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November 5, 2015

VIA ELECTRONIC FILING

Hon. Kathleen H. Burgess, Secretary
New York Public Service Commission
Agency Building 3
Three Empire State Plaza
Albany, NY 12223-1350

Re: Joint Petition Garrison TNCI LLC, TNCI Operating Company LLC, Impact Telecom, Inc. and Matrix Telecom, Inc. for Approval (1) of the Proposed Transfer of Indirect Control of Matrix Telecom, Inc. to Garrison TNCI LLC and Related Transactions and (2) for TNCI Operating Company LLC and Matrix Telecom, Inc. to Participate in Certain Financing Arrangements

Dear Ms. Burgess:

Attached for filing with the Commission is the above-referenced Joint Petition. Please acknowledge receipt and acceptance of this filing. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,

Brett P Ferenchak

Andrew D. Lipman
Brett P. Ferenchak

Counsel for Petitioners

BEFORE THE
NEW YORK PUBLIC SERVICE COMMISSION

Joint Petition of **Garrison TNCI LLC**, **TNCI Operating Company LLC**, **Impact Telecom, Inc.** and **Matrix Telecom, Inc.** for Approval (1) of the Proposed Transfer of Indirect Control of Matrix Telecom, Inc. to Garrison TNCI LLC and Related Transactions and (2) for TNCI Operating Company LLC and Matrix Telecom, Inc. to Participate in Certain Financing Arrangements	Matter/Case No. _____

JOINT PETITION

Garrison TNCI LLC ("Transferee"), TNCI Operating Company LLC ("TNCI OpCo"), Impact Telecom, Inc. ("Impact") and Matrix Telecom, Inc. ("Matrix") (collectively, the "Petitioners"), by undersigned representatives and pursuant to New York Public Service Law §§ 100 and 101, and the regulations of the Commission, request approval for the transfer of indirect control of Matrix to Transferee (the "Impact Transaction") and related transactions and (2) for TNCI OpCo and Matrix to participate in financing arrangements in an aggregate amount of up to $75 million.

Petitioners request expedited treatment of this Petition. For important business reasons, the parties seek to complete the Impact Transaction as soon as possible and no later than December 31, 2015. Petitioners therefore request that the Commission consider this Petition at its Session scheduled for December 17, 2015, so that the parties can take numerous corporate steps necessary to complete the process within that timeframe.

In support of this Petition, Petitioners provide the following information:

I. DESCRIPTION OF THE PETITIONERS

A. Garrison TNCI LLC and TNCI Operating Company LLC

Transferee is a Delaware limited liability company and is owned by funds managed by the Garrison Investment Group,[1] a leading middle market credit and asset based investor. The principal office of Transferee and the Garrison Funds is located at 1290 Avenue of the Americas, Suite 914, New York, New York 10104.

TNCI OpCo is a Delaware limited liability and a direct, wholly owned subsidiary of TNCI Holdings LLC ("TNCI Holdings"), a Delaware limited liability company. TNCI Holdings is a direct, wholly owned subsidiary of Transferee. TNCI OpCo has a principal office located at 114 E. Haley Street, Suite I, Santa Barbara, California 93101.

TNCI OpCo was formed in January 2013, to aggregate regional telephone companies and create a national facilities based telephone company. TNCI OpCo specializes in wholesale voice and enterprise voice, data and cloud solutions. TNCI OpCo's solutions include business VoIP, local phone services, long distance, TNCI Telastic Hosted Voice, MPLS, and Dedicated Internet Access. In New York, TNCI OpCo is authorized to provide (1) resold and facilities-based local exchange telecommunications service pursuant to a Certificate granted in Case No. 04-C-0084 and (2) resold interexchange telecommunications service pursuant to a Certificate granted in Case No. 99-C-1072.[2] TNCI OpCo also holds authority from the Federal Communications Commission ("FCC") to provide domestic interstate and international telecommunications services.

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[1] The following Garrison Funds own greater than 10% of Transferee: Garrison Opportunity Fund III A LLC (approximately 64%) and GOF II A Series A-2 LLC (approximately 36%) (together, the "Garrison Funds").

[2] The Certificates were originally granted to Trans National Communications International, Inc. and were assigned to TNCI OpCo pursuant to Commission authorization in Matter No. 13-00745.

Through the guidance of the Garrison Funds' investment team and the managerial and technical qualifications of its subsidiary, TNCI OpCo, Transferee has the managerial and technical qualifications to acquire Impact Telecom (as defined below). This management team will be supplemented by the addition of certain management of Impact. Exhibit A contains biographies of the key management personnel of Transferee/Garrison Funds and TNCI OpCo. Through equity and debt investments by the Garrison Funds in Transferee and its subsidiaries, Transferee has the financial qualifications to acquire control of Impact.

B. Impact Telecom, Inc. and Matrix Telecom, Inc.

Matrix is a Texas corporation and wholly owned direct subsidiary of Impact, a Nevada corporation (Impact and its subsidiaries, including Matrix, collectively referred to herein as "Impact Telecom"). Impact Telecom has a principal office located at 9000 E. Nichols Avenue, Suite 230, Englewood, CO 80112. Impact does not have a majority owner. The following shareholders of Impact hold greater than 10 percent of its stock: Robert M. Beaty, Charles Griffin, William Beaty, Jason McKesson, and Doug Funsch

Impact, through its subsidiaries Matrix and Matrix Telecom of Virginia, Inc., provides retail and wholesale telecommunications services.[3] Impact Telecom provides domestic and international long distance and facilities-based wholesale telecommunications solutions to carriers worldwide, as well as Hosted PBX, SIP Trunking and PRI, local phone service, toll free origination, domestic and international long distance and data services to commercial customers. In New York, Matrix is authorized to provide resold interexchange services pursuant to authority issued in Case No. 90-C-0687 on October 3, 1990 and resold local exchange telecommunications

[3] Earlier this year, Impact completed the consolidation of its operations into Matrix. This internal consolidation included (1) the transfer of Impact's wholesale carrier and service provider customers to Matrix and (2) the transfer of Americatel Corp.'s ("Americatel") long distance customers to Matrix. Americatel was formerly a direct subsidiary of Impact, but no longer exists as a separate corporate entity. As a result of the internal consolidation of operations, Matrix and its subsidiaries, Matrix Telecom of Virginia, Inc. and the Vancouver Telephone Company Limited, are the only operating companies.

services pursuant to authority issued in Case No. 05-C-0376 on April 19, 2005. Matrix also holds authority from the FCC to provide domestic interstate and international telecommunications services.

II. DESIGNATED CONTACTS

Questions, correspondence or other communications concerning this filing should be directed to:

Andrew D. Lipman
Brett P. Ferenchak
Morgan, Lewis & Bockius LLP
2020 K Street, N.W., Suite 1100
Washington, DC 20006-1806
202-373-6000 (tel)
202-373-6001 (fax)
andrew.lipman@morganlewis.com
brett.ferenchak@morganelewis.com

with a copy for Transferee to:

Joshua Brandt
Garrison Investment Group
1290 Avenue of the Americas
Suite 914
New York, NY 10104
jbrandt@garrisoninv.com

with a copy for TNCI OpCo to:

Brian McClintock
Chief Financial Officer
TNCI Operating Company LLC
114 E. Haley Street, Suite I
Santa Barbara, California 93101
BMcClintock@tncii.com

with a copy for Impact and Matrix to:

Alex Valencia
Vice President, Gov't Affairs & Compliance
Impact Telecom
433 East Las Colinas Blvd.
Suite 500
Irving, TX 75039
avalencia@impacttelecom.com

III. DESCRIPTION OF THE TRANSACTIONS

Pursuant to the terms of a Securities Purchase Agreement (the "Agreement") dated as of November 3, 2015, by and among Robert Beaty, Charles Griffin, William Beaty, Jason

McKesson, Doug Funsch, Impact Telecom Holdings, Inc. ("Newco"), Impact Acquisition LLC ("Acquisition") and TNCI Impact LLC ("TNCI Impact"), Acquisition will acquire all the equity of Impact. As a result, indirect ownership of Matrix will be transferred to Acquisition and Transferee will be the ultimate majority owner (90%) of Acquisition.

Before the Securities Purchase Agreement is consummated, the following intermediate steps that may require Commission approval or notice will occur:

(1) TNCI OpCo's direct owner will change from TNCI Holdings to TNCI Impact, a Delaware limited liability company that will be directly wholly owned by Transferee;[4]

(2) TNCI Impact will form Acquisition, a Delaware limited liability company;

(3) a new Delaware corporation will be formed, Newco, and will become the direct owner of Impact, with the current shareholders and warrant holders of Impact owning Newco;[5] and

(4) Impact, a Nevada corporation, will convert to a Nevada limited liability company, Matrix, a Texas corporation, will convert to a Texas limited liability company;[6] and Matrix Telecom Virginia, Inc. a Virginia corporation will convert to a Virginia limited liability company.

To the extent necessary, Petitioners seek approval for these intermediate steps along with the Impact Transaction. For the Commission's reference, Exhibit B depicts the current and post-closing entity ownership structure of Petitioners.

IV. DESCRIPTION OF THE FINANCING ARRANGEMENTS

Petitioners also seek Commission approval for TNCI OpCo and Matrix to participate in new, amended, restated or future financing arrangements in an aggregate amount of up to $75

[4] At closing of the Impact Transaction, Newco will be granted a 10% ownership interest in TNCI Impact.

[5] Acquisition will acquire all of the equity of Impact from Newco, resulting in the transfer of direct control of Impact to Acquisition and ultimately Transferee.

[6] Matrix will submit the conversion documents, updated qualification to transact business as a foreign entity, and other necessary documents upon completion of the conversion.

million.[7] In order to maintain adequate flexibility to respond to market conditions and requirements and to respond to new acquisition and other business opportunities, authorization is sought for TNCI OpCo and Matrix to participate in financing arrangements that are substantially consistent with the following parameters:

Aggregate Amount: Up to $75 million (the "Aggregate Amount").

Borrower: The borrower under the existing facilities is TNCI OpCo. Following the transaction related to the Securities Purchase Agreement, the borrowers are expected to be TNCI Impact and each of its U.S. subsidiaries, including TNCI OpCo and Matrix. In order to maintain flexibility, Petitioners seek approval for TNCI OpCo and, following completion of the Impact Transaction, Matrix to be a borrower under existing, new, amended, restated or future financing arrangements up to the Aggregate Amount.

Debt Instruments: The financing arrangements may include one or more of the following forms of debt instruments: notes or debentures (including notes convertible into equity and private notes that may be exchanged for public notes); conventional credit facilities, such as revolving credit facilities and term loans; letters of credit; and bridge loans; or a combination thereof.

Maturity: Up to ten (10) years after issuance or amendment depending on the type of facility.

Interest: Interest rates will be the market rate for similar debt instruments and will not be determined until the financing arrangement(s) are finalized. Depending on the type of debt instrument, interest will accrue at a rate(s) that may be fixed (typically set at signing or closing based on then current market conditions) or floating (consisting of a base rate, which will float with a rate index such as LIBOR or Federal Funds Rate, plus an applicable margin), or a combination of fixed rates and floating rates. To maintain flexibility, authorization is sought for TNCI OpCo and, following completion of the Impact Transaction, Matrix to participate in financing arrangements at an interest rate(s) at the then current market conditions.

Security: TNCI Holdings and TNCI OpCo have pledged their assets as security for the existing facilities. Following the transactions related to the Securities Purchase Agreement, TNCI Impact and each of its U.S. subsidiaries, including TNCI OpCo and Matrix, may be required to pledge their assets as security for some or all of the new,

[7] In connection with the Impact Transaction, the existing financing arrangements of TNCI OpCo will be amended and restated to increase the aggregate amount of the financing arrangements, to add additional borrowers, to update the guarantors to reflect the company's current corporate structure, and to make other changes consistent with the parameters described below.

At closing of the Impact Transaction, Matrix will no longer be a guarantor or pledge its assets as security for the approximately $25 million in existing debt of Impact, which will be canceled as part of the Impact Transaction.

amended, restated or future financing arrangements, and therefore to the extent necessary, authorization is sought for TNCI OpCo and, following completion of the Impact Transaction, Matrix to provide a security interest in its assets for the full Aggregate Amount of the financing arrangements. For the secured facilities, the equity of TNCI Impact and each of its U.S. subsidiaries, including TNCI OpCo and, following the Impact Transaction, Matrix, may also be pledged as additional security.

Guarantees: TNCI Holdings is a guarantor for the existing facilities. Following the transactions related to the Securities Purchase Agreement, TNCI Impact and/or certain of its subsidiaries may be guarantors for new, amended, restated or future financing arrangements. Authorization is sought for TNCI OpCo and, following completion of the Impact Transaction, Matrix to participate as a guarantor or co-guarantor in financing arrangements up to the Aggregate Amount.

Purpose: The financing arrangements may be used for acquisitions, including the Impact Transaction, refinancing existing debt, working capital requirements and general corporate purposes of TNCI Impact and its subsidiaries.

Accordingly and to the extent necessary, Commission authorization is sought for TNCI OpCo and, following completion of the Impact Transaction, Matrix to participate as borrowers or guarantors and by pledging their assets as security for financing arrangements in an aggregate amount of up to $75 million substantially consistent with the parameters outlined above.

V. PUBLIC INTEREST CONSIDERATIONS

Petitioners submit that the Impact Transaction is in the public interest. The Impact Transaction will bring together two enterprises that have demonstrated a long-standing commitment to excellence in a highly competitive marketplace. Transferee expects that the Impact Transaction will enable the companies to better meet the local, national and global needs of enterprises, wholesale buyers, and other customers. Customers of the combined company will benefit from the extensive telecommunications experience and expertise of the combined company. The financial, technical, and managerial resources that Transferee and TNCI OpCo will bring to Matrix are expected to enhance the ability of Impact to compete in the telecommunications market-place. Further, the complimentary networks and services of TNCI

OpCo and Impact will enhance their ability to efficiently serve their customers and offer a more competitive set of service offerings.

Moreover, the Impact Transaction will be conducted in a manner that will be transparent to Matrix customers and any future name change or service changes will be preceded by appropriate notices to customers as well as any required regulatory filings. The Impact Transaction will not result in any immediate change of carrier for customers or any assignment of authorizations, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers. Indeed, the Impact Transaction will effectively be transparent to customers. Following consummation of the Impact Transaction, Matrix will continue to provide high-quality communications services to its customers without interruption and without immediate change in rates, terms or conditions. The only change immediately following closing of the Impact Transaction from a consumer's perspective is that Acquisition, and ultimately Transferee, will be the new owners of Matrix.

Approval of the financing arrangements will serve the public interest in promoting competition among telecommunications carriers by providing TNCI Holdings and its subsidiaries with access to greater financial resources that will allow TNCI OpCo and Matrix to become more effective competitors to larger incumbent telecommunications providers. Among other things, the increased financing arrangements may be used to fund some or all of the purchase price for the Impact Transaction and future acquisitions, to support strategic growth initiatives, to provide for ongoing working capital, and for other corporate purposes. The financing arrangements are necessary and appropriate, are consistent with the performance by TNCI OpCo and Matrix of their services to the public, will not impair their ability to perform such services, and will promote their corporate purposes. The financing arrangements will be transparent to the

customers of TNCI OpCo and Matrix and will not disrupt service or cause customer confusion or inconvenience.

VI. CONCLUSION

For the foregoing reasons, Petitioners submit that the public interest, convenience, and necessity would be furthered by grant of this Petition.

Respectfully submitted,



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Counsel for Petitioners

Dated: November 5, 2015

EXHIBIT A

Biographies for Key Management of Transferee/Garrison Funds and TNCI OpCo

Transferee/Garrison Funds

Joshua Brandt

Mr. Brandt is responsible for transaction analysis, execution and asset management within the Corporate Finance Group. Prior to joining Garrison in 2008, Mr. Brandt was employed by CastleHill Investment Management, where he focused on underwriting and managing credit strategies throughout the capital structure. Before CastleHill, Mr. Brandt worked in the Investment Banking Division at Lehman Brothers, where he focused on equity, debt and M&A transactions in the General Industrial and Transportation sectors. Mr. Brandt is experienced in leveraged finance and distressed investing. Mr. Brandt holds a B.A., magna cum laude, from Columbia University. He is currently a director of Premier Trailer Leasing, Inc., Bristol Compressors International, Inc, CSHM, LLC and Contec Holdings Ltd.

David Thompson

Mr. Thompson joined in October 2008 and is responsible for trading, investment analysis and portfolio company management within the Corporate Finance Group at Garrison Investment Group. Mr. Thompson serves on the Commissions of Madison Kipp Corporation, Nationwide Argosy Solutions, Palm Beach Broadcasting, GT Supply Chain Management and TNCI. Prior to joining Garrison Investment Group, Mr. Thompson was employed by GSC Group for six years, where he was a Vice President in the U.S. Corporate Debt Group. Most recently he was responsible for all primary loan origination for the U.S. Corporate Debt Group. Prior to his role in origination, Mr. Thompson was a senior credit research analyst with responsibility for detailed credit analysis on new investments as well as managing a portfolio of performing and distressed leveraged loan and high yield bond accounts. Prior to his position at GSC Group, Mr. Thompson was employed by Goldman, Sachs & Co. At Goldman, Sachs & Co he was a member of the Bank Debt Portfolio Group where he worked on a variety of leveraged loan transactions and restructurings. Previously, Mr. Thompson was employed by Goldman, Sachs & Co's Credit Risk Management and Advisory Group where he was responsible for capital structure analysis and credit risk management. Mr. Thompson is experienced in leveraged finance, distressed investing and fund management. Mr. Thompson received a B.A. in Economics from the University of Pennsylvania in 2000.

TNCI OpCo

Laura Thomas, Chief Executive Officer:

Laura Thomas is responsible for leading the development and execution of TNCI's long term strategy and ensuring the company's continued success. She has over 30 years of experience in telecommunications and began her career at MCI Communications as a manager in the finance department. After 14 years, she transitioned to Concert Communications, and then two years later, moved to XO Communications where she served in a variety of roles including Chief Financial Officer as well as the Chief Executive Officer.

Brian McClintock, Chief Financial Officer
Brian McClintock joined TNCI in July of 2014. Over the past 16 years, he has served as CEO, COO, CFO, and Vice President of several successful and profitable professional service, telecommunications and technology companies including McGrath Systems, KDDI Global LLC, InfiniRoute Networks and New Global Telecom.

As CEO, COO, and CFO of his prior companies, Brian has developed strategic organizational plans, managed Company profitability, and led teams in designing and implementing process improvements resulting in greater timeliness and accuracy in budgeting, forecasting, reporting, and performance management. He has delivered substantial financial results and strengthened customer satisfaction, established several key strategic relationships and acquired several significant new assets.

McClintock holds a BA in Business Management from Lynchburg College, and a Masters of Business Administration, specializing in Finance, from La Salle University. McClintock was honored by the Philadelphia Business Journal as the 2011 CFO of the Year for small businesses.

Elizabeth Vanneste, SVP Sales and Marketing
Elizabeth Vanneste is responsible for enterprise and wholesale sales, product management, and for implementing sales and marketing initiatives to drive new sales growth and retention of existing enterprise revenue through the dynamic engagement of TNCI agents and channel partners. Vanneste has more than 26 years of experience in telecommunications, leading the national sales and marketing organizations at Focal Communications, Level 3 Communication, Progress Telecom and Telovations. She is skilled in building effective sales teams and well versed in market and channel planning. Vanneste is a graduate of the University of Notre Dame and earned her Master of Science in Marketing at the University of Tampa.

Debi Yphantides, VP Wholesale Sales

Debi is responsible for overseeing the TNCI sales process as a whole. She will set the benchmarks for the entire TNCI sales team and implement practices that will lead to greater revenue totals. She will also be responsible for maintaining consistent messaging throughout all TNCI communication channels. Yphantides brings over 20 years of telecommunications industry sales experience to the VP, Sales and Marketing position at TNCI. Throughout her career, Yphantides has shown expertise in establishing and growing enterprise and wholesale customer bases at the regional and global levels. She has been recognized for her sales prowess, winning numerous revenue production and sales quota awards over the years. Yphantides has valuable experience working for key telecom players, including; Allnet, Frontier Communications, Inc. Teleglobe USA, Inc, Qwest Communications, Inc., France Telecom Networks & Carriers USA, LLC and Level 3 Communications, LLC.

Sarah Graham Linares, VP Revenue Assurance and Industry Relations
Sarah brings almost 30 years of experience to her new position at TNCI. Prior to accepting the VP of Revenue Assurance and Vendor Relations position at TNCI, she served as the VP, Revenue Assurance for Globalinx and TMC Communications for a decade. Linares built a sound reputation for herself throughout the 1990s and early 2000s, working her way up from an IT

Manager at the Evansville Courier & Press to the Director of IT/Application Development and Project Management at RSL Communications.

While with Globalinx, Linares took over billing and achieved 99% accuracy. She developed a system that provided a holistic approach to revenue assurance that involved all employees and awarded them for saving money, improving processes and reducing attrition. In her days with RSL Communications, Linares and her team created a data warehouse and user interface to support wholesale customer rates to manage margin with daily usage reporting.

Sarah's primary responsibilities as the VP, Revenue Assurance and Vendor Relations at TNCI is managing vendor relations, regulatory efforts, revenue assurance, analytics, pricing and usage product development. She implements systems and processes that improve TNCI's visibility to the business and improve processes that assure optimal margin and revenue. As the company continues to grow organically and through acquisition, Linares looks forward to using her expertise to find the best of class systems, vendors and processes to ensure TNCI's continued scalability services across the U.S.

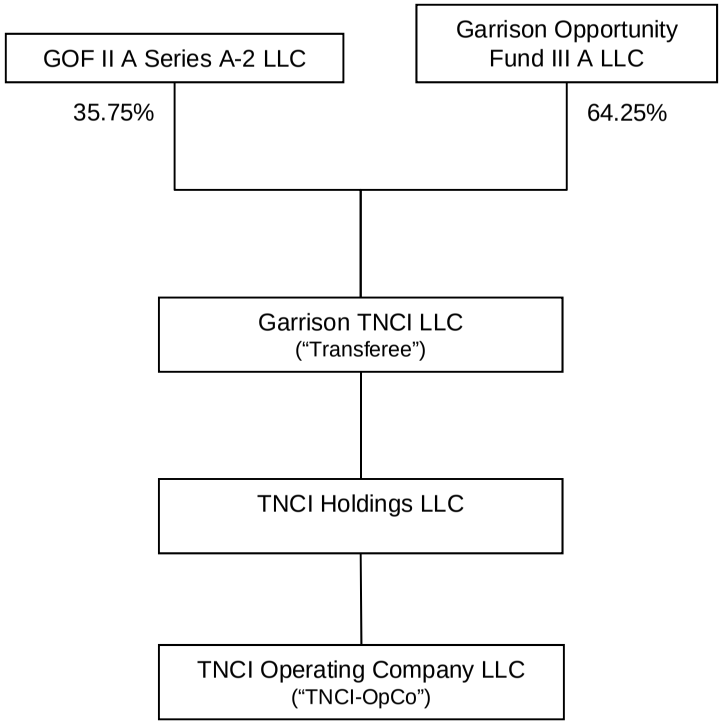
Lee Story, CTO
Lee Story has 25+ years in Technology focusing on strategy execution, operational excellence, technology adoption and acquisition integration. He is a former President, COO, CIO/CTO, and VP with organizations from startup to $1B. Story served in sales and operational executive roles in telecom and hosted services companies including Pacific Bell, ICG, New Global Telecom, NexTone and Arbinet. Most recently, he was an SVP with Huntsman Gay Global Capital Private Equity driving strategy alignment and operational excellence across the firm's portfolio.

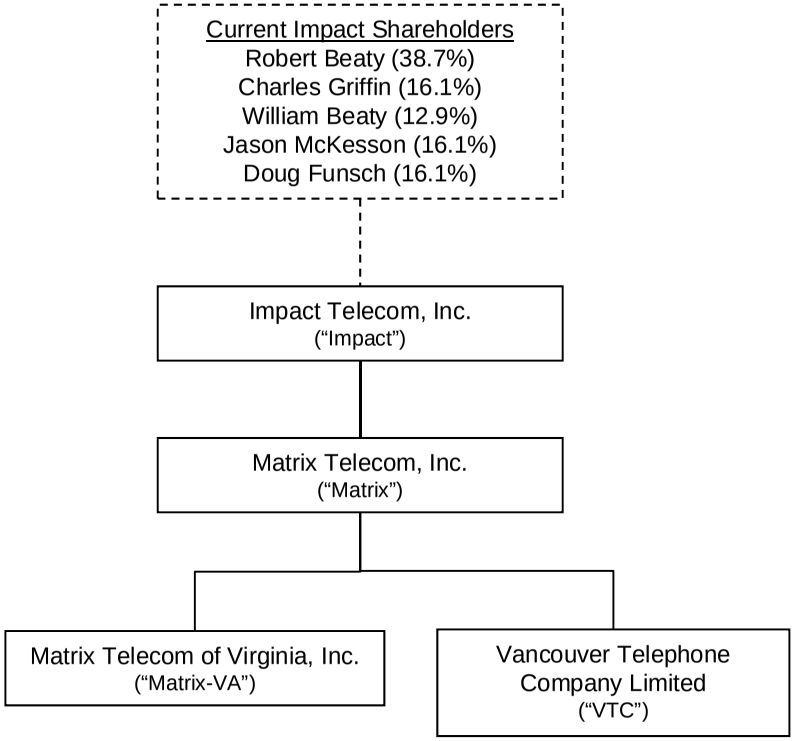
Sam Shiffman, Chief Strategist
Sam Shiffman has served at executive and managerial levels in the communications and IT industry for 17 years. Mr. Shiffman's key projects/achievements include: architected, deployed, and managed from the ground up several different networks, including building one of the first Ethernet based Optical IP networks that provided broadband services to businesses and off-campus students in dormitories and apartments, one of the first Internet Services Providers in Texas, and several nationwide IP backbones and VoIP networks that have processed billions of communication sessions. Mr. Shiffman holds several patents in the IP communications field; served on the Customer Advisory Commission of Alcatel, North America; migrating a regional financial institution's five branches to an all IP infrastructure; and was invited to speak as a leader and visionary at conferences hosted by Cisco, Alcatel, NexTone, The Federal Communications Commission (FCC), VON, & CompTel, and TEXALTEL.

EXHIBIT B

Current and Post-Closing Entity Structure

Current Organizational Structure of Impact and TNCI OpCo*

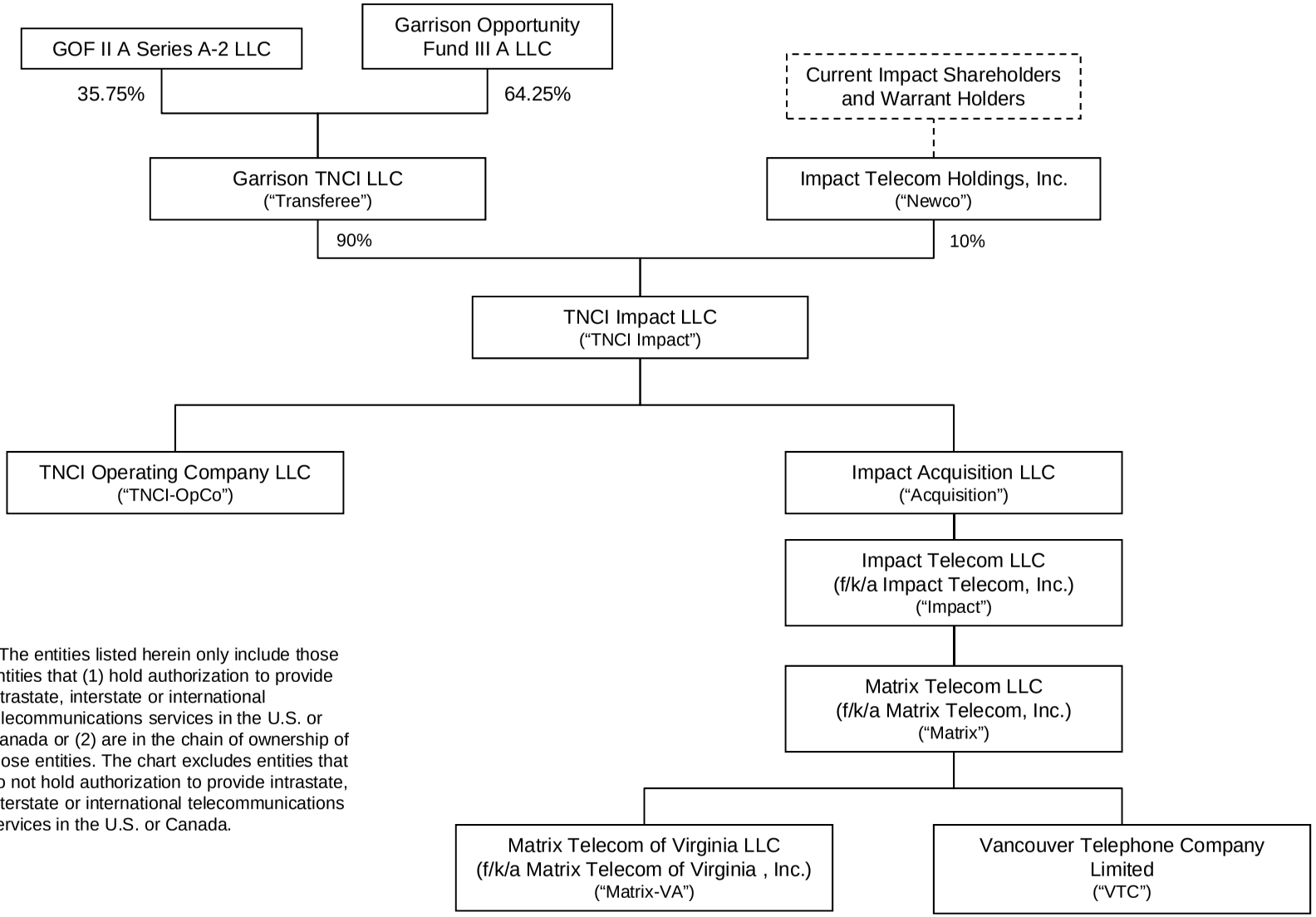




Unless otherwise indicated all ownership percentages are 100%.

* The entities listed herein only include those entities that (1) hold authorization to provide intrastate, interstate or international telecommunications services in the U.S. or Canada or (2) are in the chain of ownership of those entities. The chart excludes entities that do not hold authorization to provide intrastate, interstate or international telecommunications services in the U.S. or Canada.

Post-Closing Organizational Structure of Impact and TNCI OpCo*



* The entities listed herein only include those entities that (1) hold authorization to provide intrastate, interstate or international telecommunications services in the U.S. or Canada or (2) are in the chain of ownership of those entities. The chart excludes entities that do not hold authorization to provide intrastate, interstate or international telecommunications services in the U.S. or Canada.

Unless otherwise indicated all ownership percentages are 100%.

Verifications

STATE OF TEXAS §
§
COUNTY OF DALLAS §

VERIFICATION

I, Robert Beaty, state that I am President of Impact Telecom, Inc. and Matrix Telecom, Inc. (together, the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

Robert Beaty
President
Impact Telecom, Inc.
Matrix Telecom, Inc.

Sworn and subscribed before me this 28 day of October, 2015.

Cherie Cooper
Notary Public

My commission expires 5/12/2019

CHERIE COOPER
Notary Public, State of Texas
My Commission Expires
May 12, 2019

STATE OF NEW YORK §
§
COUNTY OF NEW YORK §

VERIFICATION

I, Brian Chase, state that I am CFO of Garrison TNCI LLC (the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

Name: BRIAN CHASE
Title: CHIEF FINANCIAL OFFICER
Garrison TNCI LLC

Sworn and subscribed before me this 4 day of November, 2015.

SALLY ELIZABETH O'ROURKE
Notary Public - State of New York
NO. 01OR6303300
Qualified in New York County
My Commission Expires May 12, 2018

Notary Public

My commission expires _____

STATE OF CALIFORNIA §
§
COUNTY OF SANTA BARBARA §

VERIFICATION

I, Laura W. Thomas, state that I am Chief Executive Officer of TNCI Operating Company LLC (the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

Laura W. Thomas
Chief Executive Office
TNCI Operating Company LLC

Sworn and subscribed before me this 28TH day of OCTOBER, 2015.

Notary Public

ROXANNE FUNG
Commission # 2064020
Notary Public - California
Santa Barbara County
My Comm. Expires Apr 10, 2018

My commission expires APR. 10, 2018