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Docket No. 13-00036

February 21, 2013

Via Overnight Courier

Chairman James M. Allison
c/o Sharla Dillon, Dockets and Records Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505
Sharla.Dillon@tn.gov

Re: Joint Petition of AmericaTel Corporation, Matrix Telecom, Inc. and Impact Telecom, Inc. for Approval of the Transfer of Control of AmericaTel Corporation and Matrix Telecom, Inc. and for Participation in Certain Financing Arrangements

Dear Mr. Allison:

On behalf of AmericaTel Corporation, Matrix Telecom, Inc. and Impact Telecom, Inc. (collectively, "Applicants"), enclosed for filing with the Commission are an original and four (4) copies of the above referenced Joint Application. Also enclosed is a check in the amount of \$75.00 to cover the requisite filing fee.

Please date-stamp the enclosed extra copy of this filing and return it in the self-addressed, stamped envelope provided. Should you have any questions concerning this submission, please do not hesitate to contact the undersigned.

Respectfully submitted,



Jean L. Kiddoo
Jeffrey R. Strenkowski

Counsel for Applicants

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**BEFORE THE
TENNESSEE REGULATORY AUTHORITY**

Joint Petition of)
)
)

AmericaTel Corporation,)
Matrix Telecom, Inc.)
)

and)

Impact Telecom, Inc.)
)
)

For Approval of the Transfer of Control of)
AmericaTel Corporation and Matrix Telecom, Inc.)
and for the Applicants to Participate in Certain)
Financing Arrangements)
_____)

Docket No. _____

JOINT PETITION

AmericaTel Corporation (“AmericaTel”), Matrix Telecom, Inc., (“Matrix”), and Impact Telecom, Inc. (“Impact”) (AmericaTel, Matrix, and Impact collectively, “Petitioners”), through their undersigned counsel and pursuant to Sections 65-4-109 and 65-4-113 of the Tennessee Code and the rules of the Tennessee Regulatory Authority (“Authority”), request approval or such authority as may be necessary or required to enable the parties to consummate a transaction whereby Impact will acquire control of AmericaTel and Matrix, and for the Petitioners to participate in certain financing arrangements whereby the Petitioners will incur long-term debt obligations. In addition to borrowing under these facilities, the Petitioners intend to guarantee these obligations and to grant a security interest in their assets to secure the financing arrangements.

The Petitioners request that the Authority act expeditiously to grant the authority requested herein promptly so that the Petitioners can consummate the proposed transaction in a timely manner.

In support of their Petition, the Petitioners state as follows:

I. DESCRIPTION OF THE PETITIONERS

A. AmericaTel Corporation (“AmericaTel”)

AmericaTel is a Delaware corporation with principal offices located at 433 E. Las Colinas Blvd, Suite 400, Irving, Texas 75039. Serving the needs of United States customers with connections to Latin America, the Caribbean, Canada and Europe, AmericaTel provides domestic and international facilities-based and resold long distance services in 49 states. In Tennessee, AmericaTel is authorized to operate as a reseller of telecommunications services pursuant to authority granted by the Authority in Docket No. 98-00065 on February 2, 1999. AmericaTel also holds Federal Communications Commission (“FCC”) authority to provide interstate and international telecommunications services.

B. Matrix Telecom, Inc. (“Matrix”)

Matrix is a Texas corporation with principal offices located at 433 E. Las Colinas Blvd, Suite 400, Irving, Texas 75039. Established in 1990, Matrix is a competitive provider of integrated domestic and international communications services including local, 1+ long distance and toll-free voice services plus a wide range of data services, such as dedicated Internet access, frame relay and point-to-point transmission services, in all 50 states and the District of Columbia, and provides such services primarily to enterprise customers. In Tennessee, Matrix is authorized to resell local telecommunications service pursuant to authority granted in Docket Nos. 05-00083 on June 30, 2005 and 07-0003 on May 22, 2007. Matrix also holds FCC authority to provide interstate and international telecommunications services.

C. Impact Telecom, Inc. (“Impact”)

Impact is a Nevada corporation with principal offices located at 9250 East Costilla Ave., Suite 400, Greenwood Village, Colorado 80112. Founded as a CLEC in 2004, and headquartered in the Denver Tech Center, Impact Telecom is a leader in the wholesale domestic and international telecommunications market delivering flexible and effective solutions. Impact owns and operates a state-of-the-art network which carries billions of minutes every year. Impact’s fully redundant facilities are located in major carrier hotels in New York City, Los Angeles, Atlanta, Philadelphia and Dallas. This gives Impact the ability to interconnect with hundreds of providers from all over the world. Impact’s product suites are tailored for all sizes of CLECs, ILECs, cable companies, hosted VoIP providers, calling card companies, VoIP carriers, and other providers. Impact has developed industry-leading solutions and processes to deliver shorter installation intervals and quicker time-to-production. Impact offers multiple interconnection options including Private Ethernet, DS-3, and public Internet over a low-latency, multi-vendor, tier-one IP backbone. Impact interconnects with carriers and service providers to fill the footprint gaps that are prevalent and challenging. Impact currently provides services to other carriers and it does not serve retail end users at this time.

In Tennessee, Impact does not provide telecommunications services and does not hold any authority from the Authority. Impact holds FCC authority to provide interstate and international telecommunications services.

Impact has the technical and managerial qualifications to acquire control of AmericaTel and Matrix. Impact is operated by a highly qualified management team, all of whom have extensive backgrounds in information technology, networking and computer industries. Management biographies for the Impact management team are attached hereto as Exhibit A.

II. CONTACT INFORMATION

Questions or inquiries concerning this Petition may be directed to:

For Petitioners:

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With copies to:

For Matrix and AmericaTel

Aurora Ares
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For Impact

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III. DESCRIPTION OF THE TRANSACTIONS

A. Transfer of Control of AmericaTel and Matrix to Impact

On February 15, 2013, Impact, and EnergyTRACS Acquisition Corp., a Delaware corporation (“Seller”), and MTAC Holding Corporation, a Delaware corporation (“Parent”),¹ the corporate parents of AmericaTel and Matrix, entered into a stock purchase agreement (“Agreement”). Pursuant to the Agreement, Impact will acquire control of Parent, and indirectly,

¹ Seller and Parent are holding companies, are not telecommunications service providers, and do not hold authority to provide telecommunications in any jurisdiction.

AmericaTel and Matrix.² As a result, AmericaTel and Matrix will become indirect subsidiaries of Impact. Petitioners therefore request authority to transfer indirect control of AmericaTel and Matrix to Impact. For the Authority's reference, pre- and post-transaction corporate organizational structure charts are provided as Exhibit B hereto.

Following consummation of the proposed transaction, AmericaTel's and Matrix's customers will continue to receive service under the same rates, terms and conditions of service as they do today. The proposed transaction will not involve a change in any of the Petitioners' operating authority in Tennessee. Thus, the proposed transaction will be seamless and virtually transparent to Tennessee consumers, and Petitioners will comply with applicable notice and filing requirements with respect to any future changes in the name of the operating entities and terms service that may be made in the ordinary course of business.

B. Financing Arrangements

The Petitioners intend to enter into a long-term financing arrangement to finance the acquisition of AmericaTel and Matrix by Impact, provide working capital, and be used for other corporate purposes (the "Financing"). The Financing is expected to consist of a secured lien facility of \$22.5 million and a revolving facility of \$1 million. These arrangements are expected to mature within five (5) years after the closing date.³

² In the event that the minority stockholder of AmericaTel has not transferred its AmericaTel stock to AmericaTel prior to the closing, AmericaTel will be merged with a newly created, wholly owned subsidiary of Impact, following which AmericaTel will be the surviving corporation. As such, AmericaTel would be acquired by Impact directly and will become a direct wholly-owned subsidiary of Impact. The acquisition of Matrix will not be affected by this alternative transaction structure and in both cases AmericaTel and Matrix will be controlled by Impact following the closing. A depiction of this alternative structure is set forth in the corporate organizational structure charts provided as Exhibit B hereto.

³ Matrix and AmericaTel previously obtained approval to enter into a financing of up to \$40 million with a maturity of up to five (5) years, with their assets pledged as security. *See Petition of*

All obligations under the Financing are expected to be guaranteed by the Petitioners and secured by substantially all of the assets of the Petitioners. Participation by Petitioners in these financing arrangements will not result in a change in the Petitioners' day-to-day operations and will enable the Petitioners to continue to conduct their business. The Petitioners therefore submit that it will not adversely affect the Petitioners' current or expected operations in Tennessee. Accordingly, Petitioners request that the Authority approve the participation of the Petitioners in the financial arrangements described herein.

IV. PUBLIC INTEREST CONSIDERATIONS

Petitioners respectfully submit that the proposed transaction serves the public interest. In particular, Petitioners submit that the proposed transaction will reinforce the status of AmericaTel and Matrix as viable competitors. Moreover, it will be seamless and virtually transparent to their Tennessee customers in that AmericaTel and Matrix will continue to offer service with no change in the rates or terms and conditions as a result of the transaction. Further, AmericaTel and Matrix will continue to provide service to its customers under the same names.

The Financing described herein is also consistent with the public interest and will not impair the ability of the Petitioners to provide services to their customers. Impact will use the Financing to refinance the existing obligations of AmericaTel and Matrix and finance the acquisition, and will provide additional capital for operations, expansion, and other corporate purposes. It will not alter the rates, terms and conditions under which the Petitioners provide service in Tennessee. The Financing, including the requirement that the Petitioners become guarantors and pledge any jurisdictional assets in support of the Financing, will also serve the

public interest in promoting competition among telecommunications carriers by providing the Petitioners with the opportunity to strengthen their financial position. As a result, the Financing is expected to yield financial benefits that ultimately inure to the benefit of the Petitioners' customers and to the public interest.

V. CONCLUSION

For the reasons stated above, Petitioners respectfully submit that the public interest will be furthered by a grant of this Petition. Accordingly, Petitioners respectfully request expedited consideration to permit Petitioners to complete the proposed transactions as soon as possible.

Respectfully submitted,



By: _____

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COUNSEL FOR PETITIONERS

Dated: February 21, 2013

completed such financing arrangement and, to the extent that the transaction with Impact is completed, the Financing described herein will supersede that earlier-approved borrowing.

LIST OF EXHIBITS

Exhibit A	Management Biographies
Exhibit B	Pre- and Post-Transaction Corporate Organizational Structure
Verifications	

EXHIBIT A

Management Biographies

Management Biographies

Bob Beaty, President and CEO, has 23 years of experience in telecommunications, working the last dozen years in the Denver market. Prior to founding Impact Telecom seven years ago, he served as the Senior Vice President of Sales for ICG Communications managing both wholesale and commercial customers. He helped guide ICG through bankruptcy, while maintaining the top 100 customers. Bob was a valued member of the senior executive team and was responsible for growing and managing the customer base.

At ATT Broadband, Bob focused on telephony over cable and was responsible for business planning and coordination of local operations with local service and long distance organizations. Bob negotiated and managed multiple agendas and initiatives of various organizations in order to accomplish an aggressive implementation schedule. He gained valuable operations experience during this time and was able to apply that knowledge later in his telephony career. He has a BA in Psychology from the University of Kansas and an MBA in Business Administration from Webster University. Bob is a motivated and determined individual with a keen focus on accomplishing goals. He has a proven track record of success enabling clients to achieve their goals.

Chuck Griffin, COO, received his B.S. in Management from University of Colorado with a Multi-Major in Communications. Chuck started his career in retail sporting goods where he successfully built a multi-store specialty sports retail organization while increasing revenues from \$1M to over \$8M annually. He was also instrumental in managing its final acquisition. He went on to @link as the Director of Business Development and was responsible for the sales to fortune 500 companies. It was at @link where he developed invaluable experience in ATM, and VPN technology. Later he became the VP of Business Development for Idigi Communications where he implemented new market development building both indirect and direct channel sales efforts.

He went on to ICG as the Director of Channel Sales and successfully led ICG through a partner channel redevelopment and transformation. He left ICG to form his own Data and VoIP company, IPath Communications, and became a market expert in Voice over IP. When Impact Telecom purchased IPath, Chuck took on the role of VP of Business Development and has been instrumental in the process and product development for the Voice over IP services and data services from T-1's to 10 Meg metro Ethernet.

Jim Hart, VP Engineering is a veteran of the telecommunications industry and has served more than 27 years in various engineering and operational roles. Jim started his telecommunications career in the Seattle area in the education arena. During the 1990's Jim was on the team at Airborne Express and later joined Cisco Systems in the East Coast engineering center. Jim achieved CCIE certification in 1997 while working for Cisco. Jim served as a Consulting Engineer for Cisco Systems in 1998 while working on the design and implementation of worldwide data networks with some of Cisco's' largest customers. Upon leaving Cisco Systems, Jim joined the staff of ICG Communications where he

served as VP of technology and architecture. He was responsible for the design and implementation of the MPLS network which allowed for the deployment of advanced communications.

Jim held a leadership position at ICG during this time for new product development, including the development of one of the first national Voice over IP platforms, VoicePipe. Since Jim's departure from ICG, he has consulted with many VOIP providers, including a leadership position at One IP Voice, a national SIP provider. At One IP Jim was responsible for the deployment of the advanced IP communications platform. Most recently Jim has been working with carriers and government and law enforcement to provide lawful intercept solutions for next generation networks in response to the CALEA regulations.

Jason McKesson, VP of Sales has spent more than 16 years growing and managing telecom and technology sales operations. Jason began his career in the securities industry where he received an assignment to closely analyze a telecommunications company. Seeing opportunity, Jason switched to the telecommunications industry and joined LDDS/WorldCom in 1995. Throughout the WorldCom merger process and beyond, Jason was a consistent performer, developing effective sales strategies. He moved to Global Crossing in 1998 where continued to develop his sales management skills. In both roles he was a regular President's Club member. He then applied his telecom expertise to his entrepreneurial instincts.

In 2001, Jason started an agent business focused on the wholesale carrier space. In this role, he managed both the relationship and the implementation of all the services within the agency. He also dealt with the ever-changing agent/supplier relationship which is what ultimately drove him to start his own carrier. In addition to his telecommunications expertise, Jason has designed sales organization structures and has successfully led sales operations for technology start-up companies. Jason received a B.A. in Advertising from Michigan State University and became a Registered Representative, receiving both his Series 7 and 63 licenses.

Doug Funsch, CFO, has held leadership positions in telecommunications spanning two decades covering both financial and sales positions. His telecommunications career began at GTE (Verizon) in 1987 within the Internal Audit group and quickly progressed through various financial management positions. In 1994, with a transition to Sales, Doug opened the Chicago market for GTE Telecom, rapidly becoming one of their leading Sales performers.

With continuing sales positions in the Wireless industry at GTE TSI (now Syniverse) and onto Nortel Networks as Sales Director, Doug has constantly achieved top sales performance levels while continuing to move upward in varying management positions. In 2001, he joined Xtension Services Inc. (XSI), a Wholesale Termination provider in Tampa, Fl., to lead their Direct and Channel Sales efforts. While at XSI he was integral in launching several strategic initiatives covering Vendor Management cost reduction and

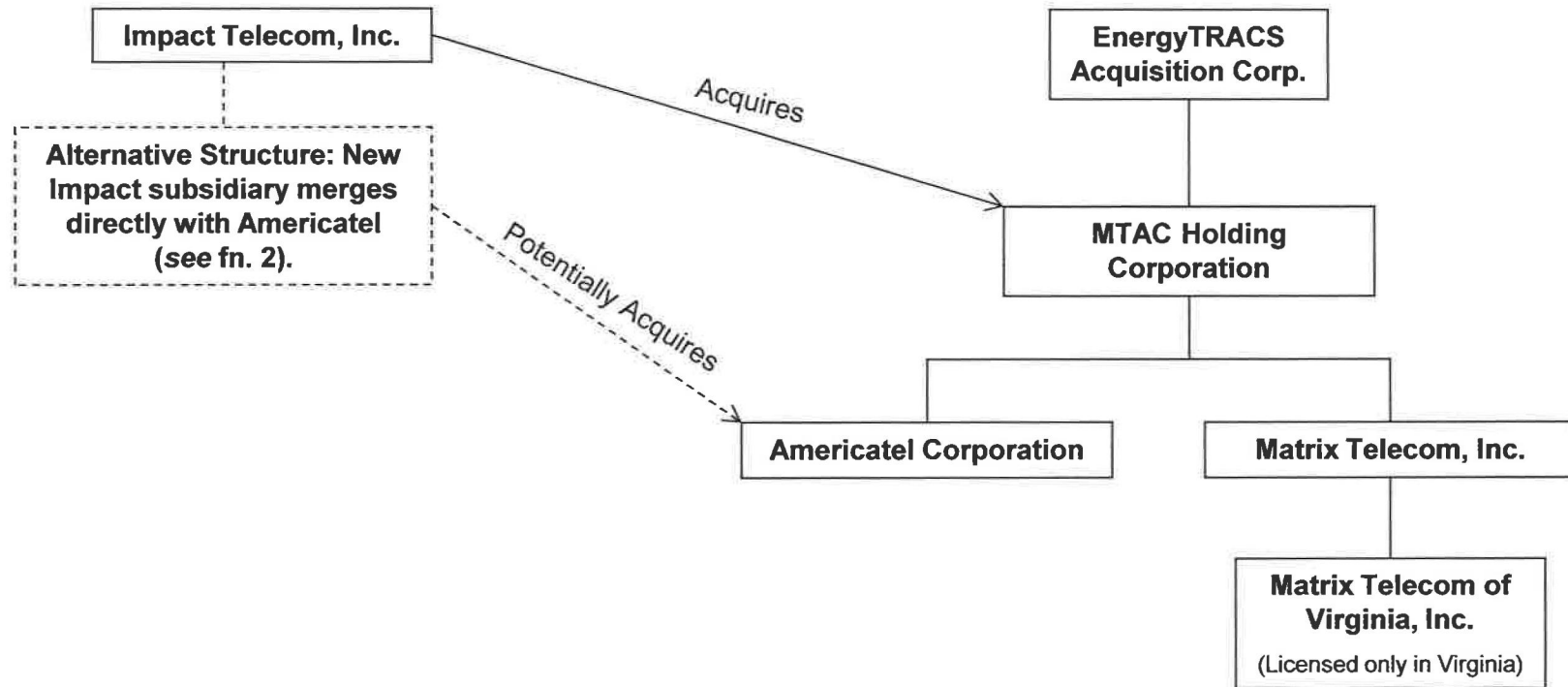
Financial Accountability with a focus on pricing, margin control and overall account profitability.

These initiatives lead to the development and implementation of an in house Billing and Revenue Assurance system. Doug holds a Bachelor of Science in Business Administration with a concentration in Accounting from Bryant University. He is a licensed CPA in New Jersey.

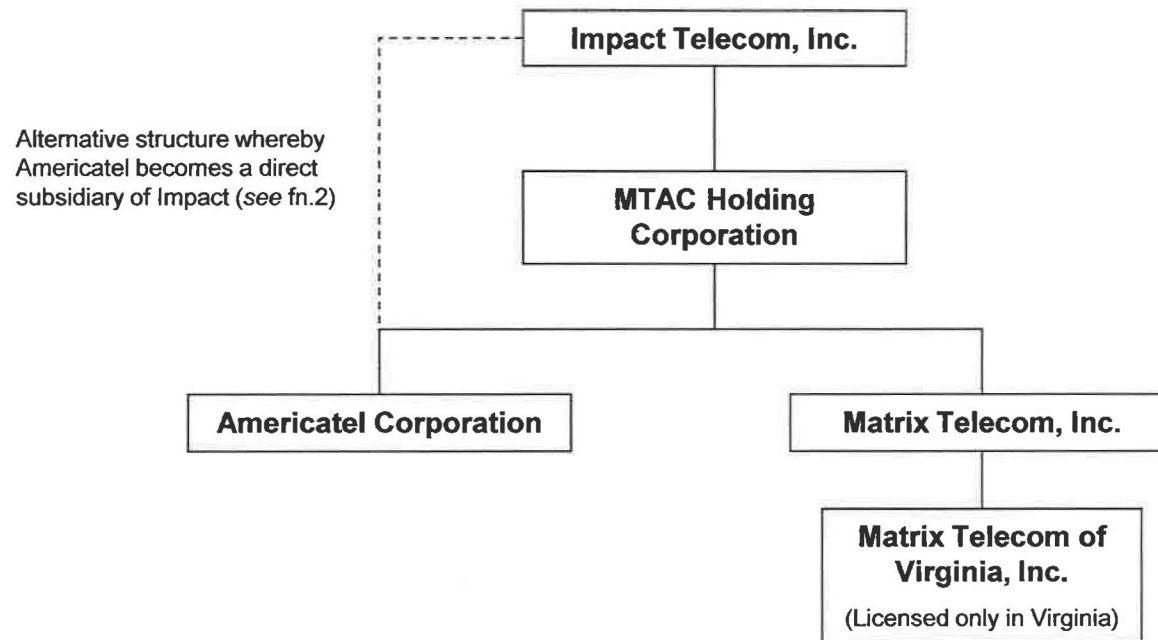
EXHIBIT B

Pre- and Post-Transaction Corporate Organizational Structure

Pre-Transaction Corporate Structure



Post-Transaction Corporate Structure



Verifications

STATE OF COLORADO
COUNTY OF ARAPAHOE

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§ SS:
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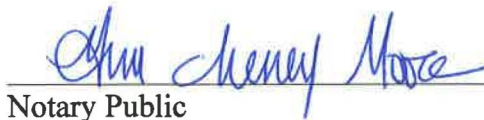
VERIFICATION

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



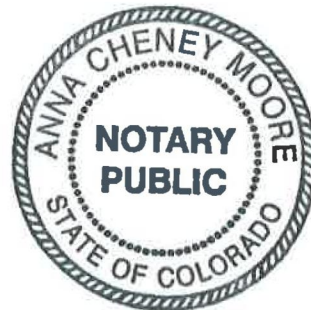
Robert Beaty
President
Impact Telecom, Inc.

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



Notary Public

My commission expires 02/17/2016



STATE OF TEXAS


COUNTY OF DALLAS

§
§
§

SS:


VERIFICATION

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



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

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



Notary Public

My commission expires 12/5/16

