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April 11, 2007

VIA OVERNIGHT MAIL

Public Utilities Commission of Ohio
Attention: Docketing Division
180 East Broad Street
Columbus, OH 43215-3793

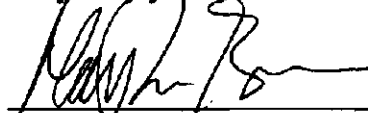
Dear Sir/Madam:

07-411-TP-ATR

Enclosed herein for filing on behalf of Trinsic Communications, Inc. ("Trinsic Communications"), Touch 1 Communications, Inc. ("Touch 1"), and any successor in interest of either, including a Chapter 7 bankruptcy trustee (collectively, "Trinsic"), and Matrix Telecom, Inc. ("Matrix") (and, together with Trinsic, the "Petitioners"), please find a original and ten (10) copies of a Telecommunications Application Form, in which the Petitioners seek approval of a proposed transfer of Trinsic's assets used to provide local and long distance telecommunications services to Matrix. Attached as exhibits to the form are a narrative description of the transaction, a certificate of good standing for Matrix, a list of officers and directors of Matrix, and a customer notice affidavit.

Please stamp and return to us in the enclosed envelope the copy provided for that purpose. Should you have any questions regarding this filing, please do not hesitate to contact the undersigned at (202) 637-2000.

Very truly yours,



Matthew A. Brill
Richard R. Cameron
Attorneys for Matrix Telecom, Inc.

Enclosures

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The Public Utilities Commission of Ohio
TELECOMMUNICATIONS APPLICATION FORM

(Effective: 10/01/2004)

(Pursuant to Case Nos. 99-998-TP-COI and 99-563-TP-COI)

In the Matter of the Application of Trinsic Communications, Inc.,)

Touch 1 Communications, Inc. and Matrix Telecom, Inc.)

Joint Petition for Approval of a Transfer of Assets)

Case No. 07 - 411 - TP - ATR

Name of Registrant(s) Matrix Telecom, Inc.

DBA(s) of Registrant(s) _____

Address of Registrant(s) 7171 Forest Lane, Suite 700, Dallas, Texas 75230

Company Web Address www.matrixbt.com

Regulatory Contact Person(s) Scott Klopach Phone (214) 432-1468

Fax (214) 432-1576

Regulatory Contact Person's Email Address sklopach@matrixbt.com

Contact Person for Annual Report Dana Hoyle Phone (214) 432-1453

Consumer Contact Information Dana Hoyle Phone (214) 432-1453

Date April 9, 2007 TRF Docket No. _____ - CT-TRF or _____ - TP-TRF

Motion for protective order included with filing? ☐ Yes ☒ No

Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: waiver(s) tolls any automatic timeframe]

Company Type (check all applicable): ☒ CTS (IXC) ☐ ILEC ☒ CLEC ☐ CMRS ☐ AOS

☐ Other (explain) _____

NOTE: This form must accompany all applications filed by telecommunication service providers subject to the Commission's rules promulgated in Case No. 99-998-TP-COI, as well as by ILECs filing an ARB or NAG case pursuant to the guidelines established in Case No. 96-463-TP-UNC. *It is preferable **NOT** to combine different types of filings, but if you do so, you must file under the process with the longest applicable review period.*

I. Please indicate the reason for submitting this form (check one)

☐ 1 (AAC) Application to Amend Certificate by a CLEC to modify Serving Area (0-day notice, 7 copies)

☐ 2 (ABN) Abandonment of all Services

☐ a. CLEC (90-day approval, 10 copies) ☐ b. CTS (14-day approval, 10 copies) ☐ c. ILEC (**NOT** automatic, 10 copies)

☐ 3 (ACE) New Operating Authority for providers other than CMRS (30-day approval, 7 copies); for CMRS, see item No. 15 on this page.

☐ a. Switched Local ☐ b. Non-switched local ☐ c. CTS ☐ d. Local and CTS ☐ e. Other (explain) _____

☐ 4 (ACO) LEC Application to Change Ownership (30-day approval, 10 copies)

☐ 5 (ACN) LEC Application to Change Name (30-day approval, 10 copies)

☐ 6 (AEC) Carrier-to-Carrier Contract Amendment to an agreement approved in a NAG or ARB case (30-day approval, 7 copies)

NOTE: see item 25 (CTR) on page two of this form for all other contract filings.

☐ 7 (AMT) LEC Merger (30-day approval, 10 copies)

☐ 8 (ARB) Application for Arbitration (see 96-463-TP-COI for applicable process, 10 copies)

☐ 9 (ATA) Application for Tariff Amendment for Tier 1 Services, Application to Reclassify Service Among Tiers, or Change to Non-Tier Service

☐ a. Tier 1 (and Carrier-to-Carrier tariff filings as set forth in 95-845-TP-COI)

☐ i. Pre-filing submittal (30-day pre-filing submittal with Staff and OCC; **Do Not Docket**, 4 copies)

☐ ii. New End User Service which has been preceded by a 30-day pre-filing submittal with Staff for all submittals and also with OCC for Tier 1 residential services (0-day filing, 10 copies)

☐ iii. New End User Service (**NOT** preceded by a 30-day filing submittal, 30-day approval, 10 copies)

☐ iv. New Carrier-to-Carrier Service which has been preceded by a 30-day pre-filing with Staff (0-day filing, 10 copies)

☐ v. Change in Terms and Conditions, textual revision, correction of error, etc. (30-day approval, 10 copies)

☐ vi. Grandfather service (30-day approval, 10 copies)

☐ vii. Initial Carrier-to-Carrier Services Tariff subsequent to ACE approval (60-day approval, 10 copies)

☐ viii. *Withdrawal of Tier 1 service must be filed as an "ATW", not an "ATA" - see item 12, below*

☐ b. Reclassification of Service Among Tiers (**NOT** automatic, 10 copies)

☐ c. Textual revision with no effect on rates for non-specific or non-tier service (30-day approval, 10 copies)

☐ 10 (ATC) Application to Transfer Certificate (30-day approval, 7 copies)

☒ 11 (ATR) LEC Application to Conduct a Transaction Between Utilities (30-day approval, 10 copies) *See Application Narrative, Exhibit A*

☐ 12 (ATW) Application to Withdraw a Tier 1 Service

☐ a. CLEC (60-day approval, 10 copies) ☐ b. ILEC (**NOT** automatic, 10 copies)

☐ 13 (CIO) Application for Change in Operations by Non-LEC Providers (0-day notice, 7 copies)

☐ 14 (NAG) Negotiated Interconnection Agreement Between Carriers (0-day effective, 90-day approval, 8 copies)

☐ 15 (RCC) For CMRS providers only to Register or to Notify of a Change in Operations (0-day notice, 7 copies)

☐ 16 (SLF) Self-complaint Application

☐ a. CLEC only - Tier 1 (60-day automatic, 10 copies)

☐ b. Introduce or increase maximum price range for Non-Specific Service Charge (60-day approval, 10 copies)

☐ 17 (UNC) Unclassified (explain) _____ (NOT automatic, 15 copies)

☐ 18 (ZTA) Tariff Notification Involving only Tier 2 Services

NOTE: Notifications do not require or imply Commission Approval.

☐ a. New End User Service (0-day notice, 10 copies)

☐ b. Change in Terms and Conditions, textual revision, correction of error, etc. (0-day notice, 10 copies)

- ☐ c. Withdrawal of service (0-day notice, 10 copies)
☐ 19 Other (explain) _____ (NOT automatic, 15 copies)

THE FOLLOWING ARE TRF FILINGS ONLY, NOT NEW CASES (0-day notice, 3 copies)

- ☐ 20 Introduction or Extension of Promotional Offering
☐ 21 New Price List Rate for Existing Service
☐ a. Tier 1 ☐ b. Tier 2
☐ 22 Designation of Registrant's Process Agent(s)
☐ 23 Update to Registrant's Maps
☐ 24 Annual Tariff Option For Tier 2 Services - indicate which option you intend to adopt to maintain the tariff. NOTE, changing options is only permitted once per calendar year.
☐ Paper Tariff ☐ Electronic Tariff. If electronic, provide the tariff's web address: _____

THE FOLLOWING ARE CTR FILINGS ONLY, NOT NEW CASES (0-day notice, 7 copies)

- ☐ 25 Application to establish, revise, or cancel an end-user contract. (NOTE: see item 6 on page 1 of this form for carrier-to-carrier contract amendments)
 CTR Docket No. _____ - _____ - TP - CTR (Use same CTR number throughout calendar year)

II. Please indicate which of the following exhibits have been filed. The numbers (corresponding to the list on page (1) and above) indicate, at a minimum, the types of cases in which the exhibit is required:

<input type="checkbox"/>	[all]	A copy of any motion for waiver of O.A.C. rule(s) associated with this filing. NOTE: the filing of a motion for waiver tolls any automatic timeframe associated with this filing.
<input type="checkbox"/>	[3]	Completed Service Requirements Form.
<input type="checkbox"/>	[3, 9(vii)]	A copy of registrant's proposed tariffs. (Carrier-to-Carrier resale tariff also required if facilities-based)
<input type="checkbox"/>	[3]	Evidence that the registrant has notified the Ohio Department of Taxation of its intent to conduct operations as a telephone utility in the State of Ohio.
<input type="checkbox"/>	[3]	Brief description of service(s) proposed.
<input type="checkbox"/>	[3a-b,3d]	Explanation of whether applicant intends to provide <input type="checkbox"/> resold services, <input type="checkbox"/> facilities-based services, or <input type="checkbox"/> both resold and facilities-based services.
<input type="checkbox"/>	[3a-b,3d]	Explanation as to whether CLEC currently offers CTS services under separate CTS authority, and whether it will be including those services within its CLEC filing, or maintaining such CTS services under a separate affiliate.
<input type="checkbox"/>	[3a-b,3d]	Explanation of how the proposed services in the proposed market area are in the public interest.
<input type="checkbox"/>	[3a-b,3d]	Description of the proposed market area.
<input type="checkbox"/>	[3a-b,3d]	Description of the class of customers (e.g., residence, business) that the applicant intends to serve.
<input type="checkbox"/>	[3a-b,3d]	Documentation attesting to the applicant's financial viability, including the following: 1) An executive Summary describing the applicant's current financial condition, liquidity, and capital resources. Describe internally generated sources of cash and external funds available to support the applicant's operations that are the subject of this certification application. 2) Copy of financial statements (actual and pro forma income statement and a balance sheet). Indicate if financial statements are based on a certain geographical area(s) or information in other jurisdictions 3) Documentation to support the applicant's cash and funding sources.
<input type="checkbox"/>	[3a-d]	Documentation attesting to the applicant's technical and managerial expertise relative to the proposed service offering(s) and proposed service area.
<input type="checkbox"/>	[3a-d]	Documentation indicating the applicant's corporate structure and ownership.
<input type="checkbox"/>	[3a-b,3d]	Information regarding any similar operations in other states. Also, if this company has been previously certified in the State of Ohio, include that certification number.
<input type="checkbox"/>	[3a-b,3d]	Verification that the applicant will maintain local telephony records separate and apart from any other accounting records in accordance with the GAAP.
<input type="checkbox"/>	[3a-b,3d]	Verification of compliance with any affiliate transaction requirements.
<input type="checkbox"/>	[3a-b,3d]	Explanation as to whether rates are derived through (check all applicable): <input type="checkbox"/> interconnection agreement, <input type="checkbox"/> retail tariffs, or <input type="checkbox"/> resale tariffs.
<input type="checkbox"/>	[1,3a-b,3d]	Explanation as to which service areas company currently has an approved interconnection or resale agreement.
<input type="checkbox"/>	[3a-b,3d, 9a(i-iii)]	Explanation of whether applicant intends to provide Local Services which require payment in advance of Customer receiving dial tone.
<input type="checkbox"/>	[3a,3b,3d, 9a(i-iii)]	Tariff sheet(s) listing the services and associated charges that must be paid prior to customer receiving dial tone (if applicable).
<input type="checkbox"/>	[3a-b,3d,8]	Letters requesting negotiation pursuant to Sections 251 and 252 of the Telecommunications Act of 1996 and a proposed timeline for construction, interconnection, and offering of services to end users.
X	[3-5,7,10-11,13]	Certification from Ohio Secretary of State as to party's proper standing (domestic or foreign corporation, authorized use of fictitious name, etc.). In transfer of certificate cases, the transferee's good standing must be established. See Exhibit B
X	[3-4,7,10-11,13]	List of names, addresses, and phone numbers of officers and directors, or partners. See Exhibit C
<input type="checkbox"/>	[3]	A sample copy of the customer bill and disconnection notice the applicant plans to utilize.
X	[1,4,9,10-13,16-21]	Copy of superseded tariff sheet(s) & price list(s), if applicable. Not applicable - no tariff changes are proposed at this time
X	[1,4,9,10-13,16-21]	Copy of revised tariff sheets & price lists. Not applicable - no tariff changes are proposed at this time
<input type="checkbox"/>	[3]	Provide a copy of any customer application form required in order to establish residential service, if applicable.
<input type="checkbox"/>	[1-2,4-7,9,12-13,16,18-23,25]	Description of and rationale for proposed tariff changes, including a complete description of the service(s) proposed or affected. Specify for each service affected whether it is <input type="checkbox"/> business; <input type="checkbox"/> residence; or <input type="checkbox"/> both. Also indicate whether it is a <input type="checkbox"/> switched or <input type="checkbox"/> dedicated service. Include this information in either the cover letter or Exhibit C.

<input type="checkbox"/>	[1,2,4,9a(v-vi), 5,10,16,18(b-c), 21]	Specify which notice procedure has been/will be utilized: <input type="checkbox"/> direct mail; <input type="checkbox"/> bill insert; <input type="checkbox"/> bill notation or <input type="checkbox"/> electronic mail. NOTE: <input type="checkbox"/> Tier 1 price list increases must be within an approved range of rates. <input type="checkbox"/> SLF Filings – Do NOT send customer notice until it has been reviewed and approved by Commission Staff
<input type="checkbox"/>	[2,4-5,9a(v), 9b, 10,12-13,16, 18(b-c),20-21]	Copy of real time notice which has been/will be provided to customers. NOTE: SLF Filings – Do NOT send customer notice until it has been reviewed and approved by Commission Staff
X	[1,2,5,9a(v),11-13, 18, 21(increase only)]	Affidavit attesting that customer notice has been provided. <i>See Exhibit D.</i>
<input type="checkbox"/>	[2,12]	Copy of Notice which has been provided to ILEC(s).
<input type="checkbox"/>	[2,12]	Listing of Assigned (NPA) NXX's where in the LECs (NPA) NXX's would be reassigned.
<input type="checkbox"/>	[2,4,10,12-13,]	List of Ohio exchanges specifically involved or affected.
<input type="checkbox"/>	[14]	The interconnection agreement adopted by negotiation or mediation.
<input type="checkbox"/>	[15]	For commercial mobile radio service providers, a statement affirming that registrant has obtained all necessary federal authority to conduct operations being proposed, and that copies have been furnished by cellular, paging, and mobile companies to this Commission of any Form 401, 463, and / or 489 which the applicant has filed with the Federal Communications Commission.
<input type="checkbox"/>	[15]	Exhibits must include company name, address, contact person, service description, and evidence of registration with the Ohio Secretary of State.
<input type="checkbox"/>	[24]	Affidavit that total price of contract exceeds total cost of all regulated services.
<input type="checkbox"/>	[5,13]	New title sheet with proposed new company name.
<input type="checkbox"/>	[1,3,13]	For CLECs, List of Ohio Exchanges the applicant intends to serve (Use spreadsheet from: http://www.puc.state.oh.us/puco/forms/form.cfm?doc_id=357).
<input type="checkbox"/>	[1,3a-b,3d,7, 10,13, 23]	Maps depicting the proposed serving and calling areas of the applicant. If Mirroring Large ILEC exchanges for both serving area and local calling areas: • Serving area must be clearly reflected on an Ohio map attached to tariffs and textually described in tariffs by noting that it is reflecting a particular large ILEC/CLEC territory, and listing the involved exchanges. • Local calling areas must be clearly reflected on an Ohio map attached to the tariffs, and/or clearly delineated in tariffs, including a complete listing of each exchange being served and all exchanges to which local calls can be made from each of those exchanges. If Self-defining serving area and/or local calling area as an area other than that of the established ILEC exchange(s): • Serving Area must be clearly reflected on an Ohio map attached to the tariffs, and textually described in tariffs by listing the involved exchanges. • Local Calling Areas must be described in the tariff through textual delineation and clear maps. Maps for self-defined serving and local calling areas are required to be traced on United States Geological Survey topography maps. These maps are the Standard Topographic Quadrangle maps, 7.5 minute 1:24,000.
<input type="checkbox"/>		Other information requested by the Commission staff.
<input type="checkbox"/>	[3]	Initial certification that includes Tier 2 Services, indicate which option you intend to adopt to maintain the tariff: <input type="checkbox"/> Paper Tariff <input type="checkbox"/> Electronic Tariff - If electronic, provide the web address for the tariff.

III. Registrant hereby attests to its compliance with the following requirements in the Service Requirements Form, as well as all pertinent entries and orders issued by the Commission with respect to these issues. Further, registrant hereby affirms that it will maintain with its TRF docket an up-to-date, properly marked, copy of the Service Requirements Form available for public inspection.

MANDATORY REQUIREMENTS FOR ALL BASIC LOCAL EXCHANGE AND CTS PROVIDERS:

- ☒ Sales tax
- ☒ Minimum Telephone Service Standards (MTSS)
- ☒ Surcharges

MANDATORY REQUIREMENTS FOR ALL BASIC LOCAL EXCHANGE PROVIDERS:

- ☒ 1+ IntraLATA Presubscription

SERVICE REQUIREMENTS FOR PROVISION OF CERTAIN SERVICES (CHECK ALL APPLICABLE):

- ☒ Discounts for Persons with Communication Disabilities and the Telecommunication Relay Service [Required if toll service provided]
- ☒ Emergency Services Calling Plan [Required if toll service provided]
- ☐ Alternative Operator Service (AOS) requirements [Required for all providing AOS (including inmate services) service]
- ☐ Limitation of Liability Language [Required for all who have tariff language that may limit their liability]
- ☐ Termination Liability Language [Required for all who have early termination liability language in their tariffs]
- ☒ Service Connection Assistance (SCA) [Required for all LECs]
- ☐ Local Number Portability and Number Pooling [Required for facilities-based LECs]
- ☐ Package Language [Required for tariffs containing packages or service bundles containing both local and toll and/or non-regulated services]

IV. List names, titles, phone numbers, and addresses of those persons authorized to respond to inquiries from the Consumer Services Department on behalf of the applicant regarding end-user complaints:

Dana Hoyle Phone (214) 432-1453

Matrix Business Technologies, 7171 Forest Lane, Suite 700, Dallas, Texas 75230

V. List names, titles, phone numbers, and addresses of those persons authorized to make and/or affirm or verify filings at the Commission on behalf of the applicant:

Dana Hoyle Phone (214) 432-1453; Scott Klopach Phone (214) 432-1468

Matrix Business Technologies, 7171 Forest Lane, Suite 700, Dallas, Texas 75230

NOTE: An annual report is required to be filed with the Commission by each company on an annual basis. The annual report form will be sent for completion to the address and individual(s) identified in this Section unless another address or individual is so indicated.

VI. List Name(s), DBA(s) and PUCO Certification Number(s) of any affiliates you have operating in Ohio under PUCO authority, whether Telecommunication or other. (If needed, use a separate sheet and check here: ☐)

Trinsic Communications, Inc. is authorized to provide local exchange service and interexchange service pursuant to Docket Number 00-937-TP-ACE, Certificate Number 90-9140 (Sep. 20, 2000). Touch 1 Communications, Inc. is authorized to provide interexchange service pursuant to Docket Number FL879660 (Aug. 29, 1994). Matrix Telecom, Inc. is authorized to provide local exchange service and interexchange service pursuant to Docket Number 05-443-TP-ACE (May 5, 2005).

AFFIDAVIT

Compliance with Commission Rules and Service Standards

I am an officer of the applicant corporation, _____, and am authorized to make this statement
(Name of Company)
on its behalf. I attest that these tariffs comply with all applicable rules, including the Minimum Telephone Service Standards (MTSS) for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules, including the Minimum Telephone Service Standards, as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the state of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on _____ at _____
(Date) (Location)

*(Signature and Title)

(Date)

**** This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.***

VERIFICATION

I, Scott Klopach, verify that I have utilized, verbatim, the Commission's Telecommunications Application Form and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.

Scott Klopach, VP & GC 4/5/07
*(Signature and Title) (Date)

**Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

Exhibit A
Application Narrative

**Before the
Public Utilities Commission of Ohio**

In the Matter of)	
)	
Trinsic Communications, Inc.,)	No. _____
Touch 1 Communications, Inc., and)	
any Successor in Interest, Including a)	
Chapter 7 Bankruptcy Trustee)	
)	
AND)	
)	
Matrix Telecom, Inc.)	
)	
Joint Application for Approval of a)	
Transfer of Assets)	

JOINT APPLICATION FOR APPROVAL OF A TRANSFER OF ASSETS

Trinsic Communications, Inc. ("Trinsic Communications"), Touch 1 Communications, Inc. ("Touch 1"), and any successor in interest of either, including a Chapter 7 bankruptcy trustee (collectively, "Trinsic"), and Matrix Telecom, Inc. ("Matrix") (and, together with Trinsic, the Applicants), by their undersigned counsel and pursuant to Case Nos. 99-998-TP-COI and 99-563-TP-COI hereby request approval from the Public Utilities Commission of Ohio ("Commission") to transfer control of Trinsic's assets used to provide local and long distance telecommunications services to Matrix.

On March 21, 2007, Trinsic and Tide Acquisition Corporation ("Tide") entered into an Asset Purchase Agreement,¹ (the "APA") under which Tide would acquire the assets of Trinsic used to provide telecommunications services, as well as Trinsic's customer accounts across the nation, including in Ohio. Tide subsequently assigned its rights under the APA to

¹ Asset Purchase Agreement by and among Tide Acquisition Corporation, as Purchaser, and Trinsic, Inc., Trinsic Communications, Inc., Touch 1 Communications, Inc., Z-Tel Network Services, Inc., and Z-Tel Consumer Services, LLC, as Sellers, dated as of March 21, 2007.

Matrix. The proposed transaction will cause no interruption in service to customers. No existing service will be discontinued, reduced, or impaired as an immediate result of the sale of these assets. Furthermore, this transaction will have no immediate impact on the rates for any services Trinsic currently provides to any customer.

Trinsic and Matrix urgently request that the Commission approve the proposed sale before June 4, 2007. On February 7, 2007, Trinsic and its affiliates filed a petition for relief under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Alabama (the "Bankruptcy Court"). Trinsic ultimately determined that a successful business reorganization would not be possible and, following a Court-supervised auction, entered into the APA, which provides for the sale of its assets to Matrix. The APA requires the sale to be complete on or before June 4, 2007, and this deadline has been approved by the Bankruptcy Court. Accordingly, the Applicants, respectfully request that the Commission approve this application as expeditiously as possible in advance of that date in order to allow them to meet their contractual obligations.

In support of this Application, Applicants provide the following information:

I. Description of the Applicants

A. Trinsic

Trinsic Communications, a Delaware corporation, and Touch 1, an Alabama corporation, are both wholly owned subsidiaries of Trinsic, Inc., a Delaware corporation, which was founded in January 1998 as Z-Tel Technologies, Inc. Trinsic provides circuit-switched local

and long-distance telephony services in 49 states and the District of Columbia. In Ohio, Trinsic holds Commission-issued authority to provide local exchange and interexchange services.²

Trinsic provides residential and business local and long distance telecommunications services in combination with enhanced communications features accessible through the telephone, the Internet, and certain personal digital assistants. These Trinsic services include a suite of proprietary Internet-based and voice-activated functions called "Trinsic Center," which feature voicemail, "Find Me," "Notify Me," caller identification, call forwarding, three-way calling, call waiting, and speed dialing services, as well as a "Personal Voice Assistant," which utilizes voice-recognition technology so that users can access secure, online personal address books from any phone using simple voice commands in order to send voice e-mails, find contact information and dial numbers, among other things.

At the end of 2006, Trinsic served approximately 150,000 residential and business customers, in addition to approximately 23,000 stand-alone presubscribed long distance customers, primarily by reselling wholesale long distance services and "local wholesale" services purchased from the Bell Operating Companies and other large incumbent local exchange carriers ("ILECs"). In addition, in 2004, Trinsic began offering "voice over Internet protocol," or "VoIP" services as an alternative to its other traditional circuit-switched service offerings.

As a result of changes to its cost structure resulting from, among other factors, the elimination of ILEC unbundled network element platform ("UNE-P") offerings, Trinsic was forced to seek relief from the Bankruptcy Court on February 7, 2007. The proposed sale of its assets to Matrix provides an opportunity to ensure continuity of service to Trinsic's customers.

² Trinsic Communications is authorized to provide local exchange service and interexchange service pursuant to Docket Number 00-937-TP-ACE, Certificate Number 90-9140 (Sep. 20, 2000). Touch 1 Communications, Inc. is authorized to provide interexchange service pursuant to Docket Number FL879660 (Aug. 29, 1994).

B. Matrix

Since 1999, Matrix, a Texas corporation, has been an indirect wholly owned subsidiary of Platinum Equity, LLC ("Platinum Equity"), a Delaware limited liability company headquartered in Beverly Hills, California. Platinum Equity is a global firm specializing in the merger, acquisition, and operation of companies that provide services and solutions to customers in a broad range of business markets, including telecommunications, information technology, logistics, manufacturing, and entertainment distribution. Since its founding in 1995, Platinum Equity has acquired more than 60 businesses with more than \$12 billion in aggregate revenue at the time of acquisition.

Matrix provides competitive integrated communications services, including local, long distance, and toll-free voice services plus a wide range of data services, such as dedicated Internet access, frame relay, and point-to-point transmission services, chiefly to enterprise customers throughout the United States. Matrix holds Commission-issued authority to provide local exchange and interexchange services in Ohio.³ In 2005, Matrix completed the acquisition of certain assets from Global Crossing Telecommunications, Inc. ("GC") primarily consisting of the customer base of GC's Small Business Group.

Matrix also is affiliated with Americatel Corporation ("Americatel") and soon will be affiliated with Startec Global Operating Company ("Startec"), both Delaware corporations. Platinum Equity has indirectly controlled Americatel since it acquired indirect ownership of 95 percent of its equity in July 2006. Americatel provides international and domestic facilities-based and resold long distance services, including "dial around" casual calling (i.e., 1010XXX) service and presubscribed 1+ calling services, in each of the 48 contiguous

³ Matrix is authorized to provide local exchange service and interexchange service pursuant to Docket Number 05-443-TP-ACE (May 5, 2005).

states, with a particular emphasis on serving the needs of United States customers with connections to Latin America and the Caribbean. In addition, Platinum Equity will soon obtain indirect control of Startec, which provides long distance, Internet, and other communications services in over 45 states and internationally. The parties expect the Startec merger to close later this year, following receipt of necessary regulatory approvals. Platinum Equity, through its ownership of these companies, and Matrix, based on its history of successful operation, have amply demonstrated their qualifications to purchase and operate Trinsic's assets.

C. Contact Information for the Applicants:

Questions or any correspondence, orders, or other materials pertaining to this Application should be directed to the following.

For Trinsic:

Peggy Rubino
Senior Vice President, Regulatory and Legal
Affairs
Trinsic, Inc.
601 S. Harbour Island Blvd., Suite 220
Tampa, Florida 33602

Tel: (813) 233-4628
Fax: (813) 233-4620

With a copy to:

Christopher S. Strickland, Esq.
Levine, Block & Strickland LLP
945 E. Paces Road
2270 Resurgens Plaza
Atlanta, Georgia 30326

Tel: (404) 231-4567
Fax: (404) 231-4618

For Matrix:

Scott Klopach
Vice-President of Regulatory Affairs and
General Counsel
Matrix Telecom, Inc.
7171 Forest Lane, Suite 700
Dallas, Texas 75230

Tel: (214) 432-1468
Fax: (214) 432-1576

With copies to:

Eva Kalawski
Executive Vice President, General Counsel
and Secretary
Platinum Equity, LLC
360 North Crescent Drive, South Building
Beverly Hills, California 90210
Tel: (310) 712-1850
Fax: (310) 712-1863

Matthew A. Brill
Richard R. Cameron
Latham & Watkins LLP
555 Eleventh Street, N.W., Suite 1000
Washington, D.C. 20004-1304
Tel: (202) 637-2225
Fax: (202) 637-2201

II. Description of Transaction

On February 7, 2007, as described above, Trinsic and its affiliates sought relief from creditors before the Bankruptcy Court. During the Bankruptcy Court proceedings, Trinsic ultimately determined that a successful business reorganization would not be possible. Tide, a newly formed subsidiary of Platinum Equity, was the winning bidder in an auction conducted under the supervision of the Bankruptcy Court, and entered into the APA with Trinsic on March 21, 2007. Tide subsequently assigned its rights and obligations under the APA to Matrix. The APA requires the sale to be completed within 75 days, or on or before June 4, 2007, and has been approved by the Bankruptcy Court.

The Applicants anticipate that this sale will be seamless and transparent to Trinsic's customers. Under the terms of the APA, Matrix will acquire Trinsic's entire local and long distance customer base, together with its rights and responsibilities under contracts necessary to operate Trinsic's business, Trinsic's real and personal property, equipment, fixtures,

intellectual property, trademarks, and most other Trinsic assets. Thus, the proposed sale of Trinsic's assets to Matrix will cause no interruption in service to customers. No existing service will be discontinued, reduced, or impaired as a result of the sale of these assets. Furthermore, this transaction will not affect rates for, or terms or conditions of, any service being provided by Trinsic to customers in Ohio. Further, Matrix will continue to provide service to these customers using the Trinsic names, possibly on a co-branded basis.

III. Public Interest Statement

The proposed transaction will serve the public interest in Ohio. *First*, the sale of Trinsic's assets to Matrix will ensure that Trinsic's customers continue to receive high-quality telecommunications services without interruption or disruption that would otherwise be caused by their originally chosen carrier's bankruptcy. Trinsic is in liquidation, and can no longer continue to provide service to its customers. In the absence of a sale of its assets and customer base to another carrier, such as Matrix, each Trinsic customer would lose service and be forced to seek out a carrier independently that can replicate its existing services.

Second, the transaction will strengthen competition in Ohio by helping Matrix's business to grow. As Matrix's presence in Ohio expands, Matrix will be better able to achieve economies of scale and scope, which will permit it to offer lower prices, maintain and improve service quality, and launch new services. As a result, Matrix will become a stronger competitor, bringing more of the well-recognized benefits of vigorous competition to telecommunications customers throughout Ohio.

Third, the transaction will benefit customers by permitting Matrix to integrate Trinsic's proprietary technologies, described above, into its own services to create new, "best-of-class" offerings. In this way, the sale will ensure that the benefits Trinsic's customers currently

enjoy remain available to them, and also may become available to Matrix's existing customers, benefiting the entire merged customer base.

Fourth, the Applicants will comply with FCC rules requiring Matrix to certify to the FCC that it has provided at least 30 days' written notice to each customer affected by this transaction, 47 C.F.R. § 64.1120(e)(1-3).

* * * * *

For the foregoing reasons, the Applicants respectfully request that the Commission approve the proposed sale of assets from Trinsic to Matrix. Finally, the Applicants respectfully request that the Commission grant this relief before June 4, 2007, to permit them to meet their contractual obligations under the APA, as approved by the Bankruptcy Court.


Respectfully submitted,

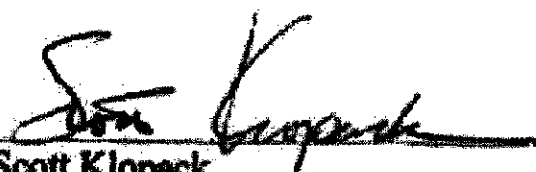
TRINSIC COMMUNICATIONS, INC.,
TOUCH 1 COMMUNICATIONS, INC.,

MATRIX TELECOM, INC.

By:

By:


Peggy Rubino
Senior Vice President, Regulatory and
Legal Affairs
Trinsic, Inc.
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Tampa, Florida 33602


Scott Klopach
Vice-President of Regulatory Affairs
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Dallas, Texas 75230

Matthew A. Brill
Richard R. Cameron
Latham & Watkins LLP
555 Eleventh Street, N.W., Suite 1000
Washington, D.C. 20004-1304

Exhibit B

Matrix Telecom, Inc. Good Standing Certificate

**United States of America
State of Ohio
Office of the Secretary of State**

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show MATRIX TELECOM, INC., a Texas corporation, having qualified to do business within the State of Ohio on February 24, 1992 under License No. 814250 is currently in GOOD STANDING upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 23rd day of February, A.D. 2005*

J. Kenneth Blackwell

Ohio Secretary of State

Validation Number: V200551F7068F

Exhibit C

Officers of Matrix

Russell Lambert - President and Chief Executive Officer
Charles G. Taylor - Vice President and Chief Financial Officer
Paul Bird - Sr. Vice President of Technology
Stephen A. Wagner - Vice President of Sales and Client Services
Kevin P Gorman - Vice President of Marketing
Brian Gustas - Vice President of Wholesale Services
Scott Klopach - Vice President of Regulatory Affairs and General Counsel
Laurie Rodriguez - Vice President of Financial Planning and Analysis

Address of all Officers:

Matrix Telecom, Inc.
7171 Forest Lane
Suite 700
Dallas, TX 75230

Main Phone Number: (214) 432-1447

Customer Notice Affidavit

AFFIDAVIT

Compliance with Customer Notice Requirements

I am an officer of the applicant corporation, Matrix Telecom, Inc., and I am authorized to make this statement
(Name of Company)
on its behalf. I attest that Matrix will provide notice to each customer affected by this transaction according to the rules of the Federal Communications Commission, 47 C.F.R. § 64.1120(e)(1)-(3).

Executed on 4/6/07 at Dallas, Tx
(Date) (Location)

Scott K. Korman 4/6/07
(Signature and Title) (Date)
V.P. & General Counsel