

BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

April 18, 2012

IN RE:

**JOINT APPLICATION OF VOICECOM
TELECOMMUNICATIONS, LLC AND ACG TELECOM,
LLC FOR APPROVAL OF INTERNAL
REORGANIZATION**

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**DOCKET NO.
12-00003**

ORDER APPROVING JOINT APPLICATION OF INTERNAL REORGANIZATION

This matter came before the Tennessee Regulatory Authority (the "Authority" or "TRA"), at a regularly scheduled Authority Conference held on March 26, 2012 for consideration of the *Joint Application* filed on January 20, 2012 by Voicecom Telecommunications, LLC ("Voicecom") and ACG Telecom, LLC ("ACG") (collectively, the "Applicants") requesting approval to transfer direct ownership of Voicecom from Voicecom Telecommunications, Inc. ("Voicecom Holdco") to ACG through an internal reorganization whereby all shares in Voicecom will be transferred to ACG within the Applicants' corporate family.

Voicecom is a Delaware limited liability company. In Tennessee, Voicecom is authorized to provide resold interexchange services pursuant to Authority Order in Docket No. 02-01167 on December 3, 2002.¹

ACG is a Delaware limited liability company, and a holding company and subsidiary of

¹ *In Re: 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, Order Approving Transfer of Authority (December 3, 2002); *In Re: 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, Order Approving Application (April 19, 2011).

Amvensys Capital Group, LLC (“Amvensys”).² ACG and Voicecom Holdco entered into a Membership Interest Transfer Agreement (“Agreement”) to complete an internal reorganization within Amvensys corporate family effective December 28, 2011. The internal reorganization resulted in the transfer of 100% of the membership interests in Voicecom from one affiliated intermediate holding company to another and did not change Voicecom’s ultimate corporate parent, Amvensys.

THE JOINT APPLICATION

The applicants request approval of the internal reorganization transferring ownership of Voicecom from Voicecom Holdco to ACG. Prior to the reorganization, Voicecom Holdco held 100% of the membership interest in Voicecom. Under the terms of the Agreement, Voicecom Holdco transferred to ACG all of the membership interests in Voicecom. Voicecom Holdco was dissolved. The internal reorganization changed Voicecom’s direct ownership from Voicecom Holdco to ACG.

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. Voicecom 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 reorganization. The transfer of control resulting from the internal reorganization was transparent in terms of services received by Voicecom’s customers.

FINDINGS AND CONCLUSIONS

Tenn. Code Ann. § 65-4-113(a) (2004) requires a public utility to obtain TRA approval to

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

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.

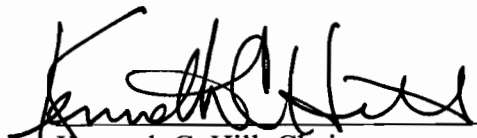
Tenn. Code Ann. § 65-4-113(b) (2004) provides the standards by which the TRA shall consider an application for transfer of authority, which in pertinent part, states as follows:

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.

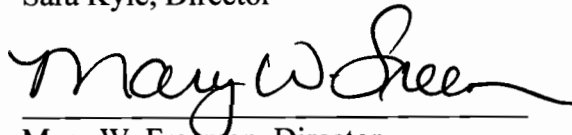
Based on the filings in this docket, the panel found that the internal reorganization serves the public interest and customers will have continuity of service. The transaction will be transparent to Tennessee customers and will not involve transfer of any customers or changes in rates, terms, or conditions of Voicecom's services. The transaction became effective on December 28, 2011. Therefore, based on the record and the aforementioned findings, the panel voted unanimously to approve the *Joint Application nunc pro tunc* pursuant to Tennessee Code Annotated § 65-4-113.

IT IS THEREFORE ORDERED THAT:

The *Joint Application* of Voicecom Telecommunications, LLC and ACG Telecom, LLC is approved *nunc pro tunc*.


Kenneth C. Hill, Chairman


Sara Kyle, Director


Mary W. Freeman, Director