

Trina R. LeRiche
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Chicago
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Los Angeles
New York
San Francisco
Short Hills, N.J.
St. Louis
Washington, D.C.
West Palm Beach

November 24, 2003

VIA FEDERAL EXPRESS

Mr. Dale H. Roberts
Executive Secretary
Missouri Public Service Commission
200 Madison Street, Suite 100
P.O. Box 360
Jefferson City, Missouri 65102-0360

FILED³

NOV 25 2003

Missouri Public
Service Commission

RE: For a Certificate of Service Authority to Provide Interexchange
Telecommunications Services and for Competitive Classification in the State of
Missouri

Dear Mr. Roberts:

Please find enclosed the original and 14 copies of the Application for a Certificate of
Authority and Competitive Classification.

Please return one "filed" copy of the Application to me in the enclosed return envelope.

Very truly yours,


Trina R. LeRiche

TRL/lsc
Enclosures
cc: Office of Public Counsel
General Counsel

FILED³

NOV 25 2003

Missouri Public
Service Commission

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI**

In the Matter of the Application of)	
)	
Matrix Telecom, Inc. d/b/a IE Com)	
)	Case No. _____
For a Certificate of Service Authority)	
To Provide Interexchange Telecommunications)	
Services and for Competitive Classification)	
in the State of Missouri.)	

**APPLICATION FOR A CERTIFICATE OF SERVICE AUTHORITY
AND COMPETITIVE CLASSIFICATION**

Pursuant to the Order Approving Transfer of Assets and Granting a Waiver of 4 CSR 240.33.150 issued in Case No. XM-2003-0274 on May 29, 2003 (the "Order," attached hereto as **Exhibit A**), Matrix Telecom, Inc. d/b/a IE Com ("Matrix" or "Applicant"), by its undersigned counsel, and pursuant to Mo. Rev. Stat. § 392.440, and 4 CSR 240-2.060, hereby submits its application for a Certificate of Service Authority to operate as a reseller of intrastate interexchange telecommunications services in the State of Missouri. Additionally, pursuant to Mo. Rev. Stat. §§ 392.361 and 392.420, Matrix requests that it be classified as competitive, and requests that certain Commission rules and statutory provisions be waived pursuant to Mo. Rev. Stat. § 392.420. In support thereof, Matrix provides the following information, as well as its tariff.

I. QUALIFICATIONS

Applicant's legal name is Matrix Telecom, Inc. In Missouri, Matrix Telecom, Inc. will do business under the registered fictitious name "IE Com."¹ Applicant may be reached at its principal place of business:

¹ Matrix Telecom, Inc. was classified as a "competitive" telecommunications company in Missouri on February 22, 2000 in Docket No. TA-2000-361. As such, Matrix Telecom, Inc. is currently doing business in Missouri as Matrix Telecom, Inc., and will continue to do business as Matrix Telecom, Inc.

300 N. Meridian
Oklahoma City, Oklahoma 73120
Telephone: (405) 951-9300
Facsimile: (405) 951-9444
Email address:

Matrix is organized under the laws of the State of Texas. A copy of Matrix's Certificate of Authority to transact business in the State of Missouri as a Foreign Corporation is attached hereto as **Exhibit B(1)**. A copy of Matrix's Certificate of Good Standing is attached hereto as **Exhibit B(2)**.

3. Matrix will do business as IE Com. Matrix's Registration of Fictitious Name, has been previously filed with the Commission on August 21, 2003, pursuant to the Order and is attached hereto as **Exhibit C**.

4. All inquiries, correspondence, communications, pleadings, notices, orders and decisions pertaining to this application should be directed to Applicant's attorneys of record:

Mark P. Johnson
Trina R. LeRiche
Sonnenschein Nath & Rosenthal LLP
4520 Main Street, Suite 1100
Kansas City, Missouri 64111
Telephone: (816) 460-2400
Facsimile: (816) 531-7545

5. Questions concerning the ongoing operations of Applicant following certification should be directed to:

Greg Taylor, General Counsel
300 N. Meridian
Oklahoma City, Oklahoma 73120
Telephone: (405) 717-9612
Facsimile: (800) 296-4723

II. PROPOSED SERVICES

6. Matrix seeks authority to provide resold intrastate interexchange telecommunications services to subscribers to and from all points in the state of Missouri.

Matrix proposes to provide resold interexchange services, including, but not limited to, direct-dial "1+" long-distance message telecommunications service ("MTS") and prepaid and postpaid calling card service to business and residential customers. MTS services are provided via Feature Group Access. Matrix's services are available on a full time basis, 24 hours a day, seven days a week.

7. Pursuant to the Order, Matrix is adopting, ratifying, and making its own, in every respect as if the same had been originally filed by it, all schedules, rules, notices, concurrences, schedule agreements, divisions, authorities or other instruments whatsoever filed with the Public Service Commission, State of Missouri, by International Exchange Communications, Inc. d/b/a IE COM in its P.S.C.MO. No. 1. Matrix is attaching the Title Sheet and Adoption Notice as **Exhibit D**. The Title Sheet and Adoption Notice have been provided separately to the Commission.

8. Matrix possesses managerial and technical expertise to provide competitive interexchange telecommunications services in Missouri. Matrix's officers and other members of its management team are well qualified to execute its business plan, having extensive managerial, financial, and technical telecommunications experience. A description of the qualifications of Matrix's management team is attached as **Exhibit E**.

9. Matrix has adequate financial resources to conduct its telecommunications operations as proposed in this Application. Confidential financial information pertaining to Matrix's financial resources has been filed pursuant to a Protective Order in Case No. XM-2003-027, filed as attachment E, filed pursuant to a Protective Order to the Joint Application of Matrix Telecom, Inc. and International Exchange Communications, Inc. for Approval of the Transfer of Certain Assets and Related Transactions and a Waiver of Applicable Anti-Slamming Regulations.

10. Matrix's toll-free number for customer inquiries is (800) 829-9866.

11. Matrix has no pending action or final unsatisfied judgments or decisions against it from any state or federal agency or court which involve customer service or rates, which action, judgment or decision has occurred within three (3) years of this application.

12. Matrix has no overdue annual report or assessment fees.

III. CLASSIFICATION AS A COMPETITIVE TELECOMMUNICATIONS COMPANY AND WAIVER OF CERTAIN REGULATORY REQUIREMENTS

13. Matrix also requests classification of its proposed telecommunications services as competitive, with accompanying reduced regulation, pursuant to Mo. Rev. Stat. §§ 392.361 and 392.420. Matrix respectfully requests that the Commission suspend, waive, or modify the application of the following statutory provisions and rules consistent with the Commission's treatment of other competitive interexchange carriers:

(a) Missouri Commission Rules

4 CSR 240.3.545(2)(C)	Posting of Rate Schedules.
4 CSR 240-10.020	Depreciation fund income.
4 CSR 240-30.040	Uniform system of accounts.
4 CSR 240-33.030	Inform customers of lowest price.

(i) Missouri Statutes

Section 392.210.2	Uniform System of Accounts.
Section 392.240.1	Just and Reasonable Rates.
Section 392.270	Ascertain Property Values.
Section 392.280	Depreciation Accounts.
Section 392.290	Issuance of Securities.
Section 392.300.2	Acquisition of Stock.
Section 392.310	Issuance of Stocks and Debt.
Section 392.320	Stock Dividend Payment.
Section 392.330	Issuance of Securities, Debts, and Notes.
Section 392.340	Reorganizations.

14. The above-referenced statutory provisions and rules have been waived with regard to other interexchange carriers in prior cases. These statutory provisions or rules are principally designed to apply to noncompetitive telecommunications carriers. It would be

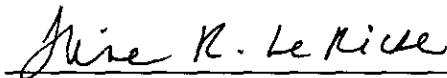
inconsistent with the goal and purpose of Mo. Rev. Stat. § 392.530, to apply them to a competitive telecommunications carrier such as Matrix. No public utility will be affected by granting the requested waivers.

15. Matrix, pursuant to Mo. Rev. Stat. § 386.570 will comply with all orders and regulations of the commission applicable to providers of competitive interexchange telecommunications services, except those that are specifically waived by the commission pursuant to a request filed by Applicant.

16. Matrix submits that the public interest will be served by Commission approval of this application because Matrix's proposed services will create and enhance competition and expand customer service options consistent with the legislative goals set forth in the Federal Telecommunications Act of 1996 and Mo. Rev. Stat. Chapter 392. Prompt approval of this application will expand the availability of innovative, high quality, and reliable telecommunications services within the State of Missouri.

WHEREFORE, Matrix Telecom, Inc. d/b/a IE Com requests that the Missouri Public Service Commission grant the requested Certificate of Service Authority, to provide resold interexchange telecommunications services in the State of Missouri, classify Applicant's proposed services as competitive, and grant a waiver of the statutes and regulations referenced above.

Respectfully submitted,



Mark P. Johnson MO #30740
Trina R. LeRiche MO #46080
Sonnenschein Nath & Rosenthal LLP
4520 Main Street, Suite 1100
Kansas City, Missouri 64111
Telephone: (816) 460-2400
Facsimile: (816) 531-7545
Counsel for Matrix Telecom, Inc. d/b/a IE Com

Dated: Nov. 24, 2003

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of the foregoing Application has been sent this date to the General Counsel's Office and the Office of the Public Counsel by depositing same in the U.S. Mail, postage prepaid, this 24th day of November, 2003.

June R. LeRiche
Attorneys for Matrix Telecom, Inc.


VERIFICATION

STATE OF MISSOURI)
) SS:
COUNTY OF JACKSON)

COMES NOW Trina R. LeRiche, being of lawful age and duly sworn, who swears and affirms as follows:


1. My name is Trina R. LeRiche, and I am an attorney for Matrix Telecom, Inc. In that capacity, I am authorized to verify this document and the information contained therein.

2. The information contained in this document is true and accurate the best of my knowledge and belief.



Trina R. LeRiche

Subscribed and sworn to before me this 24th day of November, 2003.



Notary Public

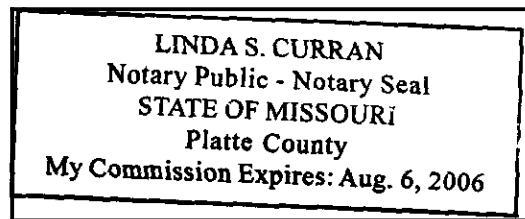


EXHIBIT A

Order Approving Transfer of Assets and Granting a Waiver of 4 CSR 240-33.150

STATE OF MISSOURI
PUBLIC SERVICE COMMISSION

At a session of the Public Service
Commission held at its office in
Jefferson City on the 29th day
of May, 2003.

In the Matter of the Joint Application of Matrix Telecom,)
Inc., and International Exchange Communications, Inc.,)
for Approval of the Transfer of Certain Assets and) Case No. XM-2003-0274
Related Transactions and a Waiver of Applicable Anti-)
slamming Regulations.)

ORDER APPROVING TRANSFER OF ASSETS,
AND GRANTING A WAIVER OF 4 CSR 240-33.150

Syllabus: This order approves the transfer of assets and subscribers of International Exchange Communications, Inc., to Matrix Telecom, Inc., and grants a waiver of Commission rule 4 CSR 240-33.150.

On February 5, 2003, IECOM and Matrix filed a joint application for approval of the transfer of assets and subscribers of IECOM to Matrix and for a waiver of Commission rule 4 CSR 240-33.150. On March 6, 2003, the Applicants filed a supplement to their application.

Matrix was granted a certificate by the Commission on December 15, 1991, in Case No. TA-91-237. IECOM was granted a certificate by the Commission on December 27, 1999, in Case No. TA-2000-196. On December 29, 2000, IECOM and Matrix entered into a management services agreement under which Matrix has been providing telecommunications services to IECOM's customers under IECOM's supervision. The management services agreement also contained an asset purchase agreement.

On January 4, 2001, IECOM filed a voluntary petition under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court, Northern District of California, San Francisco Division. The companies now come to the Commission for authority to transfer the assets of IECOM to Matrix pursuant to Section 392.300, RSMo, and 4 CSR 240-2.060.

Applicants further request a waiver of 4 CSR 240-33.150, which requires customer authorization and verification of changes in telecommunications providers. Applicants state that among the assets being transferred is the right to use IECOM's name, logos, etc., and it intends to continue service to IECOM's customers under the same rates, terms, and conditions as IECOM. The Applicants state that the transfer will allow IECOM's customers to avoid a discontinuance of service that would otherwise occur if the transfer is not approved. The Applicants also state that the transfer will be transparent to the current customers of IECOM.

The Applicants stated that the sale of assets will have no tax impact on any political subdivision in Missouri and that the companies have no pending or final judgments against them from any state or federal agency that involve customer service or rates. Applicants stated that they were current on Missouri assessments and fees and in filing annual reports.

The Commission's Staff filed its recommendation regarding the sale of assets on April 10, 2003. On April 21, 2003, Staff filed a supplemental response to its recommendation. Staff recommended that the approval of the proposed transactions not become effective until the following conditions have been met:

- 1) That Matrix Telecom, Inc. receive authorization from the Missouri Secretary of State to use the fictitious name Matrix Telecom, Inc. d/b/a

International Exchange Communications, Inc., and that Matrix file such authorization with the Commission; 2) That Matrix Telecom, Inc. apply for a certificate of service authority as Matrix Telecom, Inc. d/b/a International Exchange Communications, Inc. and receive such certificate from the Commission; and 3) That Matrix Telecom, Inc. d/b/a International Exchange Communications, Inc. adopt International Exchange Communications, Inc.'s tariff.

Staff also recommended that the Commission grant a waiver of the applicable subscribed authorization and verification requirement, 4 CSR 240-33.150, under the condition that the customers receive notice of the transactions. The rule requires, among other things, that no subscriber's selection of a provider of telecommunications service will be changed without that subscriber's authorization and without the carrier's confirmation of that authorization.

No response to Staff's recommendations was filed.

The standard for approval of a sale of assets is that the sale will not be detrimental to the public interest. The Commission has reviewed the application and Staff's recommendations and finds that the proposed sale of assets will have no adverse impact on the Missouri customers of IECOM and Matrix. The Commission finds that the transaction is not detrimental to the public interest and should be approved. In addition, the Commission finds that the conditions recommended by Staff are appropriate. The Commission also determines that waiver of 4 CSR 240-33.150 is consistent with the purposes of Chapter 392, RSMo, and reasonable so long as the customers of the applicants receive the notice provided in the application. Therefore, the Commission will grant a waiver of 4 CSR 240-33.150.

IT IS THEREFORE ORDERED:

1. That the joint application of International Exchange Communications, Inc., to Matrix Telecom, Inc., for approval of a sale of assets is granted.

2. That International Exchange Communications, Inc., and Matrix Telecom, Inc., are authorized to take any and all lawful actions necessary to carry out the proposed sale of assets presented to the Commission.

3. That before Matrix Telecom, Inc., may operate in the state of Missouri as Matrix Telecom, Inc., d/b/a International Exchange Communications, Inc., it must receive authorization from the Missouri Secretary of State to use the fictitious name Matrix Telecom, Inc., d/b/a International Exchange Communications, Inc., and that Matrix shall file a copy of that authorization with the Commission.

4. That before Matrix Telecom, Inc., may operate in the state of Missouri as Matrix Telecom, Inc., d/b/a International Exchange Communications, Inc., it must be granted a certificate of service authority as Matrix Telecom, Inc., d/b/a International Exchange Communications, Inc.

5. That before Matrix Telecom, Inc., may operate in the state of Missouri as Matrix Telecom, Inc., d/b/a International Exchange Communications, Inc., it shall adopt International Exchange Communications, Inc.'s tariff.

6. That a waiver of Commission rule 4 CSR 240-33.150, Verification of Orders for Changing Telecommunications Service Provider, is granted.

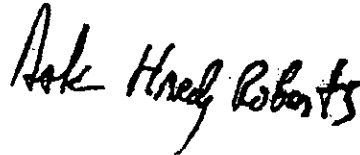
7. That Matrix Telecom, Inc. d/b/a International Exchange Communications, Inc., shall notify its customers that it has assumed the provision of the telecommunications

services in the next regular billing cycle of its customers after the transactions are complete.

8. That Matrix Telecom, Inc., shall file a report in this case stating the status of the transactions and conditions set out in the ordered paragraphs above no later than August 27, 2003, and continuing every 90 days until it has notified the Commission that all the conditions and transactions have been completed.

9. That this order shall become effective on June 8, 2003.

BY THE COMMISSION



**Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge**

(S E A L)

Simmons, Ch., Murray, Gaw,
and Forbis, CC., concur.
Clayton, C., absent.


Dippell, Senior Regulatory Law Judge

STATE OF MISSOURI

OFFICE OF THE PUBLIC SERVICE COMMISSION

**I have compared the preceding copy with the original on file in this office and
I do hereby certify the same to be a true copy therefrom and the whole thereof.**

**WITNESS my hand and seal of the Public Service Commission, at Jefferson City,
Missouri, this 29th day of May 2003 .**



Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge

MISSOURI PUBLIC SERVICE COMMISSION
May 29, 2003

Case No. XM-2003-0274

Dana K Joyce
P.O. Box 360
200 Madison Street, Suite 800
Jefferson City, MO 65102

John B Coffman
P.O. Box 7800
200 Madison Street, Suite 640
Jefferson City, MO 65102

Trina R. LeRiche, Esq.
Matrix Telecom, Inc. and International
Exchange Communications, Inc.
4520 Main Street, Suite 1100
Kansas City, MO 64111

Enclosed find a certified copy of an ORDER in the above-numbered case(s).

Sincerely,



Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge

EXHIBIT B(1)

Certificate of Authority to transact business in the State of Missouri as a Foreign Corporation

STATE OF MISSOURI



Judith K. Moriarty

SECRETARY OF STATE
CORPORATION DIVISION - CERTIFICATE OF AUTHORITY

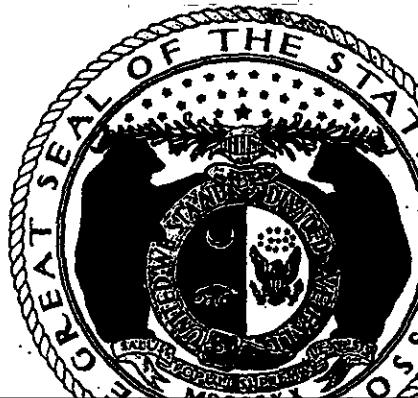
REAS,
TRIX TELECOM, INC.

NG IN MISSOURI THE NAME
TRIX TELECOM, INC.

COMPLIED WITH THE GENERAL AND BUSINESS CORPORATION LAW
WHICH GOVERNS FOREIGN CORPORATIONS; BY FILING IN THE OFFICE
OF THE SECRETARY OF STATE OF MISSOURI AUTHENTICATED EVIDENC
OF ITS INCORPORATION AND GOOD STANDING UNDER THE LAWS OF TH
E STATE OF TEXAS.

THEREFORE, I, JUDITH K. MORIARTY, SECRETARY OF STATE O
F THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT SAID CORPORAT
ION IS FROM THIS DATE DULY AUTHORIZED TO TRANSACT BUSINESS IN
THE STATE OF MISSOURI, AND IS ENTITLED TO ALL RIGHTS AND PRIVILEGES
GRANTED TO FOREIGN CORPORATIONS UNDER THE GENERAL AND BUSIN
ESS CORPORATION LAW OF MISSOURI.

TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
EIGHTEENTH DAY OF AUGUST, 1994.



Judith K. Moriarty

EXHIBIT B(2)

Certificate of Good Standing

STATE OF MISSOURI



Matt Blunt
Secretary of State

**CORPORATION DIVISION
CERTIFICATE OF GOOD STANDING**

I, MATT BLUNT, 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 14th day of October, 2003


Secretary of State



Certification Number: 6150699-1 Page 1 of 1 Reference:

Verify this certificate online at <http://www.sos.state.mo.us/business/verify/certificate>

EXHIBIT C

Registration of Fictitious Name



FILED⁴

AUG 21 2003

Missouri Public Service Commission

File Number: 200316621503
 Date Filed: 06/04/2003 01:16 PM
 Matt Blunt
 Secretary of State
 Matt Blunt, Secretary of State

Corporation Division
 P.O. Box 778 / 600 W. Main Street, Room 213
 Jefferson City, MO 64102

Registration of Fictitious Name

(Submit in duplicate with filing fee of \$7)

(Must be typed or printed)

This information is for the use of the public and gives no protection to the name being registered. There is no provision in this Chapter to keep another person or business entity from adopting and using the same name. (Chapter 417, RSMo)

The undersigned is doing business under the following name, and at the following address:

Business name to be registered: RE Com

Business Address: 300 N. Meridian
 (P.O. Box alone not acceptable)
 City, State and Zip Code: Oklahoma City, OK 73120

The parties having an interest in the business, and the percentage they own are (if a business entity is owner, indicate business name and percentage owned. If all parties are jointly and severally liable, percentage of ownership need not be listed):

Name of Owners, Individual or Business Entity	Street and Number	City and State	Zip Code	If Listed, Percentage of ownership must equal 100%
<u>Matrix Telecom, Inc.</u>	<u>300 North Meridian</u>	<u>Oklahoma City, OK</u>	<u>73120</u>	<u>100%</u>

In Affirmation thereof, the facts stated above are true:

(The undersigned understands that false statements made in this filing are subject to the penalties of a false declaration under Section 575.060 RSMo 1986.)

[Signature] Dennis Smith 6-3-03
 (Authorized Signature) (Printed Name) (Date)

[Signature] [Printed Name] [Date]
 (Authorized Signature) (Printed Name) (Date)

[Signature] [Printed Name] [Date]
 (Authorized Signature) (Printed Name) (Date)

State of Missouri
 Fictitious Creation 1 Page(s)



T0315521583

Corp. 34 (8/82)

FOR OFFICIAL USE ONLY
 Check # _____
 Amount _____
 Filer's Initials _____

EXHIBIT D

Adoption Notice and Title Sheet

Matrix Telecom, Inc. d/b/a IE Com

P.S.C. Mo. Tariff No. 1
First Revised Title Sheet
Replaces Original Title Sheet

TITLE SHEET

RESALE INTEREXCHANGE TELECOMMUNICATIONS SERVICES

This tariff applies to the resold long distance interexchange telecommunications services furnished by Matrix Telecom, Inc. d/b/a IE Com ("IE Com," "Company" or "Carrier") between one or more points in the State of Missouri. This tariff is on file with the Missouri Public Service Commission, and copies may be inspected, during normal business hours, at Carrier's principal place of business, 300 North Meridian, Oklahoma City, Oklahoma 73120.

Matrix Telecom, Inc. d/b/a IE Com operates as a competitive telecommunications company within the State of Missouri.

Issued: _____, 2003

Effective: _____, 2003

Dennis Smith, President
Matrix Telecom, Inc. d/b/a IE Com
300 N. Meridian
Oklahoma City, OK 73120

Matrix Telecom, Inc. d/b/a IE Com

P.S.C. Mo. Tariff No. 1
Original Adoption Notice Page

ADOPTION NOTICE

Matrix Telecom, Inc. d/b/a IE Com hereby adopts, ratifies, and makes its own, in every respect as if the same had been originally filed by it, all schedules, rules, notices, concurrences, schedule agreements, divisions, authorities or other instruments whatsoever filed with the Public Service Commission, State of Missouri, by International Exchange Communications, Inc. d/b/a IE Com in its P.S.C.MO. No. 1.

By this notice, it also adopts and ratifies all supplements or amendments to any of the above schedules, etc., which International Exchange Communications, Inc. d/b/a IE Com has heretofore filed with said Commission.

Issued: _____, 2003

Effective: _____, 2003

Issued by: Dennis Smith, President
Matrix Telecom, Inc. d/b/a IE Com
300 N. Meridian
Oklahoma City, OK 73120

EXHIBIT E

Matrix Management Team Qualifications

Charles G. Taylor, Jr.
Chief Financial Officer

Mr. Taylor has over 14 years of telecommunications experience. Mr. Taylor joined Matrix as its Chief Financial Officer in October 2001, and has responsibility for all finance, accounting, collections and regulatory affairs. Prior to joining Matrix, Mr. Taylor founded and was President of Local Gateway Exchange. From 1996 to 2000, Mr. Taylor was Executive Vice President – Retail Business Development for Pacific Gateway Exchange. In 1990, Mr. Taylor founded Matrix Telecom, Inc. and served as that company's Chief Operating Officer from 1990 to 1996. In 1987, Mr. Taylor founded VarTec Telecom, where he served as Vice President – Finance 1987 to 1990.

Mr. Taylor graduated cum laude with a BS-Accounting from Lamar University and has been a Certified Public Accountant in Texas since 1984.

Dennis Smith
President

Mr. Smith has over 12 years of telecommunications management, development, network operations and technical experience. Prior to becoming President of Matrix, Mr. Smith served as director of strategic planning and new business development for DCA Services, where he was directly responsible for strategic planning, partnerships, and acquisitions. Smith also served as DCA's director of back office services. Under his leadership, the company added call center, provisioning and other services to the product line. Mr. Smith began his telecommunications career at WorldCom in 1987, serving in a variety of roles within that company. He joined Oklahoma City-based Zenex Communications in 1996 as director of network operations, and later served as Zenex's vice president of operations.

Smith graduated Del City High School in 1981 and attended Oklahoma State University, where he received a degree in electronics engineering technology.

Rick Nagel
Executive Vice President, Sales & Marketing

Mr. Nagel serves as Matrix's Executive Vice President, Sales & Marketing, and is directly responsible for domestic and international sales, account management, marketing and corporate communications. Since 2001, Mr. Nagel has also been President of DCA Services, where he has responsibility for guiding DCA's strategic direction and day-to-day operations. Prior to becoming President of DCA, Mr. Nagel served as DCA's vice president and chief operating officer, and was responsible for overseeing the operations of eight major departments within DCA, including product development, customer support, corporate quality assurance, carrier services, training, sales and marketing. In that position, he was also responsible for strategic planning and business development for DCA. Prior to that, Mr. Nagel served as vice president of sales and marketing, and was directly responsible for domestic and international sales, account management, marketing and corporate communications. As vice president of sales and marketing, Mr. Nagel drove DCA's sales and marketing efforts, shifting DCA's marketing focus from just billing services to complete back office operations. Mr. Nagel's other roles within DCA have included project management, quality assurance and client services.

Mr. Nagel holds a Bachelor of Science degree in environmental science from the University of Oklahoma's College of Engineering.

Greg Taylor
Vice President and Legal Counsel

Mr. Taylor serves as vice president and legal counsel for both Matrix and DCA Services. During his career at these two organizations, he has managed matters before a variety of state and federal regulatory agencies, state tax authorities, and state courts nationwide. Mr. Taylor has worked on state and federal tariff filing and modification, tax and regulatory fee remittance, consumer issues, state audit management and other regulatory compliance issues. He is also responsible for negotiating carrier, customer and vendor contracts. Prior to his appointment as legal counsel, Mr. Taylor served as DCA's director of legal and regulatory affairs, and as back office services manager. Before joining DCA, Mr. Taylor served as the manager of billing services for Zenex Communications, Inc., managing both the credit and collections department and the billing department. Among other things, Mr. Taylor streamlined Zenex's processes and increased billings by more than \$1 million. Mr. Taylor also previously served as director of sales and marketing for TouchTone Solutions, Inc., an entrepreneurial endeavor that developed, marketed and sold telecommunications network surveillance software.

Mr. Taylor holds a Bachelor of Science in business administration and political science from Southern Nazarene University, a Master of Arts in communications from Regent University, and a Juris Doctor from Oklahoma City University, Oklahoma City. Mr. Taylor is a member of the State Bar of Oklahoma and has been admitted to the Supreme Court of Oklahoma.

Craig Brooks
Vice President of Operations

Mr. Brooks has over 15 years experience in telecommunications software development, product life cycles, and business expertise. As Matrix's vice president of operations, he directs and manages strategic activity for four key departments: revenue assurance, billing operations, back office services and customer support. Previously employed by DCA Services as a developer on the legacy billing and customer care systems from 1994 to 1996, Mr. Brooks returned to DCA in 1999 to serve in the joint role of subject matter expert (SME) and systems architect. As SME, Mr. Brooks provided on-going analyses of the telecommunications industry and examined needs and requests of DCA clients. As systems architect, he was responsible for interpreting client information and translating it into design documents used by DCA's development staff to implement new features. Mr. Brooks began his telecommunications career in the United States Air Force, where he was stationed with a telecommunications group in Oklahoma City. Through routine deployments around the world, he gained experience with a myriad of systems from Regional Bell Operating Companies (RBOCs) to third world country telephone companies (PTTs). He later moved into software development with Tinker Air Force Base Programming Center, specializing in relational database work associated with network and facility monitoring and reporting. The systems his group deployed and maintained were used along the entire Digital European Backbone. Mr. Brooks has also previously worked as a systems analyst for Amerivision-LifeLine, and as manager of information systems for Logix Communications. At Amerivision, Mr. Brooks developed an entire back office solution from customer care and provisioning to billing and collections. At Logix, he helped to develop and deploy back office systems used for end-user and wholesale billing markets. He was later promoted to national

billing director, managing 11 divisions over four states for billing services that ranged from 1+ retail to CPE and interconnect services with annual revenues of more than \$220 million.

Brooks has attended WorldCom Object Oriented Boot Camp and has received additional training in Advanced OO Design, Frame Relay Circuit Design and Relational Database Design Concepts. He is currently pursuing his bachelor's degree in organizational leadership at Southern Nazarene University, and is a current standing member of the society of American Computing Machinery (ACM).