

**APPLICATION FOR CERTIFICATE
TO PROVIDE OPERATOR SERVICES AND/OR
RESELL
TELECOMMUNICATION SERVICES IN TENNESSEE
SECTION A**

Application is hereby made for a certificate of authority pursuant to TRA Rule 1220-4-2-.57 to provide telecommunication services in the State of Tennessee.

Part I: General Information

A. Name of Applicant:

Matrix Telecom, Inc.
300 N. Meridian, Ste. 200N
Oklahoma City, OK 73107

05-00083
115527

Tenn. Secretary of State Certificate of Authority ID 0250103

Federal Taxpayer ID Number 75-2332193

Social Security Number for Applicants
Applying as Individuals

Any trade name(s), assumed name(s) or fictitious name(s) used by applicant:

If applicant has affiliate(s) engaged in providing telecommunications services, provide the above requested information for each affiliate(s), as well as for the applicant.

Address _____ City _____

State _____ Zip Code _____ Phone No. (____) _____ - _____

*****IMPORTANT INFORMATION*****

If applicant has affiliate(s) or parent company, or constituency corporations, engaged in providing telecommunications services, or operating under any trade name, assumed name or fictitious name used by the above, provide the above requested information on all parts of this application as well as for the applicant. Provide this information on a separate attachment, if necessary.

THIS SECTION FOR TRA USE ONLY

Docket Number _____

Company ID Number _____

Date Approved _____

Evaluator _____

B. Describe other businesses or business transactions, if any, at the same location as the principal business address:

N/A

C. Provide the name, business and home address of and a chronological summary of the employment history and business experience over the preceding eight years of:

- (a) The proprietor, if the applicant is an individual;
- (b) Every member, if the applicant is a partnership;
- (c) Each Executive Officer, Director and each Key Stockholder if the applicant is a joint stock association or a corporation. (Note: If the applicant is a publicly traded corporation or a subsidiary of such a corporation it does not need to provide this information)
- (d) Any person in a position to exercise control over or direction of, the business of the applicant, regardless of the form of organization of the applicant.

Information to be included:

NAME TITLE

BUSINESS ADDRESS

HOME ADDRESS

EMPLOYMENT HISTORY

PHONE No.

PHONE No.

Provide the above requested information on separate attachments.

See Attachment "A"

- D. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business whose authority to transact business was denied, revoked or suspended by a state or federal regulatory or law enforcement entity?

_____ Yes ☒ No If yes, please explain fully.

- E. Has the Tennessee Regulatory Authority, or any other agency of the State of Tennessee, any federal agency or any agency of any other state ever initiated a regulatory action or order against the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust)?

_____ Yes ☒ No If yes, please explain fully.

- (1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust), been enjoined or restrained by order by any court or state or federal regulatory or law enforcement entity from engaging in any conduct or practice related to the telecommunications business?

_____ Yes ☒ No If yes, please explain fully.

- F. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business who has ceased providing telecommunications services in any state, describe the circumstances. (Use additional pages if necessary)

N/A

- G. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, L.L.C. members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been convicted of any crime or crimes, or charged in court with any fraudulent or dishonest acts in any transaction of any kind, or confined in any penal institution? If so, list such persons, give details, state results and final outcome. (Use additional pages if necessary)

N/A

- (1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, L.L.C. members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been indicted, convicted, pled guilty or pled nolo contendere to a felony in Tennessee or elsewhere?

_____ Yes ☒ No If yes, please explain fully.

- H. Name and telephone number of contact person authorized to respond to Authority inquiries regarding company operations Monday through Friday.

Greg Taylor, Esq.
Matrix Telecom, Inc.
300 N. Meridian
Suite 200-North
Oklahoma City, Oklahoma 73107
Telephone: (405) 717-9612
Facsimile: (405) 951-6312
Email: gtaylor@matrixvalue.com

- (1) Name and telephone number of contact person authorized to respond to Authority inquiries regarding this filing Monday through Friday.

Greg Taylor, Esq.
Matrix Telecom, Inc.
300 N. Meridian
Suite 200-North
Oklahoma City, Oklahoma 73107
Telephone: (405) 717-9612
Facsimile: (405) 951-6312
Email: gtaylor@matrixvalue.com

- I. List a toll-free telephone number and mailing address that consumers can call or write to report service problems and/or request refunds or adjustments.

888.829.6926
Matrix Telecom, Inc.
300 N. Meridian
Suite 200-North
Oklahoma City, Oklahoma 73107

- J. Provide the name and address of the registered agent for service of process:

CT Corporation
Ste. 2021
800 S. Gay Street
Knoxville, TN 37929

- K. Identify all authorized agents in the state, if any by name, address, business and home phone numbers and any other businesses conducted by the agent at the same location: (use additional sheets if necessary)

Telecom Professionals, Inc.
Attn: Judith Riley, Esq.
2912 Lakeside Drive
Oklahoma City, Oklahoma 73120
T: 405.755.8177
F: 405.755.8377
jriley@telecompliance.net

Part II:

- A. Check the type of telecommunication services you plan to provide in Tennessee.

☒ Resell Interexchange long distance services
☐ Operator Services
☒ Resell local services
☐ Other (describe)

- B. If providing operator services, list company name, address and contact person for all reseller carriers you serve in Tennessee. **Provide the above information on Appendix I.**

- C. List the state(s) where the applicant, its parent company, and all affiliates is authorized to operate in at this time. For each such state, describe applicant's current activities along with a history of operations there. (Use additional pages if necessary.)

Texas, New Jersey, Rhode Island, Washington & Wisconsin.

For the above states, list the number and types of complaint(s) filed against applicant, the complaint(s) current status. Provide this information on a separate attachment, if necessary.

See Attachment "B"

If applicant has affiliate(s) or parent company, or constituency corporations, engaged in providing telecommunications services, or operating under any trade name, assumed name or fictitious name used by the above, provide the above requested information for all as well as for the applicant. Provide this information on a separate attachment, if necessary.

- D. List any states that the applicant or any affiliate, parent company, or constituency corporation operating under any trade name, assumed name, or fictitious name, has been denied authority to provide service. (Use additional pages if necessary)

N/A

- E. Areas in Tennessee to be served. **All areas where the Tennessee Regulatory Authority has approved ILEC & CLEC services.**

- F. What type of customers will the applicant serve?

- a. Business X
- b. Residential X
- c. Aggregators
(e.g. Hotels, Payphones)
- d. Other (specify)

- G. Does the applicant allow a property imposed fee (PIF) to be added to the price of intrastate telephone calls over its network? If yes, specify amount.

- H. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers' price for similar services? Yes No

- I. Describe the type of services and price that the applicant will be offering in Tennessee on the Informational Tariff Form found in Appendix II¹.

- J. What is the applicant's 10XXX or 800 access code, if applicable?

N/A

- K. Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee? **No.**

¹ Applicant is required to fill out an Informational Tariff form. Failure to fill out this form will cause the applicant's request to be rejected.

L Whose facility-based network(s) will the applicant be reselling?

Global Crossing

M Will the applicant be utilizing the local telephone company's billing system or billing customers directly²? **Directly.**

N Describe briefly how the applicant plans to market their services in Tennessee?
Applicant desires to provide service to all willing business and residential customers, without discrimination and to the extent authorized by this instant Commission. It will market prospective customers through direct sales and agent channels.

O If independent telemarketers are to be used, list the name, contact person, address phone number and federal taxpayer ID for each company.

N/A

P Describe the methods and procedures by which the applicant will use to switch a consumer's preferred interexchange service, and to prevent unauthorized switching of a consumer's interexchange service. Use additional pages if necessary. If you have written procedures or company guidelines, attach copies.

Applicant currently operates its own call center to assist with its existing interexchange service customers. All residential customers who need to report a problem or who need to contact the company for any reason may do so via a nation-wide toll free number into the call center. Major accounts (those accounts billing in excess of \$500 per month) each have a dedicated major account representative assigned to work on any new orders, changes or billing issues associated with the customer's service.

In the event a Matrix customer initiates a regulatory complaint with any applicable authority, the complaint is entered into a complaint log and investigated by the Matrix regulatory department. Working together with the customer and the regulatory agency, Matrix is able to quickly resolve any problem in nearly all cases.

Matrix is deeply concerned about the unauthorized switching of a customer's service and takes affirmative steps to avoid this altogether. Specifically, it utilizes contracts for business customers, letters of authority and third-party verification of orders prior to provisioning an order for a new customer. In the event a customer claims Matrix switched service without the customer's consent, Matrix usually (but not in all cases) gives the customer the benefit of the doubt and reverses all charges to the customer.

² A copy of a bill is required if the applicant is going to bill the customer directly.

- Q. Applicant has the ability and agrees to honor the form of call blocking that the consumer has subscribed to with their local telephone company.
Yes X No
- R Applicant gives permission to the local telephone company to provide the Authority a periodic sample of the reseller's intrastate toll calls. The purpose of this analysis is to audit the reseller's rates to assure they are at or below the dominant carrier's tariffed rates. Yes X No

Part III: Organization Structure

- A. Applicant's organizational structure

 X Corporation
 Publicly Traded Corporation
 Subsidiary of a Publicly Traded Corporation
 Limited Liability Corporation Attach a copy of the articles of organization and operating agreement along with amendments.
 X Other Form of Corporation

List type S Corporation (Example S Corporation)

Attach a copy of the charter, bylaws and/or certificate of incorporation. – See Attachment "C".

 Association Attach a copy of the charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State

 Joint Stock Association Attach a copy of the charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State

 Trust Attach a copy of the trust agreement and Letter of Authorization from Tennessee Secretary of State

 Individual Attach a copy of the Letter of Authorization from Tennessee Secretary of State

SECTION (a)-(g) is to be completed if applicant is a Corporation Association or Trust

- (a) The date and state of formation/incorporation: June 13, 1990
- (1) Parent Company, if applicable Platinum Equity, LLC ,
- (b) Attach a certificate of good standing from the state in which the applicant was incorporated/formed. **See Attachment "D."**
- (1) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee. **See Attachment "E."**

- (d) Describe the corporate structure of the applicant, including the identity of any parent or subsidiary of the applicant. Disclose whether any parent or subsidiary is publicly traded on any stock exchange.
See Attachment "F". No publicly traded stock.
- (e) Provide the history of material litigation and criminal convictions of every current director, executive officer, or key shareholder of the applicant for the ten-year period prior to the date of this application. **N/A**
- (f) If applicable, attach a copy of the instrument creating the trust and all amendments thereto:

B. _____ Proprietorship

_____ Partnership

_____ General **Attach a copy of the partnership agreement along with any amendments.**

_____ Limited **Attach a copy of the certificate of limited partnership and the partnership agreement along with any amendments.**

_____ Other (Explain on separate sheet)

All of the above will be required to submit a valid business license.

- (a) Identify the place and date of the applicant's qualifications to provide telecommunications services in this state. **See Attachment "G."**
- (b) List the full name, social security number and address of the owners, if a sole proprietorship, or all partners identifying the percentage of ownership: **N/A**
ATTACH ADDITIONAL PAGES AS NECESSARY
- c. Number of employees: **75**

Employer Identification Number (E.I.N.) 75-2332193

Part IV: Financial Information

A. Address where business records are kept:

300 N. Meridian, Ste. 200N
Oklahoma City, OK 73107

B. Attach a copy of the applicant's most recent unconsolidated and consolidated audited financial statements for the immediately preceding three-year period. Provide in detail the applicant's financial condition, including balance sheet and income statement, or a copy of IRS form 1120 or 1065 filed by your business for the previous year. Attach, if available, a copy of your company's 10K and/or stockholder reports. **See Attachment "H."**

- (1) Fiscal year end: Month Dec. Day 31st
- (2) Date of most recent audited, unconsolidated financial statement of Applicant:
- (3) If applicable, name and address of independent certified public accountant:
- (4) Period covered by financial statement attached:
December 1, 2002 – December 31, 2004

- C. Does the applicant currently have an internal auditor and/or internal audit program?
No.

If so, Name of internal auditor

- D. If applicable, provide a history of applicant's material litigation and criminal convictions for the ten-year period prior to the date this application is made. Material litigation is defined as any litigation that, according to generally accepted accounting principles, is deemed significant to a person's financial health and would be required to be referenced in annual audited financial statements, reports to shareholders or similar documents. *N/A*

Part VI: Rule Compliance Agreement

- A. Attach a copy of a Small and Minority-Owned Telecommunications Business Participation Plan Pursuant to Tennessee Code Annotated §65-5-212. *N/A*
- B. Have you read and understand the Tennessee Regulatory Authority's (TRA) Rules and Regulations for Resellers, 1220-4-2 located at the TRA's website <http://www.state.tn.us/tra> *electronic fileroom* in its entirety?
 X Yes No
- C. Do you understand the penalties for non-compliance. and all associated fees to provide such service? X Yes No

Mail the completed application and a check for \$50.00 to: Tennessee Regulatory Authority, P.o. Box 198907, Nashville, TN 37219-8907. Should you have any questions, call (615) 741-7489, ext. 163.

The Reseller or Operator Service Provider applicant, hereby, affirms the following:

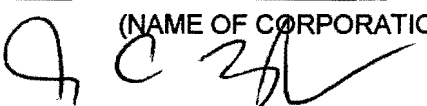
Will comply with the TRA Reseller Rules and all other applicable Authority Rules and state laws, including T.C.A. Section 65-5-206 located at the TRA's website <http://www.state.tn.us/tra> *electronic fileroom* under the External Site of Lexis Law Publishing.

Having been duly sworn, and under the penalties of perjury, I hereby certify that the representations in this RESELLER APPLICATION and all attachments and appendices are true and correct to the best of my knowledge and belief. I further understand that omissions or inaccuracies may result in denial of the APPLICATION and grounds for revocation of Certificate of Authority.

For Individual and Partners:

_____ Signature	_____ Signature
_____ PRINTED NAME	_____ PRINTED NAME
_____ Signature	_____ Signature
_____ PRINTED NAME	_____ PRINTED NAME

For Corporations
and Other Organizations

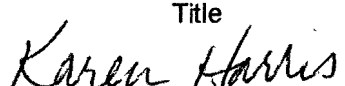
Matrix Telecom, Inc.
(NAME OF CORPORATION)
BY: 

SIGNATURE

Greg Taylor

PRINTED NAME

General Counsel


Title
ATTEST: 

Legal Asst.

Title

On this the 25th day of April, 2005 before me, a Notary Public
Greg Taylor

known to me to be the person(s) named in, and who executed the foregoing application, being duly sworn according to law, deposes and says that the statements and representations set forth in the above application are true and correct to the best of his/her knowledge and belief.

 expires 1-22-07
Notary Public J# 03001037

seal

Attachment "C"



The State of Texas

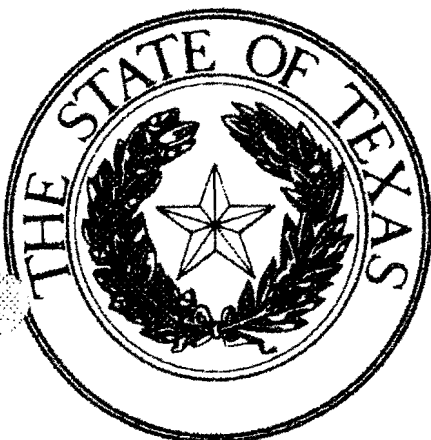
SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is/are true and correct copies of the following described document(s) on file in this office:

MATRIX TELECOM, INC.
FILE NO. 1156915

ARTICLES OF INCORPORATION
ARTICLES OF AMENDMENT
CHANGE OF REGISTERED OFFICE AND/OR AGENT
CHANGE OF REGISTERED OFFICE AND/OR AGENT
ARTICLES OF AMENDMENT
ARTICLES OF AMENDMENT
CHANGE OF REGISTERED OFFICE AND/OR AGENT
ARTICLES OF AMENDMENT

JUNE 13, 1990
JANUARY 21, 1992
MARCH 2, 1994
DECEMBER 31, 1994
AUGUST 9, 1995
NOVEMBER 27, 1995
DECEMBER 11, 1995
APRIL 9, 1997

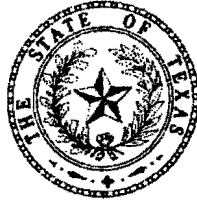


IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on November 17, 1997.



Antonio O. Garza, Jr.
Secretary of State

BAM



The State of Texas

Secretary of State

CERTIFICATE OF INCORPORATION

OF

MIGA, INC.
CHARTER NUMBER 01156915

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT ARTICLES OF INCORPORATION FOR THE ABOVE
CORPORATION, DULY SIGNED HAVE BEEN RECEIVED IN THIS OFFICE AND ARE
FOUND TO CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SUCH SECRETARY OF STATE, AND BY
VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES
THIS CERTIFICATE OF INCORPORATION AND ATTACHES HERETO A COPY OF THE
ARTICLES OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE
THE USE OF A CORPORATE NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF
ANOTHER UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW,
THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED JUNE 13, 1990



George S. Bayard Jr.
Secretary of State



Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached articles of merger of

Matrix Acquisition Holdings Corp.
Foreign Business Corporation
DE, USA
[Entity not of Record, Filing Number Not Available]

Into

MATRIX TELECOM, INC.
Domestic Business Corporation
[Filing Number: 115691500]

have been filed in this office as of the date of this certificate.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate of merger.

Dated: 12/31/2003

Effective: 12/31/2003



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor
Secretary of State



Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for MATRIX TELECOM, INC. (filing number: 115691500), a Domestic Business Corporation, was filed in this office on June 13, 1990.

It is further certified that the entity status in Texas is active.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on March 18, 2005.



A handwritten signature in cursive script that reads "Roger Williams".

Roger Williams
Secretary of State

ATTACHMENT "D"

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

ISSUANCE DATE: 02/22/05
REQUEST NUMBER: 050120
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 02/18/1992
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0250103
JURISDICTION: TEXAS

TO:
CFS
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221

REQUESTED BY:
CFS
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221

CERTIFICATE OF AUTHORIZATION

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT
"MATRIX TELECOM, INC.",

A CORPORATION FORMED IN THE JURISDICTION SET FORTH ABOVE, IS AUTHORIZED TO
TRANSACTION BUSINESS IN THIS STATE.
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
AUTHORIZATION OF THE CORPORATION HAVE BEEN PAID;
THAT THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS BEEN FILED
WITH THIS OFFICE; AND
THAT AN APPLICATION FOR CERTIFICATE OF WITHDRAWAL HAS NOT BEEN FILED.

ATTACHMENT "E"

FOR: REQUEST FOR CERTIFICATE

ON DATE: 02/22/05

FROM:
CFS
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221-0000

RECEIVED: FEES \$100.00 \$0.00
TOTAL PAYMENT RECEIVED: \$100.00

RECEIPT NUMBER: 00003660467
ACCOUNT NUMBER: 00101230



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

ISSUANCE DATE: 02/22/05
REQUEST NUMBER: 05053126
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 02/18/1992
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0250103
JURISDICTION: TEXAS

TO:
CFS
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221

REQUESTED BY:
CFS
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221

CERTIFICATE OF AUTHORIZATION

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"MATRIX TELECOM, INC.",

A CORPORATION FORMED IN THE JURISDICTION SET FORTH ABOVE, IS AUTHORIZED TO
TRANSACTION BUSINESS IN THIS STATE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
AUTHORIZATION OF THE CORPORATION HAVE BEEN PAID;
THAT THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS BEEN FILED
WITH THIS OFFICE; AND
THAT AN APPLICATION FOR CERTIFICATE OF WITHDRAWAL HAS NOT BEEN FILED.

FOR: REQUEST FOR CERTIFICATE

ON DATE: 02/22/05

FROM:
CFS
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221-0000

RECEIVED: FEES \$100.00 \$0.00
TOTAL PAYMENT RECEIVED: \$100.00

RECEIPT NUMBER: 00003660467
ACCOUNT NUMBER: 00101230



SS-1428

Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

Attachment "G"