

## REQUEST TO ESTABLISH DOCKET

(Please type or print. File original *plus* 1 copy with CLK.)

Date:	7/16/2013	Docket No.:	DOCKET NO. 130193-TX
1. From Division / Staff:	Telecom/C. Williams		
2. OPR:	C. Williams, Casey <i>PL</i>		
3. OCR:	GCL		
4. Suggested Docket Title:	Request for name change, transfer of assets and Certificate of Necessity No. 8698 from Sage Telecom, Inc. to Sage Telecom LLC.		
5. Program/Module/Submodule Assignment:			
6. Suggested Docket Mail List.			
a. Provide NAMES/ACRONYMS, if registered company.		<input type="checkbox"/> Provided as an Attachment	
Company Code, if applicable:	Parties (include address, if different from MCD):	Representatives (name and address):	
TX940			
b. Provide COMPLETE NAME AND ADDRESS for all others. (match representatives to companies)			
Company Code, if applicable:	Interested persons, if any, (include address, if different from MCD):	Representatives (name and address):	
7. Check one:	<input checked="" type="checkbox"/> Supporting Documentation Attached		<input type="checkbox"/> To be provided with Recommendation
Comments:			

RECEIVED - FPSC  
 13 JUL 19 PM 12:13  
 COMMISSION  
 CLERK

## Curtis Williams

---

**From:** Tony Lee <lee@fhhlaw.com>  
**Sent:** Tuesday, July 16, 2013 9:20 AM  
**To:** Curtis Williams  
**Cc:** Filings@psc.state.fl.us; Bob Casey; Cheng Liu  
**Subject:** RE: Sage Telecom, Inc. and Sage Telecom, LLC

Thank you. Sage requests that the PSC proceed with this matter as a name change, rather than a certificate transfer. Please feel free to contact us if there are any further questions.

### Fletcher, Heald & Hildreth

Tony S. Lee, Esq.  
Fletcher, Heald & Hildreth  
1300 N. 17th Street, Suite 1100 | Arlington, VA 22209  
Tel: 703.812.0442 | Fax: 703.812.0486  
[lee@fhhlaw.com](mailto:lee@fhhlaw.com) | [www.fhhlaw.com](http://www.fhhlaw.com) | [www.commlawblog.com](http://www.commlawblog.com)

TAX ADVICE DISCLAIMER: Under applicable U.S. Treasury Regulations, we are required to inform you that any U.S. tax advice contained in this email or any attachment hereto is not intended or written to be used, and cannot be used, either (i) for purposes of avoiding penalties imposed under the U.S. Internal Revenue Code, or (ii) for promoting, marketing, or recommending to another party any tax-related matter addressed herein.

This electronic message transmission contains information from this law firm which may be confidential or privileged. The information is intended to be for the use of the individual or entity named above. If you are not the intended recipient, be aware that any disclosure, copying, distribution or use of the contents of this information is prohibited.

---

**From:** Curtis Williams [<mailto:CJWillia@PSC.STATE.FL.US>]  
**Sent:** Tuesday, July 16, 2013 9:06 AM  
**To:** Tony Lee  
**Cc:** [Filings@psc.state.fl.us](mailto:Filings@psc.state.fl.us); Bob Casey  
**Subject:** Sage Telecom, Inc. and Sage Telecom, LLC

The attached request was forwarded to the PSC for consideration on May 31, 2013. After review, PSC staff has determined that the request should be filed as a name change, not a certificate transfer. You may respond to this e-mail requesting that we proceed as a name change instead of a certificate transfer. This is necessary as a procedural matter and the end result will be the same. Please contact me if you have any questions.

**Curtis J. Williams**  
Florida Public Service Commission  
Regulatory Analyst  
TEL

(850) 413-6924 Work  
[CJWillia@PSC.STATE.FL.US](mailto:CJWillia@PSC.STATE.FL.US)  
FL

**Eric Fryson**

---

**From:** Cheng Liu <liu@fhhlaw.com>  
**Sent:** Wednesday, May 29, 2013 6:39 PM  
**To:** Filings@psc.state.fl.us  
**Cc:** Tony Lee  
**Subject:** Notification to FL PSC of Sage Telecom, Inc. and Sage Telecom Communications, LLC.  
**Attachments:** Sage - Florida (FL) notice of certificate transfer to an affiliate (00531538).pdf

Dear Office of Commission Clerk:

Please find attached a notification of the transfer of Sage Telecom, Inc.'s certification to operate as a Florida competitive local exchange carrier (#8968) to its affiliate, Sage Telecom Communications, LLC.

This electronic filing is being submitted by Tony S. Lee whose information is below:

Tony S. Lee  
Fletcher, Heald & Hildreth, P.L.C.  
1300 N. 17th Street, Suite 1100  
Arlington, VA 22209  
Tel: (703) 812-0442  
Fax: (703) 812-0486  
[lee@fhhlaw.com](mailto:lee@fhhlaw.com)

This electronic filing relates to Docket No. 070531-TX.

The parties on whose behalf the electronic filing is submitted are Sage Telecom, Inc. and Sage Telecom Communications, LLC.

The total number of pages in the attached document is twelve (12).

Please contact Tony Lee at (703) 812-0442 should you have any questions regarding this electronic filing.

Thank you.

Cheng-yi Liu  
Fletcher, Heald & Hildreth, PLC  
1300 N. 17th Street, Suite 1100  
Arlington, VA 22209  
703-812-0478 (direct)  
703-812-0486 (fax)  
[liu@fhhlaw.com](mailto:liu@fhhlaw.com)

DOCUMENT NUMBER-DATE

02966 MAY 30 2013

FPSC-COMMISSION CLERK



**Fletcher, Heald & Hildreth**

1300 NORTH 17th STREET, 11th FLOOR  
ARLINGTON, VIRGINIA 22209

OFFICE: (703) 812-0400  
FAX: (703) 812-0486  
www.fhhlaw.com  
www.commlawblog.com

TONY S. LEE\*  
(703) 812-0442  
LEE@FHKLAW.COM

\* NOT ADMITTED IN VIRGINIA

May 29, 2013

**SUBMITTED VIA EMAIL to [filings@psc.state.fl.us](mailto:filings@psc.state.fl.us)**

Ann Cole, Director  
Office of Commission Clerk  
Florida Public Service Commission  
2540 Shumard Oak Blvd.  
Tallahassee, FL 32399-0850

**Re: Notification of *Pro Forma* Internal Structural Change Involving  
Sage Telecom, Inc. (TX940) and Sage Telecom Communications, LLC**

Dear Ms. Cole:

TSC Acquisition Corp. ("TSC"), Sage Telecom, Inc. ("Sage Inc."), and Sage Telecom Communications, LLC ("Sage LLC") (together, the "Parties"), pursuant to § 364.33, Fla. Stat. (2012), hereby notify the Florida Public Service Commission ("Commission") of a *pro forma* internal structural change whereby all of the assets of Sage Inc. (Company Code TX940, Certificate #8698), including its customers and authority to operate in the state of Florida will be assigned to its affiliate, Sage LLC. As described more fully below, the proposed transaction will not involve any change in (a) the ultimate ownership of TSC or Sage Inc., (b) the current management or key personnel of the company, or (c) the rates, terms, or conditions of service currently being provided to customers. Corporate organization charts depicting the respective corporate structure of Sage Inc. prior to and following the transaction are attached hereto as Exhibit A. Immediately following consummation of the transaction, Sage LLC will continue to provide service to its Florida customers with no change in the rates or terms and conditions of service as currently provided. The proposed *pro forma* internal structural change will be completely seamless to customers in terms of the services they receive.

**I. Description of the Parties**

**A. TSC Acquisition Corp.**

TSC is a Delaware corporation headquartered in Los Angeles, California. TSC is the parent corporation of Sage Inc. and Sage LLC. Through its operating subsidiaries, Telscape Communications, Inc. ("Telscape") and Sage Inc., TSC provides innovative communications solutions through a comprehensive line of telecommunications, Internet, and wireless services. Founded in 1999, Telscape is authorized to provide service in Arizona, California, Florida,

{00503680-1 }

DOCUMENT NUMBER DATE

02966 MAY 30 2013

FPSC-COMMISSION CLERK

Illinois, Nevada, New Jersey, New York, and Texas. TSC and Telscape are operated by a highly qualified management team.

**B. Sage Telecom, Inc. and Sage Telecom Communications, LLC**

Sage Inc. is a corporation organized under the laws of the State of Texas. Sage Inc.'s principal offices are located at 10440 N. Central Expressway, Suite 700, Dallas, Texas 75231-2228. Sage Inc. is a wholly owned subsidiary of TSC. In Florida, Sage Inc. is authorized to provide competitive local exchange telecommunications services pursuant to certification issued in Docket No. 07053 I-TX on September 19, 2007 and interexchange telecommunications services pursuant to de-regulation.<sup>1</sup> The company is authorized to provide competitive local and/or interexchange services in Arkansas, California, Colorado, Connecticut, Florida, Illinois, Indiana, Kansas, Kentucky, Michigan, Missouri, Montana, Nevada, New Mexico, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, South Carolina, South Dakota, Texas,<sup>2</sup> Washington, Wisconsin, and Wyoming.

Sage LLC is a recently-formed limited liability company created for the special purpose of acquiring the assets of Sage Inc. A copy of Sage LLC's registration to do business as a foreign corporation in Florida is attached hereto as Exhibit B. Both Sage Inc. and Sage LLC are ultimately wholly-owned by TSC. Thus, they are commonly owned and controlled by the same management team.

**II. Description of the Proposed *Pro Forma* Internal Structural Change**

In 2000, the U.S. Treasury Department created the New Markets Tax Credits ("NMTC") Program, which awards tax credits to spur new or increased investments in businesses that serve low-income communities. Sage Inc. applied for and was awarded a grant under the NMTC Program to provide telecommunications services to low-income residents. However, in order to comply with certain requirements under the NMTC Program, TSC was required to create Sage LLC as a special-purposes entity into which it will transfer all of the assets of Sage Inc.<sup>3</sup> Specifically, the company proposes to undertake a *pro forma* internal structural change whereby all of Sage Inc.'s assets and customers will be transferred to Sage LLC. After the transaction, Sage LLC will become the sole Sage operating company in Florida.

The Parties emphasize that the proposed transaction will be completely seamless to Sage Inc.'s existing customers. The proposed transaction is entirely intra-corporate in nature, will not

---

<sup>1</sup> Sage was granted authorization to provide interexchange telecommunications services in Docket No. 070532-TI on July 26, 2007.

<sup>2</sup> In Texas, the company is authorized to provide service under Sage Telecom of Texas, LP.

<sup>3</sup> It is important to note that although Exhibit A depicts the assets of Sage Telecom of Nevada LLC and Sage Telecom of Texas, LP as also being transferred to Sage LLC, those entities do not hold any authorizations issued by the Commission. Accordingly, those two entities are being included in the corporate structure chart depicting the *pro forma* transaction only for purposes of completeness.

Ann Cole, Director  
May 29, 2013  
Page 3

involve any change in the ultimate ownership or control of TSC or the Sage companies, and will not affect any of the rates, terms or conditions under which the company's customers receive service. Immediately following the transaction, existing customers will continue to receive service under the Sage brand name, and the proposed transaction will not involve any discontinuation of service or termination of customers. Moreover, because the transaction is *pro forma* in nature, the company's operations will continue to be managed and conducted by the same technical, operational, and managerial personnel that are currently in place.

### **III. Public Interest Considerations**

The proposed transaction will serve the public interest by enabling the company to continue offering customers a compelling alternative to legacy carriers, and a comprehensive suite of telecommunications services, while at the same time, expanding the availability of advanced telecommunications services to low-income residents through the NMTC Program. Low-income residents are often ignored by competitive telecommunications service providers as they generally do not provide the same returns on investment associated with service provided to enterprise customers. TSC is committed to serving the low-income market, and participation in the NMTC Program is just one example of that commitment. The public interest is served by allowing the Parties to undertake the proposed *pro forma* internal structural change to permit Sage LLC to take advantage of the NMTC tax credits, and to continue TSC's mission of providing service to historically underserved low-income subscribers. In sum, the internal structural change is expected to create substantial new service opportunities for low-income customers, which will ultimately enhance the variety of telecommunications products and services offered to Florida consumers.

Should you have any questions with respect to this matter, please do not hesitate to contact the undersigned at (703) 812-0442.

Respectfully submitted,

*s/* Tony S. Lee

Counsel for TSC Acquisition Corporation,  
Sage Telecom, Inc., and Sage Telecom  
Communications, LLC

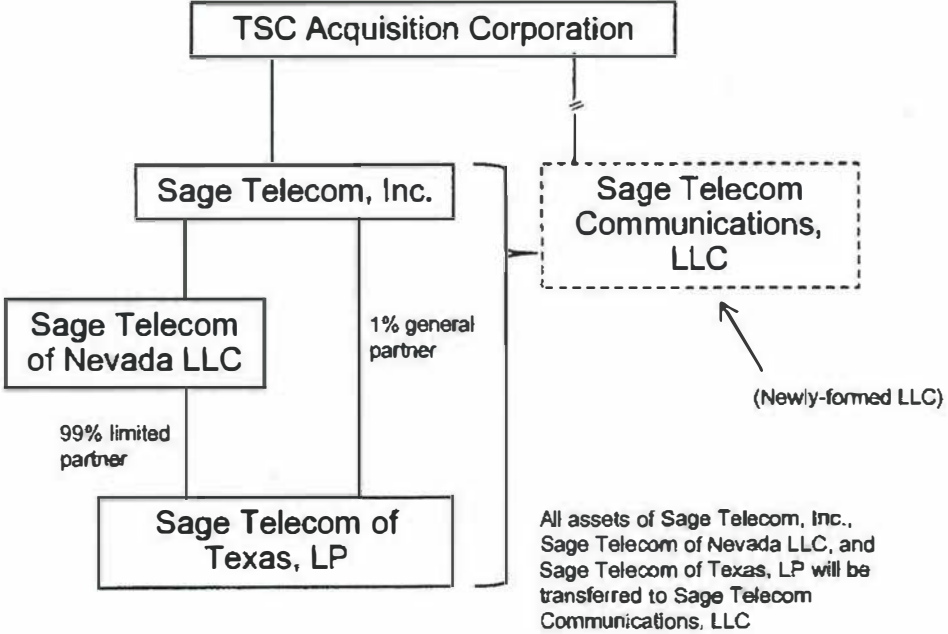
#### **Attachments**

cc: Nathan Johnson  
Joseph Holop  
Sherri Flatt

**EXHIBIT A**

**Corporate Structure Chart**

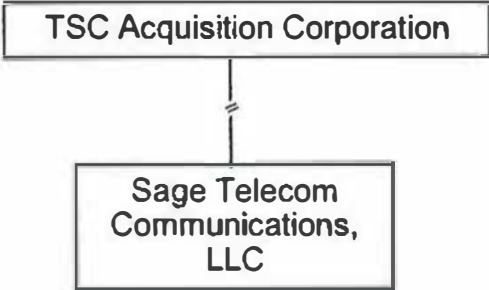
**Corporate Structure of TSC Acquisition Corporation and the Sage Companies Before the *Pro Forma* Internal Structural Change**





**Corporate Structure of TSC Acquisition Corporation and the Sage Companies After the *Pro Forma* Internal Structural Change**

The ownership of TSC Acquisition Corporation and all key management and personnel of the Sage companies will remain unchanged.



**EXHIBIT B**

**Secretary of State Qualification**



**FLORIDA DEPARTMENT OF STATE**  
**Division of Corporations**

February 14, 2013

**CORPDIRECT AGENTS**  
**% RICKY SOTO**

Qualification documents for SAGE TELECOM COMMUNICATIONS, LLC were filed on February 13, 2013, and assigned document number M13000000985. Please refer to this number whenever corresponding with this office.

Your limited liability company is authorized to transact business in Florida as of the file date.

To maintain "active" status with the Division of Corporations, an annual report must be filed yearly between January 1st and May 1st beginning in the year following the file date or effective date indicated above. If the annual report is not filed by May 1st, a \$400 late fee will be added.

A Federal Employer Identification Number (FEI/EIN) will be required when this report is filed. Contact the IRS at 1-800-829-4933 for an SS-4 form or go to [www.irs.gov](http://www.irs.gov).

Please notify this office if the limited liability company address changes.

Should you have any questions regarding this matter, please contact this office at the address given below.

**Leslie Sellers**  
**Regulatory Specialist II**  
**Registration/Qualification Section**  
**Division of Corporations**

Letter Number: 613A00003693

[www.sunbiz.org](http://www.sunbiz.org)

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314



APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Sage Telecom Communications, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Texas 3. 46-1521990
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 12/05/2012 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6.
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 10440 N Central Expressway, Suite 700
Dallas, TX 75231-2228
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here [X]

9. The name and usual business addresses of the managing members or managers are as follows:

Nathan Johnson 10440 N Central Expressway, Suite 700, Dallas, TX 75231-2228

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida:
Telecommunication Services

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Nathan Johnson
Typed or printed name of signee

13 FEB 13 PM 1:00
FILED

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,  
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING  
STATEMENT TO DESIGNATE A REGISTERED OFFICE, AND REGISTERED AGENT IN THE  
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Sage Telecom Communications, LLC

---

If unavailable, the alternate to be used in the state of Florida is:

---

2. The name and the Florida street address of the registered agent and office are:

NRAI Services, Inc.

(Name)

515 East Park Avenue

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Tallahassee

FL

32301

City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.*

NRAI Services, Inc.

By:

(Signature)

Jose Castellanos, Asst. Secretary

\$ 100.00 Filing Fee for Application  
\$ 25.00 Designation of Registered Agent  
\$ 30.00 Certified Copy (optional)  
\$ 5.00 Certificate of Status (optional)

Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



John Steen  
Secretary of State

## Office of the Secretary of State

### Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate of Formation for Sage Telecom Communications, LLC (file number 801694983), a Domestic Limited Liability Company (LLC), was filed in this office on December 05, 2012.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on February 12, 2013.



A handwritten signature in black ink, appearing to read "John Steen".

John Steen  
Secretary of State