

William J. Evans (5276)
PARSONS BEHLE & LATIMER
One Utah Center
201 South Main Street, Suite 1800
Salt Lake City, UT 84111
801-532-1234 (Tel)
801-536-6111 (Fax)
bevans@parsonsbehle.com
Attorneys for Joint Applicants

**BEFORE THE
PUBLIC SERVICE COMMISSION OF UTAH**

Joint Application of)
)
)
AmericaTel Corporation,)
Matrix Telecom, Inc.)
)
and) Docket No. _____
)
Impact Telecom, Inc.)
)
For Approval of the Transfer of Control of)
AmericaTel Corporation and Matrix Telecom, Inc.)
_____)

JOINT APPLICATION

AmericaTel Corporation (“AmericaTel”), Matrix Telecom, Inc., (“Matrix”), and Impact Telecom, Inc. (“Impact”) (AmericaTel, Matrix, and Impact collectively, “Applicants”), through their undersigned counsel and pursuant to Utah Code Ann. §§ 54-4-28 and 54-4-29 and the rules of the Public Service Commission of Utah (“Commission”), including R746-349-7, request approval or such authority as may be necessary or required to enable the parties to consummate a transaction whereby Impact will acquire control of AmericaTel and Matrix.

The Applicants request that the Commission act expeditiously to grant the authority requested herein promptly so that the Applicants can consummate the proposed transaction in a timely manner.

In support of their Application, the Applicants state as follows:

I. DESCRIPTION OF THE APPLICANTS

A. AmericaTel Corporation (“AmericaTel”)

AmericaTel is a Delaware corporation with principal offices located at 433 E. Las Colinas Blvd, Suite 400, Irving, Texas 75039. Serving the needs of United States customers with connections to Latin America, the Caribbean, Canada and Europe, AmericaTel provides domestic and international facilities-based and resold long distance services in 49 states. In Utah, AmericaTel is authorized to provide interexchange and wireless resale telecommunications services. AmericaTel also holds Federal Communications Commission (“FCC”) authority to provide interstate and international telecommunications services.

B. Matrix Telecom, Inc. (“Matrix”)

Matrix is a Texas corporation with principal offices located at 433 E. Las Colinas Blvd, Suite 400, Irving, Texas 75039. Established in 1990, Matrix is a competitive provider of integrated domestic and international communications services including local, 1+ long distance and toll-free voice services plus a wide range of data services, such as dedicated Internet access, frame relay and point-to-point transmission services, in all 50 states and the District of Columbia, and provides such services primarily to enterprise customers. In Utah, Matrix is authorized to provide local exchange telecommunications services pursuant to an order issued on November 18, 2005 in Docket No. 05-2451-01. Matrix also holds FCC authority to provide interstate and international telecommunications services.

C. Impact Telecom, Inc. (“Impact”)

Impact is a Nevada corporation with principal offices located at 9250 East Costilla Ave., Suite 400, Greenwood Village, Colorado 80112. Founded as a CLEC in 2004, and headquartered in the Denver Tech Center, Impact Telecom is a leader in the wholesale domestic and international telecommunications market delivering flexible and effective solutions. Impact owns and operates a state-of-the-art network which carries billions of minutes every year. Impact’s fully redundant facilities are located in major carrier hotels in New York City, Los Angeles, Atlanta, Philadelphia and Dallas. This gives Impact the ability to interconnect with hundreds of providers from all over the world. Impact’s product suites are tailored for all sizes of CLECs, ILECs, cable companies, hosted VoIP providers, calling card companies, VoIP carriers, and other providers. Impact has developed industry-leading solutions and processes to deliver shorter installation intervals and quicker time-to-production. Impact offers multiple interconnection options including Private Ethernet, DS-3, and public Internet over a low-latency, multi-vendor, tier-one IP backbone. Impact interconnects with carriers and service providers to fill the footprint gaps that are prevalent and challenging. Impact currently provides services to other carriers and it does not serve retail end users at this time.

In Utah, Impact is authorized to provide resold local exchange and resold intrastate interexchange telecommunications services pursuant to a Certificate of Public Convenience and Necessity issued by the Commission in Docket No. 06-2474-01 on February 8, 2007. Impact also holds FCC authority to provide interstate and international telecommunications services.

Impact has the technical and managerial qualifications to acquire control of AmericaTel and Matrix. Impact is operated by a highly qualified management team, all of whom have

extensive backgrounds in information technology, networking and computer industries. Management biographies for the Impact management team are attached hereto as Exhibit A.

II. CONTACT INFORMATION

Questions or inquiries concerning this Application may be directed to:

For Applicants:

William J. Evans (5276)
Parsons Behle & Latimer
One Utah Center
201 South Main Street, Suite 1800
Salt Lake City, UT 84111
801-532-1234 (Tel)
801-536-6111 (Fax)
bevans@parsonsbehle.com

With copies to:

For Matrix and AmericaTel

Aurora Ares
Assistant General Counsel
Matrix Telecom, Inc. and AmericaTel
Corporation
433 E. Las Colinas Blvd, Suite 400
Irving, TX 75039
214-254-3813 (Tel)
866-459-4442 (Fax)
aares@americatel.com

For Impact

Judith A. Riley
Regulatory Counsel
Telecom Professionals, Inc.
12316 Hidden Forest Blvd.
Oklahoma City, OK 73142
405-755-8177 (Tel)
405-755-8377 (Fax)
jriley@telecompliance.net

III. DESCRIPTION OF THE TRANSACTIONS

On February 15, 2013, Impact, and EnergyTRACS Acquisition Corp., a Delaware corporation (“Seller”), and MTAC Holding Corporation, a Delaware corporation (“Parent”),¹ the corporate parents of AmericaTel and Matrix, entered into a stock purchase agreement

¹ Seller and Parent are holding companies, are not telecommunications service providers, and do not hold authority to provide telecommunications in any jurisdiction.

(“Agreement”). Pursuant to the Agreement, Impact will acquire control of Parent, and indirectly, AmericaTel and Matrix.² As a result, AmericaTel and Matrix will become indirect subsidiaries of Impact. Applicants therefore request authority to transfer indirect control of AmericaTel and Matrix to Impact. For the Commission’s reference, pre- and post-transaction corporate organizational structure charts are provided as Exhibit B hereto.

Following consummation of the proposed transaction, AmericaTel’s and Matrix’s customers will continue to receive service under the same rates, terms and conditions of service as they do today. The proposed transaction will not involve a change in any of the Applicants’ operating authority in Utah. Thus, the proposed transaction will be seamless and virtually transparent to Utah consumers, and Applicants will comply with applicable notice and filing requirements with respect to any future changes in the name of the operating entities and terms service that may be made in the ordinary course of business.

IV. INFORMATION REQUIRED BY R746-394-7

Pursuant to R746-394-7, Applicants provide the following information:

a. identification that it is not an ILEC,

Applicants confirm that none of the Applicants or their affiliates is an ILEC in Utah.

b. identification that it seeks approval of the application pursuant to this rule,

² In the event that the minority stockholder of AmericaTel has not transferred its AmericaTel stock to AmericaTel prior to the closing, AmericaTel will be merged with a newly created, wholly owned subsidiary of Impact, following which AmericaTel will be the surviving corporation. As such, AmericaTel would be acquired by Impact directly and will become a direct wholly-owned subsidiary of Impact. The acquisition of Matrix will not be affected by this alternative transaction structure and in both cases AmericaTel and Matrix will be controlled by Impact following the closing. A depiction of this alternative structure is set forth in the corporate organizational structure charts provided as Exhibit B hereto.

Applicants confirm that they seek approval of the application pursuant to the informal adjudication process set forth in this rule.

c. a reasonably detailed description of the transaction for which approval is sought,

A detailed description of the Transaction is provided in Section III, above.

d. a copy of any filings required by the Federal Communications Commission or any other state utility regulatory agency in connection with the transaction, and

Applicants and/or their affiliates have filed a domestic and international Section 214 transfer of control application with the FCC, attached as Exhibit C. In connection with this Transaction, Applicants and/or their affiliates also expect to request approval for the Transaction from the utility regulatory agencies (“PUCs”) in the following states in addition to Utah: Arizona, California, Colorado, Delaware, Georgia, Hawaii, Indiana, Louisiana, Maryland, Minnesota, Nebraska, New Jersey, New York, Ohio, Pennsylvania, Tennessee, Texas, Virginia, Washington, D.C., and West Virginia. Due to the voluminous nature of these state filings, most of which contain the same basic information, Applicants have only attached as Exhibit D a copy of the Nebraska filing requesting approval. Applicants are also providing pre-closing written or verbal notice to the PUCs in all of the other states where they are authorized to provide telecommunications services: Alabama, Alaska, Arkansas, Connecticut, Florida, Idaho, Illinois, Iowa, Kansas, Kentucky, Maine, Massachusetts, Michigan, Mississippi, Missouri, Montana, Nevada, New Hampshire, New Mexico, North Carolina, Oklahoma, Oregon, Rhode Island, South Carolina, South Dakota, Vermont, Washington, Wisconsin, and Wyoming. Applicants will provide any additional filings at the request of the Commission or the Division of Public Utilities (“Division”).

- e. **copies of any notices, correspondence or orders from any federal agency or any other state utility regulatory agency reviewing the transaction which is the subject of the application.**

Applicants have not yet received any notices, correspondence or orders from any federal agency or PUC reviewing the Transaction. To the extent requested by the Commission or the Division, Applicants will forward any orders or similar actions approving or denying approval of the Transaction.

IV. PUBLIC INTEREST CONSIDERATIONS

Applicants respectfully submit that the proposed transaction serves the public interest. In particular, Applicants submit that the proposed transaction will reinforce the status of AmericaTel and Matrix as viable competitors. Moreover, it will be seamless and virtually transparent to their Utah customers in that AmericaTel and Matrix will continue to offer service with no change in the rates or terms and conditions as a result of the transaction. Further, AmericaTel and Matrix will continue to provide service to its customers under the same names.

(The rest of this page intentionally left blank)

V. **CONCLUSION**

For the reasons stated above, Applicants respectfully submit that the public interest will be furthered by a grant of this Application. Accordingly, Applicants respectfully request expedited consideration to permit Applicants to complete the proposed transactions as soon as possible.

Respectfully submitted this 22nd day of February, 2013,

By: /s/ William J. Evans
William J. Evans (5276)
PARSONS BEHLE & LATIMER
One Utah Center
201 South Main Street, Suite 1800
Salt Lake City, UT 84111
801-532-1234 (Tel)
801-536-6111 (Fax)
bevans@parsonsbehle.com
Attorneys for Joint Applicants

LIST OF EXHIBITS

Exhibit A	Management Biographies
Exhibit B	Pre- and Post-Transaction Corporate Organizational Structure
Exhibit C	Copy of FCC Joint Domestic and International 214 Application
Exhibit D	Copy of Nebraska PSC Application
Verifications	

CERTIFICATE OF SERVICE

Docket No. 13-_____

I hereby certify that on this 22nd day of February 2013, I caused to be emailed, a true and correct copy of the foregoing **JOINT APPLICATION OF AMERICATEL CORPORATION, MATRIX TELECOM, INC. AND IMPACT TELECOM, INC. FOR APPROVAL OF THE TRANSFER OF CONTROL OF AMERICATEL CORPORATION AND MATRIX TELECOM, INC.** to:

Patricia Schmid
Justin Jetter
Assistant Attorneys General
500 Heber Wells Building
160 East 300 South
Salt Lake City, UT 84111
pschmid@utah.gov
jjetter@utah.gov

Chris Parker
William Powell
Dennis Miller
Division of Public Utilities
500 Heber Wells Building
160 East 300 South, 4th Floor
Salt Lake City, UT 84111
wpowell@utah.gov
dennismiller@utah.gov
chrisparker@utah.gov

Michele Beck
Executive Director
Committee of Consumer Services
500 Heber Wells Building
160 East 300 South, 2nd Floor
Salt Lake City, UT 84111
mbeck@utah.gov

Paul Proctor
Assistant Attorneys General
500 Heber Wells Building
160 East 300 South
Salt Lake City, UT 84111
pproctor@utah.gov

/S/ Rebecca Seat _____