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April 26, 2012

VIA OVERNIGHT DELIVERY

Public Utilities Commission of Ohio
Docketing Division
180 East Broad Street, 13th Floor
Columbus, Ohio 43215-3793

Expedited Processing Requested

Re: **Docket No. 12-1313-TP-ACO** - *Application of TSC Acquisition Corporation and Sage Telecom, Inc. for Approval to Transfer Control of Sage Telecom, Inc to TSC Acquisition Corporation.*

To: Docketing Division:

On behalf of Sage Telecom, Inc. and TSC Acquisition Corp. attached for filing are an original and ten (10) copies of the above referenced Application.

Please acknowledge receipt and acceptance of this filing. Should you have any questions with respect to this matter, please do not hesitate to contact the undersigned at (202) 344-4522.

Respectfully submitted,

Tony S. Lee
Kristalyn J. Loson

Counsel to TSC Acquisition Corp.

Enclosures

cc: Matthew Johnson (TSC Acquisition Corp.)
Nathan Johnson (TSC Acquisition Corp.)
Eric J. Branfman (Counsel to Sage Telecom, Inc.)
Brett. P. Ferencak (Counsel to Sage Telecom, Inc.)

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business.
Technician MS Date Processed 4/27/12

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS FILING FORM

(Effective: 01/20/2011)

This form is intended to be used with most types of required filings. It provides check boxes with rule references for the most common types of filings. It does not replace or supersede Commission rules in any way.

In the Matter of the Application of TSC Acquisition Corporation and Sage Telecom Inc. for Approval of the Transfer of Control of Sage Telecom, Inc. to TSC Acquisition Corp.))))

TRF Docket No. 90-9212-TP-TRF

Case No. 12-135-TP-ACO

NOTE: Unless you have reserved a Case #, leave the "Case No" fields BLANK.

Name of Registrant(s) Sage Telecom, Inc.

DBA(s) of Registrant(s) N/A

Address of Registrant(s) 3300 E. Renner Road, Suite 350, Richardson, Texas 75082-2800

Company Web Address www.sagetelecom.net

Regulatory Contact Person(s) Sherri Flatt

Phone (214) 495-4847

Fax (214) 495-4795

Regulatory Contact Person's Email Address sflatt@sagetelecom.net

Contact Person for Annual Report Andrew Karl, Manager, Regulatory Compliance

Phone (214) 495-4878

Address (if different from above) 3300 E. Renner Road, Suite 350, Richardson, Texas 75082-2800

Consumer Contact Information Sherri Flatt, Executive Director, Regulatory Affairs

Phone (214) 495-4847

Address (if different from above) 3300 E. Renner Road, Suite 350, Richardson, Texas 75082-2800

Motion for protective order included with filing? ☐ Yes ☒ No

Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: Waivers may toll any automatic timeframe.]

Notes:

Section I and II are Pursuant to Chapter 4901:1-6 OAC.

Section III – Carrier to Carrier is Pursuant to 4901:1-7 OAC, and Wireless is Pursuant to 4901:1-6-24 OAC.

Section IV – Attestation.

(1) Indicate the Carrier Type and the reason for submitting this form by checking the boxes below.

(2) For requirements for various applications, see the identified section of Ohio Administrative Code Section 4901 and/or the supplemental application form noted.

(3) Information regarding the number of copies required by the Commission may be obtained from the Commission's web site at www.puco.ohio.gov under the docketing information system section, by calling the docketing division at 614-466-4095, or by visiting the docketing division at the offices of the Commission.

(4) An Incumbent Local Exchange Carrier (ILEC) offering basic local exchange service (BLES) outside its traditional service area should choose CLEC designation when proposing to offer BLES outside its traditional service area or when proposing to make changes to that service.

All Filings that result in a change to one or more tariff pages require, at a minimum, the following exhibits.

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s) <i>Not applicable.</i>
B	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin. <i>Not applicable.</i>
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s). <i>Not applicable.</i>

Section I – Part I - Common Filings

Carrier Type <input type="checkbox"/> Other (explain below)	<input type="checkbox"/> For Profit ILEC	<input type="checkbox"/> Not For Profit ILEC	<input type="checkbox"/> CLEC
Change terms & conditions of existing BLES	<input type="checkbox"/> ATA 1-6-14(H) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(H) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(H) (Auto 30 days)
Introduce non-recurring charge, surcharge, or fee to BLES			<input type="checkbox"/> ATA 1-6-14(H) (Auto 30 days)
Introduce or Increase Late Payment	<input type="checkbox"/> ATA 1-6-14(I) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(I) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(I) (Auto 30 days)
Revisions to BLES Cap.	<input type="checkbox"/> ZTA 1-6-14(F) (0 day Notice)		
Introduce BLES or expand local service area (calling area)	<input type="checkbox"/> ZTA 1-6-14(H) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-14(H) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-14(H) (0 day Notice)
Notice of no obligation to construct facilities and provide BLES	<input type="checkbox"/> ZTA 1-6-27(C) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-27(C) (0 day Notice)	
Change BLES Rates	<input type="checkbox"/> TRF 1-6-14(F) (0 day Notice)	<input type="checkbox"/> TRF 1-6-14(F)(4) (0 day Notice)	<input type="checkbox"/> TRF 1-6-14(G) (0 day Notice)
To obtain BLES pricing flexibility	<input type="checkbox"/> BLS 1-6-14 (C)(1)(c) (Auto 30 days)		
Change in boundary	<input type="checkbox"/> ACB 1-6-32 (Auto 14 days)	<input type="checkbox"/> ACB 1-6-32 (Auto 14 days)	
Expand service operation area			<input type="checkbox"/> TRF 1-6-08(G)(0 day)
BLES withdrawal			<input type="checkbox"/> ZTA 1-6-25(B) (0 day Notice)
Other* (explain) _____			

Section I – Part II – Customer Notification Offerings Pursuant to Chapter 4901:1-6-7 OAC

Type of Notice	Direct Mail	Bill Insert	Bill Notation	Electronic Mail
<input type="checkbox"/> 15-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> 30-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Date Notice Sent: _____				

Section I – Part III –IOS Offerings Pursuant to Chapter 4901:1-6-22 OAC

IOS	Introduce New	Tariff Change	Price Change	Withdraw
<input type="checkbox"/> IOS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Section II – Part I – Carrier Certification - Pursuant to Chapter 4901:1-6-08, 09 & 10 OAC

Certification	ILEC (Out of Territory)	CLEC	Telecommunications Service Provider Not Offering Local	CESTC	CETC
* See Supplemental form	<input type="checkbox"/> ACE 1-6-08 * (Auto 30- day)	<input type="checkbox"/> ACE 1-6-08 *(Auto 30 day)	<input type="checkbox"/> ACE 1-6-08 *(Auto 30 day)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 day)	<input type="checkbox"/> UNC1-6-09 *(Non-Auto)

*Supplemental Certification forms can be found on the Commission Web Page.

Section II – Part II – Certificate Status & Procedural

Certificate Status	ILEC	CLEC	Telecommunications Service Provider Not Offering Local
Abandon all Services		<input type="checkbox"/> ABN 1-6-26 (Auto 30 days)	<input type="checkbox"/> ABN 1-6-26 (Auto 30 days)
Change of Official Name *	<input type="checkbox"/> ACN 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> ACN 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)
Change in Ownership *	<input type="checkbox"/> ACO 1-6-29(E) (Auto 30 days)	<input checked="" type="checkbox"/> ACO 1-6-29(E) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)
Merger *	<input type="checkbox"/> AMT 1-6-29(E) (Auto 30 days)	<input type="checkbox"/> AMT 1-6-29(E) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)
Transfer a Certificate *	<input type="checkbox"/> ATC 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> ATC 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)
Transaction for transfer or lease of property, plant or business *	<input type="checkbox"/> ATR 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> ATR 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)

* Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see the 4901:1-6-29 Filing Requirements on the Commission's Web Page for a complete list of exhibits.

Section III – Carrier to Carrier (Pursuant to 4901:1-7), and Wireless (Pursuant to 4901:1-6-24)

Carrier to Carrier	ILEC	CLEC
Interconnection agreement, or amendment to an approved agreement	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)
Request for Arbitration	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)
Introduce or change c-t-c service tariffs,	<input type="checkbox"/> ATA 1-7-14 (Auto 30 day)	<input type="checkbox"/> ATA 1-7-14 (Auto 30 day)
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC1-7-04 or 05 (Non-Auto)	
Changes in rates, terms & conditions to Pole Attachment, Conduit Occupancy and Rights- of-Way.	<input type="checkbox"/> UNC 1-7-23(B) (Non-Auto)	
Wireless Providers See 4901:1-6-24	<input type="checkbox"/> RCC [Registration & Change in Operations]	<input type="checkbox"/> NAG [Interconnection Agreement or

Section IV. – Attestation

Registrant hereby attests to its compliance with pertinent entries and orders issued by the Commission.

AFFIDAVIT
Compliance with Commission Rules

I am an officer/agent of the applicant corporation, Sage Telecom, Inc., and am authorized to make this statement on its behalf.

(Name)

Please Check ALL that apply:

☐ I attest that these tariffs comply with all applicable rules for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the state of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio.

☐ I attest that customer notices accompanying this filing form were sent to affected customers, as specified in Section II, in accordance with Rule 4901:1-6-7, Ohio Administrative Code.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on (Date) _____ at (Location) _____

*(Signature and Title) _____ (Date) _____

- *This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

VERIFICATION

I, Kristalyn J. Loson verify that I have utilized the Telecommunications Filing Form for most proceedings provided by the Commission and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.

*(Signature and Title) Kristalyn J. Loson, Counsel to TSC Acquisition Corp. (Date) 4/26/2012

**Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

Send your completed Application Form, including all required attachments as well as the required number of copies, to:

**Public Utilities Commission of Ohio
Attention: Docketing Division
180 East Broad Street, Columbus, OH 43215-3793
Or**

Make such filing electronically as directed in Case No 06-900-AU-WVR

Section IV. – Attestation

Registrant hereby attests to its compliance with pertinent entries and orders issued by the Commission.

AFFIDAVIT
Compliance with Commission Rules

I am an officer/agent of the applicant corporation, Sage Telecom, Inc.

, and am authorized to make this statement on its behalf.

(Name)

Please Check ALL that apply:

☐ I attest that these tariffs comply with all applicable rules for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the state of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio.

☐ I attest that customer notices accompanying this filing form were sent to affected customers, as specified in Section II, in accordance with Rule 4901:1-6-7, Ohio Administrative Code.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on (Date) _____ at (Location) _____

*(Signature and Title) _____ (Date) _____

- This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.

VERIFICATION

I, John Debus verify that I have utilized the Telecommunications Filing Form for most proceedings provided by the Commission and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.

*(Signature and Title) [Signature] SUP, CFO & Treas.

(Date) 4-26-12

*Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.

Send your completed Application Form, including all required attachments as well as the required number of copies, to:

Public Utilities Commission of Ohio
Attention: Docketing Division
180 East Broad Street, Columbus, OH 43215-3793
Or

Make such filing electronically as directed in Case No 06-900-AU-WVR

LIST OF ATTACHMENTS AND EXHIBITS

Attachment 1	Certificates of Good Standing for TSC Acquisition Corp. and Sage Telecom Inc.
Attachment 2	Officer and Directors of TSC Acquisition Corp. with Addresses and Phone Numbers
Exhibit A	Current Tariff Pages <i>Not Applicable</i>
Exhibit B	Revised Tariff Pages <i>Not Applicable</i>
Exhibit C	Description of and Rationale for the Involved Transaction Including Public Interest Considerations
Exhibit C-1	Pre- and Post-Transaction Corporate Structure of Applicants
Exhibit D	Description of Notice Procedure That Has Been / Will Be Utilized <i>Not Applicable</i>
	Real Time Notice that Has Been Will/Be Provided to Consumers <i>Not Applicable</i>
	Customer Notice Affidavit (Verifying Customer Notice Has Been Provided to Affected Customers) <i>Not Applicable</i>

ATTACHMENT 1

**Ohio Certificates of Good Standing –
TSC Acquisition Corp. and Sage Telecom Inc.**

**United States of America
State of Ohio
Office of the Secretary of State**

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show TSC ACQUISITION CORPORATION, a Delaware corporation, having qualified to do business within the State of Ohio on March 08, 2012 under License No. 2089788 is currently in GOOD STANDING upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 20th day of April, A.D. 2012*

Jon Husted

Ohio Secretary of State

Validation Number: V2012110A45465

**United States of America
State of Ohio
Office of the Secretary of State**

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show SAGE TELECOM, INC., a Texas corporation, having qualified to do business within the State of Ohio on April 17, 2001 under License No. 1223330 is currently in GOOD STANDING upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 24th day of April, A.D. 2012*

Jon Husted

Ohio Secretary of State

Validation Number: V2012114A9868E

ATTACHMENT 2

TSC Acquisition Corp. Officers and Directors

Board of Directors:

- Nathan R. Johnson - Chairman
- Matthew H. Johnson
- Greg McPherson

Key Officers:

- Joseph P. Holop – Chief Operations Officer and Chief Technology Officer
- Jeanette Gonzalez – Director of Customer Operations
- Grace Sung – Director of Accounting and Controller
- Diana Aguirre – Director of Regulatory Affairs
- Victor I. Flores – Director of Network Operations and Engineering
- Gary Hamlett – Director of Information Technology and Security
- Walter Wilson – Director of Billing and Revenue Assurance

All of the above Officers and Directors of TSC Acquisition Corp. can be contacted at the following address:

Telscape Communications, Inc.
355 South Grand Avenue
Suite 3100
Los Angeles, California 80071-1550

EXHIBIT C

Description of and Rationale for the Involved Transaction Including Public Interest Considerations

I. DESCRIPTION OF PROPOSED TRANSACTION

TSC Acquisition Corp. ("TSC")¹ and SP Sage LLC ("SP Sage"), the parent company for Sage Telecom, Inc. ("Sage Telecom"),² recently entered into a Stock Purchase Agreement ("Agreement"), pursuant to which Sage Telecom will become a direct, wholly-owned subsidiary of TSC. Pursuant to the Agreement, TSC will purchase all of the outstanding stock of Sage Telecom held by SP Sage. GP/T Holdings, LLC, which is a California limited liability company, will, in turn, hold an indirect interest of approximately 57% in Sage Telecom. TSC will acquire the stock of Sage Telecom in an all cash transaction, and also will satisfy all of Sage Telecom's outstanding debt. Following the change in control, Sage Telecom will continue providing service to their customers, without change, and in accordance with all of their existing tariffs and contracts. Thus, the transaction will be completely transparent to Sage Telecom's customers. Corporate organization charts depicting the respective corporate structures of

¹ TSC Acquisition Corp. is a Delaware corporation with a principal business address of 355 South Grand Avenue, Suite 3100, Los Angeles, CA 90071-1550. TSC currently does not transact business in Ohio. TSC Acquisition has an operating subsidiary, Telscape Communications, Inc. ("Telscape"), which is authorized to provide service in Arizona, California, Florida, Illinois, Nevada, New Jersey, New York, and Texas. Through Telscape, TSC provides innovative communications solutions through a comprehensive line of telecommunications, Internet, and wireless services. Telscape is the premier competitive local exchange carrier servicing the U.S. Hispanic market. The company is founded on the premise that the Hispanic market has unique and identifiable communications needs. Telscape meets these requirements by offering a customized telecommunications experience.

² Sage Telecom is a Texas corporation authorized to provide competitive local exchange and competitive telecommunications services in Ohio pursuant to Certificate No. 90-9212.

the parties prior to and immediately following the transaction, are attached hereto as Exhibit C-1.

II. PUBLIC INTEREST CONSIDERATIONS

TSC believes the proposed acquisition of Sage Telecom by TSC will serve the public interest by enabling Sage Telecom and Telscape to offer customers a compelling alternative to legacy carriers through the combined footprint of the two companies, and a comprehensive suite of telecommunications services. Specifically, TSC anticipates that:

- The complementary strengths, product sets, and geographic footprints of the two companies should position the companies to strengthen their ability to enhance service offerings and provide more advanced communications services to a broader customer base.
- The strategic combination will bring together two companies that share a commitment to building and maintaining solid relationships with their customers. Both Telscape and Sage Telecom have delivered success by providing excellent service to every customer.
- The combined company will be able to bring new services and products to the marketplace more quickly than either could do separately.

Although TSC's acquisition of Sage Telecom will result in a change in the ownership and control of Sage Telecom, no transfer of authorizations/certificates, assets or customers will occur as a result of the transaction. Immediately following consummation of the transaction, Sage Telecom will continue to provide service to customers pursuant to its existing authorization with no immediate change in their rates or terms and conditions of service as a result of the transaction. The transfer of control, therefore, will be transparent to Sage Telecom's customers in terms of the services they currently receive.

In sum, TSC expects that the combination of Telscape and Sage Telecom will create opportunities for existing and potential customers of both companies to receive a broader base of high quality services over a larger footprint. Further, the transaction will be

transparent to Sage Telecom's customers in terms of the services they currently receive.

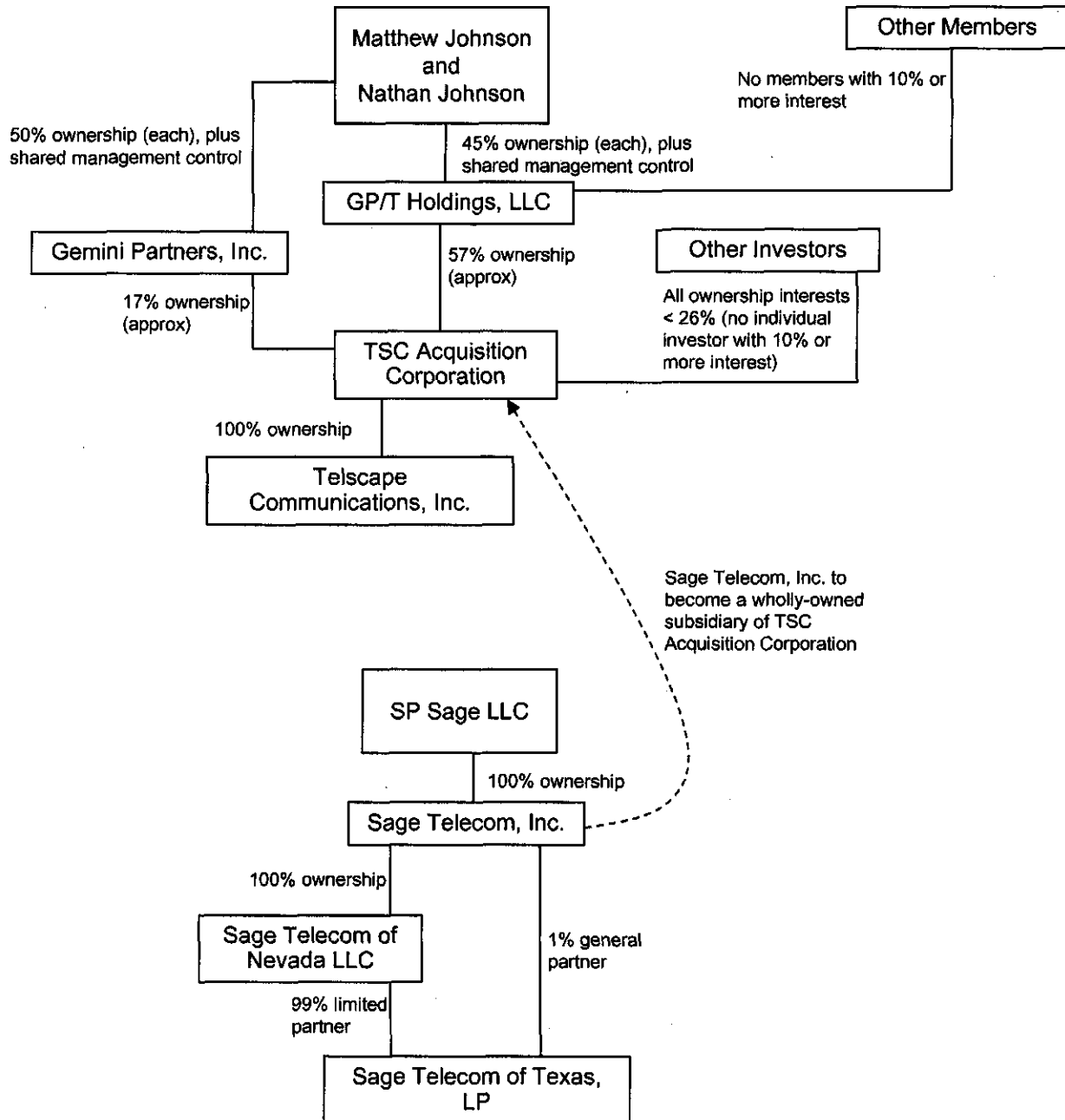
Grant of this Application will therefore serve the public interest.

EXHIBIT C-1

Pre- and Post-Transaction Corporate Structure of Applicants

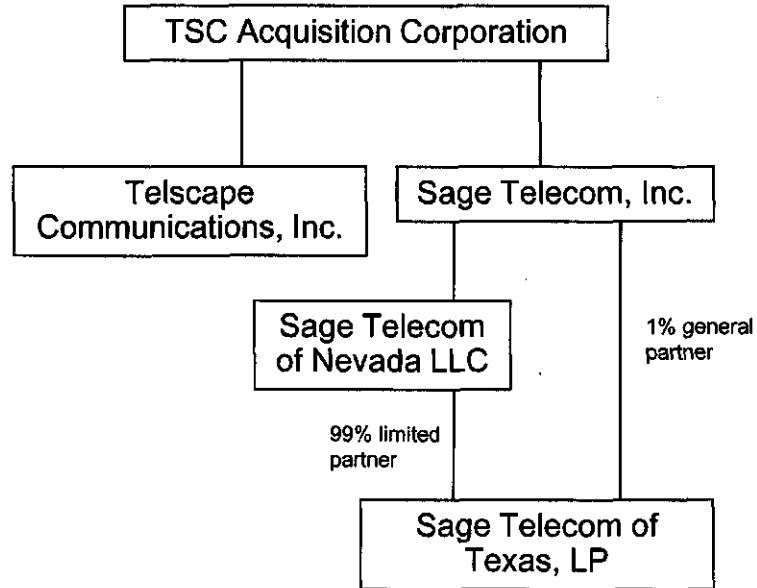
EXHIBIT C-1

Pre-Merger Corporate Structure of
TSC Acquisition Corporation and Sage
Telecom, Inc.



**POST-Merger Corporate Structure of
TSC Acquisition Corporation and Sage
Telecom, Inc.**

(Ownership of TSC Acquisition Corporation
shown in Exhibit A-1 omitted)



All links are 100% ownership unless
otherwise indicated.