

ORIGINAL

NEW APPLICATION

TELECOM



PROFESSIONALS, INC.



0000032354

Judith A. Riley, J.D.

2912 Lakeside Drive, Suite 100
Oklahoma City, OK 73120

September 14, 2005

Overnight Delivery

Docket Control Center
Arizona Corporation Commission
1200 West Washington Street
Phoenix, Arizona 85007-2927
T-03228A-05-0672

Re: Notification Of The Transfer Of All Of The Membership Interests Of Claricom, Currently Held by Stacom, Ultimately To Matrix And Of The Merger Of Claricom With And Into Matrix.

Enclosed please find and original and (13) copies of the above described notification.

Please acknowledge receipt of this filing by file stamping the extra copy of the first page of the Notification and returning it in the self-addressed stamped envelope provided for this purpose.

Should there be any questions or additional information required, please do not hesitate to contact me at (405) 755-8177.

Sincerely,

Judith A. Riley
Counsel to Matrix Telecom, Inc.

Enclosures

Arizona Corporation Commission
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AZ CORP COMMISSION
DOCUMENT CONTROL

**NOTIFICATION OF THE TRANSFER OF
ALL MEMBERSHIP INTERESTS**

Claricom Networks, LLC (hereinafter referred to as "Claricom"), Stacom Holdings LLC (hereinafter referred to as "Stacom"), Matrix Telecom, Inc. (hereinafter referred to as "Matrix"), EnergyTRACS Acquisition Corp. (hereinafter referred to as "ETAC") and Platinum Equity, LLC (hereinafter referred to as "Platinum") (together "Applicants"), by their undersigned counsel, hereby provide notification of a pending transfer of all of the membership interests of Claricom, currently held by Stacom, ultimately to Matrix and of the merger of Claricom with and into Matrix.

I. PARTIES.

A. Claricom Networks, LLC

Claricom is a limited liability company organized under the laws of the State of Delaware with its principal offices located at 300 N. Meridian, Oklahoma City, OK 73107. Claricom provides domestic and international long distance services to business and residential customers throughout the continental United States. Claricom is authorized to provide intrastate inter-exchange telecommunications services in Arizona.¹ Claricom is certificated as an interexchange reseller in the forty-eight contiguous states where required and as a competitive local exchange carrier in twenty-two states including AZ.² Claricom also provides interstate and international telecommunications services pursuant to the authorities granted to it by the Federal Communications Commission.

B. Stacom Holdings LLC

Stacom is a Delaware limited liability company with its principal offices located at 360 N. Crescent Drive, South Building, Beverly Hills, CA 90210. Stacom is a holding company and holds 100% of the membership interests of Claricom. Stacom in turn is a wholly-owned subsidiary of Platinum.

C. Matrix Telecom, Inc.

Matrix is a corporation organized under the laws of the State of Texas with its

1 Docket T-03338A-97-0123
2 Docket T-03338A-00-0342

principal offices located at 300 N. Meridian, Oklahoma City, OK 73107. Matrix provides domestic and international long distance services to business and residential customers throughout the United States. Matrix is authorized to provide intrastate inter-exchange telecommunications services in Arizona.³ Matrix is certificated as an interexchange reseller in all fifty states where required and as a competitive local exchange carrier in thirty-six states. Matrix has filed its Application For Authority to provide local telecommunications services in Arizona.⁴ This Application is currently pending with the Commission. Matrix also provides interstate and international telecommunications services pursuant to the authorities granted to it by the Federal Communications Commission.

D. EnergyTRACS Acquisition Corp.

ETAC is a corporation organized under the laws of the State of Delaware with its principal offices located at 360 N. Crescent Drive, South Building, Beverly Hills, CA 90210. ETAC is a holding company and holds all of the issued and outstanding capital stock of Matrix. ETAC in turn is a wholly-owned subsidiary of Platinum.

E. Platinum Equity, LLC

Platinum is a Delaware limited liability company formed as a vehicle for the acquisition of companies and is the ultimate parent of Matrix, ETAC, Claricom and Stacom. Platinum's portfolio companies are primarily mission-critical service and solutions providers. The Platinum portfolio is comprised of 21 businesses, with over 40,000 employees serving more than 600,000 customer sites worldwide. By this filing, Applicants seek to notify the Commission of the proposed transfer of all the membership interests of Claricom, currently held by Stacom, to Matrix and of the merger of Claricom with and into Matrix with Matrix being the surviving entity.

II. DESCRIPTION OF THE TRANSACTION

Matrix was acquired by Platinum in 1999. Claricom was acquired by Platinum in 2001. Since their acquisitions, Matrix and Claricom have operated as separate entities but under common management. As Matrix and Claricom provide the same services to the same markets, it has been determined that their customers can be served more efficiently by combining Matrix

3 May 16, 2003 T-03338A-96-0392

4 T-0322BA-05-0244

and Claricom into one company. To that end, Applicants hereby notify the Commission of the transfer of the membership interests of Claricom, currently held by Stacom, initially to Platinum, who will then transfer those interests to ETAC. The final transfer of the membership interests of Claricom will be from ETAC to Matrix. Claricom will then be merged with and into Matrix with Matrix being the surviving entity. This transaction will be completed on December 31, 2005 at 11:59 p.m. Upon the completion of the transaction described hereinabove, the customers of Claricom would be served by Matrix and Claricom would cease to exist. As a result, Claricom surrenders its certifications effective December 31, 2005 at 11:59 p.m.

III. PUBLIC INTEREST

The proposed transaction will serve the public interest. There will be no change to the rates, terms or conditions of service to the Claricom customers as a result of the transaction. All managerial and technical aspects of the provision of reliable telecommunication services will be handled in the same manner and by the same individuals who provide the managerial and technical support for Claricom today. Further, consummation of the proposed transaction will serve the public interest in promoting competition in the intrastate inter-exchange and local telecommunications market by providing Matrix the opportunity to strengthen its competitive position by combining Claricom's customer base with Matrix's current customers. Consummation of the transaction will permit Matrix to realize significant economic and marketing efficiencies which will enhance its ability to continue providing high quality, low cost telecommunications services and to compete more effectively in the telecommunications market. Matrix's operations will more readily increase in size and profitability, due to enhanced economies of scale. Accordingly, the proposed transaction will benefit consumers through improved services and lower rates, thereby promoting competition in the telecommunications market. The market for voice and data services is becoming increasingly competitive in nature and such competition benefits consumers.

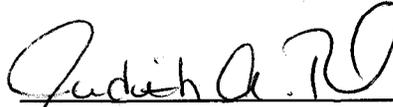
IV. CUSTOMER NOTIFICATION.

Applicants intend to provide at least 30 days' advance subscriber notice of the transfer to Matrix. Attached hereto as Attachment A is a copy of the Notice that will be sent to all subscribers. Each of the subscribers will receive the requisite advance notice and will see no

change in rates, terms or conditions of service from those currently in effect. The proposed transaction will be seamless and virtually transparent to said subscribers.

Please direct any questions concerning this submission to the undersigned.

Respectfully Submitted,



Judith A. Riley, Esq.

Telecom Professionals, Inc.

2912 Lakeside Drive

Oklahoma City, OK 73120

Telephone: (405) 755-8177

Facsimile: (405) 755-8377

email: jriley@telecompliance.net

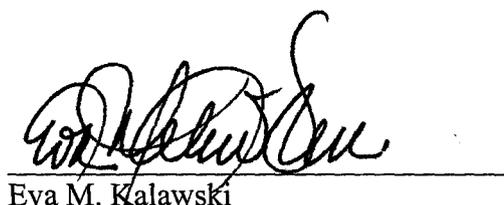
Counsel to Applicants

VERIFICATION

STATE OF CALIFORNIA)
)
COUNTY OF LOS ANGELES) SS

I, Eva M. Kalawski, hereby declare under penalty of perjury, that I am Executive Vice President, General Counsel and Secretary of Platinum Equity, LLC, and Vice President and Secretary of each of EnergyTRACS Acquisition Corp. and Stacom Holdings, LLC; that I am authorized to make this verification on behalf of Platinum, ETAC and Stacom; that I have read the foregoing; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.

Dated this 14th day of September, 2005.

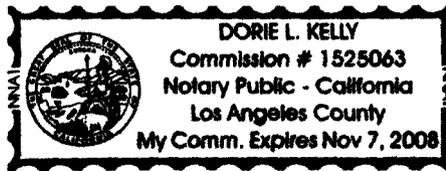


Eva M. Kalawski
Executive Vice President, General Counsel and
Secretary
Platinum Equity, LLC

Vice President and Secretary
EnergyTRACS Acquisition Corp. and
Stacom Holdings, LLC

Subscribed and sworn to (or affirmed) before me this 14th day of September, 2005, by Eva M. Kalawski, personally known to me or proved to me on the basis of satisfactory evidence to be the person who appeared before me.


Notary Public



My Commission expires:

November 7, 2008

VERIFICATION

STATE OF OKLAHOMA)
)
COUNTY OF OKLAHOMA) SS

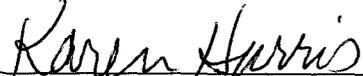
I, Dennis E. Smith, hereby declare under penalty of perjury, that I am the President of Matrix Telecom, Inc. and Claricom Networks, LLC; that I am authorized to make this verification on behalf of Matrix and Claricom; that I have read the foregoing; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.

Dated this 13th day of September, 2005.



Dennis E. Smith
President
Matrix Telecom, Inc.
Claricom Networks, LLC

Sworn to and subscribed before me this 13th day of September, 2005.



Notary Public

My Commission expires:

6-27-09



ATTACHMENT A
SUBSCRIBER NOTICE
(ATTACHED)



NOTICE OF TRANSFER OF TELEPHONE SERVICE

September 30, 2005

Dear Customer:

Claricom Networks, LLC ("Claricom") currently provides your local and/or long distance service. Claricom and its affiliate, Matrix Telecom, Inc. ("Matrix") have agreed to merge in the near future, as a result of which Matrix will be the provider of local and/or long distance services to Claricom customers. This merger will not affect your rates or the terms and conditions of your service.

Subject to obtaining state and federal regulatory approvals, we anticipate that the merger will occur or about December 31, 2005. Unless you have begun using a service provider other than Claricom prior to this date, Matrix will become your local and/or long distance service provider following the merger. If Claricom is not your local service provider, the merger with Matrix will not impact your local carrier selection.

The rates you currently pay for long distance, as well as your terms and conditions of service, will remain unchanged immediately following the merger. If, in the future, there are any changes to your rates or the terms and conditions of your service, you will be notified of them by mail.

Except in the event of the existence of a contract for your telecommunications service, you have the right to subscribe to local and long distance service from any service provider you wish. This decision is entirely up to you, and you may choose to switch to another carrier either before or after this change occurs. Matrix values your continued business and will gladly respond to any questions or complaints you may have about your service either prior to or during the change. Because of this change, a carrier change charge may appear on your bill. However, Matrix will be happy to credit any such charges that appear on your bill due to the change to Matrix. However, selecting a carrier other than Matrix may result in a charge being imposed for which Matrix will not be responsible.

If you are a long distance customer only, and you have arranged a preferred carrier freeze through your local carrier on the service(s) involved in this transfer, the freeze will be removed in order to allow Matrix to operate as your service provider. After the merger, you must contact your local carrier if you want to re-establish a preferred carrier freeze.

Until the merger takes place, Claricom will continue to be responsible for all customer service and billing issues. You should contact Claricom with any complaints or other customer services inquiries you may have prior to the merger. After the merger, you should refer your questions to Matrix.

If you have any questions regarding this notice, please contact Matrix toll-free at (888) 829-6926.

Sincerely,

Matrix Telecom, Inc.
Claricom Networks, LLC