

BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

November 10, 2010

IN RE:

**APPLICATION OF TRI-M COMMUNICATIONS, INC.
D/B/A TMC COMMUNICATIONS AND 5LINX
ENTERPRISES, INC. FOR APPROVAL OF A STOCK
PURCHASE AGREEMENT**

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**DOCKET NO.
10-00150**

ORDER APPROVING *APPLICATION*

This matter came before Chairman Mary W. Freeman, Director Eddie Roberson and Director Sara Kyle of the Tennessee Regulatory Authority (the "Authority" or "TRA"), the voting panel assigned to this docket, at a regularly scheduled Authority Conference held on September 27, 2010 for consideration of the *Application* filed on July 22, 2010 by Tri-M Communications, Inc. d/b/a TMC Communications ("TMC"), Michelle Cutlip ("MC"), Michael E. Pfau, Trustee of the Melissa Marsch-Baker Trust U/D/T ("Trust") (Trust, together with MC, are hereinafter referred to as "Stockholders") and 5LINX Enterprises, Inc. ("5LINX"). The *Application* seeks Authority approval for the transfer of control and ownership of the stock of TMC from Stockholders to 5LINX.

TMC is a California corporation authorized to provide long distance, local, voice over internet protocol ("VoIP") and data telecommunications services in forty-eight states. In Tennessee, TMC has seventeen customers and is authorized to resell interexchange long distance services pursuant to an Order in Docket No. 09-00091 issued on August 27, 2009.

MC is an individual stockholder that does not hold certificates of authority to provide telecommunications services. Trust is a juridical person and stockholder that does not hold certificates of authority to provide telecommunications services.

5LINX is a Delaware corporation that does not hold certificates of authority to provide telecommunications service. 5LINX, through its wholly-owned subsidiary, GLOBALINX, provides VoIP services throughout the United States.

THE APPLICATION

The Stockholders seek consent to change the ultimate control of TMC by virtue of a stock transaction. Specifically, the Applicants request approval to consummate a transaction whereby 5LINX will acquire 100% of the stock in TMC pursuant to a Stock Purchase Agreement between the parties dated July 6, 2010. As a result of the transaction, TMC will become a subsidiary of 5LINX.

The *Application* states that the transaction does not involve a transfer of operating authority and does not involve any transfer of customers. Following the proposed transaction, each customer of TMC will continue to be serviced by TMC pursuant to TMC's current certification and operating authority. TMC's name, rates and service offerings, as reflected in its tariff, will not immediately change as a result of the proposed transaction. In addition, the physical assets, property and personnel of TMC will remain substantially the same after the transfer, and customer service telephone numbers for billing and services will remain the same. The only effect or change of the proposed transaction will be the change in the ownership and control of TMC.

FINDINGS AND CONCLUSIONS

Tenn. Code Ann. § 65-4-113(a) (2004) requires a public utility to obtain TRA approval to transfer its authority to provide utility services and provides:

No public utility, as defined in § 65-4-101, shall transfer all or any part of its authority to provide utility services, derived from its certificate of public convenience and necessity issued by the authority, to any individual, partnership, corporation or other entity without first obtaining the approval of the authority.

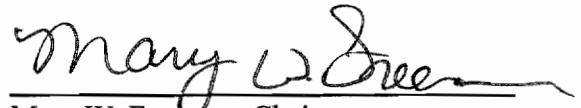
Tenn. Code Ann. § 65-4-113(b) (2004) provides the standards by which the TRA shall consider an application for transfer of authority, which in pertinent part, states as follows:

Upon application for approval of the transfer of authority to provide utility services, the authority shall take into consideration all relevant factors, including, but not limited to, the suitability, the financial responsibility, and capability of the proposed transferee to perform efficiently the utility services to be transferred and the benefit to the consuming public to be gained from the transfer. The authority shall approve the transfer after consideration of all relevant factors and upon finding that such transfer furthers the public interest.

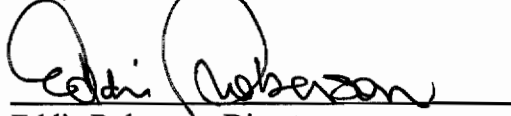
Based on the record, the panel voted unanimously to approve the *Application* pursuant to Tennessee Code Annotated § 65-4-113, contingent upon Federal Communications Commission ("FCC") approval. Further, the panel required that the Applicants should file with the Authority any documentation from the FCC regarding subsequent action on the transfer.

IT IS THEREFORE ORDERED THAT:

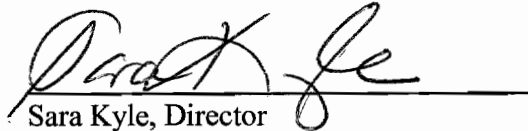
The *Application* filed by Tri-M Communications, Inc. d/b/a TMC Communications and 5LINX Enterprises, Inc. is approved, contingent upon approval by the Federal Communications Commission. The Applicants shall file with the Tennessee Regulatory authority any documentation from the Federal Communications Commission regarding subsequent action on the transfer.



Mary W. Freeman, Chairman



Eddie Roberson, Director



Sara Kyle, Director