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August 11, 2010

**Via Overnight Delivery**

Sharla Dillon, Docket Room Manager  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, Tennessee 37243

**Re: Docket No. 10-00060 - Joint Application of Comtel Telecom Assets LP, Matrix Telecom, Inc. and Americatel Corporation for Approval (1) of the Transfer of Customers from Comtel Telecom Assets LP to Matrix Telecom, Inc. and (2) for Matrix Telecom, Inc. and Americatel Corporation to Participate in Certain Financing Arrangements**

**CONSUMMATION NOTICE & CANCELLATION OF CERTIFICATES**

Dear Ms. Dillon:

Comtel Telecom Assets LP ("Comtel"), Matrix Telecom, Inc. ("Matrix") and Americatel Corporation ("Americatel") (collectively, the "Applicants"), by their undersigned attorney, and in accordance with the Tennessee Regulatory Authority's ("TRA's") Order Approving Transfer of Customer Based and Certain Financing Arrangements issued on July 27, 2010 (the "Order"), hereby inform the TRA that on August 2, 2010, (1) substantially all of assets and customers of Comtel were transferred to Matrix as contemplated in the Application filed in the above docket and (2) the financing arrangements described in the Application were completed.

Pursuant to the Order, the Certificate of Public Convenience of Comtel<sup>1</sup> should now be cancelled effective upon receipt of this letter.

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

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<sup>1</sup> In Tennessee, Comtel is authorized to provide facilities-based and resold local exchange and interexchange telecommunications services pursuant to authority granted in Docket No. 05-00287 on April 19, 2006.

Sharla Dillon, Docket Room Manager  
August 12, 2010  
Page 2

As required by the Order, a copy of the (1) FCC's Public Notice approving the transfer of assets and (2) Matrix's self-certification filed with the FCC are provided as Attachments A and B, hereto. An original and thirteen (13) copies of this letter are enclosed. Please date stamp and return the enclosed extra copy of this letter. Should you have any questions, please do not hesitate to contact Brett Ferenchak at 202-373-6697.

Respectfully submitted,

A handwritten signature in black ink, reading "Brett P. Ferenchak". The signature is written in a cursive, flowing style.

Russell M. Blau  
Tamar E. Finn  
Brett P. Ferenchak

Counsel for the Joint Applicants

**ATTACHMENT A**

FCC Public Notice



# PUBLIC NOTICE

Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Washington, D.C. 20554

News Media Information 202 / 418-0500  
Fax-On-Demand 202 / 418-2830  
TTY 202 / 418-2555  
Internet: <http://www.fcc.gov>  
<ftp.fcc.gov>

DA 10-864  
Released: May 14, 2010

## DOMESTIC SECTION 214 AUTHORIZATION GRANTED

**Domestic Section 214 Application Filed for the Acquisition of Assets of Comtel Telcom Assets L.P. and Comtel Virginia LLC by Matrix Telecom, Inc. and Matrix Telecom of Virginia, Inc.**

**WC Docket No. 10-82**

Pursuant to section 214 of the Communications Act of 1934, as amended (Act), 47 U.S.C. § 214, and sections 0.91, 0.291, and 63.03 of the Federal Communication Commission's (Commission) rules, 47 C.F.R. §§ 0.91, 0.291, 63.03, the Wireline Competition Bureau (Bureau) approves the application of Matrix Telecom, Inc. (Matrix), Matrix Telecom of Virginia, Inc. (Matrix-VA), Comtel Telcom Assets LP (Comtel), and Comtel Virginia LLC (Comtel-VA) (collectively, Applicants) requesting approval to transfer assets from Comtel and Comtel-VA to Matrix and Matrix-VA.<sup>1</sup> The Bureau has determined that grant of this application serves the public interest,<sup>2</sup> and accordingly the application is granted pursuant to the Commission's procedures for domestic section 214 transfer of control applications.<sup>3</sup>

Hypercube Telecom, LLC (Hypercube) filed comments against the transaction.<sup>4</sup> Hypercube argues that it is engaged in a long-running dispute with Comtel over access charges that Hypercube asserts Comtel owes for toll free calls Hypercube routed from end users to Comtel. Hypercube states that this issue is the subject of pending litigation in U.S. District Court in Texas, but that it is concerned that the transaction will allow Comtel to evade obligations to pay Hypercube for past due amounts and that the merged entity will fail to pay Hypercube in the future.<sup>5</sup> It also states that Comtel filed an informal

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<sup>1</sup> Joint Application of Matrix Telecom, Inc., Matrix Telecom of Virginia, Inc. and Comtel Telcom Assets LP, Comtel Virginia LLC, WC Docket No. 10-82 (filed Mar. 22, 2010) (Application); *Domestic Section 214 Application Filed for the Acquisition of Assets of Comtel Telcom Assets L.P. and Comtel Virginia LLC by Matrix Telecom, Inc. and Matrix Telecom of Virginia, Inc.*, WC Docket No. 10-82, Public Notice, DA 10-583 (rel. Mar. 31, 2010); *Notice of Removal of Domestic Section 214 Application from Streamlined Treatment*, WC Docket No. 10-82, Public Notice, DA 10-680 (rel. Apr. 22, 2010).

<sup>2</sup> *Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, CC Docket No. 01-150, Report and Order, 17 FCC Red 5517, 5529, para. 22 (2002).

<sup>3</sup> 47 C.F.R. § 63.03.

<sup>4</sup> Comments of Hypercube Telecom, LLC, WC Docket No. 10-82 (filed Apr. 14, 2010) (Comments).

<sup>5</sup> *Id.* at 2-5 (citing *Hypercube, LLC, et al. v. Comtel Telcom Assets LP d/b/a Excel Telecommunications, Inc.*, Case No. 3:08-CV-2298 (N.D. Tex)).

complaint that is pending before the Commission's Enforcement Bureau that contains claims related to the dispute.<sup>6</sup> Hypercube asserts that it does not oppose the proposed sale of assets, but urges the Commission to impose conditions on the transaction that are related to its access charge claims.<sup>7</sup>

The Applicants filed reply comments stating that Hypercube's ongoing dispute with Comtel is wholly unrelated to the proposed transaction.<sup>8</sup> They assert that the access charges Hypercube claims Comtel owes were unlawful and are, in any case, already the subject of the U.S. District Court proceedings.<sup>9</sup> They state that Hypercube's comments seek to secure remedies against Comtel prior to a determination that it has violated any legal requirements.<sup>10</sup> They further argue that pre-judgment statutes in Texas concerning the distribution of assets by business entities apply should Hypercube prevail in the litigation, and that Hypercube has not demonstrated that the proposed transaction harms competition or otherwise contravenes the public interest.<sup>11</sup>

After careful consideration of the record in this proceeding, we conclude that the concerns raised by Hypercube are not sufficient to persuade us to deny the transaction or to impose conditions on the terms of the transfer. We find that the transaction is likely to result in certain public interest benefits, including the continued provision of telecommunications service to Comtel's customers by Matrix, an

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<sup>6</sup> Comments at 3. On April 16, 2010, the Enforcement Bureau granted Comtel's motion for extension of the due date to convert the informal complaint into a formal complaint. Reply Comments at 19 (citing Letter from Rosemary McEnery, Deputy Chief, Market Disputes Resolution Division, to James H. Lister, Counsel for Comtel, and Michael Hazzard, Counsel for Hypercube, File EB-09-MDIC-0028 (rel. Apr. 16, 2010)).

<sup>7</sup> Comments at 7-8. It requests removal of the transaction from streamlined processing, resolution of what Hypercube asserts are Comtel's outstanding obligations to Hypercube and any other similarly-situated carrier, and the establishment of an escrow fund by Comtel to cover any alleged access charge debts. It further requests that the Commission seek clarification from state utility commissions about existing and future traffic routing issues between Comtel and other carriers and condition approval of the transaction on Matrix entering into an interconnection agreement with Hypercube and "any other carriers with which Comtel is currently engaged in access charge billing issues." *Id.*

<sup>8</sup> Reply Comments of Comtel Telecom Assets LP and Comtel Virginia LLC to Comments of Hypercube Telecom, LLC, WC Docket No. 10-82 at 2-6 (filed Apr. 20, 2010).

<sup>9</sup> Applicants state that the Court already dismissed Hypercube's federal tariff claims against Comtel for the time period March 3, 2006 to March 31, 2009, which it asserts accounts for the bulk of the charges Hypercube claims it is owed, and that for the remaining time, the Court held that Hypercube must demonstrate that the services for which it is attempting to collect charges "added value" to the telecommunications network. Comtel states that this is a remaining issue in the litigation. Reply at 10 (citing *Hypercube LLC v. Comtel Telecom Assets LP*, Civil Action No. 3:08-CV-2298-G, 2009 WL 3075208 (N.D. Tex., Sept. 25, 2009)). Hypercube also argues that Comtel did not comply with universal service fund requirements under section 254(d) of the Act because it entered into a consent decree with the Commission to pay a fine and establish a compliance plan. Comments at 3-4. The Enforcement Bureau has determined that the consent decree resolves the matter, which is based on universal service claims raised in 2008 that are not related to the proposed transaction, and has terminated its investigation. *Comtel Telecom Assets LP*, File No. EB-08-IH-1372, Consent Decree, DA 10-418 (rel. Mar. 18, 2010).

<sup>10</sup> Reply at 2-6.

<sup>11</sup> *Id.* at 16-17.

established competitive carrier currently providing service nationwide.<sup>12</sup> Applicants state that Matrix has the technical, managerial, and financial resources to ensure that the customers receive service under the same rates, terms, and conditions as they currently receive service.<sup>13</sup> We agree with the Applicants that Hypercube's claims are not merger-specific<sup>14</sup> and are more appropriately resolved in the pending litigation.<sup>15</sup> We also find that Hypercube's claim that the Applicants will fail to comply with any legal or financial obligations to Hypercube or any other carrier after consummation<sup>16</sup> is speculative and not supported by evidence in the record. We are thus satisfied that the proposed transaction is in the public interest and should be granted.

The Bureau finds, upon consideration of the record, that the proposed transfer will serve the public interest, convenience, and necessity, and therefore grants the requested authorization. Pursuant to section 1.103 of the Commission's rules, 47 C.F.R. § 1.103, the consent granted herein is effective upon the release of this Public Notice. Petitions for reconsideration under section 1.106 or applications for review under section 1.115 of the Commission's rules, 47 C.F.R. §§ 1.106, 1.115, may be filed within 30 days of the date of this Public Notice.

For further information, please contact Jodie May, (202) 418-0913, Competition Policy Division, Wireline Competition Bureau.

-FCC-

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<sup>12</sup> Application at 6-7.

<sup>13</sup> *Id.* at 7.

<sup>14</sup> See *Verizon Communications, Inc. and America Movil, S.A. de C.V., Application for Authority to Transfer Control of Telecomunicaciones de Puerto Rico, Inc.*, WT Docket No. 07-43, Memorandum Opinion and Order, 22 FCC Rcd 6195, 6206-07, para. 25 (2007) (rejecting assertions that a transfer of control should be denied or conditioned based on non merger-specific issues and finding that applicants were subject to existing requirements).

<sup>15</sup> See *Verizon Communications Inc. and MCI, Inc. Applications for Approval of Transfer of Control*, WC Docket No. 05-75, Memorandum Opinion and Order, 20 FCC Rcd 18433, 18529, para. 191 (2005) (noting that a number of issues raised by commenters were the subject of other pending proceedings).

<sup>16</sup> Comments at 5.

**ATTACHMENT B**

**Self-Certification Letter**

# BINGHAM

Russell M. Blau  
Jeffrey R. Strenkowski  
russell.blau@bingham.com  
jeffrey.strenkowski@bingham.com

May 28, 2010

## VIA ELECTRONIC FILING

Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Washington, DC 20554

**Re:** CC Docket No. 00-257: *In the Matter of 2000 Biennial Review - Review of Policies and Rules Concerning Unauthorized Changes of Consumers Long Distance Carriers.*

**Notification of Matrix Telecom, Inc. and Matrix Telecom of Virginia, Inc. Pursuant to 47 C.F.R. § 64.1120(e)**

Dear Ms. Dortch:

Matrix Telecom, Inc. and Matrix Telecom of Virginia, Inc. (together, "Matrix"), pursuant to Section 64.1120(e) of the Commission's Rules, 47 C.F.R. § 64.1120(e), hereby notify the Commission of Matrix's intent to acquire the telecommunications customers of Comtel Telecom Assets LP and Comtel Virginia LLC (together, "Comtel") through the purchase of substantially all of the assets of Comtel by Matrix, as fully described in the Application filed by Matrix, Comtel, and their affiliates in WC Docket No. 10-82.

**Names of the Parties to the Transaction:** The parties to the transaction include Matrix Telecom, Inc., Matrix Telecom of Virginia, Inc., Comtel Telecom Assets LP and Comtel Virginia LLC.

**Types of Telecommunications Services Provided to Affected Customers:** The customers affected by the proposed transaction will include residential and business customers. Comtel provides local and intrastate, interstate and international long distance throughout the United States, including in Virginia through its Comtel Virginia LLC subsidiary.

**Date of the Transfer:** The parties anticipate that the affected customers will become customers of Matrix on or about June 30, 2010, or as soon as possible thereafter following receipt of regulatory approvals.

**Certification of Compliance:** Attached hereto is a certification from Matrix required under Section 64.1120(e)(1) of the Commission's rules.

**Copy of Notice Sent to Affected Subscribers:** Notice was provided to the affected customers through separate mailings, sent from April 30, 2010, through May 28, 2010, depending on the various applicable state public utility commission regulatory requirements. In all cases the affected customers were notified at least 30 days in advance of the transfer date pursuant to Commission rules. Immediately following

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

Bingham McCutchen LLP  
2020 K Street NW  
Washington, DC  
20006-1806

T +1.202.373.6000  
F +1.202.373.6001  
bingham.com

A/73378849.1



Marlene H. Dortch, Secretary  
May 28, 2010  
Page 2

completion of the proposed transaction, all affected customers will be receiving identical service from Matrix, at the same rates, terms and conditions, as they currently receive from their current provider, and under the same trade names previously used by Comtel. Copies of the state-specific customer notice letters are attached hereto as Exhibits A-1 to A-8. Below is a list of when the customer notice letters were sent to each state:

<u>Date Sent</u>	<u>Customer Location(s)</u>
April 30, 2010	Washington, DC; Massachusetts; New Jersey; and Oregon
May 14, 2010	Colorado
May 24, 2010	Ohio
May 28, 2010	All other locations.

\* \* \* \*

Should there be any questions regarding this notification, please do not hesitate to contact the undersigned.

Very truly yours,



Russell M. Blau  
Jeffrey R. Strenkowski

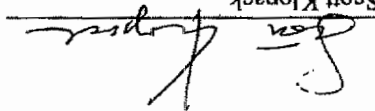
Counsel for Matrix

Attachment

## CERTIFICATION

On behalf of Matrix Telecom, Inc. and Matrix Telecom of Virginia, Inc. (together, "Matrix"), and in accordance with Section 64.1120 of the Commission's rules, 47 C.F.R. § 64.1120, I hereby certify under penalty of perjury that I have read the foregoing notification and the statements contained therein are true, complete and correct to the best of my knowledge. I further certify that, with respect to the transfer to certain of the affected customers of Comtel (as defined in the foregoing notification) to Matrix, the Parties have complied with the Commission's requirements to provide advance customer notice in accordance with Section 64.1120(e)(3), with the obligations specified in that notice, and with other statutory and Commission requirements that apply to this streamlined process.

I certify under penalty of perjury that the foregoing is true and correct.

By:   
Name: Scott Klopach  
Title: General Counsel  
Date: May 28, 2010

**Sample Customer Letter to Arizona Customers**

**Exhibit A-1**

A/73378&49.1



## IMPORTANT INFORMATION ABOUT YOUR SERVICE

Dear Excel Telecommunications, VarTec Telecom or Clear Choice Communications Customer,

Excel Telecommunications, VarTec Telecom and Clear Choice Communications (the "Companies") and Matrix Telecom, Inc. ("Matrix") are pleased to advise you that Matrix will acquire certain assets and customers of Companies' telecommunications business in your area. Following completion of the transaction, the service you currently receive from Excel Telecommunications, VarTec Telecom or Clear Choice Communications will continue under their brand names, which were acquired by Matrix. Matrix prides itself on its ability to build long-term relationships with its customers and looks forward to serving you.

Subject to approval by the Federal Communications Commission and state regulators, the transaction is expected to be completed on **or after June 30, 2010**, at which time Matrix will assume ownership of the Excel Telecommunications, VarTec Telecom and Clear Choice Communications brands and will become your service provider as described above. **You are not required to do anything to continue receiving the high-quality service you have come to expect at the same competitive rates you**

**currently pay, and your telephone number will not change as a result of the transfer.** Matrix will pay any carrier change charges associated with the transfer of your account to Matrix. If you have arranged a preferred carrier freeze through your local carrier with respect to any services involved in this transfer, this freeze will be removed in order to transition the services to Matrix; following the transfer, you must contact your local carrier or, if Excel Telecommunications or VarTec Telecom is your local carrier, Matrix to reinstate the freeze. Notice of any future changes in rates, terms and conditions of service will be provided to you by mail or in your bill, or as otherwise provided in your service contract, if you have one.

Matrix is dedicated to earning and keeping your business. We are confident that this transaction will strengthen the quality of services that you receive from the Companies today. We recognize that you have the right to change providers at any time provided another service provider is available, and up to 90 days after receiving this notice regardless of the terms of your service contract, if you have one. We hope, however, that you choose to remain a customer with Matrix doing business as Excel Telecommunications, VarTec Telecom and Clear Choice Communications, and thereby continue to enjoy under Matrix the same high-quality communications services you currently receive from the Companies. If you do want to select another provider, you should contact that provider directly. Assuming you do not transfer your service to a different provider by June 30, 2010,

Matrix will become your service provider on or after June 30, 2010.

Prior to and after the actual transfer date, Excel Telecommunications, VarTec Telecom or Clear Choice Communications will continue to be responsible for all customer service inquiries, complaints, billing issues and service questions, and you should contact the Companies' customer services representatives at the following numbers:

Excel Local: 1-877-668-0808

Excel Long Distance: 1-800-875-9235

VarTec Local: 1-800-708-7395

VarTec Long Distance: 1-800-583-6767

Clear Choice Support: 1-800-668-4872

Please continue to use these customer service contacts following the transfer.

Excel Telecommunications, VarTec Telecom and Clear Choice Communications thank you for your business and Matrix looks forward to providing you with superior products and services for many years to come.

Sincerely,  
Excel Telecommunications  
VarTec Telecom  
Clear Choice Communications  
Matrix Telecom, Inc.

Exhibit A-2

Sample Customer Letter to Colorado Customers



## IMPORTANT INFORMATION ABOUT YOUR SERVICE

Dear Excel Telecommunications, VarTec Telecom or Clear Choice Communications Customer,

Excel Telecommunications, VarTec Telecom and Clear Choice Communications (the "Companies") and Matrix Telecom, Inc. ("Matrix") are pleased to advise you that Matrix will acquire certain assets and customers of Companies' telecommunications business in your area. Following completion of the transaction, the service you currently receive from Excel Telecommunications, VarTec Telecom or Clear Choice Communications will continue under their brand names, which were acquired by Matrix. Matrix prides itself on its ability to build long-term relationships with its customers and looks forward to serving you.

Subject to approval by the Federal Communications Commission and state regulators, the transaction is expected to be completed **on or after June, 30 2010**, at which time Matrix will assume ownership of the Excel Telecommunications, VarTec Telecom and Clear Choice Communications brands and will become your service provider as described above. **Please note that you are not required to do anything to continue receiving the high-quality service you have come to expect at the same competitive**

**rates you currently pay, and your telephone number will not change as a result of the transfer.** In addition, Matrix will pay any carrier change charges associated with the transfer of your account to Matrix. If you have arranged a preferred carrier freeze through your local carrier with respect to any services involved in this transfer, this freeze will be removed in order to transition the services to Matrix; following the transfer, you must contact your local carrier or, if Excel Telecommunications or VarTec Telecom is your local carrier, Matrix to reinstate the freeze. Notice of any future changes in rates, terms and conditions of service will be provided to you by mail or in your bill, or as otherwise provided in your service contract, if you have one.

Matrix is dedicated to earning and keeping your business. We are confident that this transaction will strengthen the quality of services that you receive from the Companies today. We recognize that you have the right to change providers at any time provided another service provider is available, and subject to the terms of your service contract, if you have one. We hope, however, that you choose to remain a customer with Matrix doing business as Excel Telecommunications, VarTec Telecom and Clear Choice Communications, and thereby continue to enjoy under Matrix the same high-quality communications services you currently receive from the Companies. If you do want to select another provider, you should contact that provider directly. Assuming you do not transfer your service to a different provider by June, 30 2010, Matrix will become your service provider on or after June, 30 2010.

Prior to and after the actual transfer date, Excel Telecommunications, VarTec Telecom or Clear Choice Communications will continue to be responsible for all customer service inquiries, complaints, billing issues and service questions, and you should contact the Companies' customer services representatives at the following numbers:

Excel Local: 1-877-668-0808

Excel Long Distance: 1-800-875-9235

Clear Choice Support: 1-800-668-4872

VarTec Local: 1-800-708-7395

VarTec Long Distance: 1-800-583-6767

Matrix Support: 1-888-411-0111

Please continue to use these customer service contacts following the transfer.

Excel Telecommunications, VarTec Telecom and Clear Choice Communications thank you for your business and Matrix looks forward to providing you with superior products and services for many years to come.

Sincerely,

Excel Telecommunications  
VarTec Telecom  
Clear Choice Communications  
Matrix Telecom, Inc.

Exhibit A-3

Sample Customer Letter to District of Columbia Customers



## IMPORTANT INFORMATION ABOUT YOUR SERVICE

Dear Excel Telecommunications, VarTec Telecom or Clear Choice Communications Customer,

Excel Telecommunications, VarTec Telecom and Clear Choice Communications (the "Companies") and Matrix Telecom, Inc. ("Matrix") are pleased to advise you that Matrix will acquire certain assets and customers of Companies' telecommunications business in your area. Following completion of the transaction, the service you currently receive from Excel Telecommunications, VarTec Telecom or Clear Choice Communications will continue under their brand names, which were acquired by Matrix. Matrix prides itself on its ability to build long-term relationships with its customers and looks forward to serving you.

Subject to approval by the Federal Communications Commission and state regulators, the transaction is expected to be completed **on or after June 30, 2010**, at which time Matrix will assume ownership of the Excel Telecommunications, VarTec Telecom and Clear Choice Communications brands and will become your service provider as described above. **Please note that you are not required to do anything to continue receiving the high-quality service you have come to expect at the same competitive**

**rates you currently pay, and your telephone number will not change as a result of the transfer, and you should continue to pay your invoices to your existing service provider during the transition.** In addition, Matrix will pay any carrier change charges associated with the transfer of your account to Matrix. If you have arranged a preferred carrier freeze through your local carrier with respect to any services involved in this transfer, this freeze will be removed in order to transition the services to Matrix; following the transfer, you must contact your local carrier or, if Excel Telecommunications or VarTec Telecom is your local carrier, Matrix to reinstate the freeze. Notice of any future changes in rates, terms and conditions of service will be provided to you by mail or in your bill, or as otherwise provided in your service contract, if you have one.

Matrix is dedicated to earning and keeping your business. We are confident that this transaction will strengthen the quality of services that you receive from the Companies today. We recognize that you have the right to change providers at any time provided another service provider is available, and subject to the terms of your service contract, if you have one. We hope, however, that you choose to remain a customer with Matrix doing business as Excel Telecommunications, VarTec Telecom and Clear Choice Communications, and thereby continue to enjoy under Matrix the same high-quality communications services you currently receive from the Companies. If you do want to select another provider, you should contact that provider directly. Assuming you do not transfer your service to a different provider

by June 30, 2010, Matrix will become your service provider on or after June 30, 2010.

Prior to and after the actual transfer date, Excel Telecommunications, VarTec Telecom or Clear Choice Communications will continue to be responsible for all customer service inquiries, complaints, billing issues and service questions, and you should contact the Companies' customer services representatives at the following numbers:

Excel Local: 1-877-668-0808  
Excel Long Distance: 1-800-875-9235  
VarTec Local: 1-800-708-7395  
VarTec Long Distance: 1-800-583-6767  
Clear Choice Support: 1-800-668-4872  
Matrix Support: 1-888-411-0111

Please continue to use these customer service contacts following the transfer. Further, you may contact the District of Columbia Public Service Commission at: 1333 H Street, N.W., Suite 200 West Tower, Washington, DC 20005, Tel. (202) 626-5100, and the Office of the People's Counsel at: 1133 15th Street N.W., Suite 500, Washington, D.C. 20005, Tel. (202) 727-3071.

Excel Telecommunications, VarTec Telecom and Clear Choice Communications thank you for your business and Matrix looks forward to providing you with superior products and services for many years to come.

Sincerely,  
Excel Telecommunications  
VarTec Telecom  
Clear Choice Communications  
Matrix Telecom, Inc.



Exhibit A-4

Sample Customer Letter to Georgia Customers



## IMPORTANT INFORMATION ABOUT YOUR SERVICE

Dear Excel Telecommunications, VarTec Telecom or Clear Choice Communications Customer,

Excel Telecommunications, VarTec Telecom and Clear Choice Communications (the "Companies") and Matrix Telecom, Inc. ("Matrix") are pleased to advise you that Matrix will acquire certain assets and customers of Companies' telecommunications business in your area. Following completion of the transaction, the service you currently receive from Excel Telecommunications, VarTec Telecom or Clear Choice Communications will continue under their brand names, which were acquired by Matrix. Matrix prides itself on its ability to build long-term relationships with its customers and looks forward to serving you.

Subject to approval by the Federal Communications Commission and state regulators, the transaction is expected to be completed **on or after June, 30 2010**, at which time Matrix will assume ownership of the Excel Telecommunications, VarTec Telecom and Clear Choice Communications brands and will become your service provider as described above. **Please note that you are not required to do anything to continue receiving the high-quality service you have come to expect at the same competitive rates you currently pay, and your telephone**

**number will not change as a result of the transfer.** In addition, Matrix will pay any carrier change charges associated with the transfer of your account to Matrix. If you have arranged a preferred carrier freeze through your local carrier with respect to any services involved in this transfer, this freeze will be removed in order to transition the services to Matrix; following the transfer, you must contact your local carrier or, if Excel Telecommunications or VarTec Telecom is your local carrier, Matrix to reinstate the freeze. Notice of any future changes in rates, terms and conditions of service will be provided to you by mail or in your bill, or as otherwise provided in your service contract, if you have one. Your service will continue to be offered under the same rates, terms and conditions as currently provided for twelve months following the transfer.

Matrix is dedicated to earning and keeping your business. We are confident that this transaction will strengthen the quality of services that you receive from the Companies today. You have the right to change providers in Georgia at no charge for 6 months following the transaction, after which you may change providers subject to the terms of your service contract, if you have one. We hope, however, that you choose to remain a customer with Matrix doing business as Excel Telecommunications, VarTec Telecom and Clear Choice Communications, and thereby continue to enjoy under Matrix the same high-quality communications services you currently receive from the Companies. If you do want to select another provider, you should contact that provider directly. Assuming you do not transfer your service to a different

provider by June, 30 2010, Matrix will become your service provider on or after June, 30 2010.

Prior to and after the actual transfer date, Excel Telecommunications, VarTec Telecom or Clear Choice Communications will continue to be responsible for all customer service inquiries, complaints, billing issues and service questions, and you should contact the Companies' customer services representatives at the following numbers:

Excel Local: 1-877-668-0808  
Excel Long Distance: 1-800-875-9235  
VarTec Local: 1-800-708-7395  
VarTec Long Distance: 1-800-583-6767  
Clear Choice Support: 1-800-668-4872

Please continue to use these customer service contacts following the transfer.

Excel Telecommunications, VarTec Telecom and Clear Choice Communications thank you for your business and Matrix looks forward to providing you with superior products and services for many years to come.

Sincerely,  
Excel Telecommunications  
VarTec Telecom  
Clear Choice Communications  
Matrix Telecom, Inc.

Exhibit A-5

Sample Customer Letter to Missouri Customers



## IMPORTANT INFORMATION ABOUT YOUR SERVICE

Dear Excel Telecommunications, VarTec Telecom or Clear Choice Communications Customer,

Excel Telecommunications, VarTec Telecom and Clear Choice Communications (the "Companies") and Matrix Telecom, Inc. ("Matrix") are pleased to advise you that Matrix will acquire certain assets and customers of Companies' telecommunications business in your area. Following completion of the transaction, the service you currently receive from Excel Telecommunications, VarTec Telecom or Clear Choice Communications will continue under their brand names, which were acquired by Matrix. Matrix prides itself on its ability to build long-term relationships with its customers and looks forward to serving you.

Subject to approval by the Federal Communications Commission and state regulators, the transaction is expected to be completed **on or after June, 30 2010**, at which time Matrix will assume ownership of the Excel Telecommunications, VarTec Telecom and Clear Choice Communications brands and will become your service provider as described above. **Please note that you are not required to do anything to continue receiving the high-quality service you have come to expect at the same competitive**

**rates you currently pay, and your telephone number will not change as a result of the transfer.** In addition, Matrix will pay any carrier change charges associated with the transfer of your account to Matrix. If you have arranged a preferred carrier freeze through your local carrier with respect to any services involved in this transfer, this freeze will be removed in order to transition the services to Matrix; following the transfer, you must contact your local carrier or, if Excel Telecommunications or VarTec Telecom is your local carrier, Matrix to reinstate the freeze. Notice of any future changes in rates, terms and conditions of service will be provided to you by mail or in your bill, or as otherwise provided in your service contract, if you have one.

Matrix is dedicated to earning and keeping your business. We are confident that this transaction will strengthen the quality of services that you receive from the Companies today. We recognize that you have the right to change providers at any time provided another service provider is available, and subject to the terms of your service contract, if you have one. A listing of other carriers providing service in your area may be obtained from the Missouri Public Service Commission's website. We hope, however, that you choose to remain a customer with Matrix doing business as Excel Telecommunications, VarTec Telecom and Clear Choice Communications, and thereby continue to enjoy under Matrix the same high-quality communications services you currently receive from the Companies. If you do want to select another provider, you should contact that provider directly.

Assuming you do not transfer your service to a different provider by June, 30 2010, Matrix will become your service provider on or after June, 30 2010.

Prior to and after the actual transfer date, Excel Telecommunications, VarTec Telecom or Clear Choice Communications will continue to be responsible for all customer service inquiries, complaints, billing issues and service questions, and you should contact the Companies' customer services representatives at the following numbers:

Excel Local: 1-877-668-0808  
Excel Long Distance: 1-800-875-9235  
VarTec Local: 1-800-708-7395  
VarTec Long Distance: 1-800-583-6767  
Clear Choice Support: 1-800-668-4872

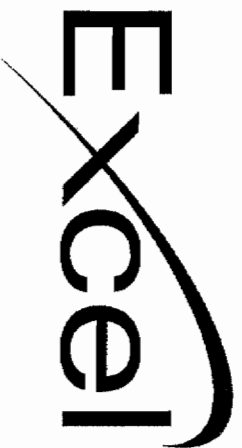
Please continue to use these customer service contacts following the transfer.

Excel Telecommunications, VarTec Telecom and Clear Choice Communications thank you for your business and Matrix looks forward to providing you with superior products and services for many years to come.

Sincerely,  
Excel Telecommunications  
VarTec Telecom  
Clear Choice Communications  
Matrix Telecom, Inc.

Exhibit A-6

Sample Customer Letter to Oregon Customers



April 30, 2010

## IMPORTANT INFORMATION ABOUT YOUR SERVICE

Dear Excel Telecommunications, VarTec Telecom or Clear Choice Communications Customer,

Excel Telecommunications, VarTec Telecom and Clear Choice Communications (the "Companies") and Matrix Telecom, Inc. ("Matrix") are pleased to advise you that Matrix will acquire certain assets and customers of Companies' telecommunications business in your area. Following completion of the transaction, the service you currently receive from Excel Telecommunications, VarTec Telecom or Clear Choice Communications will continue under their brand names, which were acquired by Matrix. Matrix prides itself on its ability to build long-term relationships with its customers and looks forward to serving you.

Subject to approval by the Federal Communications Commission and state regulators, the transaction is expected to be completed **on or after June, 30 2010**, at which time Matrix will assume ownership of the Excel Telecommunications, VarTec Telecom and Clear Choice Communications brands and will become your service provider

as described above. **Please note that you are not required to do anything to continue receiving the high-quality service you have come to expect at the same competitive rates you currently pay, and your telephone number will not change as a result of the transfer.** In addition, Matrix will pay any carrier change charges associated with the transfer of your account to Matrix. If you have arranged a preferred carrier freeze through your local carrier with respect to any services involved in this transfer, this freeze will be removed in order to transition the services to Matrix; following the transfer, you must contact your local carrier or, if Excel Telecommunications or VarTec Telecom is your local carrier, Matrix to reinstate the freeze. Notice of any future changes in rates, terms and conditions of service will be provided to you by mail or in your bill, or as otherwise provided in your service contract, if you have one. In addition, any deposit or prepayment you have paid, if any, will be transferred with your account to Matrix.

Matrix is dedicated to earning and keeping your business. We are confident that this transaction will strengthen the quality of services that you receive from the Companies today. We recognize that you have the right to change providers at any time provided another service provider is available, and subject to the terms of your service contract, if you have one. We hope, however, that you choose to remain a customer with Matrix doing business as Excel Telecommunications, VarTec Telecom and Clear Choice Communications, and thereby continue to enjoy under Matrix the same high-quality communications services you currently

receive from the Companies. If you do want to select another provider, you should contact that provider directly. Assuming you do not transfer your service to a different provider by June, 30 2010, Matrix will become your service provider on or after June, 30 2010.

Prior to and after the actual transfer date, Excel Telecommunications, VarTec Telecom or Clear Choice Communications will continue to be responsible for all customer service inquiries, complaints, billing issues and service questions, and you should contact the Companies' customer services representatives at the following numbers:

Excel Local: 1-877-668-0808

Excel Long Distance: 1-800-875-9235

VarTec Local: 1-800-708-7395

VarTec Long Distance: 1-800-583-6767

Clear Choice Support: 1-800-668-4872

Please continue to use these customer service contacts following the transfer.

Excel Telecommunications, VarTec Telecom and Clear Choice Communications thank you for your business and Matrix looks forward to providing you with superior products and services for many years to come.

Sincerely,  
Excel Telecommunications  
VarTec Telecom  
Clear Choice Communications  
Matrix Telecom, Inc.

Exhibit A-7

Sample Customer Letter to Tennessee Customers



## IMPORTANT INFORMATION ABOUT YOUR SERVICE

Dear Excel Telecommunications, VarTec Telecom or Clear Choice Communications Customer,

Excel Telecommunications, VarTec Telecom and Clear Choice Communications (the "Companies") and Matrix Telecom, Inc. ("Matrix") are pleased to advise you that Matrix will acquire certain assets and customers of Companies' telecommunications business in your area. Following completion of the transaction, the service you currently receive from Excel Telecommunications, VarTec Telecom or Clear Choice Communications will continue under their brand names, which were acquired by Matrix. Matrix prides itself on its ability to build long-term relationships with its customers and looks forward to serving you.

Subject to approval by the Federal Communications Commission and state regulators, the transaction is expected to be completed **on or after June, 30 2010**, at which time Matrix will assume ownership of the Excel Telecommunications, VarTec Telecom and Clear Choice Communications brands and will become your service provider as described above. **Please note that you are not required to do anything to continue receiving the high-quality service you have come to expect at the same**

**competitive rates you currently pay, and your telephone number will not change as a result of the transfer.** In addition, Matrix will pay any carrier change charges associated with the transfer of your account to Matrix. If you have arranged a preferred carrier freeze through your local carrier with respect to any services involved in this transfer, this freeze will be removed in order to transition the services to Matrix; following the transfer, you must contact your local carrier or, if Excel Telecommunications or VarTec Telecom is your local carrier, Matrix to reinstate the freeze. Matrix will provide 30-days written notice of any rate increase that may affect your service up to 90 days from the date of the transfer. Notice of any future changes in rates, terms and conditions of service will be provided to you by mail or in your bill, or as otherwise provided in your service contract, if you have one.

Matrix is dedicated to earning and keeping your business. We are confident that this transaction will strengthen the quality of services that you receive from the Companies today. We recognize that you have the right to change providers at any time provided another service provider is available, and subject to the terms of your service contract, if you have one. We hope, however, that you choose to remain a customer with Matrix doing business as Excel Telecommunications, VarTec Telecom and Clear Choice Communications, and thereby continue to enjoy under Matrix the same high-quality communications services you currently receive from the Companies. If you do want to select another provider, you should contact that provider directly. Assuming you

do not transfer your service to a different provider by June, 30 2010, Matrix will become your service provider on or after June, 30 2010.

Prior to and after the actual transfer date, Excel Telecommunications, VarTec Telecom or Clear Choice Communications will continue to be responsible for all customer service inquiries, complaints, billing issues and service questions, and you should contact the Companies' customer services representatives at the following numbers:

Excel Local: 1-877-668-0808  
Excel Long Distance: 1-800-875-9235  
VarTec Local: 1-800-708-7395  
VarTec Long Distance: 1-800-583-6767  
Clear Choice Support: 1-800-668-4872

Please continue to use these customer service contacts following the transfer.

Excel Telecommunications, VarTec Telecom and Clear Choice Communications thank you for your business and Matrix looks forward to providing you with superior products and services for many years to come.

Sincerely,  
Excel Telecommunications  
VarTec Telecom  
Clear Choice Communications  
Matrix Telecom, Inc.



Exhibit A-8

Sample Customer Letter to All Other Customers



## IMPORTANT INFORMATION ABOUT YOUR SERVICE

Dear Excel Telecommunications, VarTec Telecom or Clear Choice Communications Customer,

Excel Telecommunications, VarTec Telecom and Clear Choice Communications (the "Companies") and Matrix Telecom, Inc. ("Matrix") are pleased to advise you that Matrix will acquire certain assets and customers of Companies' telecommunications business in your area. Following completion of the transaction, the service you currently receive from Excel Telecommunications, VarTec Telecom or Clear Choice Communications will continue under their brand names, which were acquired by Matrix. Matrix prides itself on its ability to build long-term relationships with its customers and looks forward to serving you.

Subject to approval by the Federal Communications Commission and state regulators, the transaction is expected to be completed **on or after June, 30 2010**, at which time Matrix will assume ownership of the Excel Telecommunications, VarTec Telecom and Clear Choice Communications brands and will become your service provider as described above. **Please note that you are not required to do anything to continue receiving the high-quality service you have come to expect at the same competitive**

**rates you currently pay, and your telephone number will not change as a result of the transfer.** In addition, Matrix will pay any carrier change charges associated with the transfer of your account to Matrix. If you have arranged a preferred carrier freeze through your local carrier with respect to any services involved in this transfer, this freeze will be removed in order to transition the services to Matrix; following the transfer, you must contact your local carrier or, if Excel Telecommunications or VarTec Telecom is your local carrier, Matrix to reinstate the freeze. Notice of any future changes in rates, terms and conditions of service will be provided to you by mail or in your bill, or as otherwise provided in your service contract, if you have one.

Matrix is dedicated to earning and keeping your business. We are confident that this transaction will strengthen the quality of services that you receive from the Companies today. We recognize that you have the right to change providers at any time provided another service provider is available, and subject to the terms of your service contract, if you have one. We hope, however, that you choose to remain a customer with Matrix doing business as Excel Telecommunications, VarTec Telecom and Clear Choice Communications, and thereby continue to enjoy under Matrix the same high-quality communications services you currently receive from the Companies. If you do want to select another provider, you should contact that provider directly. Assuming you do not transfer your service to a different provider by June, 30 2010, Matrix will become your service provider on or after June, 30 2010.

Prior to and after the actual transfer date, Excel Telecommunications, VarTec Telecom or Clear Choice Communications will continue to be responsible for all customer service inquiries, complaints, billing issues and service questions, and you should contact the Companies' customer services representatives at the following numbers:

Excel Local: 1-877-668-0808

Excel Long Distance: 1-800-875-9235

Clear Choice Support: 1-800-668-4872

VarTec Local: 1-800-708-7395

VarTec Long Distance: 1-800-583-6767

Please continue to use these customer service contacts following the transfer.

Excel Telecommunications, VarTec Telecom and Clear Choice Communications thank you for your business and Matrix looks forward to providing you with superior products and services for many years to come.

Sincerely,

Excel Telecommunications  
VarTec Telecom  
Clear Choice Communications  
Matrix Telecom, Inc.