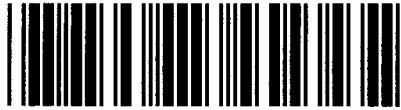


Control Number: 45333



Item Number: 1

Addendum StartPage: 0

45333
Morgan Lewis

Morgan, Lewis & Bockius LLP
2020 K Street, N.W.
Washington, District of Columbia 20006
Tel. +1.202.373-6000
Fax: +1.202.373-6001
www.morganlewis.com

Andrew D. Lipman
Brett P. Ferencak
andrew.lipman@morganlewis.com
brett.ferencak@morganlewis.com

November 11, 2015

VIA PUCT INTERCHANGE SYSTEM AND OVERNIGHT COURIER

Central Records, Filing Clerk
Public Utility Commission of Texas
1701 N. Congress Avenue
P.O. Box 13326
Austin, Texas 78711-3326

**Re: Application of TNCI Operating Company, LLC for Amendment to a Service Provider
Certificate of Operating Authority**

Dear Sir or Madame:

Enclosed for filing with the Commission are an original and six (6) copies of the above-referenced Application. The original has not been bound, tabbed or hole-punched so that Central Records can scan it into its system. The six (6) copies are bound in a three-ring binder as required by the Commission's Procedural Rules. The Application has also been filed on the PUCT InterChange System.

Applicant respectfully requests confidential treatment of the financial information attached as Exhibit C to the Application and submitted under protective seal. The information contained in Exhibit C is commercially sensitive, non-public information which is internally generated and not available to the Applicant's competitors, and the disclosure of such information could place the Applicant at a significant competitive disadvantage if it is made available to such competitors. Such information is being filed pursuant to P.U.C. Pro. Rule 22.71(d) and is marked "Confidential."

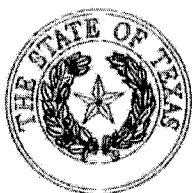
Please date-stamp the extra copy of this filing and return it in the envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact us.

Respectfully submitted,



Andrew D. Lipman
Brett P. Ferencak

Counsel for Applicant



Public Utility Commission of Texas

1701 N. Congress Avenue
 P. O. Box 13326
 Austin, Texas 78711-3326
 512 / 936-7000 • (Fax) 936-7003
 Web Site: www.puc.state.tx.us

TITLE PAGE

APPLICATION FOR AMENDMENT TO A SERVICE PROVIDER CERTIFICATE OF OPERATING AUTHORITY

45333
 DOCKET NO. _____

APPLICANT(s): TNCI Operating Company LLC ("TNCI OpCo")

Authorized Representatives for this Application:

Andrew D. Lipman
 Brett P. Ferenchak
 Morgan, Lewis & Bockius LLP
 2020 K Street, N.W., Suite 1100
 Washington, DC 20006-1806
 202-373-6000 (tel)
 202-373-6001 (fax)
andrew.lipman@morganlewis.com
brett.ferenchak@morganelewis.com

Regulatory Representative:

Brian McClintock
 Chief Financial Officer
 TNCI Operating Company LLC
 114 E. Haley Street, Suite I
 Santa Barbara, California 93101
 805-456-1076 (tel)
 805-568-0063 (fax)
BMcClintock@tncii.com

Complaint Representative:


Same as Regulatory Representative

AFFIDAVIT

STATE OF CALIFORNIA §
 §
COUNTY OF SANTA BARBARA §

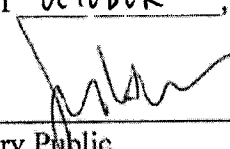
1. My name is Laura Thomas. I am Chief Executive Officer of TNCI Operating Company (the "Company").

2. I swear or affirm that I have personal knowledge of the facts stated in this filing, that I am competent to testify to them, and that I have the authority to make this filing on behalf of the Company. I further swear or affirm that all of the statements and representations made in this Application for an Amendment to a Service Provide Certificate of Authority are true and correct with respect to the Company. I swear or affirm that the Company will comply with all requirements of law applicable to a Service Provider Certificate of Authority.

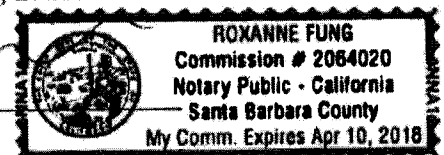


Laura Thomas
Chief Executive Officer
TNCI Operating Company LLC

Sworn and subscribed before me this 28TH day of OCTOBER, 2015.



Notary Public



My commission expires APR 10, 2018

1. Check only one of the following Requests:

(a)

☐ New SPCOA Application☒ ApplicationAmending SPCOA No. 60454☐ New COA Application☐ Application

Amending COA No. _____

(b) If you are filing an amendment, check one or more of the following as requests made in this amendment filing:

☐ Name Change Amendment☐ Certification Relinquishment☐ Change in Ownership/Control☐ Service Discontinuation☐ Change in Service Area☐ Change in Type of Provider☒ Corporate Restructuring☐ Other

(c) Provide a summary explanation of all items checked in "b" above.

TNCI Operating Company LLC ("TNCI OpCo") requests approval for a *pro forma* transfer of direct ownership of TNCI OpCo from TNCI Holdings LLC ("Holdings") to TNCI Impact LLC ("TNCI Impact") (the "*Pro Forma* Change"). Holdings is a direct wholly owned subsidiary of Garrison TNCI LLC ("Parent") and TNCI Impact will be a direct wholly owned subsidiary of Parent upon completion of the *Pro Forma* Change. Therefore, the ultimate ownership and control of TNCI OpCo will not change.

Applicant submits that the *Pro Forma* Change is in the public interest. The *Pro Forma* Change is one step in a larger transaction that will result in Parent acquiring control of Impact Telecom, Inc. and its subsidiaries, including Matrix Telecom, Inc. (d/b/a Matrix Business Technologies, Trinsic Communications and Excel Telecommunications) (the "Impact Transaction").¹ The Impact Transaction will bring together two enterprises that have demonstrated a long-standing commitment to excellence in a highly competitive marketplace. Parent expects that the Impact Transaction will enable the companies to better meet the local, national and global needs of enterprises, wholesale buyers, and other customers. Customers of the combined company will benefit from the extensive telecommunications experience and expertise of the combined company.

The *Pro Forma* Change will be entirely transparent to TNCI OpCo's customers and will not result in any change in their services. In particular, the rates, terms and conditions of their services will not change as a result of the purely *pro forma* change.

¹ A separate Application for an Amendment to a SPCOA will be filed by Matrix and Parent in connection with the Impact Transaction.

2. Provide a description of the Applicant, which shall include the following:

- (a) Legal name and all assumed names under which the Applicant conducts business, if any;

TNCI Operating Company LLC

- (b) Address of principal office and business office;

**114 E. Haley Street, Suite I
Santa Barbara, California 93101**

- (c) Principal office/business office telephone number: **800-800-8400**
Fax number: **None**
Website address: **www.tncii.com**
E-mail address: **BMcClintock@tncii.com**

Toll-free customer service telephone number. *(If the Applicant has not obtained the toll-free customer service telephone number at the time of the Application, the Applicant must commit to obtaining one before beginning business);*

800-800-8400

- (d) FCC Carrier Identification Code (CIC) or National Exchange Carriers Association (NECA) Operating Carrier Numbers (OCNs), if available;

No Change.

- (e) Form of business in Texas (e.g., corporation, partnership, sole proprietorship), Charter/Authorization number, date business was formed and date change was made (if applicable). Provide the State and date in which the parent company is registered. *(The Commission requires registration with the Secretary of State for all forms of business, except sole proprietorships.)*

No change. TNCI OpCo is a Delaware limited liability company

- (f) A list of the names, titles, phone number and office e-mail address of each director, officer, or partner;

**TNCI OpCo's current corporate officer is:
Laura Thomas, Chief Executive Officer**

**In addition, TNCI OpCos has the following primary executive officers:
Brian McClintock, Chief Financial Officer
Elizabeth Vanneste, SVP Sales and Marketing
Debi Yphantides, VP Wholesale Sales**

Sarah Graham Linares, VP Revenue Assurance and Industry Relations

Lee Story, CTO

Sam Shiffman, Chief Strategist

- (g) Name, address, and office address of each of the five largest shareholders, if not publicly traded;

Parent's owners are Garrison Opportunity Fund III A LLC (approximately 64%) and GOF II A Series A-2 LLC (approximately 36%). Each of these entities have a business address of 1290 Avenue of the Americas, Suite 914, New York, New York 10104.

- (h) Legal name of parent company, if any, and a description of its primary business interests; and,

TNCI OpCo is a Delaware limited liability and a direct, wholly owned subsidiary of TNCI Holdings LLC ("TNCI Holdings"), a Delaware limited liability company. TNCI Holdings is a direct, wholly owned subsidiary of the Garrison Investment Group.

- (i) Legal name of all affiliated companies that are public utilities or that are providing telecommunications services and the states in which they are providing service. Give a description of all affiliates and explain in detail the relationship between the Applicant and its affiliates. An organizational chart should be provided, if available.

TNCI OpCo does not currently have any affiliates that are public utilities or providing telecommunications services. Upon completion of the Impact Transaction, TNCI OpCo will be affiliated with Matrix and its subsidiary, which provide telecommunications services in the District of Columbia and every state. Exhibit B is a pre- and post-Transaction entity ownership structure.

3. State the name **and only one name**, in which the Applicant wants the Commission to issue its certificate. Provide the following information from the Applicants registration with the Office of the Secretary of State of Texas or registration with another state or county, as applicable: *(NOTE: If the Applicant is a corporation, the Commission will issue the certificate in either the Applicant's corporate or assumed name, not both. The certificate holder must use only the name approved by the Commission on all bills and advertisements sent to or viewed by the public. Name Changes require Commission Approval as well as Secretary of State Approval.)*
- (a) Requested name: **No Change**
 - (b) Assumed names: **No Change**
 - (c) Texas Secretary of State (or County) file number: **No Change**
 - (d) Texas Comptroller's Tax Identification number: **No Change**
 - (e) Other Applicable certification/file numbers: **No Change**
 - (f) Date the business was registered: **No Change**

4. (a) Provide a detailed description of the telecommunications services to be provided.

No change.

- (b) Indicate with a yes or no response for each item below, whether the Applicant will be providing the following telecommunications services and whether the service will be for business or residential service:

No change. The services are all business services.

	<u>Business</u>	<u>Residential</u>
<input type="checkbox"/> POTS (Plain Old Telephone Service)	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> ADSL	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> ISDN	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> HDSL	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> SDSL	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> RADSL	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> VDSL	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> Optical Services	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> T1-Private Line	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> Switch 56 KBPS (KiloBits Per Second)	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> Frame Relay	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> Fractional T1	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> Long Distance	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> Wireless	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> Other (Please Describe): _____		

5. (a) Is the Applicant providing prepaid calling services?

No change.

- (b) If yes to (a), provide a yes or no response to the list of telecommunications services below:

No change.

_____ Residential Prepaid Local Calling Services
_____ Business Prepaid Local Calling Services
_____ Residential Prepaid Domestic Long Distance Calling Services
_____ Business Prepaid Domestic Long Distance Calling Services
_____ Residential Prepaid International Long Distance Calling Services
_____ Business Prepaid International Long Distance Calling Services

6. (a) Indicate below the type of certification being requested:
- ☐ Facilities-based, Data, and Resale
 - ☐ Facilities-based and Resale
 - ☐ Resale Only
 - ☐ Data Only – Facilities-based and Resale
 - ☐ Data Only – Resale Only

No change.

7. Provide a written description of the exchanges, local access and transportation areas (LATAs), or incumbent local exchange company (ILEC) service areas or attach a scaled map of the geographic area for which the certificate is requested within the State of Texas that the Applicant proposes to serve.

No Change.

8. Does the Applicant, owner, or any affiliate currently hold a service provider certificate of operating authority (SPCOA), certificate of operating authority (COA), or certificate of convenience and necessity (CCN) for any part of the area covered by this Application?

Applicant holds SPCOA No. 60454 and IXC Registration No. IX130009.

9. (a) Does the Applicant expect to provide service to customers other than itself and its affiliates?

No.

- (b) Has the Applicant provided one copy of this Application to the Texas Commission on State Emergency Communications (a.k.a. 911 Commission) within 5 days of submitting the application? If you are relinquishing the certificate have you also sent a copy of the application to all affected 911 entities within 5 days of submitting the application?

(Send copy to Commission on State Emergency Communications, Accounts Payable Section at 333 Guadalupe Street, Suite 2-212, Austin, Texas 78701-3942, with phone number 512-305-6911, fax number 512-305-6937, and website address www.911.state.tx.us).

The Applicant will provide a copy of this Application to the 911 Commission.

- (c) As part of the Application provided to the 911 Commission and this commission, has the applicant provided the following information concerning its 911 contact person as required in Substantive Rule No. 26.433(e)(2)(a)? (You may provide up to three 911 contacts per company)

The 911 contact persons for the Applicant is as follows:

**Lee Story
Chief Technology Officer
114 E. Haley Street, Suite I
Santa Barbara, California 93101
303-885-7104 (tel)
lstory@tncii.com**

10. (a) Is the Applicant a municipality?

No Change. Applicant is not a municipality.

- (b) Will the Applicant enable a municipality or municipal electric system to offer for sale to the public, directly or indirectly, local exchange telephone service, basic local telecommunications service, switched access service, or any non-switched telecommunications service used to provide connections between customers' premises within an exchange or between a customer's premises and a long distance provider serving the exchange?

No change.

11. (a) **APPLICABLE TO SPCOA APPLICANTS ONLY.** Report total intrastate switched access minutes of use for the Applicant, together with its affiliates, for the twelve-month period beginning sixteen months before the first day of the month in which this Application is filed. *(In calculating minutes of use for this question, include minutes of all entities affiliated with the Applicant.)*

For the period July 2014-July 2015, TNCI OpCo has approximately 2,445,029 switched access minutes in Texas.

- (b) **APPLICABLE TO SPCOA APPLICANTS ONLY.** Identify all affiliates whose minutes of use are included in the calculation required in 12(a).

None

12. (a) Has the Applicant, its owners, or any affiliate applied for a permit, license, or certificate to provide telecommunications services in any state other than Texas? If yes, identify the affiliates, what permit, license, or certificate they have applied for, and the state(s) in which they have applied.

Applicant is authorized to provide telecommunications in every state except Alaska.

- (b) Has the Applicant, its owners, or any affiliate ever had a permit, license, or certificate to provide telecommunications services granted by any state, including Texas? If yes, identify the affiliates, what permit, license, or certificate they have and when they were held and the state(s) in which they are held. Provide an explanation.

See response to Question 12(a).

- (c) Has the Applicant, its owners, or any affiliate ever had any permit, license, or certificate denied or revoked by any state? If yes, identify the affiliates, what permit, license, or certificate they had revoked, and the state(s) in which they were revoked. Provide an explanation.

No.

- (d) Has the Applicant, its owners, or any affiliate ever provided telecommunications services in Texas or any other state? If yes, identify the affiliates, what permit, license, or certificate they may have held, and the state(s) in which they provided service.

Applicant offers telecommunications in every states where it is authorized.

13. (a) Any complaint history, disciplinary record and compliance record during the 60 months immediately preceding the filing of the application regarding: the applicant; the applicant's affiliates that provide utility-like services such as telecommunications, electric, gas, water, or cable service; the applicant's principals; and any person that merged with any of the preceding persons. The information should include, but not be limited to, the type of complaint, in which state or federal agency the complaint was made, the status of the complaint, the resolution of the complaint and the number of customers in each state where complaints occurred.

In the past 60 months, neither of Applicant nor any of its affiliates have had any formal complaints or history of regulatory actions taken against it in Texas or any other state. TNCI has received approximately 7 informal complaints from customers, all of which have been resolved to the satisfaction of the parties without formal action taken by the FCC or state regulator.

- (b) Is the Applicant, or the applicant's principals currently under investigation or have the Applicant or its principals been penalized by an attorney general or any state or federal regulatory agency for the violation of any deceptive trade or consumer protection law or regulation? If yes, please explain.

Neither of the Applicants or any of its principals are currently under investigation nor have the Applicants or its principals been penalized by an attorney general or any state or federal regulatory agency for the violation of any deceptive trade or consumer protection law or regulation.

- (c) Disclose whether any owners, directors, officers, or partners in the organization are convicted felons? Also disclose whether the applicant or applicant's principals have been convicted or found liable for fraud, theft, larceny, deceit, or violations of any securities laws, customer protection laws, or deceptive trade laws in any state. If yes, please explain.

None of the owners, directors, officers, or partners of TNCI OpCo are convicted felons.

- (d) Provide the number of customers per state (including Texas) for the past 60 months, for which the Applicant, its parent company, and/or any affiliates are providing telecommunications services.

TNCI OpCo has approximately 851 customers located in Texas and approximately 13,316 customers nationwide.

14. (a) Provide a detailed description of the Applicant's technical qualifications to provide the local exchange service, basic local telecommunications service, and/or switched access service proposed in this Application.

As indicated by Applicant's existing authority in Texas, Applicant has highly experienced, well-qualified management, operational and technical personnel that operate each company today. Upon completion of the *Pro Forma* Transaction, Applicant will rely on the technical qualifications of its personnel as well as personnel of Impact Telecom that continue with the company following the Impact Transaction.

- (b) If the Applicant plans to rely upon a consultant to meet the technical qualifications requirements, provide the following information: (1) name, address, and phone number of consultant, (2) a copy of the contract between the principals and the consultant, (3) consultant's resume or a detailed description of the consultants experience, (4) information regarding any professional registrations or certifications that the consultant holds, (5) percentage of the consultant's time being contracted, and (6) a list of other telecommunications companies served by the consultant and the percentage of time allotted to each company.

Applicants will not rely upon a consultant.

- (c) Provide a detailed description or individual resumes setting forth the qualifications of the Applicant's key personnel. Descriptions or resumes shall include (1) Key Personnel Names, (2) Applicant Company Titles, (3) Detailed Telecommunications or Related Experience, and (4) Years of Experience.

Applicant's key personnel have over 170 years of collective experience in the telecommunications industry. Attached as Exhibit A are the management biographies for the Applicant's management team. Upon completion of the *Pro Forma* Transaction, Applicant will rely on the technical qualifications of continuing personnel.

15. Attach a completed Service Quality Questionnaire.

No Change.

16. Provide an audited or unaudited balance sheet for the applicants most recent quarter that demonstrates the shareholders' equity required by P.U.C. Subst. R. 25.111(f). The audited balance sheet must include the independent auditor's report. The unaudited balance sheet must include a sworn statement from the executive officer of the applicant attesting to the accuracy, in all material respects, of the information provided in the unaudited balance sheet.

A copy of Applicant's most recent unaudited balance sheet is attached hereto as Exhibit C. Also, included in Exhibit C is a sworn statement from its executive officer attesting to its accuracy. The balance sheet is confidential under the Texas Open Records Act, Government Code §552.001 et seq., including but not limited to §§552.101, 552.104 and 552.110.

17. Provide a summary of any history of insolvency, bankruptcy, dissolution, merger or acquisition of the applicant or any predecessors in interest during the 60 month immediately preceding this Application.

Except for the transaction that was approved in Docket No. 41419 and the transaction that Applicant notified the Commission of in Control No. 27537 (Item No. 555), neither of the Applicant nor any predecessor in interest has a history of insolvency, bankruptcy, dissolution, merger or acquisition in the sixty months immediately preceding this Application.

LIST OF EXHIBITS**Exhibit A Management Biographies****Exhibit B Current and Post-Closing Entity Ownership Structure****Exhibit C Financial Information - CONFIDENTIAL - FILED UNDER SEAL**

EXHIBIT A**Management Biographies****Parent/Garrison Funds****Joshua Brandt**

Mr. Brandt is responsible for transaction analysis, execution and asset management within the Corporate Finance Group. Prior to joining Garrison in 2008, Mr. Brandt was employed by CastleHill Investment Management, where he focused on underwriting and managing credit strategies throughout the capital structure. Before CastleHill, Mr. Brandt worked in the Investment Banking Division at Lehman Brothers, where he focused on equity, debt and M&A transactions in the General Industrial and Transportation sectors. Mr. Brandt is experienced in leveraged finance and distressed investing. Mr. Brandt holds a B.A., magna cum laude, from Columbia University. He is currently a director of Premier Trailer Leasing, Inc., Bristol Compressors International, Inc, CSHM, LLC and Contec Holdings Ltd.

David Thompson

Mr. Thompson joined in October 2008 and is responsible for trading, investment analysis and portfolio company management within the Corporate Finance Group at Garrison Investment Group. Mr. Thompson serves on the Boards of Madison Kipp Corporation, Nationwide Argosy Solutions, Palm Beach Broadcasting, GT Supply Chain Management and TNCI. Prior to joining Garrison Investment Group, Mr. Thompson was employed by GSC Group for six years, where he was a Vice President in the U.S. Corporate Debt Group. Most recently he was responsible for all primary loan origination for the U.S. Corporate Debt Group. Prior to his role in origination, Mr. Thompson was a senior credit research analyst with responsibility for detailed credit analysis on new investments as well as managing a portfolio of performing and distressed leveraged loan and high yield bond accounts. Prior to his position at GSC Group, Mr. Thompson was employed by Goldman, Sachs & Co. At Goldman, Sachs & Co he was a member of the Bank Debt Portfolio Group where he worked on a variety of leveraged loan transactions and restructurings. Previously, Mr. Thompson was employed by Goldman, Sachs & Co's Credit Risk Management and Advisory Group where he was responsible for capital structure analysis and credit risk management. Mr. Thompson is experienced in leveraged finance, distressed investing and fund management. Mr. Thompson received a B.A. in Economics from the University of Pennsylvania in 2000.

TNCI OpCo**Laura Thomas, Chief Executive Officer**

Laura Thomas is responsible for leading the development and execution of TNCI's long term strategy and ensuring the company's continued success. She has over 30 years of experience in telecommunications and began her career at MCI Communications as a manager in the finance department. After 14 years, she transitioned to Concert Communications, and then two years later, moved to XO Communications where she served in a variety of roles including Chief Financial Officer as well as the Chief Executive Officer.

Brian McClintock, Chief Financial Officer

Brian McClintock joined TNCI in July of 2014. Over the past 16 years, he has served as CEO, COO, CFO, and Vice President of several successful and profitable professional service, telecommunications and technology companies including McGrath Systems, KDDI Global LLC, InfiniRoute Networks and New Global Telecom.

As CEO, COO, and CFO of his prior companies, Brian has developed strategic organizational plans, managed Company profitability, and led teams in designing and implementing process improvements resulting in greater timeliness and accuracy in budgeting, forecasting, reporting, and performance management. He has delivered substantial financial results and strengthened customer satisfaction, established several key strategic relationships and acquired several significant new assets.

McClintock holds a BA in Business Management from Lynchburg College, and a Masters of Business Administration, specializing in Finance, from La Salle University. McClintock was honored by the Philadelphia Business Journal as the 2011 CFO of the Year for small businesses.

Elizabeth Vanneste, SVP Sales and Marketing

Elizabeth Vanneste is responsible for enterprise and wholesale sales, product management, and for implementing sales and marketing initiatives to drive new sales growth and retention of existing enterprise revenue through the dynamic engagement of TNCI agents and channel partners. Vanneste has more than 26 years of experience in telecommunications, leading the national sales and marketing organizations at Focal Communications, Level 3 Communication, Progress Telecom and Telovations. She is skilled in building effective sales teams and well versed in market and channel planning. Vanneste is a graduate of the University of Notre Dame and earned her Master of Science in Marketing at the University of Tampa.

Debi Yphantides, VP Wholesale Sales

Debi is responsible for overseeing the TNCI sales process as a whole. She will set the benchmarks for the entire TNCI sales team and implement practices that will lead to greater revenue totals. She will also be responsible for maintaining consistent messaging throughout all TNCI communication channels. Yphantides brings over 20 years of telecommunications industry sales experience to the VP, Sales and Marketing position at TNCI. Throughout her career, Yphantides has shown expertise in establishing and growing enterprise and wholesale customer bases at the regional and global levels. She has been recognized for her sales prowess, winning numerous revenue production and sales quota awards over the years. Yphantides has valuable experience working for key telecom players, including; Allnet, Frontier Communications, Inc. Teleglobe USA, Inc, Qwest Communications, Inc., France Telecom Networks & Carriers USA, LLC and Level 3 Communications, LLC.

Sarah Graham Linares, VP Revenue Assurance and Industry Relations

Sarah brings almost 30 years of experience to her new position at TNCI. Prior to accepting the VP of Revenue Assurance and Vendor Relations position at TNCI, she served as the VP, Revenue Assurance for Globalinx and TMC Communications for a decade. Linares built a sound reputation for herself throughout the 1990s and early 2000s, working her way up from an IT

Manager at the Evansville Courier & Press to the Director of IT/Application Development and Project Management at RSL Communications.

While with Globalinx, Linares took over billing and achieved 99% accuracy. She developed a system that provided a holistic approach to revenue assurance that involved all employees and awarded them for saving money, improving processes and reducing attrition. In her days with RSL Communications, Linares and her team created a data warehouse and user interface to support wholesale customer rates to manage margin with daily usage reporting.

Sarah's primary responsibilities as the VP, Revenue Assurance and Vendor Relations at TNCI is managing vendor relations, regulatory efforts, revenue assurance, analytics, pricing and usage product development. She implements systems and processes that improve TNCI's visibility to the business and improve processes that assure optimal margin and revenue. As the company continues to grow organically and through acquisition, Linares looks forward to using her expertise to find the best of class systems, vendors and processes to ensure TNCI's continued scalability services across the U.S.

Lee Story, CTO

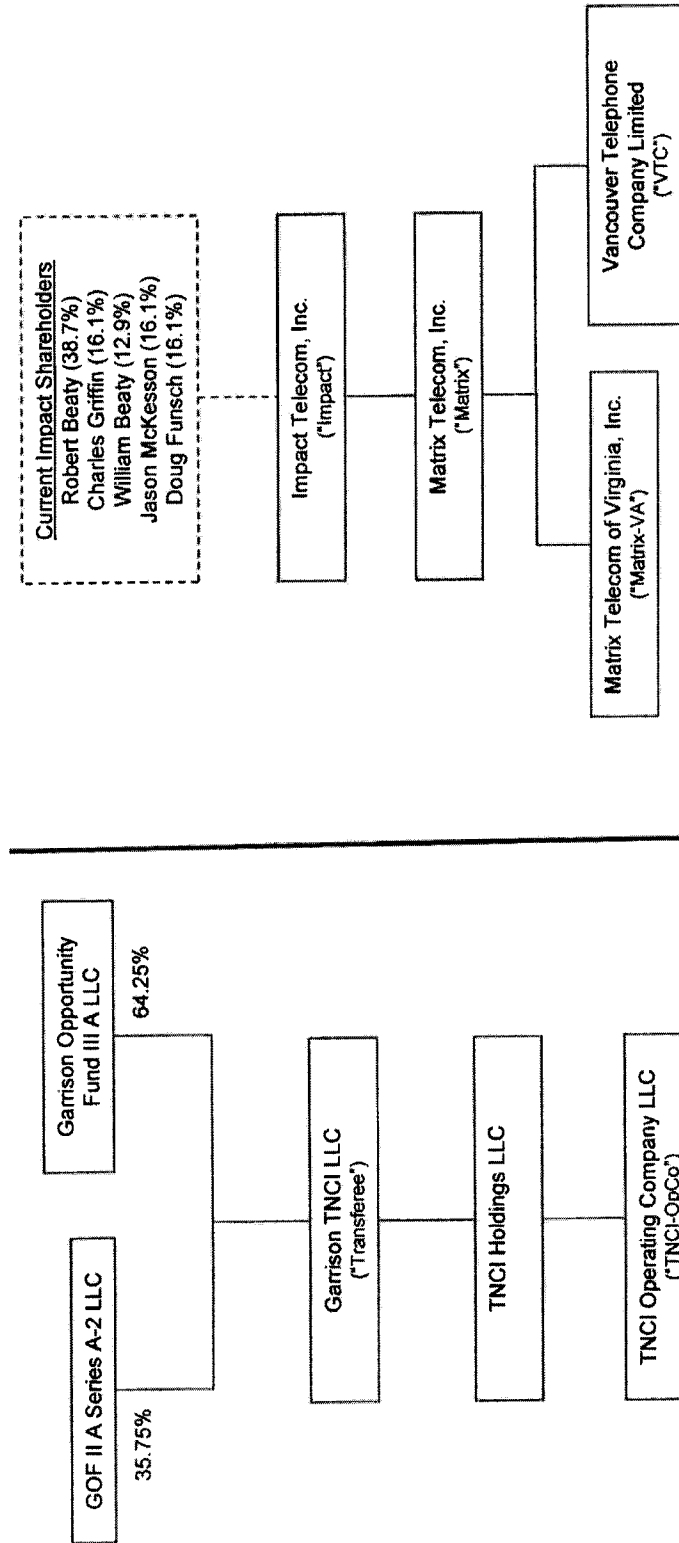
Lee Story has 25+ years in Technology focusing on strategy execution, operational excellence, technology adoption and acquisition integration. He is a former President, COO, CIO/CTO, and VP with organizations from startup to \$1B. Story served in sales and operational executive roles in telecom and hosted services companies including Pacific Bell, ICG, New Global Telecom, NexTone and Arbinet. Most recently, he was an SVP with Huntsman Gay Global Capital Private Equity driving strategy alignment and operational excellence across the firm's portfolio.

Sam Shiffman, Chief Strategist

Sam Shiffman has served at executive and managerial levels in the communications and IT industry for 17 years. Mr. Shiffman's key projects/achievements include: architected, deployed, and managed from the ground up several different networks, including building one of the first Ethernet based Optical IP networks that provided broadband services to businesses and off-campus students in dormitories and apartments, one of the first Internet Services Providers in Texas, and several nationwide IP backbones and VoIP networks that have processed billions of communication sessions. Mr. Shiffman holds several patents in the IP communications field; served on the Customer Advisory Board of Alcatel, North America; migrating a regional financial institution's five branches to an all IP infrastructure; and was invited to speak as a leader and visionary at conferences hosted by Cisco, Alcatel, NexTone, The Federal Communications Commission (FCC), VON, & CompTel, and TEXALTEL.

EXHIBIT B**Current and Post-Closing Entity Ownership Structure**

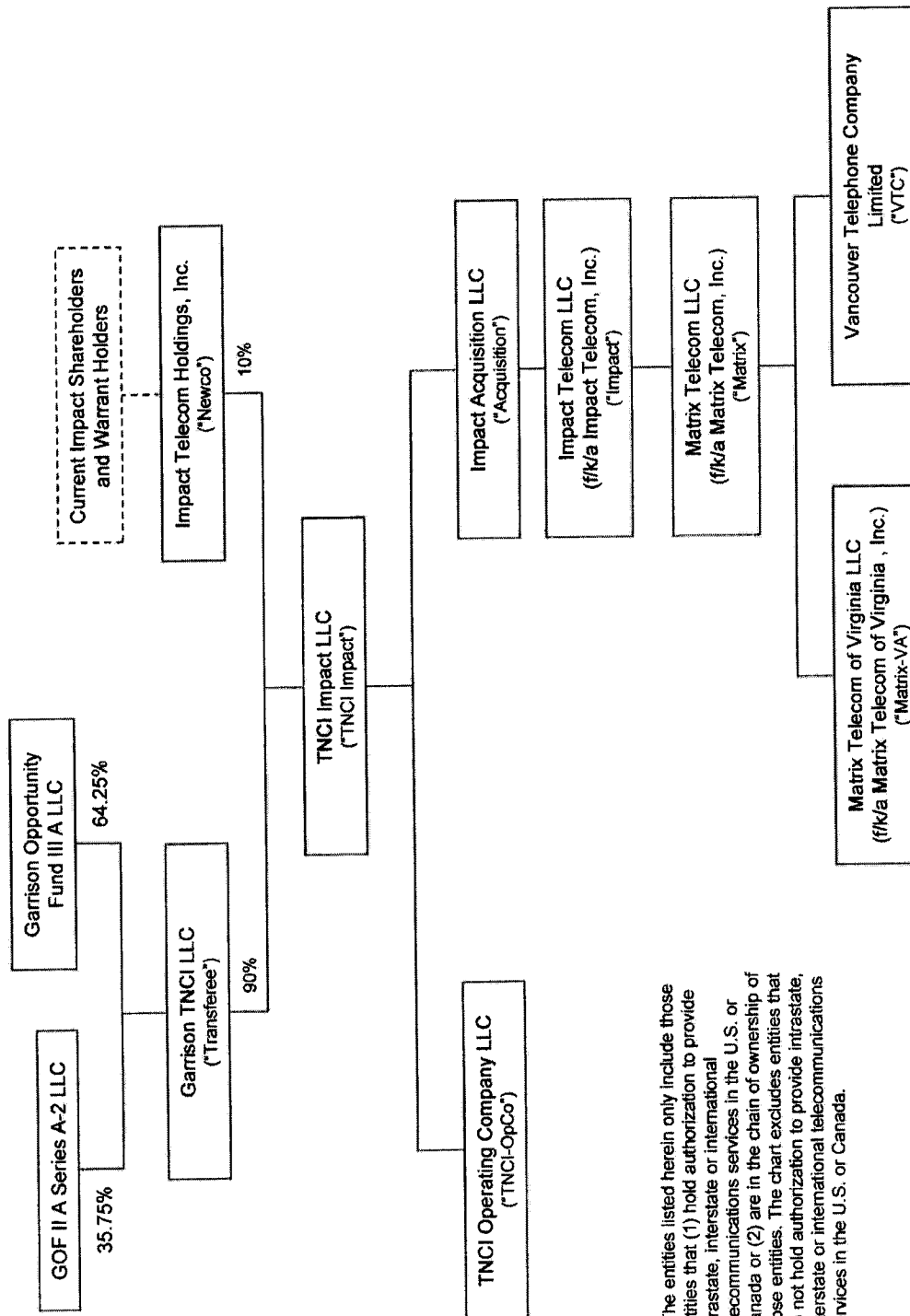
Current Organizational Structure of Impact and TNCI OpCo*



* The entities listed herein only include those entities that (1) hold authorization to provide intrastate, interstate or international telecommunications services in the U.S. or Canada or (2) are in the chain of ownership of those entities. The chart excludes entities that do not hold authorization to provide intrastate, interstate or international telecommunications services in the U.S. or Canada.

Unless otherwise indicated all ownership percentages are 100%.

Post-Closing Organizational Structure of Impact and TNCI OpCo*



* The entities listed herein only include those entities that (1) hold authorization to provide intrastate, interstate or international telecommunications services in the U.S. or Canada or (2) are in the chain of ownership of those entities. The chart excludes entities that do not hold authorization to provide intrastate, interstate or international telecommunications services in the U.S. or Canada.

Unless otherwise indicated all ownership percentages are 100%.

EXHIBIT C**Balance Sheet****[CONFIDENTIAL -- FILED UNDER SEAL]**

This information is Confidential pursuant to Section 552.110 of the Texas Open Records Act, Tex. Gov't Code Ann. 552.110, and Section 22.71(d) of the Commission's Procedural Rules, P.U.C. Proc. Rule § 22.71(d). The information provided in Exhibit C contains critical commercially sensitive and competitively significant customer data that is not available to the general public. Disclosure of this information would place Applicant at a significant competitive disadvantage, impede full and fair competition, and undermine business plans in Texas. In contrast, confidential treatment will not adversely affect any interested party.

FINANCIAL STATEMENT AFFIRMATION

The undersigned affirms that the balance sheet of TNCI Operating Company LLC provided as an Exhibit to the Application for Amendment to a Service Provider Certificate of Operating Authority is true and correct to the best of his knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 11th day of November, 2015.

Brian McClintock

Brian McClintock
Chief Financial Officer
TNCI Operating Company LLC