

- BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH -

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In the Matter of the Joint Application of )  
AmericaTel Corporation, Matrix Telecom, Inc., ) DOCKET NO. 13-2452-01  
and Impact Telecom, Inc. for Approval of the ) DOCKET NO. 13-2474-01  
Transfer of Control of AmericaTel Corporation )  
and Matrix Telecom, Inc. to Impact Telecom, ) ORDER APPROVING  
Inc. ) TRANSFER OF CONTROL  
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ISSUED: April 22, 2013

By The Commission:

This matter is before the Commission on the joint application of AmericaTel Corporation (“AmericaTel”), Matrix Telecom, Inc. (“Matrix”), and Impact Telecom, Inc. (“Impact”) (collectively, “Applicants”) for Approval of Transfer of Control of AmericaTel and Matrix to Impact. Applicants filed their application on February 22, 2013. The application contains all the information required by Utah Admin. Code R746-349-7(A)(1).

On March 19, 2013, in response to a Commission action request, the Division of Public Utilities (the “Division”) submitted a recommendation to approve the application. The Division’s memo states: “The Division has reviewed the joint application between Impact Telecom, Inc., AmericaTel Corporation and Matrix Telecom, Inc. and believes that the transfer of control is in the public interest. As a result of the acquisition, the Companies should be in a better position to provide expanded and advanced telecommunications services in the State of Utah.”<sup>1</sup>

Pursuant to Utah Admin. Code R746-349-7(A)(2), the Commission issued a public notice of the application and notice of hearing on March 21, 2013, allowing for the

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<sup>1</sup> Division Memo at 1, filed March 19, 2013.

submission of comments by any interested party regarding the application. No comments or objections were received.

On April 16, 2013, the Administrative Law Judge (“ALJ”) for the Commission held a hearing, pursuant to Utah Admin. Code R746-349-7(A)(2). William J. Evans appeared on behalf of the Applicants and was joined, telephonically, by Aurora Ares, assistant general counsel for AmericaTel and Matrix, Jeffrey Strenkowski, outside counsel for the Applicants, Robert Beaty, CEO, Impact, and Jerry Ou, CEO, AmericaTel and Matrix. Justin Jetter, Assistant Utah Attorney General, appeared for the Division, and was accompanied by Ron Slusher, Utility Technical Consultant for the Division.

The ALJ took administrative notice of the application and memoranda filed by the Division recommending approval. Mr. Evans summarized the application, which states: “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.”<sup>2</sup> Mr. Slusher testified on behalf of the Division in support of the application. Mr. Slusher further testified that a transfer of control in this docket is in the public interest. No one appeared at the hearing objecting to the application.

Under Utah Admin. Code R746-349-7, “[i]f no objection to the proposed transaction is submitted in any filed comments or reply comments, the Commission will presume

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<sup>2</sup> Application at 7, filed February 22, 2013.

that approval of the transaction is in the public interest and use the information contained in the application and accompanying documents as evidence to support a Commission order.” Utah Admin. Code R746-349-7(A)(3). Because there is no objection to the granting of the application, the Commission thus presumes the application for approval of indirect transfer of control is in the public interest. Moreover, the Division’s memoranda and testimony provide additional support for approval of the application.

ORDER

For the foregoing reasons, the Commission approves the transfer of control of AmericaTel Corporation and Matrix Telecom, Inc. to Impact Telecom, Inc.

DATED at Salt Lake City, Utah, this 22<sup>nd</sup> day of April, 2013.

/s/ Melanie A. Reif  
Administrative Law Judge

Approved and confirmed this 22<sup>nd</sup> day of April, 2013, as the Order Approving Transfer of Control issued by the Public Service Commission of Utah.

/s/ Ron Allen, Chairman

/s/ David R. Clark, Commissioner

/s/ Thad LeVar, Commissioner

Attest:

/s/ Gary L. Widerburg  
Commission Secretary

D#243536

Notice of Opportunity for Agency Review or Rehearing

Pursuant to Utah Code Ann. §§ 63G-4-301 and 54-7-15, a party may seek agency review or rehearing of this order by filing a request for review or rehearing with the Commission within 30 days after the issuance of the order. Responses to a request for agency review or rehearing must be filed within 15 days of the filing of the request for review or rehearing. If the Commission fails to grant a request for review or rehearing within 20 days after the filing of a request for review or rehearing, it is deemed denied. Judicial review of the Commission's final agency action may be obtained by filing a Petition for Review with the Utah Supreme Court within 30 days after final agency action. Any Petition for Review must comply with the requirements of Utah Code Ann. §§ 63G-4-401, 63G-4-403, and the Utah Rules of Appellate Procedure.

CERTIFICATE OF SERVICE

I CERTIFY that on the 22<sup>nd</sup> day of April, 2013, a true and correct copy of the foregoing was delivered upon the following as indicated below:

By Electronic-Mail:

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Administrative Assistant