

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Joint) Application No. C-4267
Application of Comtel Telcom)
Assets LP, Irving, Texas, and)
Matrix Telecom, Inc., Dallas,) GRANTED
Texas, seeking approval of a)
transfer of assets and customer)
base.) Entered: May 25, 2010

BY THE COMMISSION:

On April 8, 2010, an application was filed by Comtel Telcom Assets LP, ("Comtel"), Irving, Texas, and Matrix Telecom, Inc., ("Matrix"), Dallas, Texas, (together with Comtel, the "Applicants") seeking approval of a transfer of assets and customer base of Comtel to Matrix. Notice of the application was published in The Daily Record, Omaha, Nebraska, on April 13, 2010. No protests were filed; therefore, this application is processed pursuant to the Commission's Rule of Modified Procedure.

O P I N I O N A N D F I N D I N G S

The Parties:

Comtel is a Texas limited partnership with principal offices located in Irving, Texas. Comtel is majority owned by Comtel Assets Corp., which is wholly owned by Denham Commodity Partners Fund III LP. Comtel was authorized as a resale and facilities-based local exchange, exchange access and interexchange telecommunication services provider in the State of Nebraska by virtue of authority granted by the Commission on March 14, 2006, under Docket C-3506.

Matrix is a Texas corporation with principal offices in Dallas, Texas. Matrix was authorized as a resold interexchange telecommunications services provider in the State of Nebraska by virtue of authority granted by the Commission on February 19, 1991, under Docket C-865.

Description of the Transaction:

According to the application, Matrix will acquire customer accounts and substantially all assets of Comtel customers necessary to provide telecommunications services in the State of Nebraska pursuant to an Asset Purchase Agreement entered into by Applicants as of March 13, 2010.

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The Applicants anticipate that the proposed transaction will be seamless and transparent to any customers in Nebraska. The Applicants state that Matrix will continue to offer service with no change in rates or terms and conditions of service. Because Matrix will have Comtel's assets and assume Comtel's telecommunications operation in Nebraska, Comtel requests that the Commission cancel its authority to provide telecommunications services granted in Docket C-3506.

The Applicants state that the proposed transaction is in the public interest because the transaction will ensure that Nebraska customers will continue to enjoy high quality telecommunications services and receive uninterrupted interstate and international services.

Based on the evidence, we find the application to be fair and reasonable and in the public interest. The application should be granted.

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-4267, be, and it is hereby, granted.

IT IS FURTHER ORDERED that the Certificate of Public Convenience and Necessity and tariffs for Comtel be cancelled upon notification by the Applicants that the transfer is complete.

MADE AND ENTERED at Lincoln, Nebraska, this 25th day of May, 2010.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:



Chairman



ATTEST:



//s// Frank E. Landis
//s// Gerald L. Vap

Executive Director