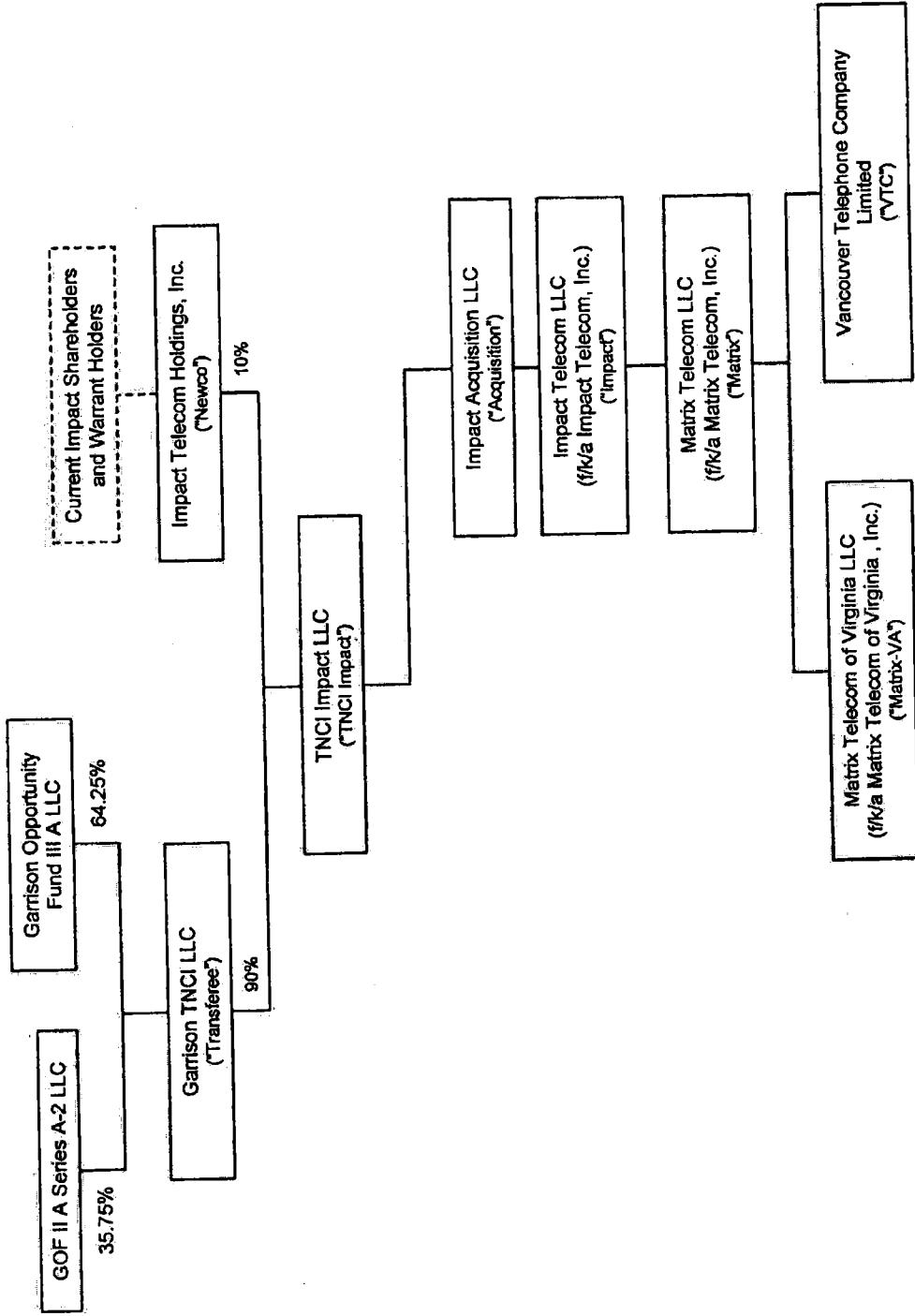
# Organizational Structure of Impact and TNCI OpCo\*



\* 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



Unless otherwise indicated all ownership percentages are 100%.

RECEIVED  
REGULATORY MANAGEMENT

2016 MAR 23 PM 12:12

STATE OF MICHIGAN  
UTIL. AND TRAFFIC  
COMMISSION

**Matrix Telecom, LLC**

**TNCI Operating Company, LLC**

**Exhibit C**

**Customer Notification**



January 28, 2016

Dear Valued Customer,

Matrix Telecom, Inc. dba Impact Telecom ("Impact Telecom") and TNCI Operating Company, LLC ("TNCI") are pleased to announce that Impact Telecom and TNCI will be merging companies. As a result of the merger, your telecommunications services will now be provided under the brand name Impact Telecom. The anticipated date of merger of TNCI into Impact Telecom is expected to be completed on or after March 1, 2016, subject to the necessary regulatory approvals.

**Please note that you are not required to do anything to retain your current services. There will be no cost to you because Impact Telecom will be responsible for any carrier change charges resulting from the merger, nor will the merger change your current service plan or your rates, service features, telephone number, or terms and conditions. Rest assured that this transition will be seamless. You will simply continue to receive the same services that you enjoy today under your TNCI plan.**

We have a legal requirement to inform you that you have the right to select a different local service provider or preferred long distance carrier, if one is available. If you have placed a preferred carrier freeze on your account, the freeze will continue to remain in place. If you have a local service provider other than TNCI and choose to change to a different preferred long distance carrier, you may first need to lift any freeze you may have placed on your account by calling your local service provider.

Impact Telecom is dedicated to earning and keeping your business. We are confident that this transaction will strengthen the quality of service you receive today. As always, for help with any customer service, billing issue, or complaint, we will to assist you at our customer service toll-free number (888) 411-1175, before, during, and after the merger.

Sincerely,

TNCI OPERATING COMPANY, LLC.

and

MATRIX TELECOM, INC. DBA IMPACT TELECOM