

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

	)	
In the Matter of the Joint Application of	)	
	)	
<b>Impact Telecom, Inc.,</b>	)	
Transferor,	)	
<b>Matrix Telecom, Inc.,</b> Licensee,	)	
<b>Matrix Telecom of Virginia, Inc.,</b> Licensee	)	
	)	WC Docket No. 15-_____
and	)	
	)	IB File No. ITC-T/C-2015_____
<b>Garrison TNCI LLC,</b> Transferee,	)	
	)	
For Grant of Authority Pursuant to	)	
Section 214 of the Communications Act of 1934,	)	
as amended, and Sections 63.04 and 63.24 of the	)	
Commission’s Rules to Complete the Indirect	)	
Transfer of Ownership and Control of	)	
Matrix Telecom, Inc. and Matrix Telecom	)	
of Virginia, Inc. to Garrison TNCI LLC	)	
	)	

**JOINT APPLICATION**

Impact Telecom, Inc. (“Impact” or “Transferor”), Matrix Telecom, Inc. (“Matrix”) Matrix Telecom of Virginia, Inc. (“Matrix-VA” and together with Matrix, the “Licensees”), and Garrison TNCI LLC ( “Transferee”) (collectively, “Applicants”), pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.04 & 63.24, request Commission approval for Transferee to acquire indirect ownership and control of Licensees (the “Transaction”).

In support of this Application, Applicants provide the following information:

**II. DESCRIPTION OF THE APPLICANTS**

**A. Impact Telecom, Inc., Matrix Telecom, Inc. and Matrix Telecom of Virginia, Inc.**

Matrix is a Texas corporation and wholly owned direct subsidiary of Impact, a Nevada corporation (Impact and its subsidiaries, including Matrix and Matrix-VA, collectively referred to herein as “Impact Telecom”). Matrix-VA is a Virginia corporation and wholly owned direct subsidiary of Matrix. Currently, the following persons hold a 10% or greater direct interest in Transferor:

Name: Robert M. Beaty  
Address: 6299 Ellingwood Point Place  
Castle Rock, CO 80108  
Citizenship: U.S.  
Principal Business: Individual  
% Interest: 38.7%

Name: Charles Griffin  
Address: 2702 Black Canyon Way  
Castle Rock, CO 80109  
Citizenship: U.S.  
Principal Business: Individual  
% Interest: 16.1%

Name: William Beaty  
Address: 226 Binnacle Pointe  
Vero Beach, FL 32963  
Citizenship: U.S.  
Principal Business: Individual  
% Interest: 12.9%

Name: Jason McKesson  
Address: 6536 S Adams Ct.  
Centennial, CO 80121  
Citizenship: U.S.  
Principal Business: Individual  
% Interest: 16.1%

Name: Doug Funsch  
Address: 18534 Bittern Ave.  
Lutz, FL 33558  
Citizenship: U.S.  
Principal Business: Individual  
% Interest: 16.1%

Impact, through its subsidiaries Matrix and Matrix-VA, provides retail and wholesale telecommunications services.<sup>1</sup> Impact Telecom provides domestic and international long distance and facilities-based wholesale telecommunications solutions to carriers, as well as Hosted PBX, SIP Trunking and PRI, local phone service, toll free origination, domestic and international long distance and data services to commercial customers.

**B. Garrison TNCI LLC**

Transferee is a Delaware limited liability company and is owned by funds managed by the Garrison Investment Group, a leading middle market credit and asset based investor. The principal office of Transferee and the Garrison Funds is located at 1290 Avenue of the Americas, Suite 914, New York, New York 10104.

Transferee currently indirectly owns TNCI Operating Company LLC (“TNCI OpCo”), a Delaware limited liability company formed to aggregate regional telephone companies and create a national facilities based telephone company. TNCI OpCo specializes in wholesale voice and enterprise voice, data and cloud solutions, including business VoIP, local phone services, long distance, TNCI Telastic Hosted Voice, MPLS, and Dedicated Internet Access.

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<sup>1</sup> Earlier this year, Impact Telecom completed the consolidation of its operations into Matrix. This internal consolidation included (1) the transfer of Impact’s wholesale carrier and service provider customers to Matrix and (2) the transfer of Americatel Corp.’s (“Americatel”) long distance customers to Matrix. Americatel was formerly a direct subsidiary of Impact, but no longer exists as a separate corporate entity. As a result of the internal consolidation of operations, Matrix and its subsidiaries, Matrix Telecom of Virginia, Inc. and the Vancouver Telephone Company Limited, are the only operating companies of Impact Telecom. Impact and Americatel submitted requests to surrender their international Section 214 authorizations on September 22, 2015.

### **III. DESCRIPTION OF THE TRANSACTION**

Pursuant to the terms of a Securities Purchase Agreement (the “Agreement”) dated as of November 3, 2015, by and among Robert Beaty, Charles Griffin, William Beaty, Jason McKesson, Doug Funsch, Impact Telecom Holdings, Inc. (“Newco”), Impact, Impact Acquisition LLC (“Acquisition”) and TNCI Impact LLC (“TNCI Impact”), Acquisition will acquire all the equity of Impact. As a result, indirect ownership of Licensees will be transferred to Acquisition and Transferee will be the ultimate majority owner (90%) of Acquisition.

Before the Agreement is consummated, the following intermediate steps that may require a filing with the Commission will occur:

- (1) TNCI OpCo’s direct owner will change from TNCI Holdings to TNCI Impact, a Delaware limited liability company that will be directly wholly owned by Transferee;<sup>2</sup>
- (2) TNCI Impact will form Acquisition, a Delaware limited liability company;
- (3) a new Delaware corporation will be formed, Newco, and it will become the direct owner of Impact, with the current shareholders and warrant holders of Impact owning Newco;<sup>3</sup> and
- (4) Impact, a Nevada corporation, will convert to a Nevada limited liability company, Matrix, a Texas corporation, will convert to a Texas limited liability company;<sup>4</sup> and Matrix-VA a Virginia corporation will convert to a Virginia limited liability company.

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<sup>2</sup> At closing of the Transaction, Newco will be granted a 10% ownership interest in TNCI Impact.

<sup>3</sup> Acquisition will acquire all of the equity of Impact from NewCo, resulting in the transfer of control of Impact to Acquisition and ultimately Transferee.

<sup>4</sup> Matrix will submit the conversion documents, updated qualification to transact business as a foreign entity, and other necessary documents upon completion of the conversion.

Applicants seek any required prior approval for these intermediate steps along with the Transaction.<sup>5</sup> For the Commission's reference, Exhibit A depicts the current and post-closing entity ownership structure of Applicants.

**IV. INFORMATION REQUIRED BY SECTION 63.24(e)**

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

**(a) Name, address and telephone number of each Applicant:**

Transferor:

Impact Telecom, Inc.	<b>FRN: 0013619408</b>
9000 E. Nichols Avenue, Suite 230	
Englewood, CO 80112	
866-557-8919	

Licensees:

Matrix Telecom, Inc.	<b>FRN: 0004333068</b>
Matrix Telecom of Virginia, Inc.	<b>FRN: 0019661495</b>
9000 E. Nichols Avenue, Suite 230	
Englewood, CO 80112	
866-557-8919	

Transferee:

Garrison TNCI LLC	<b>FRN: 0025021494</b>
1290 Avenue of the Americas	
Suite 914	
New York, NY 10104	
212-372-9576	

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<sup>5</sup> Applicants understand that step (1) will require a *pro forma* transfer of control filing to be submitted with respect to TNCI OpCo's international Section 214 authority within 30 days of it occurring and that step (4) will require a *pro forma* assignment filing to be submitted with respect to Matrix's international Section 214 authorities within 30 days of the conversion.

**(b) Jurisdiction of Organizations:**

Transferor: Impact is a corporation formed under the laws of Nevada.

Licensees: Matrix is a corporation formed under the laws of Texas.

Matrix-VA is a corporation formed under the laws of Virginia.

Transferee: Transferee is a limited liability company formed under the laws of Delaware.

**(c) (Answer to Question 10)** Correspondence concerning this Application should be

sent to:

For Applicants:

Andrew D. Lipman  
Brett P. Ferenczak  
Morgan, Lewis & Bockius LLP  
2020 K Street, N.W., Suite 1100  
Washington, DC 20006-1806  
202-373-6000 (tel)  
202-373-6001 (fax)  
andrew.lipman@morganlewis.com  
brett.ferenczak@morganlewis.com

with a copy for Transferee to:

Brian McClintock  
Chief Financial Officer  
TNCI Operating Company LLC  
114 E. Haley Street, Suite I, Santa  
Barbara, California 93101  
BMcClintock@tncii.com

and

Joshua Brandt  
Garrison Investment Group  
1290 Avenue of the Americas  
Suite 914  
New York, NY 10104  
jbrandt@garrisoninv.com

with a copy for Transferor and Licensees to:

Alex Valencia  
Vice President, Gov't Affairs &  
Compliance  
Impact Telecom  
433 East Las Colinas Blvd., Suite 500  
Irving, TX 75039  
avalencia@impacttelecom.com

**(d) Section 214 Authorizations**

Transferor: Impact does not hold international or domestic Section 214 authority.<sup>6</sup>

Licensees: Matrix holds international Section 214 authority to provide global or limited global facilities-based and/or resale services granted in IB File Nos. ITC-214-19900713-00004 (Old File No. ITC-90-152), ITC-214-19930330-00053 (Old File No. ITC-93-145), ITC-214-19940830-00266 (Old File No. 94-478), ITC-214-19970415-00212 (Old File No. ITC-97-227), ITC-214-19980507-00300 (Old File No. ITC-98-349), and ITC-214-19980915-00644. Matrix is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

Matrix-VA holds blanket authority to provide domestic interstate services pursuant to 47 C.F.R. § 63.01. To the extent Matrix-VA provides international services, it does so pursuant to the international Section 214 authority of its parent company, Matrix.

Transferee: Transferee does not hold international or domestic Section 214 authority.

The following subsidiary of Transferee holds Section 214 authority:

TNCI OpCo holds international Section 214 authority to global and limited global resale and facilities-based services pursuant to authority granted in IB File No. ITC-214-20030414-00187. TNCI OpCo is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

**(h) (Answer to Questions 11 & 12)** The following entities will hold, directly or indirectly, a 10% or greater interest<sup>7</sup> in Applicants upon completion of the Transaction, as calculated pursuant to the Commission's ownership attribution rules for wireline and international telecommunications carriers:

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<sup>6</sup> In connection with consolidation described in note 1, Impact surrendered its international Section 214 authorization (IB File No. ITC-214-20080219-00065) on September 22, 2015. See IB File No. SUR-NDR-20150922-00078.

<sup>7</sup> Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

Post-Transaction Ownership of Licensee:

The following entity will hold a ten percent (10%) or greater direct interest in **Matrix Telecom of Virginia, LLC (currently known as Matrix Telecom of Virginia, Inc.):**

Name: Matrix Telecom, LLC (currently known as Matrix Telecom, Inc.) (“Matrix”)  
Address: 9000 E. Nichols Avenue, Suite 230  
Englewood, CO 80112  
Citizenship: U.S. (Texas)  
Principal Business: Telecommunications  
% Interest: 100%

The following entity will hold a ten percent (10%) or greater direct interest in **Matrix Telecom, LLC (currently known as Matrix Telecom, Inc.):**

Name: Impact Telecom, LLC (currently known as Impact Telecom, Inc.) (“Impact”)  
Address: 9000 E. Nichols Avenue, Suite 230  
Englewood, CO 80112  
Citizenship: U.S. (Nevada)  
Principal Business: Telecommunications  
% Interest: 100%

Post-Transaction Ownership of Impact:

The following entity will hold a ten percent (10%) or greater direct or indirect interest in **Impact Telecom, LLC (currently known as Impact Telecom, Inc.):**

Name: Impact Acquisition LLC (“Acquisition”)  
Address: 9000 E. Nichols Avenue, Suite 230  
Englewood, CO 80112  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company  
% Interest: 100% (directly in Impact)

Name: TNCI Impact LLC (“TNCI Impact”)  
Address: 9000 E. Nichols Avenue, Suite 230  
Englewood, CO 80112  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company  
% Interest: 100% (indirectly in Impact as 100% owner of Acquisition)



Name: Impact Telecom Holdings, Inc. (“Newco”)  
Address: c/o Garrison Investment Group  
1290 Avenue of the Americas, Suite 914  
New York, NY 10104  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company  
% Interest: 10% (indirectly in Impact as 10% owner of TNCI Impact)

Newco will be owned by the current shareholders and warrant holders of Impact, none of which will be attributed a 10% or greater ownership interest in TNCI Impact through Newco.

Name: Garrison TNCI LLC (“Transferee”)  
Address: c/o Garrison Investment Group  
1290 Avenue of the Americas, Suite 914  
New York, NY 10104  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company  
% Interest: 90% (indirectly in Impact as 90% owner of TNCI Impact)

Current and Post-Transaction Ownership of Garrison TNCI LLC:

The following entities hold a ten percent (10%) or greater, direct or indirect interest in **Garrison TNCI LLC:**

Name: Garrison Opportunity Fund III A LLC (“GOF-III-A”)  
Address: c/o Garrison Investment Group  
1290 Avenue of the Americas, Suite 914  
New York, NY 10104  
Citizenship: U.S.  
Principal Business: Investment  
% Interest: 64.25% (directly in Transferee)

Name: Garrison Opportunity Fund III A MM LLC  
 (“GOF-III-A-MM”)  
Address: c/o Garrison Investment Group  
1290 Avenue of the Americas, Suite 914  
New York, NY 10104  
Citizenship: U.S.  
Principal Business: Investment  
% Interest: 64.25% (indirectly in Transferee as managing member of (0% equity interest in) GOF-III-A)

Name: Garrison Opportunity Fund III A Holdings MM  
LLC (“GOF-III-A-Holdings”)  
Address: c/o Garrison Investment Group  
1290 Avenue of the Americas, Suite 914  
New York, NY 10104  
Citizenship: U.S.  
Principal Business: Investment  
% Interest: 64.25% (indirectly in Transferee as managing  
member of (100% equity interest in) GOF-III-A-  
MM)

Name: GOF II A Series A-2 LLC  
Address: c/o Garrison Investment Group  
1290 Avenue of the Americas, Suite 914  
New York, NY 10104  
Citizenship: U.S.  
Principal Business: Investment  
% Interest: 35.75% (directly in Transferee)

Name: Garrison Opportunity Fund II A LLC (“GOF-II-A”)  
Address: c/o Garrison Investment Group  
1290 Avenue of the Americas, Suite 914  
New York, NY 10104  
Citizenship: U.S.  
Principal Business: Investment  
% Interest: 35.75% (indirectly in Transferee as 100% owner of  
(100% voting interest in) GOF II A Series A-2  
LLC)

Name: Garrison Opportunity Fund MM II A LLC  
 (“GOF-MM-II-A”)  
Address: c/o Garrison Investment Group  
1350 Avenue of the Americas  
Suite 905  
New York, NY 10019  
Citizenship: U.S.  
Principal Business: Investment  
% Interest: 35.75% (indirectly in Transferee as managing  
member of (0% equity interest in) GOF-II-A)

Name: Garrison Opportunity Fund II A Holdings MM LLC  
("GOF-II-A-Holdings")  
Address: c/o Garrison Investment Group  
1350 Avenue of the Americas  
Suite 905  
New York, NY 10019  
Citizenship: U.S.  
Principal Business: Investment  
% Interest: 35.75% (indirectly in Transferee as managing  
member of (100% equity interest in) GOF-MM-II-A)

Joseph Tansey and Steven Stuart each hold 25% of the equity and 50% of the voting rights in GOF-III-A-Holdings and GOF-II-A-Holdings. Mr. Tansey and Mr. Stuart are U.S. citizens and can be reached at the same address as the Garrison Investment Group.

To the Transferee's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in Garrison TNCI through the Garrison Group.

Transferee does not currently have any interlocking directorates with a foreign carrier. A subsidiary of Matrix, Vancouver Telephone Company Limited ("VTC"), is a non-dominant foreign carrier in Canada and will be affiliated with Transferee and TCNI OpCo upon completion of the Transaction. Upon completion of the Transaction, Transferee and TNCI OpCo may interlocking directorates with VTC.

(i) (*Answer to Question 14*) Transferee certifies that it is not a foreign carrier, nor is Transferee currently affiliated with a foreign carrier. As a result of the Transaction, Transferee will become affiliated with VTC, a non-dominant foreign carrier in Canada by virtue of its Basic International Telecommunications Service License and Reseller Registrations.

(j) (*Answer to Question 15*) Transferee certifies that upon completion of the Transaction, Transferee, Licensees and TNCI OpCo will be affiliated with a non-dominant foreign carrier, as described in (i) above. While Transferee does not provide telecommunications ser-

vices, Licensees and TNCI OpCo may provide international services to Canada, where VTC is a non-dominant foreign carrier.

**(k)** Transferee certifies that Canada is a Member of the World Trade Organization (“WTO”). VTC is not on the Commission’s List of Foreign Telecommunications Carriers that are Presumed to Possess Market Power in Foreign Telecommunications Markets, released on January 26, 2007. In addition, VTC offers services in competition with dominant foreign carriers and others.

**(l)** While Transferee does not provide telecommunications services, Licensees and, upon completion of the Transaction, TNCI OpCo may resell international switched services of unaffiliated U.S. carriers in order to provide telecommunications services to countries where it has a foreign carrier affiliation. As demonstrated above and because VTC has less than 50 percent market share in the international transport and the local access markets on the foreign end of the route, Licensees and TNCI OpCo should be presumptively found to be non-dominant pursuant to Section 63.10(a)(3) of the Commission’s rules, 47 C.F.R. § 63.10(a)(3).

**(m)** Transferee, TNCI OpCo and Licensees qualify for a presumption of non-dominance under Section 63.10(a)(1) and (3) of the Commission’s rules, 47 C.F.R. § 63.10(a)(1,3), because they are or will be affiliated with a non-dominant foreign carrier in a country that is a Member of the WTO.

**(n)** Transferee and Licensees certify that they and TNCI OpCo have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

(p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's rules, 47 C.F.R. § 63.12(a)-(b). Transferee qualifies for streamlined treatment under Section 63.12(c) because Transferee is not a foreign carrier itself and otherwise qualifies for a presumption of non-dominance under Section 63.10(a)(3) for the reasons detailed in response to paragraphs (k), (l) and (m) above.

#### **V. INFORMATION REQUIRED BY SECTION 63.04**

Pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority to transfer indirect control of Licensees to Transferee in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

(a)(6) A description of the proposed Transaction is set forth in **Section III** above.

(a)(7) (i) Licensees provides telecommunications services pursuant authorizations to provide competitive local exchange and/or interexchange telecommunications services in the District of Columbia and in every state. Licensees provide domestic and international long distance and facilities-based wholesale telecommunications solutions to service providers, as well as Hosted PBX, SIP Trunking and PRI, local phone service, toll free origination, domestic and international long distance and data services to commercial customers. While Licensees do provide local exchange services, Licensees' primary service segment is wholesale interexchange. While Licensees own switching and routing equipment, their services are provided over transmission facilities of other telecommunications providers.

(ii) Transferee does not provide telecommunications services. Transferee's subsidiary, TNCI OpCo, provides or is authorized to provide competitive local exchange and/or interexchange telecommunications services in the District of Columbia and in every state except Alaska. TNCI OpCo's primary markets are in Arizona, California Colorado, Idaho, Nevada, Oregon, Texas, Utah and Washington. In these markets, TNCI OpCo provides a combination of local exchange and interexchange services using a combination of its own facilities (switches, routers and some last mile facilities) and transmission facilities leased from other carriers.

(iii) To Transferee's knowledge, Transferee is not affiliated with any other telecommunications carriers.

**(a)(8)** Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the Transaction, Transferee (and its Affiliates (as defined in the Act)) will have a market share in the interstate, interexchange market of less than 10 percent, and Transferee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the Transaction, and none of the Applicants (or their Affiliates) are dominant with respect to any service.

**(a)(9)** Other than its section 214 authorizations described in this Application, Licensee does not hold any other authorizations or licenses from the Commission. Therefore, no other applications are being filed with the Commission with respect to this Transaction.

**(a)(10)** No party is requesting special consideration because it is facing imminent business failure.

**(a)(11)** Not applicable.

**(a)(12)** Applicants submit that the Transaction is in the public interest. The Transaction will bring together two enterprises that have demonstrated a long-standing commitment to excellence in a highly competitive marketplace. Transferee expects that the Transaction will enable the companies to better meet the local, national and global needs of enterprises, wholesale buyers, and other customers. Customers of the combined company will benefit from the extensive telecommunications experience and expertise of the combined company. The financial, technical, and managerial resources that Transferee and TNCI OpCo will bring to Licensees are expected to enhance the ability of Licensees to compete in the telecommunications market-place. Further, the complimentary networks and services of TNCI OpCo and Licensees will enhance their ability to efficiently serve their customers and offer a more competitive set of service offerings.

Moreover, the Transaction will be conducted in a manner that will be transparent to Licensees' customers and any future name change or service changes will be preceded by appropriate notices to customers as well as any required regulatory filings. The Transaction will not result in any immediate change of carrier for customers or any assignment of authorizations, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers. Indeed, the Transaction will effectively be transparent to customers. Following consummation of the Transaction, Licensees will continue to provide high-quality communications services to its customers without interruption and without immediate change in rates, terms or conditions. The only change immediately following closing of the Transaction from a consumer's perspective is that Licensees' indirect ownership will change, with Transferee being their ultimate owner.

**VI. CONCLUSION**

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the indirect transfer of ownership and control of Matrix Telecom, Inc. and Matrix Telecom of Virginia, Inc. to Garrison TNCI LLC.

Respectfully submitted,

/s/ *Brett P. Ferenchak*

Andrew D. Lipman

Brett P. Ferenchak

**MORGAN, LEWIS & BOCKIUS LLP**

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brett.ferenchak@morganlewis.com

Counsel for Applicants

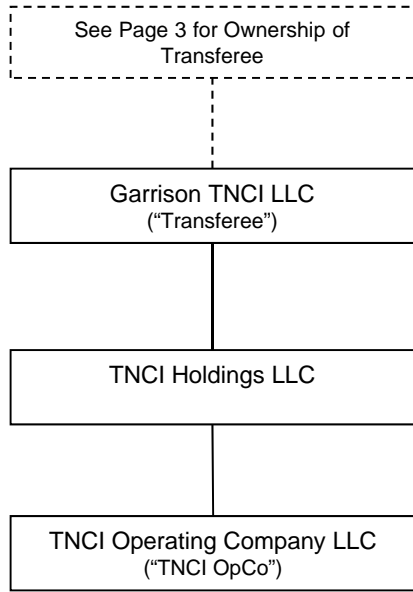
Dated: November 5, 2015



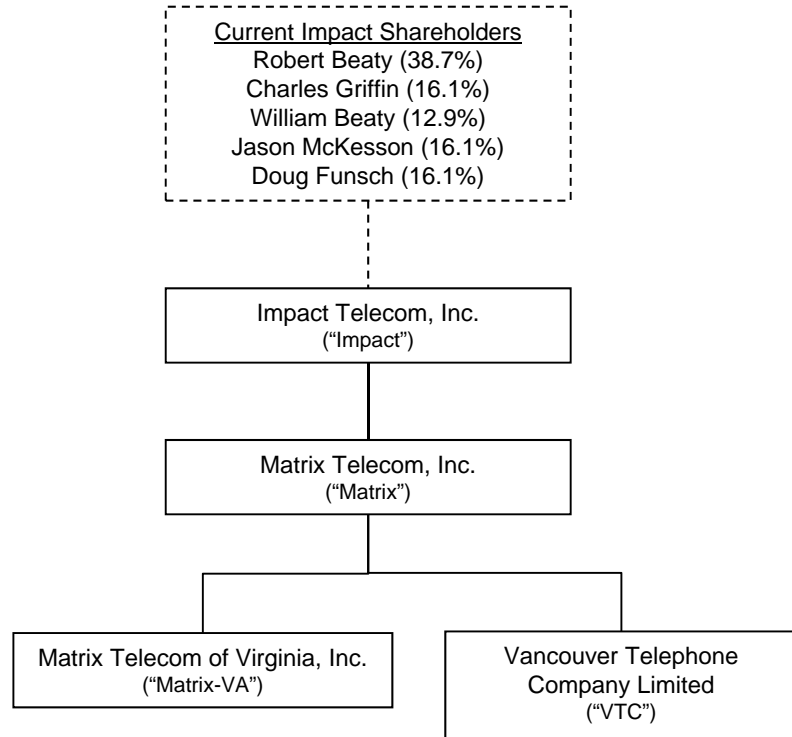
**EXHIBIT A**

**Current and Post-Transaction Entity Ownership Structure**

# Current Organizational Structure of Impact and TNCI OpCo\*

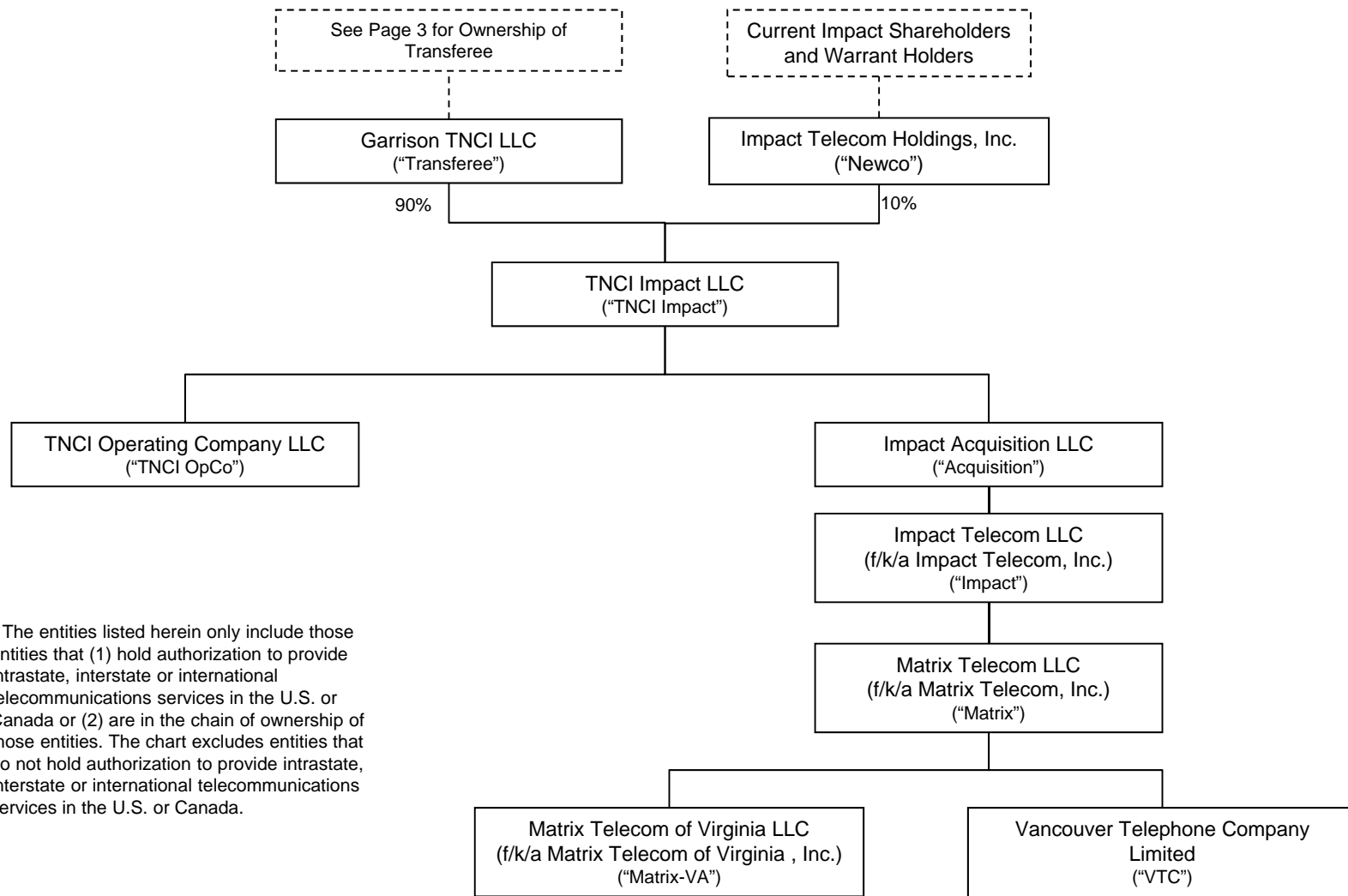


\* The entities listed herein only include those entities that (1) hold authorization to provide intrastate, interstate or international telecommunications services in the U.S. or Canada or (2) are in the chain of ownership of those entities. The chart excludes entities that do not hold authorization to provide intrastate, interstate or international telecommunications services in the U.S. or Canada.



Unless otherwise indicated all ownership percentages are 100%.

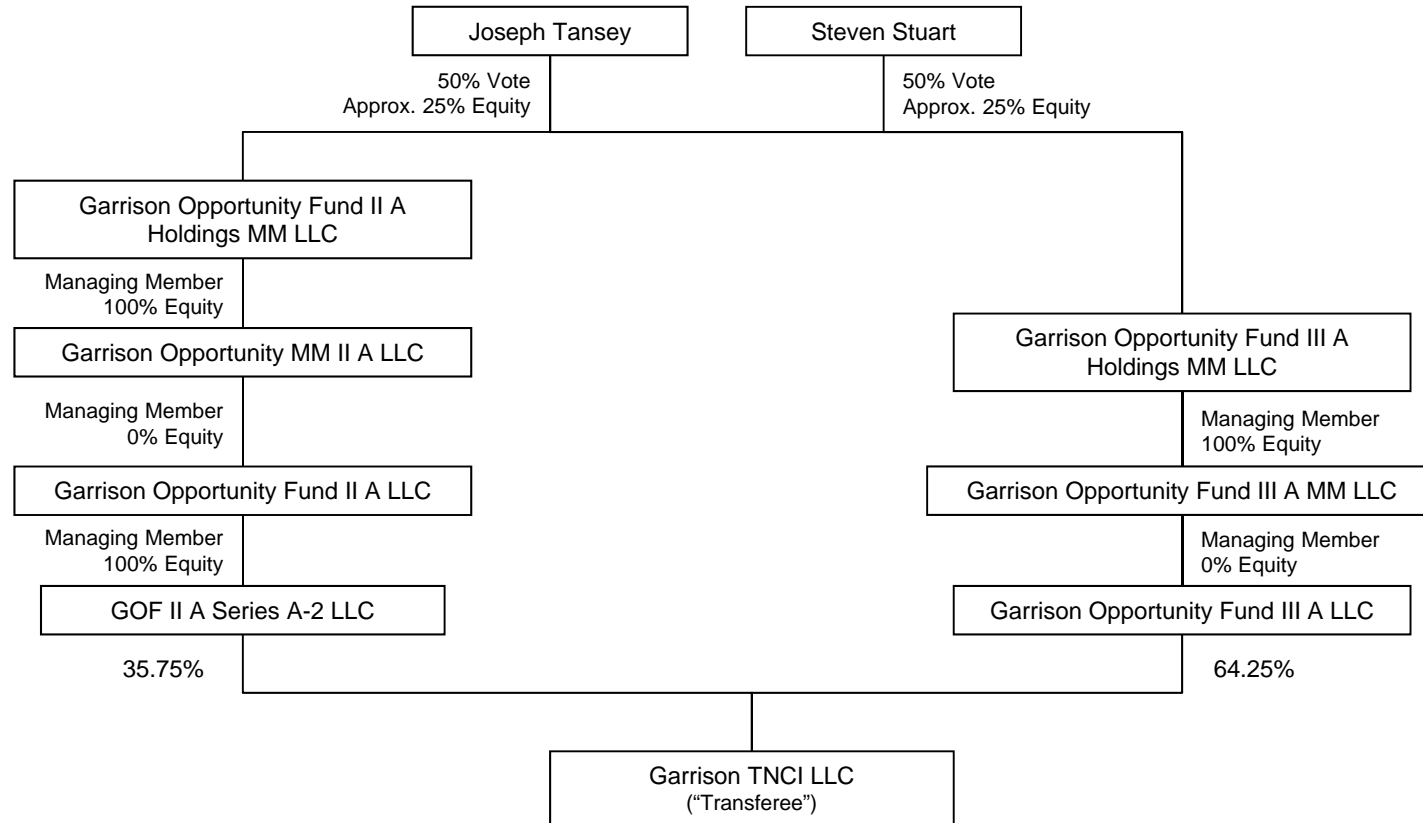
# Post-Closing Organizational Structure of Impact and TNCI OpCo\*



\* 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%.

# Current and Post-Closing Corporate Organizational Structure of Transferee



## Verifications

## VERIFICATION

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

I declare under penalty of perjury that the foregoing is true and correct. Executed this 28 day of October 2015.

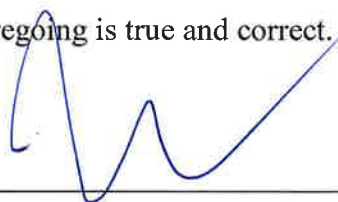


Robert Beaty  
President  
Impact Telecom, Inc.  
Matrix Telecom, Inc.  
Matrix Telecom of Virginia, Inc.

**VERIFICATION**

I, Brian Chase, state that I am Chief Financial Officer of Garrison TNCI LLC (the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 5<sup>th</sup> day of November 2015.



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Name: **BRIAN CHASE**  
Title: **CHIEF FINANCIAL OFFICER**  
Garrison TNCI LLC