

Voicecom is a Delaware corporation. 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.

Voicecom Operating is a Delaware limited company and a wholly-owned subsidiary of Voicecom. In Tennessee, Voicecom Operating is authorized to provide resold interexchange services pursuant to Authority Order in Docket No. 02-01167 issued on December 3, 2002.

Amvensys is a Texas limited liability company and a diversified international technology, telecommunications, and energy services organization with a focus on residential and commercial customers. 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 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.

THE APPLICATION

Amvensys and Voicecom 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, 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.

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 other affiliate of Amvensys. Voicecom Operating will continue to provide service to its existing customers under its existing name pursuant to its existing authorizations, with no change in the rates or terms and conditions of service as a result of the merger. The proposed transfer of control will be transparent to Voicecom Operating's customers in terms of services received.

FINDINGS AND CONCLUSIONS

Tenn. Code Ann. § 65-4-113(a) (2004) requires a public utility to obtain TRA approval to transfer its authority to provide utility services and provides:

No public utility, as defined in § 65-4-101, shall transfer all or any part of its authority to provide utility services, derived from its certificate of public convenience and necessity issued by the authority, to any individual, partnership, corporation or other entity without first obtaining the approval of the authority.

Tenn. Code Ann. § 65-4-113(b) (2004) provides the standards by which the TRA shall consider an application for transfer of authority, which in pertinent part, states as follows:

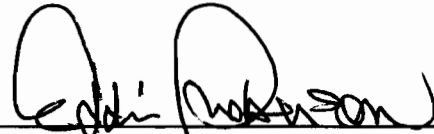
Upon application for approval of the transfer of authority to provide utility services, the authority shall take into consideration all relevant factors, including, but not limited to, the suitability, the financial responsibility, and capability of the proposed transferee to perform efficiently the utility services to be transferred and the benefit to the consuming public to be gained from the transfer. The authority shall approve the transfer after consideration of all relevant factors and upon finding that such transfer furthers the public interest.

Based on the filings in this docket, the panel found that the proposed transaction does not involve the assignment of any authorization nor does it involve the transfer of any customers. Voicecom Operating will continue to provide services to its existing customers under its existing name pursuant to its existing authorizations. There will be no change in rates or terms and conditions of service as a result of the merger, and the proposed transfer of control will be transparent to customers. The panel also noted that the Federal Communications Commission had issued a notice approving the transfer on January 21, 2011.¹ Thereafter, based on the record and the aforementioned findings, the panel voted unanimously to approve the *Application* pursuant to Tenn. Code Ann. § 65-4-113.

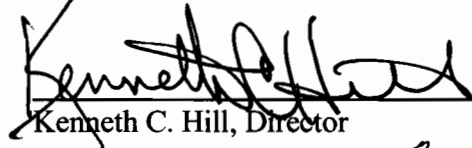
¹ DA 11-107, WC Docket No. 10-252.

IT IS THEREFORE ORDERED THAT:

The *Application* of Voicecom Telecommunications, Inc., Voicecom Telecommunications, LLC, and Amvensys Telecom Holdings, LLC is approved.



Eddie Roberson, Director



Kenneth C. Hill, Director



Sara Kyle, Director