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March 4, 2013

**VIA ELECTRONIC FILING**

Patricia Van Gerpen, Executive Director  
 South Dakota Public Utilities Commission  
 Capital Building, 1st Floor  
 500 East Capital Avenue  
 Pierre, SD 57501-5070

Re: Notice of Transfer of Control of AmericaTel Corporation and Matrix Telecom, Inc. to Impact Telecom, Inc.

Dear Ms. Van Gerpen:

AmericaTel Corporation (“AmericaTel”), Matrix Telecom, Inc. (“Matrix”), and Impact Telecom, Inc. (“Impact”) (AmericaTel, Matrix, and Impact collectively, “Parties”), through their undersigned counsel, hereby notify the South Dakota Public Utilities Commission (“Commission”) of a planned transaction whereby Impact will acquire control of AmericaTel and Matrix. The Parties understand that Commission approval is not required to complete the transactions described herein. Accordingly, the Parties submit this letter for informational purposes to assure the continuing accuracy of the Commission’s records. In support, the Parties provide the following information:

**Description of the Parties**

**A. AmericaTel Corporation**

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 South Dakota, AmericaTel is authorized to provide interexchange services pursuant to authority issued in Docket No. TC98-013 on March 28, 1998. AmericaTel also holds Federal Communications Commission (“FCC”) authority to provide interstate and international telecommunications services.

**B. Matrix Telecom, Inc.**

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 South Dakota,

Boston  
 Hartford  
 Hong Kong  
 London  
 Los Angeles  
 New York  
 Orange County  
 San Francisco  
 Santa Monica  
 Silicon Valley  
 Tokyo  
 Walnut Creek  
 Washington

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A/75406619.1

Matrix is authorized to provide local exchange services pursuant to authority issued in Docket No. TC07-006 on April 24, 2007, and resold interLATA and intrastate services pursuant to authority issued in Docket No. TC91-017 on July 3, 1991. Matrix also holds FCC authority to provide interstate and international telecommunications services.

**C. Impact Telecom, Inc.**

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. Impact offers multiple interconnection options including Private Ethernet, DS-3, and public Internet over a low-latency, multi-vendor, tier-one IP backbone. Impact currently provides services to other carriers and does not serve retail end users at this time. In South Dakota, Impact is authorized to provide interexchange long distance services pursuant to authority granted by the Commission in Docket No. TC12-015 on March 29, 2012. Impact also holds FCC authority to provide interstate and international telecommunications services.

**Description of the Transaction**

On February 15, 2013, Impact, EnergyTRACS Acquisition Corp., a Delaware corporation ("Seller"), and MTAC Holding Corporation, a Delaware corporation ("Parent"),<sup>1</sup> the corporate parents of AmericaTel and Matrix, entered into a stock purchase agreement ("Agreement") whereby Impact will acquire control of Parent, and indirectly, AmericaTel and Matrix. As a result, AmericaTel and Matrix will become indirect subsidiaries of Impact.<sup>2</sup> For the Commission's reference, organization charts showing the pre- and post-transaction corporate structure are provided as Exhibit A hereto.

The Parties respectfully submit that the proposed transaction serves the public interest by reinforcing the status of AmericaTel and Matrix as marketplace competitors. Moreover, it will be seamless and virtually transparent to their South Dakota 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.

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<sup>1</sup> Seller and Parent are holding companies that do not provide telecommunications service.

<sup>2</sup> Alternatively, AmericaTel may be merged with a newly created, wholly owned subsidiary of Impact, following which AmericaTel will be the surviving corporation. In such an alternative, 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. This alternative structure is illustrated in the corporate organization charts appended as Exhibit A hereto.

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This letter has been filed using the Commission's electronic filing system. Should you have any questions concerning this filing, please do not hesitate to contact us.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "J.R. Strenkowski".

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Jean L. Kiddoo  
Jeffrey R. Strenkowski

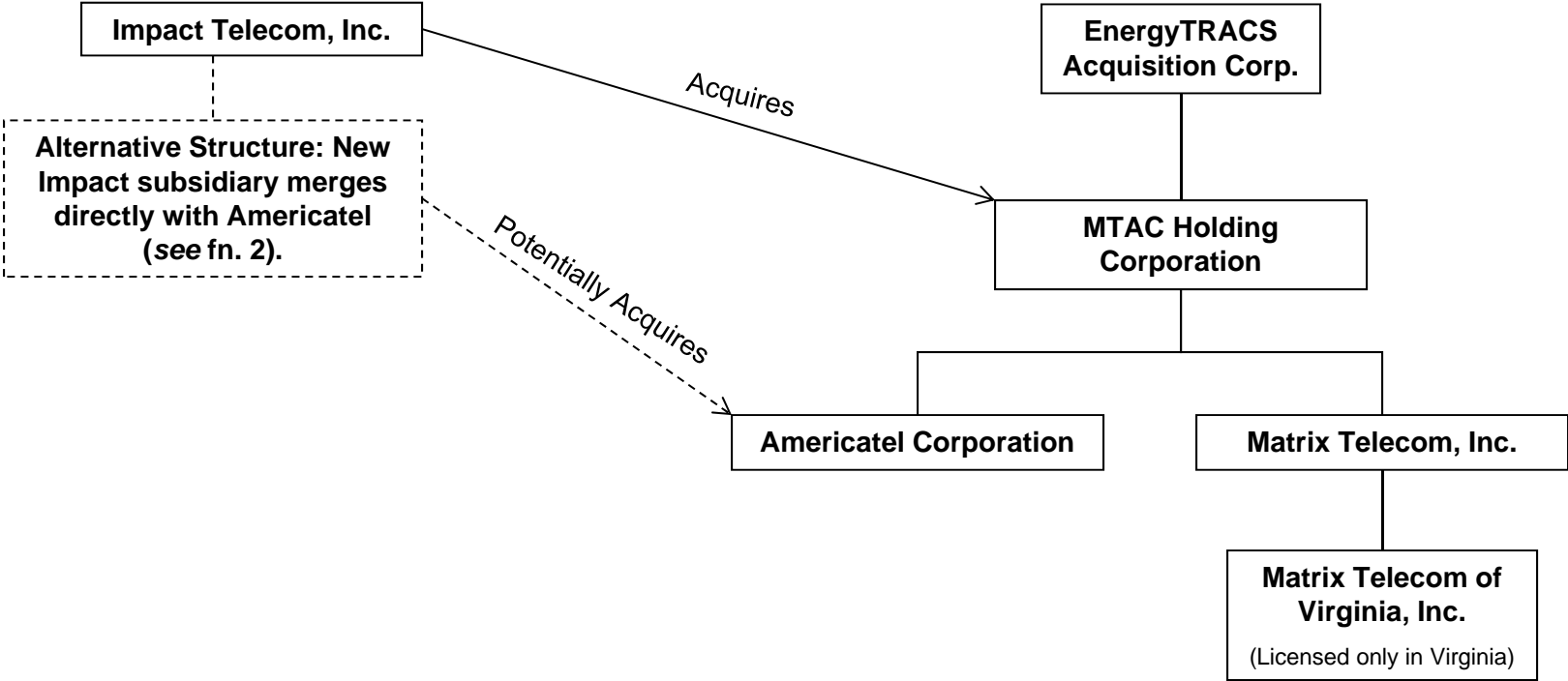
*Counsel for the Parties*



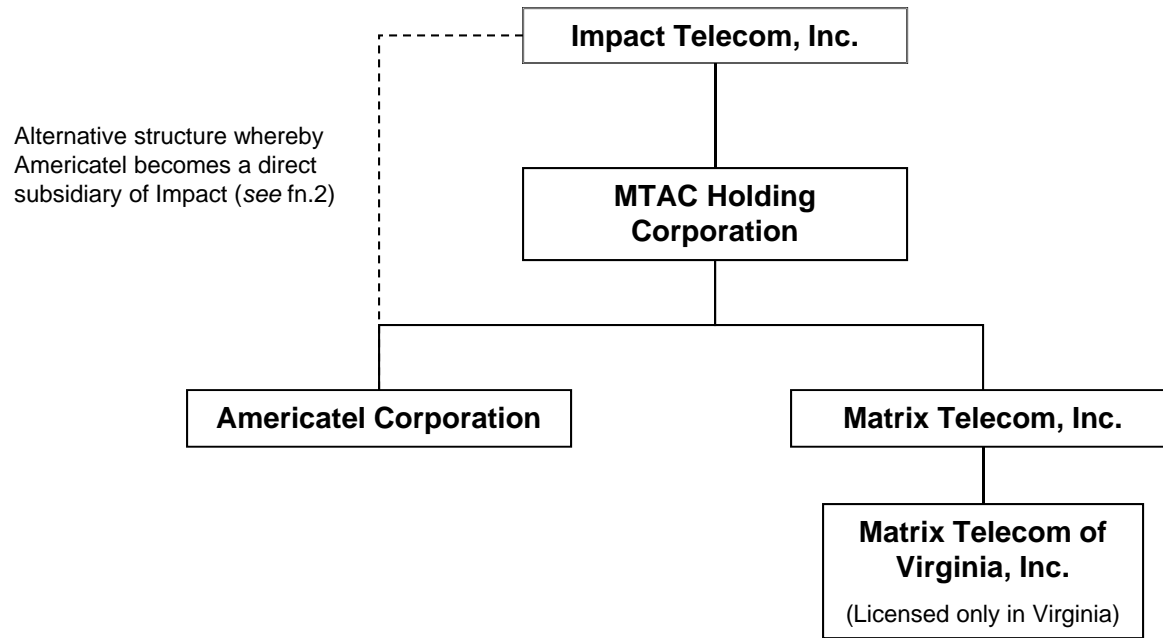
**EXHIBIT A**

**Pre- and Post-Transaction Corporate Structure**

# Pre-Transaction Corporate Structure



# Post-Transaction Corporate Structure



## **Verifications**



STATE OF TEXAS

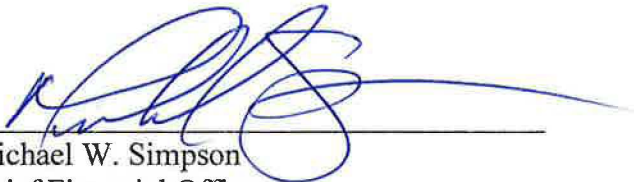
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SS:


COUNTY OF DALLAS

**VERIFICATION**

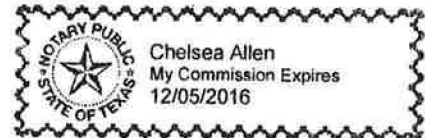
I, Michael W. Simpson, state that I am Chief Financial Officer of Americatel Corporation (“Americatel”) and Matrix Telecom, Inc. (“Matrix”) and their subsidiaries (collectively, the “Companies”); that I am authorized to make this Verification on behalf of the Companies; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

  
\_\_\_\_\_  
Michael W. Simpson  
Chief Financial Officer  
Americatel Corporation and Matrix Telecom, Inc.

Sworn and subscribed before me this 15 day of February, 2013.

  
\_\_\_\_\_  
Notary Public

My commission expires 12/5/16




STATE OF COLORADO  
COUNTY OF ARAPAHOE

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§     ss:  
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**VERIFICATION**

I, Robert Beaty, state that I am President of Impact Telecom, Inc.; that I am authorized to make this Verification on behalf of Impact Telecom, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

  
\_\_\_\_\_  
Robert Beaty  
President  
Impact Telecom, Inc.

Sworn and subscribed before me this 15 day of February, 2013.

  
\_\_\_\_\_  
Notary Public

My commission expires 02/17/2016

