

**FRIEND, HUDAK & HARRIS, LLP**

ATTORNEYS AT LAW

SUITE 1450

THREE RAVINIA DRIVE

ATLANTA, GEORGIA 30346-2117

(770) 399-9500

FACSIMILE (770) 395-0000

EMAIL: fh2@fh2.com

Writer's email: jmartin@fh2.com

January 31, 2011

**VIA OVERNIGHT DELIVERY**  
**AND ELECTRONIC FILING**

Ms. Sharla Dillon, Docket Room Manager  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-0505

filed electronically in docket office on 01/31/11

Re: Docket No. 11-00010; Joint Application for Approval to Transfer Control of  
Voicecom Telecommunications, LLC to Amvensys Telecom Holdings, LLC (the  
“Application”)

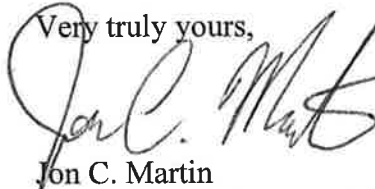
Dear Ms. Dillon:

Voicecom Telecommunications, Inc., Voicecom Telecommunications, LLC, and Amvensys  
Telecom Holdings, LLC (“Applicants”) provide the enclosed responses to the Tennessee Regulatory  
Authority’s Data Request #1 dated January 20, 2011.

Exhibit A is **CONFIDENTIAL AND PROPRIETARY** and is filed under seal.

Enclosed for filing are the original and five (5) copies of Applicants’ responses to Data  
Request No. 1. Please date-stamp and return one (1) copy in the postage-paid envelope provided.  
Applicants’ are concurrently filing their responses electronically with the Tennessee Regulatory  
Authority. If there are any questions concerning the responses, please contact the undersigned at  
(770) 399-9500 or via email at jmartin@fh2.com. Thank you for your assistance.

Very truly yours,



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

JCM/nah  
Enclosure

**FRIEND, HUDAK & HARRIS, LLP**  
**ATTORNEYS AT LAW**

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cc: Dan E. Mell  
Chief Financial Officer  
Voicecom Telecommunications, LLC  
(*with enclosure*)

Z. Ed Lateef  
Chief Executive Officer  
Amvensys Telecom Holdings, LLC  
(*with enclosure*)

Steven D. Williams  
General Counsel  
Amvensys Telecom Holdings, LLC  
(*with enclosure*)

Charles A. Hudak, Esq.  
(*without enclosure*)

**BEFORE THE  
TENNESSEE REGULATORY AUTHORITY**

In the Matter of	)	
	)	
Voicecom Telecommunications, Inc., Voicecom	)	
Telecommunications, LLC, and Amvensys	)	
Telecom Holdings, LLC	)	Docket/Case No. <u>11-00010</u>
	)	
Joint Application for Approval to Transfer	)	
Control of Voicecom Telecommunications, LLC	)	
to Amvensys Telecom Holdings, LLC	)	

**RESPONSES TO FIRST DATA REQUEST**

**COME NOW** Voicecom Telecommunications, Inc., Voicecom Telecommunications, LLC (“Voicecom Operating”), and Amvensys Telecom Holdings, LLC (together, the “Applicants”), through the undersigned counsel, and respond to the Tennessee Regulatory Authority’s First Data Request dated January 20, 2011.

- 1. Have the applicants made or plan to make similar filings in other states? If so, provide a listing of states and action taken.**

**RESPONSE:** Applicants have made or plan to make similar filings in California, Georgia, Hawaii, Mississippi, New York, Pennsylvania, and West Virginia. As of January 28, 2011, no action has been taken by any of the state commission regarding the filings in any of the above states.

Additionally, Applicants have provided notice of the transaction to the state commissions in Alabama, Arizona, Arkansas, Colorado, Connecticut, Delaware, Florida, Idaho, Indiana, Illinois, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Missouri, Montana, Nebraska, Nevada, New Hampshire, New

Jersey, New Mexico, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Rhode Island, South Carolina, South Dakota, Texas, Utah, Vermont, Virginia, Washington, Wisconsin, and Wyoming. As of January 28, 2011, the notice is pending in Louisiana and Washington. In the other states, the state commissions have either disclaimed jurisdiction to review the transaction or Applicants have confirmed that no approval is required to engage in the transaction.

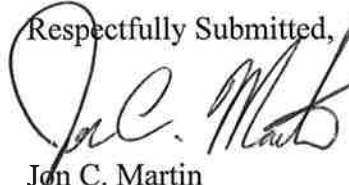
- 2. Have the Applicants filed a similar petition with the FCC? If so, provide or list any action taken and the associated docket number. If a schedule to complete the review of your application has been established by the FCC, provide with your response.**

**RESPONSE:** Applicants filed a combined domestic and international Section 214 Application with the FCC for authority to transfer control of Voicecom Operating's Domestic and International Section 214 Authorizations. On January 21, 2011, the Wireline Competition Bureau released a Public Notice granting Applicants' Domestic Section 214 application in WC Docket No. 10-252. On December 23, 2010, the International Bureau released a Public Notice accepting Applicants' International Section 214 application for streamlined processing and assigned the matter to File Number ITC-T/C-20101209-00480. Comments regarding the International Section 214 application were due by January 6, 2011. No comments were filed. Per the December 23, 2011 Public Notice, Applicants may proceed with the transfer of Voicecom Operating's International Section 214 authorization as of January 7, 2011.

3. **Provide a copy of the Agreement and Plan of Merger discussed in the Joint Application.**

**RESPONSE:** Attached hereto as CONFIDENTIAL AND PROPRIETARY Exhibit A is Applicants' Agreement and Plan of Merger.

Respectfully Submitted,

A handwritten signature in black ink, appearing to read "Jon C. Martin", with a long, sweeping horizontal line extending to the right.

Jon C. Martin  
Friend, Hudak & Harris, LLP  
Three Ravinia Drive, Suite 1450  
Atlanta, GA 30346  
(770) 399-9500  
(770) 395-0000 (fax)  
*Counsel for Voicecom Telecommunications, Inc.,  
Voicecom Telecommunications, LLC, and  
Amvensys Telecom Holdings, LLC*

**EXHIBIT A**

**AGREEMENT AND PLAN OF MERGER**

**[CONFIDENTIAL AND PROPRIETARY – NOT FOR PUBLIC DISCLOSURE]**