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January 19, 2012

VIA REGULAR MAIL

Patricia Van Gerpen
Executive Director
South Dakota Public Utilities Commission
Capitol Building, 1st floor
500 East Capitol Avenue
Pierre, South Dakota 57501-5070

RECEIVED
JAN 23 2012
SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

Re: Notice of Voicecom Telecommunications, LLC Regarding Its Transfer of Control to
ACG Telecom, LLC Pursuant to an Internal Reorganization

Dear Ms. Van Gerpen:

Voicecom Telecommunications, LLC ("Voicecom") and ACG Telecom, LLC ("ACG"), through the undersigned counsel, hereby notify the South Dakota Public Utilities Commission (the "Commission") that Voicecom Telecommunications, Inc. ("Voicecom Holdco") and ACG have recently entered into a Membership Interest Transfer Agreement ("Agreement") to complete a reorganization within the Applicants' corporate family whereby Voicecom became a direct, wholly-owned subsidiary of ACG on December 28, 2011.

This notice is being submitted to the Commission because Voicecom is authorized to provide resold interexchange services in South Dakota.¹ Voicecom and ACG understand that no prior approval was required from the Commission to complete the transfer of control transaction described herein. Accordingly, Voicecom and ACG are providing this notice to the Commission in order to ensure the continuing accuracy of the Commission's records.

The internal reorganization described herein 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, Amvensys Capital Group, LLC ("Amvensys").² The reorganization did not involve a transfer of Voicecom's authorization to resell

¹ See Order Granting Transfer of Certificate of Authority, *In the Matter of the Filing for Approval of Transfer of Certificate of Authority from Premiere Communications, Inc. to Voicecom Telecommunications, LLC*, TC02-110 (January 3, 2003).

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

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interexchange services in South Dakota, the transfer of any of Voicecom's customers in South Dakota, 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 transaction. Accordingly, the proposed transfer of control was transparent to Voicecom's customers in terms of the services they receive.

I. Description of Voicecom and ACG

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.

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 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.

II. Description of the Transaction

ACG and Voicecom Holdco recently entered into the 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.

The internal reorganization changed Voicecom's direct ownership from Voicecom Holdco to ACG, but did not change Voicecom's ultimate corporate ownership. 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

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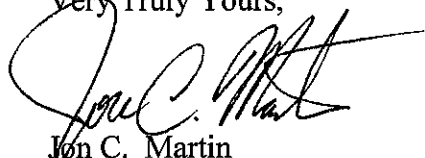
change in the rates or terms and conditions of service as a result of the reorganization. Accordingly, the reorganization was transparent to Voicecom's customers in terms of the services they receive.

III. 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 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 internal reorganization was transparent to Voicecom's customers in terms of the services they receive. The proposed transfer of control therefore serves the public interest.

Enclosed for filing are an original and one (1) copy of this notice. Please date-stamp and return one copy in the postage-paid envelope provided. If there are any questions concerning this notice, please contact the undersigned at (770) 399-9500. Thank you for your assistance.

Very Truly Yours,



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

JCM/jh

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

Susan Do, Esq.
Associate Counsel
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