



March 22, 2016
Via Web Filing

Ms. Patricia Van Gerpen, Executive Director
South Dakota Public Utilities Commission
500 East Capitol Avenue
Capitol Building, 1st Floor
Pierre, SD 57501

**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
pursuant to ARSD 20:10:34:02.02**

Dear Ms. Van Gerpen:

Pursuant to ARSD 20:10:34:02.02, 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"), regarding the planned transfer of customers from TNCI OpCo to Matrix.

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. Thank you for your assistance in this matter.

Sincerely,

/s/ Thomas M. Forte

Thomas M. Forte
Consultant to Matrix Telecom, LLC

cc: Alex Valencia (Via E-Mail) - Matrix
file: Matrix - South Dakota - Other
tms: SDx1601

Enclosures
TF/mw

**BEFORE THE
SOUTH DAKOTA PUBLIC UTILITIES 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.)**

Pursuant to ARSD 20:10:34:02.02, 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 competitive local exchange and interexchange services in TC13-038 by order issued June 10, 2013. TNCI OpCo currently offers presubscribed interexchange and local services in South Dakota. 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 TC91-017 by order issued July 3, 1991. The Company also received Commission approval to provide resold and facilities-based competitive local exchange services on April 24, 2007 in TC07-006. Matrix currently offers presubscribed interexchange and local services in South Dakota. 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 23, 2016 the company received approval from the South Dakota 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.

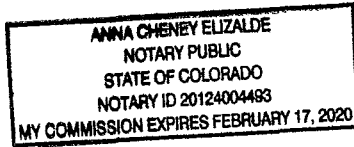

Robert Beaty
Chief Executive Officer
TNCI Impact, LLC

Sworn to and subscribed before me this 15th day of March, 2016


Notary Public

My Commission expires:

2/17/2020



Matrix Telecom, LLC

TNCI Operating Company, LLC

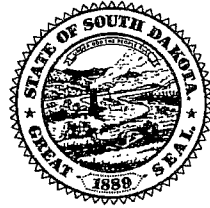
Exhibit A

SOUTH DAKOTA SECRETARY OF STATE

Authorization for

MATRIX TELECOM, LLC

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

Certificate of Authority Foreign LLC

ORGANIZATIONAL ID# FL044144

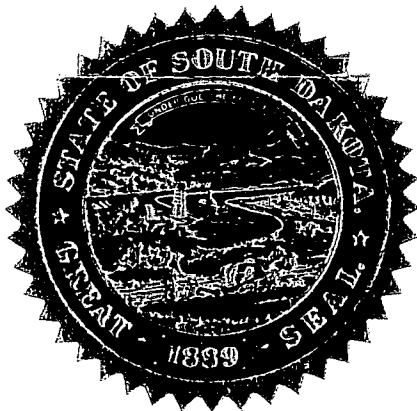
I, **Shantel Krebs**, Secretary of State of the State of South Dakota, hereby certify that the Certificate of Authority of

Matrix Telecom, LLC

duly signed and verified, have been received in this office and are found to conform to law.

ACCORDINGLY, and by virtue of the authority vested in me by law, I hereby issue this Certificate of Authority and attach hereto a duplicate of the Certificate of Authority.

IN TESTIMONY WHEREOF,
I have hereunto set my hand and
affixed the Great Seal of the
State of South Dakota, at Pierre,
the Capital, this 02/22/2016.



Shantel Krebs

Shantel Krebs
Secretary of State

2/23/2016 3:56:43 PM

Change ID: 1316560

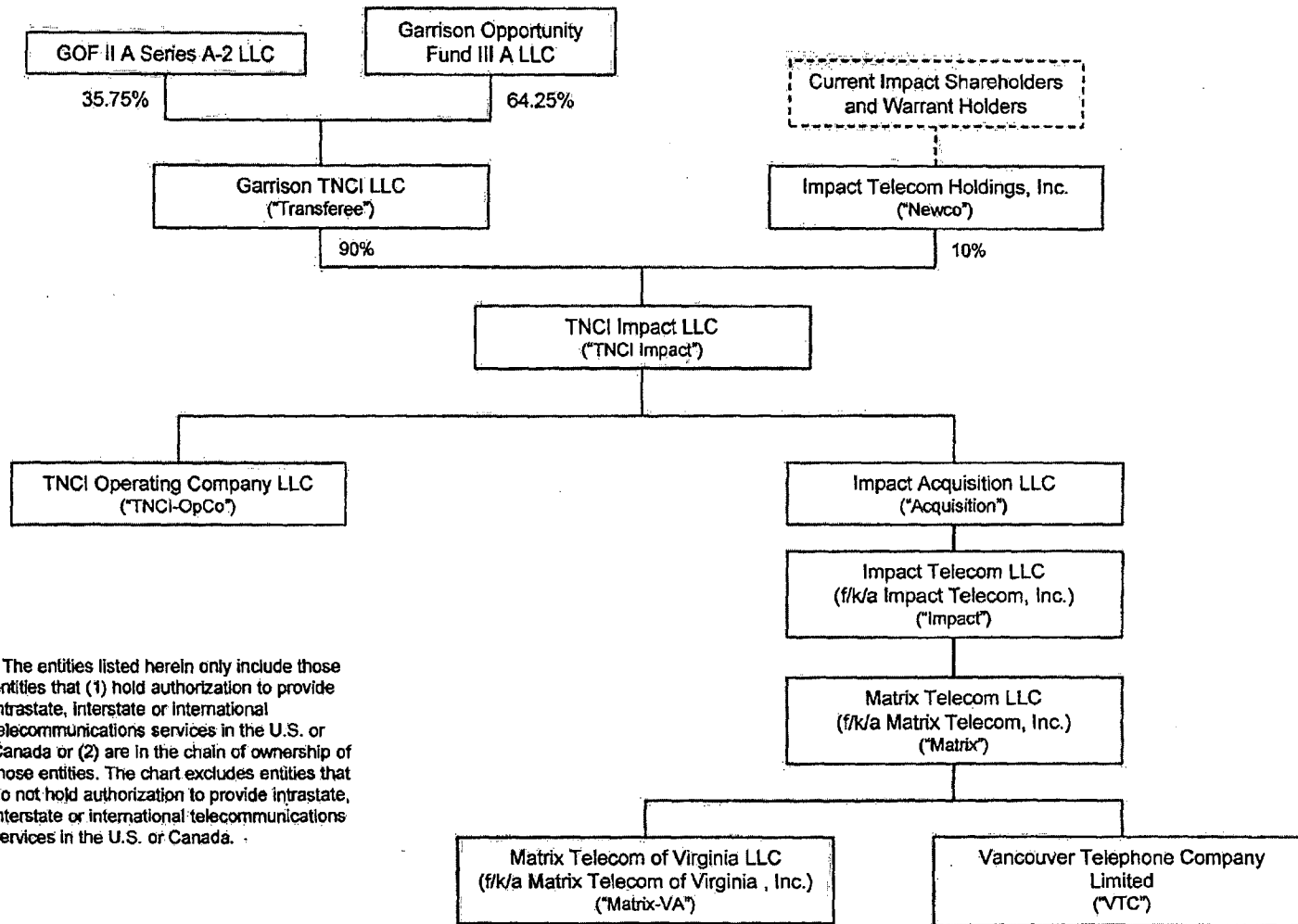
Matrix Telecom, LLC

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%.

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 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