

NEWMAN, COMLEY & RUTH

PROFESSIONAL CORPORATION
ATTORNEYS AND COUNSELORS AT LAW

MONROE BLUFF EXECUTIVE CENTER
601 MONROE STREET, SUITE 301
P.O. BOX 537

JEFFERSON CITY, MISSOURI 65102-0537

TELEPHONE: (573) 634-2266

FACSIMILE: (573) 636-3306

www.ncrpc.com

November 9, 2005

ROBERT K. ANGSTEAD
ROBERT J. BRUNDAGE
MARK W. COMLEY
LANETTE R. GOOCH
CATHLEEN A. MARTIN

MARTIN A. MILLER
STEPHEN G. NEWMAN
THOMAS R. O'TOOLE
JOHN A. RUTH
ALICIA EMBLEY TURNER

FILED⁴

NOV - 9 2005

Missouri Public
Service Commission

VIA HAND DELIVERY

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

Re: *Joint Application*
Claricom Networks, LLC and Matrix Telecom, Inc.

Dear Judge Dale:

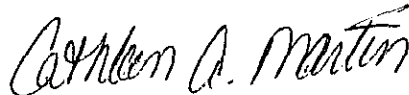
Please find enclosed for filing in the referenced matter the original and five copies of a Joint Application along with a Motion for Expedited Treatment. Also enclosed is a Motion for Protective Order concerning Attachment C to the Joint Application. Finally, I enclose the original and five copies of Attachment C filed under seal. 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:clv

Enclosures

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

BEFORE THE
MISSOURI PUBLIC SERVICE COMMISSION

Missouri Public
Service Commission

Joint Application of)
)
Claricom Networks, LLC and)
Matrix Telecom, Inc.)
)
)
for Expedited Approval of the Transfer)
of Membership Interests and the)
Merger of Claricom Networks, LLC)
and Matrix Telecom, Inc.)

Docket No. _____

JOINT APPLICATION

Claricom Networks, LLC (hereinafter referred to as "Claricom") and Matrix Telecom, Inc. (hereinafter referred to as "Matrix"), (together "Applicants"), by their undersigned counsel, pursuant to RSMO 392.300 and 4 CSR 240-3.520, hereby request approval of the proposed transfer of all of the membership interests of Claricom, currently held by Stacom Holdings LLC, ultimately to Matrix and of the merger of Claricom with and into Matrix.

In support of this Application, Applicants state the following:

I. PARTIES.

1. 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 Missouri.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. Claricom also provides interstate and international telecommunications services pursuant to the authorities granted to it by the Federal Communications Commission. Claricom's Certificate of Good Standing in the State of

1 September 23, 1997 Case No. TA-98-47

Missouri is attached hereto as Attachment A.

2. Stacom Holdings LLC (hereinafter referred to as "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.

3. 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 United States. Matrix is authorized to provide intrastate inter-exchange telecommunications services in Missouri.² 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 to provide local telecommunications services in Missouri.³ Matrix also provides interstate and international telecommunications services pursuant to the authorities granted to it by the Federal Communications Commission. Matrix's Certificate of Good Standing in the State of Missouri is attached hereto as Attachment B.

4. EnergyTRACS Acquisition Corp. (hereinafter referred to as "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.

5. Platinum Equity, LLC (hereinafter referred to as "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. Attached hereto as Attachment C is a current organizational chart reflecting the relationship of the Applicants prior to the transactions described herein as well as a post-transaction organizational chart. A copy of Applicants' organizational charts are attached hereto as

2 January 18, 2004 Case No. XA-2004-0238

3 October 31, 2005 Case Nos. CA-2005-0393 (C) & YC-2005-0947 (T)

Attachment C. The information filed in Attachment C is privileged and confidential and therefore is being submitted separately as an appendix to Applicants' Motion for a Protective Order. Such Motion seeks confidential treatment of all information contained in Attachment C and is being filed pursuant to 4 CSR § 240-2.085, solely, for the purpose of the Commission's in-camera review. By this Application, Applicants seek Commission approval 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.

6. 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. Attached hereto as Attachment D is a listing of the officers and directors of Matrix and Claricom. 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 and Claricom into one company. To that end, Applicants seek approval 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

7. Grant of 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. Approval 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. Therefore, approval of the proposed transaction is in the public interest.

8. 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.

9. Neither Matrix nor Claricom 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 the last three (3) years of the date of Applicants.

10. No annual reports or fees are overdue for any of the Applications.

IV. REQUEST FOR EXPEDITED APPROVAL.

11. Applicants request that the Commission process this Application on an expedited basis to insure that the transaction can be completed on December 31, 2005. Expedition is warranted so that Applicants may transfer the Claricom 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 Applicants to arrange an orderly and seamless transition of the customers from Claricom to Matrix.

12. Applications for approval of this transaction will be filed with the FCC and every state in which Applicants are required to file for approval. Letters of notification will be sent to all other states in which Matrix and Claricom operate. Applicants 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. 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. Therefore, the public interest would be served by Commission grant of expedited approval of this Application.

V. CONTACT INFORMATION.

13. Applicants 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

Mark W. Comley
Cathleen A. Martin
Newman, Comley & Ruth P.C.
601 Monroe Street, Suite 301
P.O. Box 537
Jefferson City, MO 65102-0537
Telephone: (573) 634-2266
Facsimile: (573) 636-3306
email: comleym@ncrpc.com
martinc@ncrpc.com

Counsel to Applicants

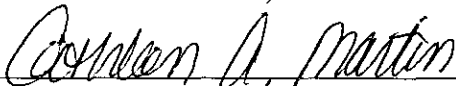
VI. CONCLUSION.

14. For the reasons stated herein, Applicants request expedited approval 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, as described herein, to permit Applicants to consummate this merger on December 31, 2005.

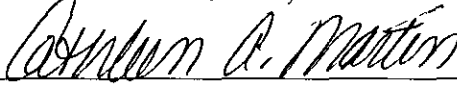
Dated this 9th day of November, 2005.

Respectfully Submitted,

MATRIX TELECOM, INC.


Mark W. Comley #28847
Cathleen A. Martin #45682
Newman, Comley & Ruth P.C.
601 Monroe Street, Suite 301
P.O. Box 537
Jefferson City, MO 65102-0537
(573) 634-2266
(573) 636-3306 FAX
comleym@ncrpc.com
martinc@ncrpc.com

CLARICOM NETWORKS, LLC


Mark W. Comley #28847
Cathleen A. Martin #45682
Newman, Comley & Ruth P.C.
601 Monroe Street, Suite 301
P.O. Box 537
Jefferson City, MO 65102-0537
(573) 634-2266
(573) 636-3306 FAX
comleym@ncrpc.com
martinc@ncrpc.com

Judith A. Riley, Esq.
Telecom Professionals, Inc.
2912 Lakeside Drive
Oklahoma City, OK 73120
(405) 755-8177
(405) 755-8377 FAX
jriley@telecompliance.net

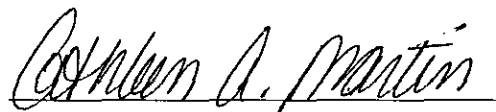
Judith A. Riley, Esq.
Telecom Professionals, Inc.
2912 Lakeside Drive
Oklahoma City, OK 73120
(405) 755-8177
(405) 755-8377 FAX
jriley@telecompliance.net

Its Attorneys

Its 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 9th day of November, 2005, to General Counsel's Office at gencounsel@psc.state.mo.us; and Office of Public Counsel at opcservice@ded.state.mo.us.




VERIFICATION

STATE OF OKLAHOMA)
) SS
COUNTY OF OKLAHOMA)

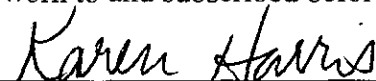
I, Dennis E. Smith, hereby declare under penalty of perjury, that I am the President of Matrix Telecom, Inc. and Claricom Networks, LLC; that I am authorized to make this verification on behalf of Matrix and Claricom; that I have read the foregoing; and that the facts stated therein are true and correct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

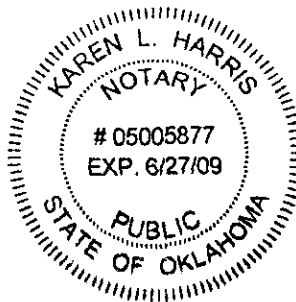
Sworn to and subscribed before me this 13th day of September, 2005.



Notary Public

My Commission expires:

6/27/09



ATTACHMENT A

**CLARICOM'S CERTIFICATE OF GOOD STANDING – MISSOURI
(ATTACHED)**



Robin Carnahan
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF GOOD STANDING

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

CLARICOM NETWORKS, LLC

existing in Missouri the name

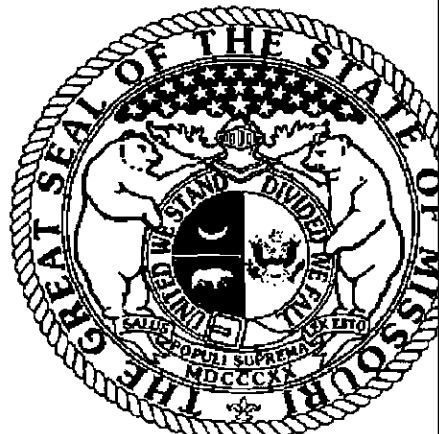
CLARICOM NETWORKS, LLC
FL0069004

DELAWARE entity was created under the laws of this State on the 8th day of August, 2004 and is in good standing, having fully complied with all requirements of this office.

IN WITNESS WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 1st day of September, 2005

Robin Carnahan

Secretary of State



ATTACHMENT B

**MATRIX'S CERTIFICATE OF GOOD STANDING – MISSOURI
(ATTACHED)**



Robin Carnahan
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF GOOD STANDING

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

MATRIX TELECOM, INC.

existing in Missouri the name

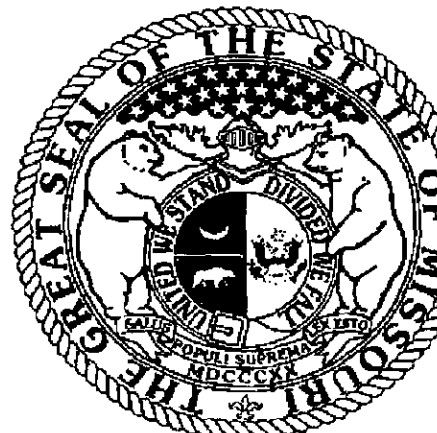
**MATRIX TELECOM, INC.
F00399876**

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

Robin Carnahan

Secretary of State



ATTACHMENT C

PRE-TRANSACTION ORGANIZATIONAL CHART

&

**POST-TRANSACTION ORGANIZATIONAL CHART
(FILED UNDER SEAL)**

ATTACHMENT D
OFFICERS AND DIRECTORS
(ATTACHED)

Claricom Networks, LLC

Eva M. Kalawski	Manager, Vice President and Secretary
Dennis Smith	President
Charles Taylor	Chief Financial Officer
Robert J. Joubran	Vice President and Treasurer
Gregory Taylor	Vice President
Stephen T. Zollo	Vice President
Sally A. Ward	Assistant Secretary
Dawn Walloch	Assistant Treasurer

Matrix Telecom, Inc.

Eva M. Kalawski	Director, Vice President and Secretary
Dennis Smith	President
Robert J. Joubran	Vice President and Treasurer
Stephen T. Zollo	Vice President
Sally A. Ward	Assistant Secretary
Barbara J. Schmidt	Assistant Treasurer
Dawn Walloch	Assistant Treasurer

ATTACHMENT E

**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 wish to locate another carrier providing service in your area, you may contact Matrix for such information.

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, 2912 Lakeside Drive, Suite 200, Oklahoma City, Oklahoma 73120.

Sincerely,

Matrix Telecom, Inc.
Claricom Networks, LLC