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March 24, 2005

VIA HAND DELIVERY

The Honorable Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
P.O. Box 360
Jefferson City, MO 65102-0360

FILED³

MAR 24 2005

**Missouri Public
Service Commission**

Re: Application for Transfer of Assets
Matrix Telecom, Inc., Global Crossing Telecommunications, Inc., Global Crossing Local
Services, Inc. and Global Crossing Telemanagement, Inc.

Dear Judge Roberts:

Please find enclosed for filing in the referenced matter the original and five copies of a Joint
Application along with a Motion for Expedited Treatment.

Would you please bring this filing to the attention of the appropriate Commission personnel?

Should you have any questions regarding this filing, please let me know. Thank you.

Sincerely,

NEWMAN, COMLEY & RUTH P.C.

By:



Cathleen A. Martin
martinc@ncrpc.com

CAM:ab

Enclosure

cc: Office of Public Counsel
General Counsel's Office
Judith A. Riley

FILED³

MAR 24 2005

Missouri Public
Service Commission

BEFORE THE
PUBLIC UTILITIES COMMISSION
OF THE STATE OF MISSOURI

Joint Application of)
)
Matrix Telecom, Inc. and)
)
Global Crossing Telecommunications, Inc.,)
Global Crossing Local Services, Inc. and)
Global Crossing Telemanagement, Inc.)
)
for Expedited Approval of the Transfer)
of Certain Assets and a Waiver of)
Applicable Anti-Slamming Regulations.)

Docket No. _____

JOINT APPLICATION

Matrix Telecom, Inc., (hereinafter referred to as "Matrix" or "Buyer") and Global Crossing Telecommunications, Inc., Global Crossing Local Services, Inc. and Global Crossing Telemanagement, Inc. (hereinafter referred to as "GC" or "Seller") (together the "Applicants"), by their undersigned counsel, pursuant to RSMO 392.300 and 4 CSR 240-3.520, hereby request approval of the proposed transfer of certain assets held by Seller to Buyer and a waiver of applicable anti-slamming regulations, to the extent required.

In support of this Application, Applicants state the following:

I. PARTIES.

A. Matrix Telecom, Inc.

1. Matrix is a corporation organized under the laws of the State of Texas with its 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 continental United States. Matrix is authorized to provide intrastate inter-exchange telecommunications services in Missouri.¹ Matrix has filed its Application For Authority to provide local telecommunications services in Missouri. This Application is currently pending with the Commission. Matrix's Certificate of Good Standing in the State of Missouri is attached hereto as Attachment A.

B. Global Crossing

2. Global Crossing Telecommunications, Inc. is a corporation organized under the laws of the State of Michigan with its principal offices located at 1080 Pittsford-Victor Road, Pittsford, New York 14534. Global Crossing Telecommunications is a long-distance carrier that provides voice and data services to business customers throughout the United States, including Missouri.² Global Crossing Telecommunications, Inc.'s Certificate of Good Standing in the State of Missouri is attached hereto as Attachment B. Global Crossing Local Services, Inc. is a corporation organized and existing under the laws of the State of Delaware. Global Crossing Local Services provides facilities-based competitive local exchange services in various locations throughout the United States, including Missouri.³ Global Crossing Local Services, Inc.'s Certificate of Good Standing in the State of Missouri is attached hereto as Attachment C. Global Crossing Telemanagement, Inc. is a corporation organized and existing under the laws of the State of Wisconsin. Global Crossing Telemanagement provides resale-based competitive local exchange services in various locations throughout the United States, including Missouri.⁴ Global Crossing Telemanagement, Inc.'s Certificate of Good Standing in the State of Missouri is

1	December 15, 1991	Case No. XA-2004-0238
2	July 24, 1986	Cause TO-84-223
3	July 28, 1998	TA-98-318
4	March 06, 1998	TA-98-161

attached hereto as Attachment D.

II. DESCRIPTION OF THE TRANSACTION

3. On March 19, 2005, GC and Matrix entered into an Asset Purchase Agreement (hereinafter referred to as "Agreement"). Pursuant to the terms and subject to the conditions of the Agreement, Matrix will purchase from GC certain assets and assume certain liabilities relating to GC's Small Business Group, which provides voice and data products to small and medium sized business enterprises throughout the United States. Upon consummation of the transactions contemplated in the Agreement, Matrix will serve the Small Business Group customer base, and GC will continue to provide service to those customers not previously served by its Small Business Group. GC will retain its authority to provide telecommunications services in Missouri in order to continue to serve these customers.⁵

III. PUBLIC INTEREST

4. The Commission's granting of the proposed transaction will serve the public interest. There will be no change to the rates, terms or conditions of service to the Small Business Group customers as a result of the transaction. Moreover, 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 GC's Small Business Group customer base with Matrix's current services, products and expertise. The proposed transaction also will free GC's resources to focus on its core global information services customers and invigorate its

⁵ See, *supra*, notes 2-4 (citing GC's authority to provide services).

service to these customers. Moreover, approval of the transfer 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 acquisition 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. Therefore, granting of the proposed transaction is in the public interest.

5. The proposed transaction will have no impact on tax revenues of any political subdivision in which structures, facilities or equipment of the Applicants are located.

6. Neither Matrix Telecom, Inc., Global Crossing Telecommunications, Inc., Global Crossing Local Services, Inc. or Global Crossing Telemanagement, Inc. has any pending action or final unsatisfied judgments or decisions against it from any state or federal agency or court which involve customer service or customer rates, which action, judgment or decision has occurred within three (3) years of the date of this Application.

7. No annual reports or fees are overdue for any of the Applicants.

IV. REQUEST FOR EXPEDITED APPROVAL AND OF A WAIVER OF APPLICABLE ANTI-SLAMMING REGULATIONS.

8. Applicants request that the Commission process this Application on an expedited basis. Expedition is warranted so that the Applicants may transfer the GC Small Business Group customer base to Matrix with a minimum of disruption and confusion. Expedited treatment will reduce consumer uncertainty as to the timing of the transaction and will permit the parties to arrange an orderly and seamless transition of the customers from GC to Matrix.

9. Applicants hereto intend to provide at least 30 days' advance subscriber notice of the transfer to Matrix. Attached hereto as Attachment E is a copy of the Notice that will be sent to all subscribers. The letter attempts to take into account all relevant state and federal notification and consent requirements applicable to this transaction. However, out of an abundance of caution, Applicants hereby request a waiver from any applicable anti-slamming regulations that may nevertheless be violated by this transfer being made without the specific authorization and verification of each subscriber affected, to the extent necessary. As stated above, this transaction will affect only sophisticated business customers with whom GC has individual contracts; no residential customers will be affected. Each of the Small Business Group 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. Therefore, the public interest would be served by the Commission granting expedited approval of this Application and, to the extent required, waiver of anti-slamming regulations applicable to the transaction.

V. CONTACT INFORMATION.

10. The Applicants herein provide the following contact information for questions, notices, pleadings and other communications concerning this Application:

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

and Counsel to Matrix Telecom, Inc.

Michael J. Shortley, III
Global Crossing North America, Inc.
1080 Pittsford-Victor Road
Pittsford, New York 14534
Telephone: (585) 255-1429
Facsimile: (585) 381-6781
email: michael.shortley@globalcrossing.com

Mark W. Comley
Cathleen A. Martin
Newman, Comley & Ruth P.C.
601 Monroe Street, Suite 301
P.O. Box 537
Jefferson City, Missouri 65102
Telephone: (573) 634-2266
Facsimile: (573) 636-3306

with a copy to:

Teresa D. Baer
Jeffrey A. Marks
Latham & Watkins LLP
555 Eleventh Street, NW
Suite 1000
Washington, DC 20004-1304
Telephone: (202) 637-2200
Facsimile: (202) 637-2201
email: teresa.baer@lw.com
jeffrey.marks@lw.com

Counsel to Global Crossing Telecommunications, Inc., Global Crossing
Local Services, Inc. and Global Crossing Telemanagement, Inc.

VI. CONCLUSION.

11. For the reasons stated herein, the Applicants request expedited approval of the transfer of assets and waiver of anti-slamming regulations as described herein, to permit the Applicants to consummate this transfer as soon as possible.

Dated this 24th day of March, 2005.

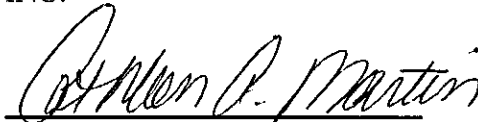
Respectfully submitted,

GLOBAL CROSSING
TELECOMMUNICATIONS, INC., GLOBAL
CROSSING LOCAL SERVICES, INC. AND
GLOBAL CROSSING TELEMAGEMENT,
INC.

MATRIX TELECOM, INC.



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Cathleen A. Martin #45682
Newman, Comley & Ruth P.C.
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Telephone-(573) 634-2266
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email: comleym@ncrpc.com
martinc@ncrpc.com



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2912 Lakeside Drive
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email-jriley@telecompliance.net

Its Attorneys

Teresa D. Baer
Jeffrey A. Marks
Latham & Watkins LLP
555 Eleventh Street, NW
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Washington, DC 20004-1304
Telephone: (202) 637-2200
Facsimile: (202) 637-2201
email: teresa.baer@lw.com
jeffrey.marks@lw.com

Their Attorneys

Certificate of Service

I hereby certify that a true and correct copy of the above and foregoing document was sent via e-mail on this 24th day of March, 2005, to General Counsel's Office at gencounsel@psc.state.mo.us; Office of Public Counsel at opcservice@ded.state.mo.us.




VERIFICATION

STATE OF OKLAHOMA)
)
COUNTY OF OKLAHOMA) SS

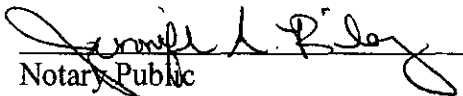
I, Dennis E. Smith, hereby declare under penalty of perjury, that I am the President of Matrix Telecom, Inc., (ABuyer@); that I am authorized to make this verification on behalf of Buyer; that I have read the foregoing; and that the facts stated therein are true and correct to the best of my knowledge,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

Dated this 22 day of March, 2005.



Dennis E. Smith
President
Matrix Telecom, Inc.

Sworn to and subscribed before me this 22 day of Mar, 2005.



Notary Public

My Commission expires:

11-9-08

STATE OF NEW YORK)
)
COUNTY OF MONROE) SS

Dated this 23rd day of March, 2005.

Sworn to and subscribed before me this 23rd day of March, 2005.

My Commission expires:

GAIL A. WITHEROW
Notary Public, State Of New York
Qual. In Monroe Co. No. 01WI6055064
Commission Expires 2/12/2007

ATTACHMENT A

MATRIX'S CERTIFICATE OF GOOD STANDING – MISSOURI

STATE OF MISSOURI



Robin Carnahan
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF GOOD STANDING

I, ROBIN CARNAHAN, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

MATRIX TELECOM, INC.

using in Missouri the name

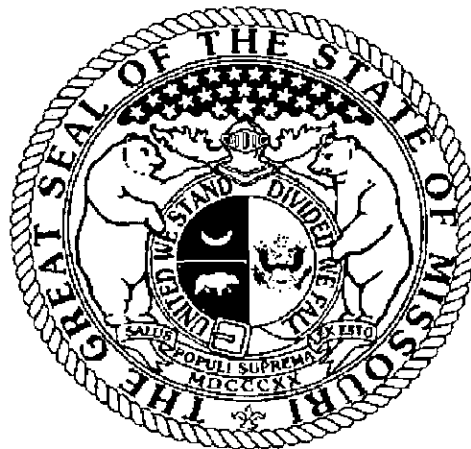
MATRIX TELECOM, INC.
F00399876

a TEXAS entity was created under the laws of this State on the 18th day of August, 1994, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 24th day of February, 2005

A handwritten signature in cursive script that reads "Robin Carnahan".

Secretary of State



ATTACHMENT B

GLOBAL CROSSING TELECOMMUNICATIONS, INC.'S

CERTIFICATE OF GOOD STANDING - MISSOURI

STATE OF MISSOURI



Robin Carnahan
Secretary of State

CORPORATION DIVISION CERTIFICATE OF GOOD STANDING

I, ROBIN CARNAHAN, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

GLOBAL CROSSING TELECOMMUNICATIONS, INC.

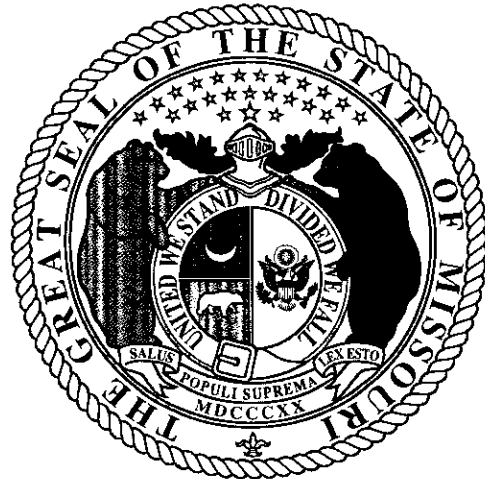
using in Missouri the name

**GLOBAL CROSSING TELECOMMUNICATIONS, INC.
F00332043**

a MICHIGAN entity was created under the laws of this State on the 7th day of September, 1989, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 24th day of March, 2005

Robin Carnahan
Secretary of State



Certification Number: 7512750-1 Reference:

Verify this certificate online at <http://www.sos.mo.gov/businessentity/verification>

ATTACHMENT C

**GLOBAL CROSSING LOCAL SERVICES, INC.'S
CERTIFICATE OF GOOD STANDING - MISSOURI**

STATE OF MISSOURI



Robin Carnahan
Secretary of State

CORPORATION DIVISION CERTIFICATE OF GOOD STANDING

I, ROBIN CARNAHAN, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

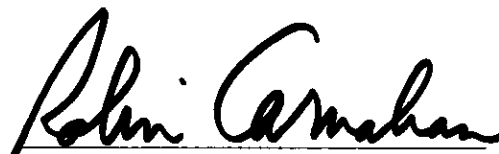
GLOBAL CROSSING LOCAL SERVICES, INC.

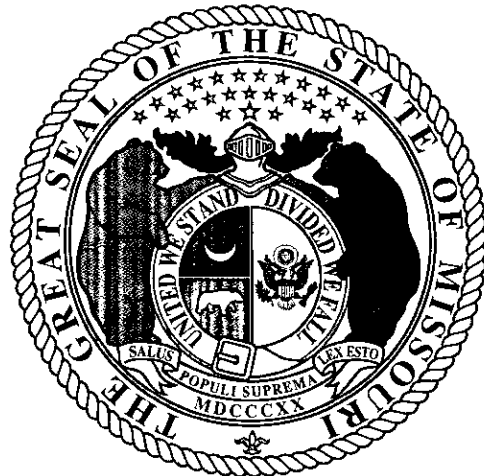
using in Missouri the name

**GLOBAL CROSSING LOCAL SERVICES, INC.
F00450802**

a MICHIGAN entity was created under the laws of this State on the 14th day of January, 1998, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 24th day of March, 2005


Secretary of State



Certification Number: 7512751-1 Reference:

Verify this certificate online at <http://www.sos.mo.gov/businessentity/verification>

ATTACHMENT D

**GLOBAL CROSSING TELEMAGEMENT, INC.'S
CERTIFICATE OF GOOD STANDING - MISSOURI**

STATE OF MISSOURI



Robin Carnahan
Secretary of State

CORPORATION DIVISION CERTIFICATE OF GOOD STANDING

I, ROBIN CARNAHAN, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

GLOBAL CROSSING TELEMAGEMENT, INC.

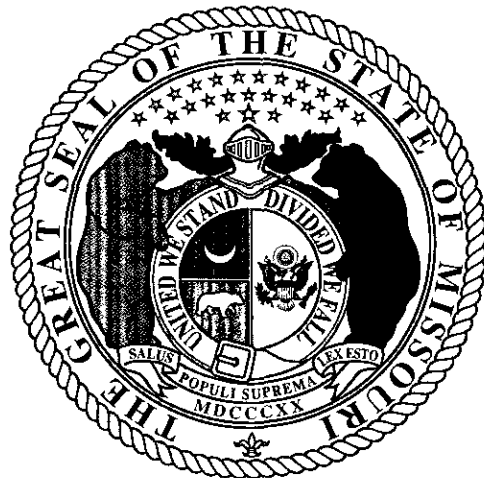
using in Missouri the name

**GLOBAL CROSSING TELEMAGEMENT, INC.
F00446329**

a WISCONSIN entity was created under the laws of this State on the 24th day of September, 1997, and is in good standing, having fully complied with all requirements of this office.

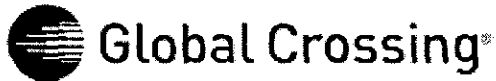
IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 24th day of March, 2005


Secretary of State



Certification Number: 7512752-1 Reference:
Verify this certificate online at <http://www.sos.mo.gov/businessentity/verification>

ATTACHMENT E
SUBSCRIBER NOTIFICATION



DATE, 2005

Dear Customer:

Global Crossing Telecommunications, Inc. and its affiliated companies ("Global Crossing") currently provide your local and/or long distance service. Matrix Telecom, Inc. ("Matrix") has agreed to acquire some of the assets of Global Crossing and will shortly begin providing local and/or long distance services to Global Crossing customers currently being served by the Global Crossing Small Business Group. This transfer 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 transition will occur in the near future, but not before May 15, 2005. Unless you have begun using a service provider other than Global Crossing prior to this date, Matrix will transition your current local and/or long distance service to Matrix. If Global Crossing is not your local service provider, the change to 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. 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 transition your service to Matrix. After the transfer, you must contact your local carrier if you want to re-establish a preferred carrier freeze.

Until the actual transfer date, Global Crossing will continue to be responsible for all customer service and billing issues. You should contact Global Crossing with any complaints or other customer services inquiries you may have prior to the transfer. After the transfer date, you should refer your questions to Matrix.

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

Sincerely,

Matrix Telecom, Inc.

Global Crossing Telecommunications, Inc.