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MEMORANDUM
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2010 AUG -4 A 11: 51

TO: Docket Control Center

FROM: Steven M. Olea
Director
Utilities Division

EA for SMD
DOCKET CONTROL

DATE: August 04, 2010

RE: **ADMINISTRATIVE CLOSURE - IN THE MATTER OF THE APPLICATION OF TRI-M COMMUNICATIONS, INC. DBA TMC COMMUNICATIONS, MICHELLE CUTLIP, MICHAEL E. PFAU, TRUSTEE OF THE MELISSA MARSCH-BAKER TRUST U/D/T, AND 5LINX ENTERPRISES, INC. FOR APPROVAL TO TRANSFER CONTROL OF OWNERSHIP OF TMC COMMUNICATIONS FROM ITS STOCKHOLDERS TO 5LINX. (DOCKET NO. T-03714A-10-0294)**

On July 15, 2010, Tri-M Communications, Inc. dba TRM Communications ("TMC"), in conjunction with Michelle Cutlip ("MC"), Michael E. Pfau - Trustee of the Melissa Marsch-Baker Trust U/D/T ("Trust") (the Trust together with MC, are hereinafter referred to as "Stockholders") and 5LINX Enterprises, Inc. ("5LINX") (together referred to as the "Parties") notified the Commission of a transaction that would result in the change of control of ownership of TMC. The Parties are in the process of completing a transaction whereby 5LINX will acquire 100% of Stockholders' shares of TMC which will result in a change in of control of TMC. The proposed transaction will not result in any change in the telecommunications services provided by TMC or its rates or terms and conditions of service.

TMC reported less than \$1 million in jurisdictional revenues in 2009. Accordingly, TMC does not qualify as a Class A company per Arizona Affiliated Interest Rules, A.A.C. R12-2-801 to R12-2-806, requiring utilities with greater than \$1 million in jurisdictional revenues to obtain prior approval for a transfer of control transaction. Given the above, Staff recommends that this matter be administratively closed.

SMO:LLM:kdh

Originator: Lori Morrison

Arizona Corporation Commission

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SERVICE LIST FOR: TRI-M COMMUNICATIONS, INC. DBA TMC COMMUNICATIONS
DOCKET NO. T-03714A-10-0294

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