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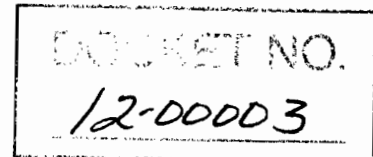
T.R.A. DOCKET ROOM

Writer's email: jmartin@fh2.com

January 19, 2012

VIA OVERNIGHT DELIVERY

Chairman Kenneth C. Hill
c/o Sharla Dillon, Dockets and Records Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243



Re: Voicecom Telecommunications, LLC and ACG Telecom, LLC: Joint Application for
Approval of Internal Reorganization

Dear Chairman Hill:

On behalf of Voicecom Telecommunications, LLC and ACG Telecom, 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 \$50.00 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,

A handwritten signature in black ink, appearing to read "Jon C. Martin".

Jon C. Martin
Counsel for Voicecom Telecommunications, LLC and
ACG Telecom, LLC

JCM/jh
Enclosures

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

Susan Do, Esq.
Associate Counsel
Amvensys Capital Group, LLC

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY**

In the Matter of)	
)	
Voicecom Telecommunications, LLC)	
and ACG Telecom, LLC)	Docket/Case No. _____
)	
Joint Application for Approval of Internal)	
Reorganization)	
)	

APPLICATION

COME NOW Voicecom Telecommunications, LLC ("Voicecom") and ACG Telecom, LLC ("ACG") (together, the "Applicants"), through the undersigned counsel, and hereby respectfully request that the Tennessee Regulatory Authority (the "TRA") grant approval, to the extent such approval is required, to transfer direct ownership of Voicecom from Voicecom Telecommunications, Inc. ("Voicecom Holdco") to ACG pursuant to a reorganization within the Applicants' corporate family.

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

I. INTRODUCTION

This Application is being submitted to the TRA because Voicecom is authorized to provide resold interexchange services in Tennessee.¹ The internal reorganization resulted in the transfer of 100% of the membership interests in Voicecom from one affiliated intermediate holding company to another, but did not change Voicecom's ultimate corporate parent,

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); Order Approving Application, *Petition of Voicecom Telecommunications, Inc., Voicecom Telecommunications, LLC, and Amvensys Telecom Holdings, LLC for Approval to Transfer Control of Voicecom Telecommunications, LLC to Amvensys Telecom Holdings, LLC*, Docket No. 11-00010 (April 19, 2011).

Amvensys Capital Group, LLC (“Amvensys”).² This Application does not involve, and does not seek the TRA’s approval for, a transfer of Voicecom’s authorization to resell interexchange services in Tennessee, the transfer of any of Voicecom’s customers in Tennessee, the issuance of any stock, bonds, notes or other evidence of indebtedness by Voicecom, or any change affecting Voicecom’s day-to-day operations. Voicecom continues 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 reorganization. Accordingly, the proposed transfer of control was transparent to Voicecom’s customers in terms of the services they receive.

II. DESCRIPTION OF APPLICANTS

A. Voicecom Telecommunications, LLC

Voicecom is a Delaware limited liability company headquartered at 5900 Windward Parkway, Suite 500, Atlanta, Georgia 30005. Prior to the reorganization, Voicecom Holdco, through Voicecom, provided 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. After the reorganization, ACG provides the same services through Voicecom.

B. ACG Telecom, LLC

ACG is a Delaware limited liability company headquartered at 1330 Capital Parkway, Carrollton, Texas 75006. ACG is a holding company and subsidiary of Amvensys. Some of the businesses that are wholly owned by Amvensys include dPi Teleconnect (local telephone

² Amvensys Capital Group, LLC was formerly known as Amvensys Telecom Holdings, LLC.

service) and TAG Mobile (wireless phone service). 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 representatives of Voicecom and ACG:

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

Susan Do, Esq.
Associate Counsel
Amvensys Capital Group, LLC
1330 Capital Parkway
Carrollton, Texas 75006
Tel: (214) 233-7044

IV. DESCRIPTION OF THE TRANSACTION

ACG and Voicecom Holdco recently entered into a Membership Interest Transfer Agreement ("Agreement") to complete an internal reorganization within the Amvensys corporate family. Prior to the reorganization, Voicecom Holdco held 100% of the membership interests in Voicecom. Under the terms of the Agreement, effective December 28, 2011, Voicecom Holdco transferred to ACG all of the membership interests in Voicecom. Subsequently, Voicecom

Holdco was dissolved. Corporate organization charts depicting the respective corporate structures of the parties prior to and immediately following the internal reorganization, as well as a diagram illustrating the internal changes, are attached hereto as Exhibit A.

The internal reorganization changed Voicecom's direct ownership from Voicecom Holdco to ACG, but did not change Voicecom's ultimate corporate ownership.³ The reorganization did not involve the assignment of any authorizations, nor did it involve the transfer of any customers between Voicecom and any affiliate of Amvensys. Voicecom continues 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 reorganization. Accordingly, the reorganization was transparent to Voicecom's customers in terms of the services they receive.

V. PUBLIC INTEREST STATEMENT

The reorganization described herein is in the public interest. Although ACG's acquisition of Voicecom resulted in a direct change in the ownership and control of Voicecom, no transfer of assets or customers occurred as a result of the reorganization and no change in the previously approved ultimate ownership occurred. Following completion of the reorganization, Voicecom continues to provide service to its customers pursuant to its existing authorization, with no change in the rates or terms and conditions of service as provided prior to the reorganization. The transfer of control resulting from the internal reorganization was transparent to Voicecom's customers in terms of the services they receive.

Grant of this Application will therefore serve the public interest.

³ The TRA previously approved Amvensys's acquisition of indirect control of Voicecom. See, Order Approving Application, *Petition of Voicecom Telecommunications, Inc., Voicecom Telecommunications, LLC, and Amvensys Telecom Holdings, LLC for Approval to Transfer Control of Voicecom Telecommunications, LLC to Amvensys Telecom Holdings, LLC*, Docket No. 11-00010 (April 19, 2011).

VII. CONCLUSION

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

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

Dated this 19th day of January, 2012.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Charles A. Hudak", is written over a horizontal line.

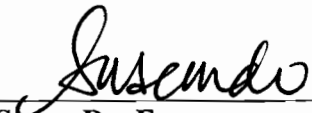
Charles A. Hudak, Esq.
Jon C. Martin, Esq.
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Counsel for Voicecom Telecommunications,
LLC, ACG Telecom, LLC, and Amvensys
Capital Group, LLC

VERIFICATION


I, Susan Do, am Associate Counsel of Amvensys Capital Group, LLC, and am authorized to represent it and its subsidiaries, and to make this verification on their behalf. The statements in the foregoing document 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.



Susan Do, Esq.
Associate Counsel
Amvensys Capital Group, LLC

Subscribed and sworn to before me this 13th day of January, 2012.



Notary Public

My Commission expires: 4/27/12



EXHIBIT A

**CORPORATE STRUCTURE OF AMVENSYS CAPITAL GROUP, LLC
RELEVANT TO VOICECOM TELECOMMUNICATIONS, LLC
PRIOR TO AND FOLLOWING THE INTERNAL REORGANIZATION**

PRE-REORGANIZATION CORPORATE STRUCTURE

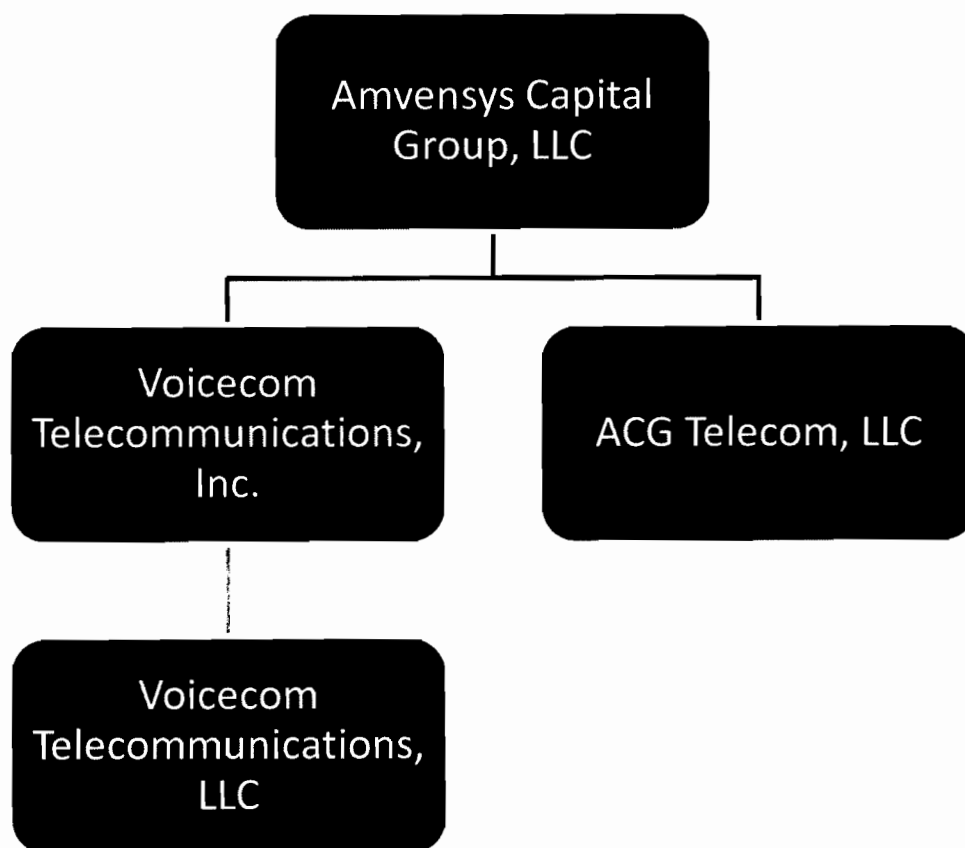
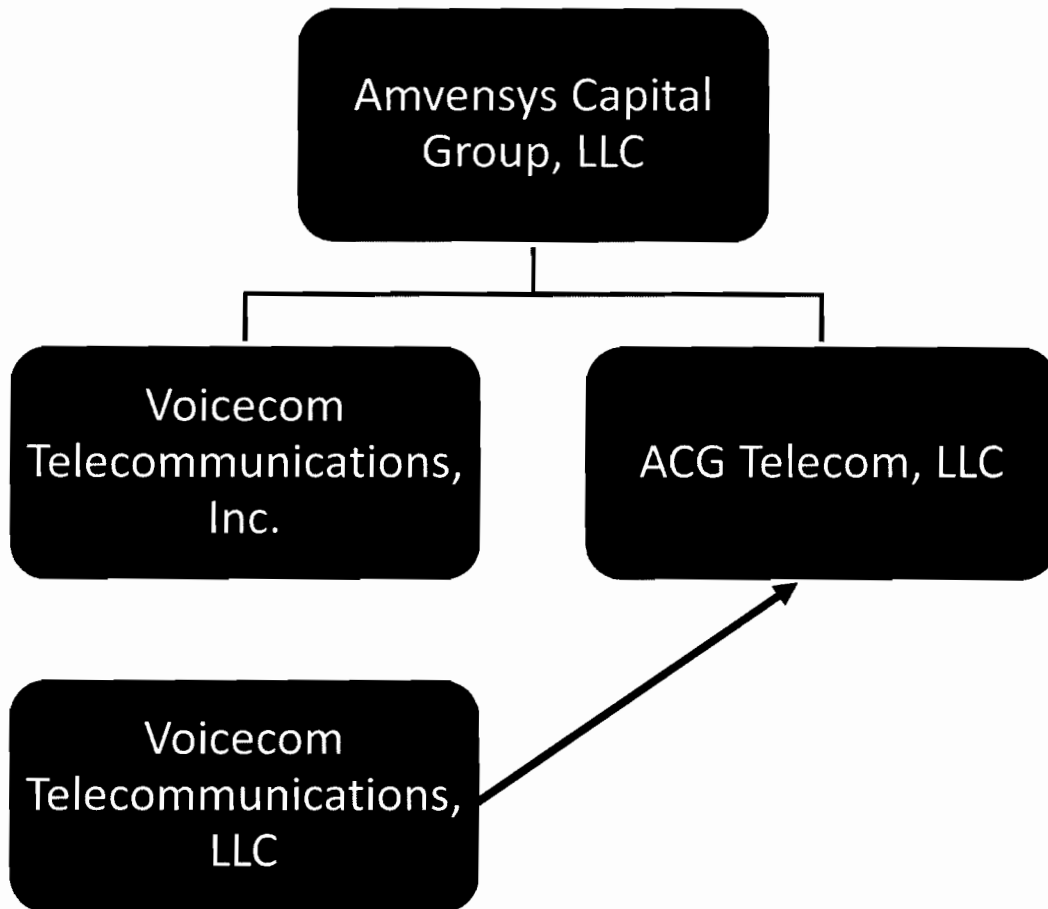


ILLUSTRATION OF THE REORGANIZATION



POST-REORGANIZATION CORPORATE STRUCTURE

