

11-00010

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January 13, 2011

VIA OVERNIGHT DELIVERY

Chairman Mary W. Freeman
c/o Sharla Dillon, Dockets and Records Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

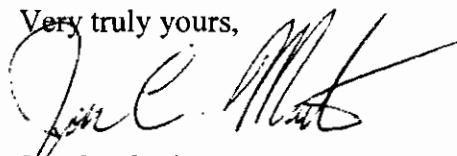
Re: Voicecom Telecommunications, Inc., Voicecom Telecommunications, LLC, and
Amvensys Telecom Holdings, LLC: Joint Application for Approval to Transfer
Control of Voicecom Telecommunications, LLC to Amvensys Telecom Holdings,
LLC

Dear Ms. Freeman:

On behalf of Voicecom Telecommunications, Inc., Voicecom Telecommunications, LLC,
and Amvensys Telecom Holdings, LLC, please find enclosed for filing with the Tennessee
Regulatory Authority an original and eight (8) copies of the above-referenced Application. We have
also enclosed a check in the amount of \$25.00 for the filing fee.

Please date-stamp the enclosed extra copy of this filing and return it to us in the
self-addressed, postage prepaid envelope provided. Should you have any questions concerning this
filing, please do not hesitate to contact the undersigned at (770) 399-9500.

Very truly yours,



Jon C. Martin

Counsel for Voicecom Telecommunications, Inc.,
Voicecom Telecommunications, LLC, and
Amvensys Telecom Holdings, LLC

JCM/jh
Enclosures

FRIEND, HUDAK & HARRIS, LLP
ATTORNEYS AT LAW

Chairman Mary W. Freeman
c/o Sharla Dillon, Dockets and Records Manager
January 13, 2011
Page 2

cc: Daniel E. Mell
Chief Financial Officer
Voicecom Telecommunications, Inc.

Z. Ed. Lateef
Chief Executive Officer
Amvensys Telecom Holdings, LLC

Steven D. Williams
General Counsel
Amvensys Telecom Holdings, LLC

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY**

In the Matter of)	
)	
Voicecom Telecommunications, Inc.,)	
Voicecom Telecommunications, LLC, and)	
Amvensys Telecom Holdings, LLC)	Docket/Case No. _____
)	
Joint Application for Approval to Transfer)	
Control of Voicecom Telecommunications,)	
LLC to Amvensys Telecom Holdings, LLC)	

APPLICATION

COME NOW Voicecom Telecommunications, Inc. ("Voicecom"), Voicecom Telecommunications, LLC ("Voicecom Operating"), and Amvensys Telecom Holdings, LLC ("Amvensys") (together, the "Applicants"), through the undersigned counsel, and hereby respectfully request that the Tennessee Regulatory Authority (the "Commission") grant approval, to the extent such approval is required, to indirectly transfer control of Voicecom Operating to Amvensys.

In support of their request, Applicants provide the following information.

I. INTRODUCTION

This Application is being submitted to the Commission because Voicecom Operating, a wholly-owned subsidiary of Voicecom, is authorized to provide resold interexchange services in Tennessee.¹ The transfer of control transaction described herein will result in certain changes in the ownership of Voicecom and, thus, will only indirectly affect Voicecom Operating. This Application does not involve, and does not seek the Commission's approval for, a transfer of Voicecom

¹ See Order Approving Transfer of Authority, *Joint Application of Voicecom Telecommunications, LLC, Voicecom Telecommunications, Inc. and Premiere Communications, Inc. for Approval of Acquisition of Assets and for Assignment of Authorization*, Docket No. 02-01167 (December 3, 2002).

Operating's authorization to resell interexchange services in Tennessee, the transfer of any of Voicecom Operating's customers in Tennessee, the issuance of any stock, bonds, notes or other evidence of indebtedness by Voicecom Operating, or any change affecting Voicecom Operating's day-to-day operations.

Voicecom Operating will continue to provide service to its existing customers under its existing name, with no change in the rates or terms and conditions of service as a result of the transaction. Accordingly, the proposed transfer of control will be transparent to Voicecom Operating's customers in terms of the services they receive. Consummation of the transaction is contingent upon receipt of certain regulatory approvals, and satisfaction of customary closing conditions.

II. DESCRIPTION OF APPLICANTS

A. Voicecom Telecommunications, Inc. and Voicecom Telecommunications, LLC

Voicecom is a Delaware corporation and Voicecom Operating is a Delaware limited liability company. Voicecom and Voicecom Operating are headquartered at 5900 Windward Parkway, Suite 500, Atlanta, Georgia 30005. Through Voicecom Operating, Voicecom provides calling card services, which provide traditional long distance calling along with additional features such as voicemail, facsimile mail, voicemail and facsimile store-and-forward messaging, and "find me" and "follow me" services, as well as conference calling, voice messaging, and interactive voice response and other call answering applications, primarily to business customers throughout the United States.

B. Amvensys Telecom Holdings, LLC

Amvensys is a Texas limited liability company headquartered at 1330 Capital Parkway, Carrollton, Texas 75006. Amvensys is a diversified international technology, telecommunications, and energy services organization with a focus on residential and commercial customers. Some of the

businesses that are wholly owned by Amvensys include dPi Teleconnect (local telephone service), dPi Mobile (wireless phone service), and dPi Energy (retail electric services). Amvensys is also a leading provider of business process outsourcing services, including receivables and document management services, database services, bill payment and payment processing services, and third party verification services, to companies in the telecommunications, energy and cable television industries.

III. DESIGNATED CONTACTS

The designated contacts for questions concerning this Application are:

Charles A. Hudak, Esq.
Jon C. Martin, Esq.
Friend, Hudak & Harris, LLP
Three Ravinia Drive, Suite 1450
Atlanta, Georgia 30346
Tel: (770) 399-9500
Fax: (770) 395-0000

Copies of any correspondence should also be sent to the following designated representative of Voicecom and Amvensys:

Daniel E. Mell
Chief Financial Officer
Voicecom Telecommunications, Inc.
5900 Windward Parkway
Suite 500
Atlanta, Georgia 30005
Tel: (770) 325-8000

Steven D. Williams
General Counsel
Amvensys Telecom Holdings, LLC
1330 Capital Parkway
Carrollton, Texas 75006
Tel: (972) 488-5500, ext. 4006

IV. DESCRIPTION OF THE TRANSACTION

Amvensys and Voicecom have recently entered into an Agreement and Plan of Merger ("Agreement"), pursuant to which Voicecom will become a direct, wholly-owned subsidiary of Amvensys. Under the terms of the Agreement, which was approved by the boards of directors of both companies, Amvensys will acquire the stock of Voicecom in exchange for a combination of

cash and notes payable to Voicecom's shareholders. Pursuant to the Agreement, Amvensys' subsidiary Amvensys Acquisition Company LLC will merge with Voicecom. Voicecom will continue as the surviving corporation and Voicecom Operating will become an indirect, wholly-owned subsidiary of Amvensys. Corporate organization charts depicting the respective corporate structures of the parties prior to and immediately following the transfer of control, as well as a diagram illustrating the transaction, are attached hereto as Exhibit A.

The proposed transaction does not involve the assignment of any authorizations, nor does it involve the transfer of any customers between Voicecom Operating and any affiliate of Amvensys. Voicecom Operating will continue to provide service to its existing customers under its existing name and pursuant to its existing authorizations, with no change in the rates or terms and conditions of service as a result of the merger. Accordingly, the proposed transfer of control will be transparent to Voicecom Operating's customers in terms of the services they receive.

V. PUBLIC INTEREST STATEMENT

The proposed transaction will serve the public interest. Amvensys and its affiliates have the financial, technical and marketing capabilities to allow Voicecom and Voicecom Operating to maintain and improve their positions as competitors in the marketplace for long distance calling card, voice messaging, and conference calling services, as well as for interactive voice response and other call answering applications.

The complementary product sets of the companies should position Amvensys to realize cost savings and achieve synergies that are expected to increase its ability to enhance its overall service offerings and to allow the provision of communications services to a broader customer base. Specifically, the transaction will provide both companies with new and additional customer relationships and create opportunities for both companies to offer additional products and services to

each other's customers. In addition, the merged company will be able to bring new services and products to the marketplace more quickly than either could do separately.

Although Amvensys' acquisition of Voicecom will result in a change in the ultimate ownership and control of Voicecom Operating, no transfer of assets or customers will occur as a result of the transfer of control. Immediately following consummation of the transaction, Voicecom Operating will continue to provide service to its customers pursuant to its existing authorization, with no change in the rates or terms and conditions of service as currently provided. The transfer of control will be transparent to Voicecom Operating's customers in terms of the services they currently receive.

In sum, the combination of Amvensys and Voicecom is expected to create opportunities for customers of both companies and to provide shareholders with significant value, which ultimately will enhance the quality and variety of telecommunications products and services offered in the marketplace. Grant of this Application will therefore serve the public interest.

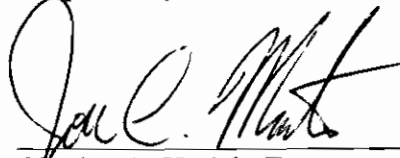
VI. CONCLUSION

For the reasons set forth above, Applicants respectfully request that the Commission issue an order:

- (A) Approving this Application in all respects;
- (B) Approving the transaction described in this Application;
- (C) Waiving any hearing for this Application; and
- (D) Granting any other and additional relief that the Commission may deem just and proper.

Dated this 13th day of January, 2011.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Jon C. Martin", written over a horizontal line.

Charles A. Hudak, Esq.

Jon C. Martin, Esq.

Friend, Hudak & Harris, LLP

Three Ravinia Drive, Suite 1450

Atlanta, Georgia 30346

Tel: (770) 399-9500

Fax: (770) 395-0000

Counsel for Voicecom Telecommunications,
Inc., Voicecom Telecommunications, LLC
and Amvensys Telecom Holdings, LLC

VERIFICATION

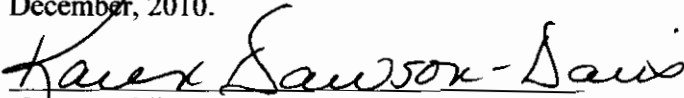
I, Daniel E. Mell, am Chief Financial Officer of Voicecom Telecommunications, Inc., and am authorized to represent it and its subsidiaries, and to make this verification on their behalf. The statements in the foregoing document relating to Voicecom Telecommunications, Inc. and its subsidiaries, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

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



Daniel E. Mell
Chief Financial Officer
Voicecom Telecommunications, Inc.

Subscribed and sworn to before me this 16 day of
December, 2010.



Notary Public

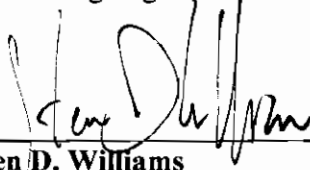
My Commission expires: May 24, 2012



VERIFICATION

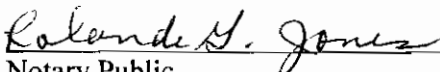
I, Steven D. Williams, am General Counsel of Amvensys Telecom Holdings, LLC, and am authorized to represent it and its subsidiaries, and to make this verification on their behalf. The statements in the foregoing document relating to Amvensys Telecom Holdings, LLC and its subsidiaries, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

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



Steven D. Williams
General Counsel
Amvensys Telecom Holdings, LLC

Subscribed and sworn to before me this 5 day of
January, 2011.


Notary Public

My Commission expires: 10-29-2011

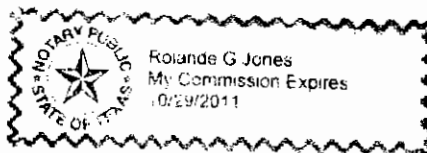


EXHIBIT A

**CORPORATE STRUCTURE OF AMVENSYS TELECOM HOLDINGS, LLC
AND VOICECOM TELECOMMUNICATIONS, INC.
PRIOR TO AND FOLLOWING THE TRANSFER OF CONTROL**

PRE-TRANSACTION CORPORATE STRUCTURE

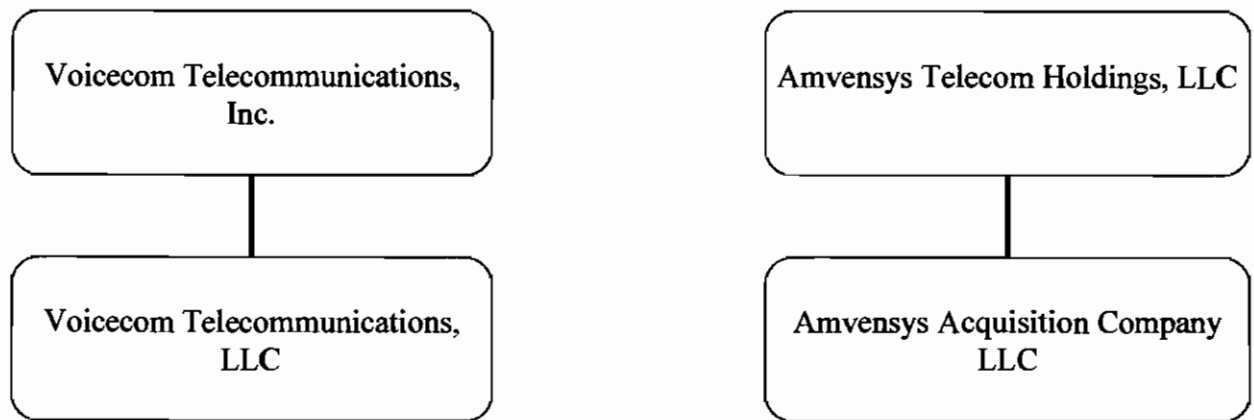
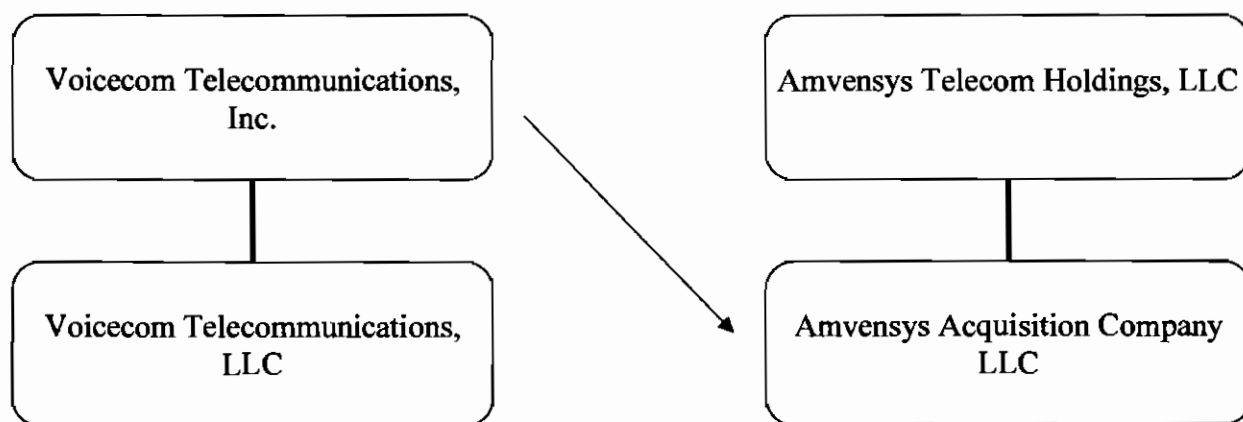


ILLUSTRATION OF THE MERGER



POST-TRANSACTION CORPORATE STRUCTURE

