

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application) Application No. C-4805
of Garrison TNCI LLC, New York,)
New York; TNCI Operating Company)
LLC, Santa Barbara, California;)
Impact Telecom, Inc., and Matrix)
Telecom, Inc., Englewood,) GRANTED
Colorado, seeking approval of)
the proposed transfer of direct)
control of TNCI Operating)
Company LLC, and related)
transactions.) Entered: December 22, 2015

BY THE COMMISSION:

On November 17, 2015, an application was jointly filed by Garrison TNCI LLC ("Transferee"), New York, New York; TNCI Operating Company LLC ("TNCI OpCo"), Santa Barbara, California; Impact Telecom, Inc. ("Impact") and Matrix Telecom, Inc., ("Matrix") both of Englewood, Colorado, (collectively "Applicants"), seeking approval of a transfer of direct control of TNCI OpCo to Transferee and indirect control of Matrix to Transferee. Notice of the application was published in The Daily Record, Omaha, Nebraska, on November 19, 2015. No protests were filed; therefore, this application is processed pursuant to the Commission's Rule of Modified Procedure.

O P I N I O N A N D F I N D I N G S

The Parties:

Transferee is a limited liability company, organized under the laws of the State of Delaware with principal offices located in New York, New York. Transferee is owned by Garrison Investment Group, a middle market credit and asset based investor.

TNCI OpCo is a Delaware limited liability company with principal offices located in Santa Barbara, California. TNCI OpCo is a direct and wholly owned subsidiary of TNCI Holdings, LLC ("TNCI Holdings"), which in turn is a direct, wholly owned subsidiary of Transferee. TNCI OpCo is a local exchange and interexchange carrier of telecommunications services within the State of Nebraska. TNCI OpCo is authorized to operate in Nebraska under and by virtue of authority heretofore granted by this Commission.¹

¹ See Authority Docket C-4601 (March 14, 2013).

Matrix is a Texas corporation and wholly owned subsidiary of Impact, a Nevada corporation (Impact and its subsidiaries including Matrix referred to collectively as "Impact Telecom") with principal place of business located in Englewood, Colorado. Matrix is a resold local exchange and interexchange carrier of telecommunications services within the State of Nebraska. Matrix is authorized to operate in Nebraska under and by virtue of authority heretofore granted by this Commission.²

Description of the Transaction:

According to the application, Applicants entered into a Purchase Agreement, ("Agreement") on November 3, 2015. Under the terms of the Agreement, Transferee will be the ultimate majority owner of the company that owns Matrix. Further, TNCI OpCo's direct owner will change from TNCI Holdings to Transferee. Applicants state that TNCI OpCo and Transferee have the managerial, technical, and financial qualifications to acquire Impact Telecom and control of Impact.

Applicants state the proposed transaction will be transparent to customers of TNCI OpCo and Matrix and will not result in discontinuance, reduction, loss, or impairment of service to customers. Any future name or service changes will be preceded by appropriate notice to customers as well as any required regulatory filings.

The Applicants state that the transaction is in the public interest because it will enable to companies to better meet the local, national, and global needs of enterprises, wholesale buyers, and other customers. They add customers of the combined company will benefit from the telecommunications experience and expertise of the combined company. Further, they state the complimentary networks and services of TNCI OpCo and Impact will enhance their ability to efficiently serve their customers and offer a more competitive set of service offerings. After the transaction, TNCI OpCo and Matrix will continue to provide high-quality communication services to their customers without interruption and change in rates, terms, or conditions.

Based on the evidence, we find the application to be fair and reasonable and in the public interest. The application should be granted.

O R D E R

² See Authority Dockets C-3397 (June 28, 2005) and C-865 (February 19, 1991).

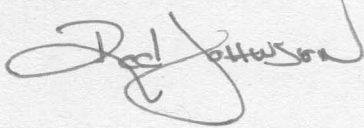
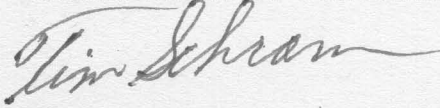
Application No. C-4805

Page 3

ENTERED AND MADE EFFECTIVE at Lincoln, Nebraska, this 22nd day
of December, 2015.

NEBRASKA PUBLIC SERVICE COMMISSION

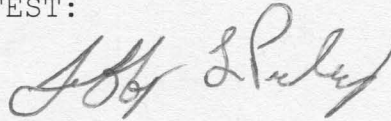
COMMISSIONERS CONCURRING:



//s//Frank E. Landis
//s//Gerald L. Vap

Chairman 

ATTEST:



Executive Director