



PUBLIC NOTICE

Federal Communications Commission
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DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF SAGE TELECOM, INC. TO TSC ACQUISITION CORPORATION

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 12-119

Comments Due: May 22, 2012

Reply Comments Due: May 29, 2012

On April 30, 2012, SP Sage LLC (SP Sage), Sage Telecom, Inc. (Sage), Sage Telecom of Texas, LP (Sage-TX) and TSC Acquisition Corporation (TSC Acquisition) (collectively, Applicants) filed an application pursuant to section 63.03 of the Commission's rules¹ requesting approval for the transfer of control of Sage from SP Sage to TSC Acquisition.

Sage, a Texas corporation, is authorized to provide competitive local exchange and/or interexchange services in Arkansas, California, Colorado, Connecticut, Florida, Illinois, Indiana, Kansas, Kentucky, Michigan, Missouri, Montana, Nebraska, Nevada, New Mexico, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, South Carolina, South Dakota, Utah, Washington, Wisconsin, and Wyoming.² Sage-TX, a wholly owned subsidiary of Sage and a Texas limited partnership, is authorized to provide competitive local exchange and interexchange services in Texas.³ Sage is a wholly owned subsidiary of SP Sage, a Delaware limited liability company.

TSC Acquisition, a Delaware corporation, does not provide telecommunications in any state. TSC Acquisition's operating subsidiary, Telscape Communications, Inc. (Telscape), provides service in Arizona, California, Florida, Illinois, Nevada, New Jersey, New York, and Texas. TSC Acquisition is owned by GP/T Holdings, LLC (57 percent ownership), Gemini Partners, Inc. (17 percent ownership) and other investors (none of whom individually directly or indirectly own ten percent or more of TSC

¹ 47 C.F.R § 63.03; *see* 47 U.S.C. § 214. Applicants also filed an application for transfer of control associated with authorizations for international services. Any action on this domestic section 214 application is without prejudice to Commission action on other pending applications. Applicants filed a supplement to their application on May 8, 2012.

² Sage provides telecommunications service in each of those state except Colorado, Florida, Kentucky, Montana, Nebraska, Nevada, New Mexico, North Carolina, North Dakota, Oregon, South Carolina, South Dakota, Utah, Washington and Wyoming. Sage is in the process of surrendering its authorizations in Nebraska and Utah, where it does not currently provide service.

³ Sage Telecom of Nevada LLC is the limited partner (99 percent) of Sage-TX and is wholly owned by Sage.

Acquisition). The following U.S. entities directly own or control a ten percent or greater equity or voting interest in TSC Acquisition: GP/T Holdings, LLC (57 percent) and Gemini Partners, Inc. (17 percent). The following U.S. individuals each hold a fifty percent or greater ownership interest in, and share control of Gemini Partners, Inc., and 45 percent ownership interest in and share control of GP/T Holdings, LLC: Matthew Johnson (62 percent) and Nathan Johnson (62 percent).

Pursuant to a stock purchase agreement, TSC Acquisition will purchase all of the outstanding stock of Sage held by SP Sage. GP/T Holdings, LLC, a California limited liability company, will, in turn, hold an indirect interest of approximately 57 percent in Sage and Sage-TX. Applicants state that the proposed transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(i) of the Commission's rules⁴ and that a grant of the application will serve the public interest, convenience, and necessity.

Domestic Section 214 Application Filed for the Transfer of Control of Sage Telecom, Inc. to TSC Acquisition Corporation, WC Docket No. 12-119 (filed Apr. 30, 2012).

GENERAL INFORMATION

The transfer of control identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to section 63.03(a) of the Commission's rules, 47 CFR § 63.03(a), interested parties may file comments **on or before May 22, 2012**, and reply comments **on or before May 29, 2012**. Pursuant to section 63.52 of the Commission's rules, 47 C.F.R. § 63.52, commenters must serve a copy of comments on the Applicants no later than the above comment filing date. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of this notice.⁵

Pursuant to section 63.03 of the Commission's rules, 47 CFR § 63.03, parties to this proceeding should file any documents in this proceeding using the Commission's Electronic Comment Filing System (ECFS): <http://fjallfoss.fcc.gov/ecfs2/>.

In addition, e-mail one copy of each pleading to each of the following:

- 1) Tracey Wilson, Competition Policy Division, Wireline Competition Bureau, tracey.wilson@fcc.gov;
- 2) Dennis Johnson, Competition Policy Division, Wireline Competition Bureau, dennis.johnson@fcc.gov;
- 3) David Krech, Policy Division, International Bureau, david.krech@fcc.gov; and
- 4) Jim Bird, Office of General Counsel, jim.bird@fcc.gov.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at (202) 418-0530 (voice), (202) 418-0432 (tty).

⁴ 47 C.F.R. § 63.03(b)(2)(i).

⁵ Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.

The proceeding in this Notice shall be treated as a “permit-but-disclose” proceeding in accordance with the Commission’s *ex parte* rules.⁶ Persons making *ex parte* presentations must file a copy of any written presentation or a memorandum summarizing any oral presentation within two business days after the presentation (unless a different deadline applicable to the Sunshine period applies). Persons making oral *ex parte* presentations are reminded that memoranda summarizing the presentation must (1) list all persons attending or otherwise participating in the meeting at which the *ex parte* presentation was made, and (2) summarize all data presented and arguments made during the presentation. If the presentation consisted in whole or in part of the presentation of data or arguments already reflected in the presenter’s written comments, memoranda or other filings in the proceeding, the presenter may provide citations to such data or arguments in his or her prior comments, memoranda, or other filings (specifying the relevant page and/or paragraph numbers where such data or arguments can be found) in lieu of summarizing them in the memorandum. Documents shown or given to Commission staff during *ex parte* meetings are deemed to be written *ex parte* presentations and must be filed consistent with rule 1.1206(b), 47 C.F.R. § 1.1206(b). Participants in this proceeding should familiarize themselves with the Commission’s *ex parte* rules.

For further information, please contact Tracey Wilson at (202) 418-1394 or Dennis Johnson at (202) 418-0809.

⁶ 47 C.F.R. §§ 1.1200 *et seq.*