

**BEFORE THE
SOUTH DAKOTA PUBLIC UTILITIES COMMISSION**

Application of)
)
SAGE TELECOM)
COMMUNICATIONS, LLC)
) Docket No. _____
For Amended Certificates of Authority)
to Provide Resold and Facilities-Based)
Local Exchange and Interexchange Service)
In South Dakota.)
_____)

APPLICATION

I. INTRODUCTION

TSC Acquisition Corp. (“TSC”), Sage Telecom, Inc. (“Sage Inc.”), and Sage Telecom Communications, LLC (“Sage LLC” or “Applicant”) (collectively, “Applicants”), by and through their undersigned counsel, and pursuant to Sections 20:10:24:02 and 20:10:32:03 of the Administrative Rules of South Dakota, hereby request that the Commission amend the existing Certificates of Authority held by Sage Inc. issued in Docket No. TC07-101, to provide resold and facilities-based local exchange and interexchange service, in order to authorize a *pro forma* internal structural change, whereby all of the assets of Sage Inc., including its customers and authority to operate in the state of South Dakota will be assigned to Sage LLC.

As described more fully below, the proposed transaction will not involve any change in (a) the ultimate ownership of Applicants, (b) the current management or key personnel of the company, or (c) the rates, terms, or conditions or service to be 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. Applicants requests that the subject Certificates of Authority be

amended as requested herein so that they are issued to Sage Telecom Communications, LLC. In support hereof the follow is respectfully shown:

A. DESCRIPTION OF PROPOSED TRANSACTION

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. Specifically, Applicants propose 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 South Dakota.

Applicants 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 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 Applicants’ customers receive service. Immediate 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, Applicants operations will continue to be managed and conducted by the same technical, operational, and managerial personnel that are currently in place.

Corporate organization charts depicting the respective corporate structures of the parties prior to and immediately following the merger, are attached hereto as Exhibit A.

B. 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 TSC 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 South Dakota consumers. Grant of this Application will therefore serve the public interest of the State of South Dakota.

II. 20:10:24:02 INTEREXCHANGE APPLICATION INFORMATION

1. Name, Address and Contact Information of the Applicant.

Sage Telecom Communications, LLC
10440 N. Central Expressway, Suite 700
Dallas, Texas 75231-2228

Web page URL: www.sagetelecom.net

Ms. Sherri Flatt, Executive Director, Regulatory Affairs
Tel: (214) 495-4847
Fax: (214) 495-4790
Email: sflatt@sagetelecom.net

Questions, correspondence, or other communications concerning this Application should be directed to Sage's authorized representative for this Application:

Tony S. Lee, Esq.
Fletcher, Heald & Hildreth, P.L.C.
1300 North 17th St. 11th Floor
Arlington, VA 22209
Tel: (703) 812-0442
Fax: 703) 812-0486
Email: lee@fhhlaw.com

With a copy to Ms. Sherri Flatt, above.

2. Description of Legal and Organizational Structure of the Applicant.

A. TSC Acquisition Corp.

TSC is a Delaware corporation headquartered in Los Angeles, California. 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, Illinois, Nevada, New Jersey, New York, and Texas. TSC and Telscape are operated by a highly qualified management team.

B. Sage Telecom, Inc.

Sage Telecom, Inc. ("Sage Inc.") is a corporation organized under the laws of the State of Texas. Sage Inc. has principal offices at 10440 N. Central Expressway, Suite 700, Dallas, Texas 75231-2228. Sage Inc. is a wholly owned subsidiary of TSC. In South Dakota, Sage Inc. is authorized to provide interexchange telecommunications services and local exchange services (except in those areas served by a rural telephone company), pursuant to a Certificate of Authority issued in Docket No. TC07-101 on February 27, 2008. The company is also 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, Washington, Wisconsin, and Wyoming. Sage Inc.'s subsidiary Sage Telecom of Texas, LP ("Sage-TX"), is authorized to provide local exchange, interexchange, and wireless service in Texas.

C. Sage Telecom Communications, LLC

Sage Telecom Communications, LLC ("Sage LLC") is a recently-formed limited liability company created for the special purpose of acquiring the assets of Sage Inc. Both Sage LLC and Sage Inc. are subsidiaries of TSC. These companies are controlled by the same management team.

3. Name Under Which the Applicant Will Provide These Services.

The Applicant will provide services under the name Sage Telecom Communications, LLC.

4. A Copy of the Applicant's Certificate of Authority to Transact Business in South Dakota.

A copy of Sage LLC's Certificate of Authority to do business as a foreign corporation in South Dakota is attached hereto as Exhibit B.

5. The Location of the Applicant's Principal Office, if Any, in South Dakota, and the Name and Address of its Current Registered Agent, if Applicable.

Applicant has no principal office in South Dakota. The name and address of Applicant's registered agent is:

National Registered Agents, Inc.
300 South Phillips Avenue, Suite 300
Sioux Falls, SD 57104

6. A List and Specific Description of the Telecommunications Services the Applicant Intends to Offer.

Applicant will provide the same services as those authorized to be provide by Sage Inc. Specifically, Sage LLC requests authorization to provide resold and facilities-based interexchange telecommunications services.

7. A Detailed Statement of How the Applicant Will Provide its Services.

Applicant will resell the services of other interexchange carriers, or provide service through its own facilities.

8. A Service Area Map or Narrative Description Indicating With Particularity the Geographic Area Proposed to be Served by the Applicant.

Applicant intends to offer interexchange services on a statewide basis.

9. Financial Statements for the Most Recent 12 Month Period.

Sage LLC is a new entity, and as such does not yet have a balance sheet, income statement, or cash flow statement. TSC and current provider Sage Inc. have been in existence for years, and are well qualified financially to operate and provide service. Financial information regarding Sage, Inc. and TSC is provided *under seal* as Exhibit C to the application, and is incorporated by reference herein. Also attached in Exhibit D is a request for waiver of the ARSD 20:10:24:02(09) requirement to provide financial statements for Applicant.

10. Contact Information for Applicant's Representatives to Whom All Inquiries Must be Made Regarding Complaints and Regulatory Matters and a Description of How the Applicant Handles Customer Service Matters.

Questions from the Commission concerning regulatory issues should be directed to:

Sherri Flatt
Sage Telecom, Inc.
Executive Director, Regulatory Affairs
10440 N. Central Expressway, Suite 700
Dallas, Texas 75231-2228
Tel: (214) 495-4847
Fax: (214) 495-4790
Email: sflatt@sagetelecom.net

For purposes of consumer inquiries, the customer contact information will be:

Sherri Flatt
Sage Telecom, Inc.
Executive Director, Regulatory Affairs
10440 N. Central Expressway, Suite 700
Dallas, Texas 75231-2228
888-449-4940 (Residential)
877-619-3969 (Business customers)
Fax: (214) 495-4790
complaint@sagetelecom.net.

The Commission contact for customer dispute resolution is:

Sherri Flatt
Sage Telecom, Inc.
Executive Director, Regulatory Affairs
10440 N. Central Expressway, Suite 700
Dallas, Texas 75231-2228
Tel: (214) 495-4847
Fax: (214) 495-4790
Email: sflatt@sagetelecom.net

In the event of a billing dispute, Sage will perform a review of the disputed billing amount and attempt to reach a settlement to the mutual satisfaction of both parties. Following a full investigation to determine whether or not the charges are improper, Sage may adjust the disputed bill. Because customer satisfaction is extremely important to Sage and to its success in the competitive marketplace, all commercially reasonable efforts will be made to address and resolve customer concerns as quickly as possible.

11. Information Concerning Applicant Plans to Bill and Collect Charges From Customers.

Applicant's customers will be billed directly by Applicant. The company's toll-free customer service numbers (888-449-4940 for residential customers and 877-619-3969 for business customers) will be provided on each monthly bill.

12. Applicant's Policies on Solicitation of New Customers and Description Applicant's Efforts to Prevent the Unauthorized Switching of Interexchange Customers.

Applicant will comply with all applicable laws and regulations to prevent the unauthorized switching of customers by Applicant, its employees and agents.

13. How Applicant Will Make Available Information Concerning the Applicant's Current Rates, Terms, and Conditions for All of its Telecommunications Services.

Applicant will make its telecommunications rate, terms and conditions available to any person by posting them on Applicant's website.

14. How Applicant Will Notify a Customer of any Materially Adverse Change to any Rate, Term, or Condition of Service Provided to the Customer.

Applicant will notify customers via mail at least thirty days in advance any materially adverse changes to rates, terms or conditions of service provided to the customer.

15. A List of the States in Which the Applicant is Registered or Certified to Provide Telecommunications Services, Whether the Applicant Has Ever Been Denied Registration or Certification in any State and the Reasons for Any Such Denial, a Statement as to Whether or Not the Applicant is in Good Standing with the Appropriate Regulatory Agency in the States Where it is Registered or Certified, and a Detailed Explanation of Why the Applicant is Not in Good Standing in a Given State, if Applicable.

Sage Inc. 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, Washington, Wisconsin, and

Wyoming. Applications to assign its state authorization have been or will be filed in all of those states, and none of those applications have been acted upon at this time. Neither Applicant, nor its owners or affiliates have had a permit, license, or certificate denied or revoked that has not been subsequently reinstated, except where such authorization was revoked, cancelled or surrendered at Sage Inc.'s request or by virtue of deregulation. Applicant and its affiliates are in good standing with the regulatory agencies in states where they are registered or certified.

16. How Applicant Intends to Market its Services, its Target Market, Whether Applicant Engages in Multilevel Marketing, and Copies of any Company Marketing Brochures.

Applicant will market its services to business and residential customers through direct mail. In addition, Applicant may also use sales agents to solicit customers by telephone or in person. Neither Applicant nor Sage Inc. have brochures or other materials to be used in marketing services in South Dakota. Sage Inc.'s website is at www.sagetelecom.net. Applicant does not plan to engage in multi-level marketing in South Dakota.

17. Federal Tax ID Number and South Dakota Sales Tax Number.

Sage LLC's Federal Tax ID number is 46-1521990, and the company has filed for a SD sales tax number. To the extent necessary, Sage LLC will provide that number to the Commission when it is available.

18. The Number and Nature of Complaints Filed Against the Applicant with any State or Federal Regulatory Commission Regarding the Unauthorized Switching of a Customer's Telecommunications Provider and the Act of Charging Customers for Services That Have Not Been Ordered.

Complaint information regarding Sage, Inc. is provided as Exhibit E to the application, and is incorporated by reference herein.

19. Requests for Waivers

A request for waiver of those rules the applicant believes to be inapplicable is attached hereto as Exhibit D to the application, and is incorporated by reference herein. To the extent necessary, Sage LLC requests that waivers previously granted Sage Inc. also be granted to Sage LLC.

20. Other Information Demonstrating That the Applicant Has Sufficient Technical, Financial, and Managerial Capabilities.

Further information demonstrating that the Applicant has sufficient technical and managerial capabilities to provide the interexchange services it intends to offer consistent with the requirements of South Dakota law is attached hereto as Exhibit F to the application, and is incorporated by reference herein. Financial information regarding Sage, Inc. and TSC, is provided *under seal* as Exhibit C to the application, and is incorporated by reference herein. Also attached in Exhibit D is a request for waiver of the ARSD 20:10:24:02(09) requirement to provide financial statements for Applicant.

III. 20:10:32:03 LOCAL EXCHANGE APPLICATION INFORMATION

1. Name, Address and Contact Information of the Applicant.

Sage Telecom Communications, LLC
10440 N. Central Expressway, Suite 700
Dallas, Texas
75231-2228

Web page URL: www.sagetelecom.net

Ms. Sherri Flatt, Executive Director, Regulatory Affairs
Tel: (214) 495-4847
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Email: sflatt@sagetelecom.net

Questions, correspondence, or other communications concerning this Application should be directed to Sage's authorized representative for this Application:

Tony S. Lee, Esq.
Fletcher, Heald & Hildreth, P.L.C.
1300 North 17th St. 11th Floor
Arlington, VA 22209
Tel: (703) 812-0442
Fax: 703) 812-0486
Email: lee@fhhlaw.com

With a copy to Ms. Sherri Flatt, above.

2. Description of Legal and Organizational Structure of the Applicant.

A. TSC Acquisition Corp.

TSC is a Delaware corporation headquartered in Los Angeles, California. 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, Illinois, Nevada, New Jersey, New York, and Texas. TSC and Telscape are operated by a highly qualified management team.

B. Sage Telecom, Inc.

Sage Telecom, Inc. (“Sage Inc.”) is a corporation organized under the laws of the State of Texas. Sage Inc. has principal offices at 10440 N. Central Expressway, Suite 700, Dallas, Texas 75231-2228. Sage Inc. is a wholly owned subsidiary of TSC. In South Dakota, Sage Inc. is authorized to provide interexchange telecommunications services and local exchange services (except in those areas served by a rural telephone company), pursuant to a Certificate of Authority issued in Docket No. TC07-101 on February 27, 2008. The company is also 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,

Washington, Wisconsin, and Wyoming. Sage Inc.'s subsidiary Sage Telecom of Texas, LP ("Sage-TX"), is authorized to provide local exchange, interexchange, and wireless service in Texas.

C. Sage Telecom Communications, LLC

Sage Telecom Communications, LLC ("Sage LLC") is a recently-formed limited liability company created for the special purpose of acquiring the assets of Sage Inc. Both Sage Inc. and Sage LLC are subsidiaries of TSC. They are commonly owned and controlled by the same management team.

3. Name Under Which the Applicant Will Provide These Services.

The Applicant will provide services under the name Sage Telecom Communications, LLC.

4. A copy of the Applicant's Certificate of Authority to Transact Business in South Dakota.

A copy of Sage LLC's Certificate of Authority to do business as a foreign corporation in South Dakota is attached hereto as Exhibit B.

5. The Location of the Applicant's Principal Office, if Any, in South Dakota, and the Name and Address of its Current Registered Agent, if Applicable.

Applicant has no principal office in South Dakota. The name and address of Applicant's registered agent is:

National Registered Agents, Inc.
300 South Phillips Avenue, Suite 300
Sioux Falls, SD 57104

6. A Description of the Applicant's Experience Providing Any Telecommunications Services in South Dakota or in Other Jurisdictions.

Applicant's affiliate, Sage Inc. is authorized to provide resold and facilities-based local exchange services in South Dakota (*See* Docket No. TC07-101). Sage, Inc. and its affiliates have been providing telecommunications service since 1998, and currently provide local and

interexchange service in Arkansas, California, Connecticut, Illinois, Indiana, Kansas, Michigan, Missouri, New Mexico, Texas, Ohio, Oklahoma, and Wisconsin.

Sage Inc. and its affiliates were authorized to provide local and/or interexchange service in the above states on the following dates: Arkansas – 9/6/01; California – 10/1/01; Colorado – 9/11/07; Connecticut – 9/14/05; Florida – 9/19/07 (CLEC), 7/26/07 (IXC); Illinois – 10/24/01; Indiana – 3/13/02; Kansas – 7/5/01; Kentucky – 11/7/07; Michigan – 6/6/02; Missouri – 9/23/01; Montana – 6/18/07; Nevada – 5/18/06; New Mexico – 1/29/08; North Carolina – 11/19/07 (CLEC), 10/15/07 (IXC); North Dakota – 7/26/07; Texas – 3/13/98; Ohio – 1/30/03; Oklahoma – 5/9/01; Oregon—8/2/07; South Carolina – 1/11/08; Washington – 11/24/07; Wisconsin – 2/22/02; and Wyoming – 10/1/07.

Sage Inc. received International Section 214 Authorization (File No. ITC-214-19980415-00257, under the name U.S. Telephone Holding, Inc.) from the FCC on May 29, 1998, and by letter dated January 9, 2007, notified the FCC that it changed its name to Sage Telecom, Inc. By process of rule, the company holds Blanket Domestic Section 214 Interstate Authority.

7. Names and Addresses of Applicant's Affiliates, Subsidiaries, and Parent Organizations.

Sage Telecom, Inc. / Sage Telecom of Texas, LP
10440 N. Central Expressway, Suite 700
Dallas, Texas
75231-2228

Telscape Communications, Inc.
355 South Grand Avenue, 31st Floor
Los Angeles, CA 90071-1550

TSC Acquisition Corp.
355 South Grand Avenue, 31st Floor
Los Angeles, CA 90071

8. A List and Specific Description of the Types of Services the Applicant Seeks to Offer and How the Services Will Be Provided.

Applicant will provide the same services authorized to be provided by Sage Inc.

Specifically, Sage LLC will provide basic retail local exchange services, as well as custom calling features, to residential and business customers. Those services will initially be provided through commercial wholesale agreements with facilities-based providers, but Applicant may subsequently provide service by constructing some of its own facilities, purchasing unbundled network elements, or providing service by a combination of thereof. Applicant will rely upon incumbent LECs and/or other facilities-based providers for the provision of and access to 911 services, operator services, directory assistance and telecommunications relay services.

9. A Service Area Map or Narrative Description Indicating With Particularity the Geographic Area Proposed to be Served by the Applicant.

Applicant initially intends to provide local exchange services in areas served by CenturyLink and does not plan to provide local service in areas of small or rural local exchange carriers.

10. Information Regarding the Technical Competence of the Applicant to Provide its Proposed Local Exchange Services, Including Information Regarding Policies, Personnel, or Arrangements Made by the Applicant Which Demonstrates the Applicant's Ability to Respond to Customer Complaints and Inquiries Promptly and to Perform Facility and Equipment Maintenance Necessary to Ensure Compliance with Any Commission Quality of Service Requirements.

A current list of officers, directors and key personnel for Sage Inc. is set forth in Exhibit F and incorporated herein by reference. The same officers, directors and key personnel that currently manage and operate Sage Inc. will manage and operate Applicant after the proposed internal structural change.

Applicant's affiliates have been providing telecommunications services for years and maintain a customer service department to respond to customer inquiries. Applicant's customer

service toll-free number will be printed on the customer's bills, and customer service representatives will be available 7 am – 7 pm CST M-F, and 8 am – 5 pm CST Saturdays for residential customers, and 8 am – 5 pm M-F for business customers.

Applicant has extensive telecommunications technical and managerial experience. Since Applicant will be providing resold and/or facilities-based UNE service, Applicant will also rely on the managerial and technical expertise of its underlying carriers, which have been certificated and thus deemed technically and managerially able to provide competent telecommunications service consistent with Commission requirements.

11. Information Explaining How the Applicant Will Provide Customers with Access to Emergency Services Such as 911 or Enhanced 911, Operator Services, Interexchange Services, Directory Assistance, and Telecommunications relay Services.

Applicant will rely upon incumbent LECs and/or other facilities-based providers for the provision of and access to 911 services, operator services, directory assistance and telecommunications relay services.

12. Recent Financial Statements of the Applicant Consisting of Balance Sheets, Income Statements, and Cash Flow Statements.

Sage LLC is a new entity, and as such does not yet have a balance sheet, income statement, or cash flow statement. TSC and current provider Sage Inc. have been in existence for years, and are well qualified financially to operate and provide service. Financial information regarding Sage, Inc. and TSC is provided *under seal* as Exhibit C to the application, and is incorporated by reference herein. Also attached in Exhibit D is a request for waiver of the ARSD 20:10:32:03(12) requirement to provide financial statements for Applicant.

13. Information detailing the following matters associated with interconnection to provide proposed local exchange services:

(a) The identity of all local exchange carriers with which the applicant plans to interconnect;

(b) The likely timing of initiation of interconnection service and a statement as to when negotiations for interconnection started or when negotiations are likely to start; and

(c) A copy of any request for interconnection made by the applicant to any local exchange carrier.

Applicant will interconnect through the existing interconnection agreements of its underlying wholesale providers.

14. A Description of How the Applicant Intends to Market its Local Exchange Services, its Target Market, Whether the Applicant Engages in Multilevel Marketing, and Copies of any Company Brochures That Will be Used to Assist in Sale of the Services.

Applicant will market its services to business and residential customers through direct mail. In addition, Applicant may also use sales agents to solicit customers by telephone or in person. Neither Applicant nor Sage Inc. have brochures or other materials to be used in marketing services in South Dakota. Sage Inc.'s website is at www.sagetelecom.net. Applicant does not plan to engage in multi-level marketing in South Dakota.

15. If the Applicant is Seeking Authority to Provide Local Exchange Service in the Service Area of a Rural Telephone Company, the Date by Which the Applicant Expects to Meet the Service Obligations Imposed Pursuant to § 20:10:32:15 and Applicant's Plans for Meeting the Service Obligations.

Applicant initially intends to provide local exchange services in areas served by CenturyLink and does not plan to provide local service in areas of small or rural local exchange carriers.

16. A List of the States in Which the Applicant is Registered or Certified to Provide Telecommunications Services, Whether the Applicant has Ever Been Denied Registration or Certification in any State and the Reasons for any Such Denial, a Statement as to Whether or Not the Applicant is in Good Standing with the Appropriate Regulatory Agency in the States Where it is Registered or Certified, and a Detailed Explanation of Why the Applicant is Not in Good Standing in a Given State, if Applicable.

Applicant's affiliates are currently authorized to provide competitive local and/or interexchange services in Arizona, Arkansas, California, Colorado, Connecticut, Florida, Illinois, Indiana, Kansas, Kentucky, Michigan, Missouri, Montana, Nevada, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, South Carolina, Texas, Washington, Wisconsin, and Wyoming. Applications to assign the state authorizations for Sage Inc. have been or will be filed or where assignments are not permitted, new applications have been or will be filed. Neither Applicant, nor its owners or affiliates have had a permit, license, or certificate denied or revoked that has not been subsequently reinstated, except where such authorization was revoked, cancelled or surrendered at Sage Inc.'s request or by virtue of deregulation. Applicant and its affiliates are in good standing with the regulatory agencies in states where they are registered or certified.

17. The Names, Addresses, Telephone Numbers, E-mail Addresses, and Facsimile Numbers of the Applicant's Representatives to Whom all Inquiries Must be Made Regarding Customer Complaints and Other Regulatory Matters.

Questions from the Commission concerning regulatory issues and customer complaints should be directed to:

Sherri Flatt
Sage Telecom, Inc.
Executive Director, Regulatory Affairs
10440 N. Central Expressway, Suite 700
Dallas, Texas 75231-2228
Tel: (214) 495-4847
Fax: (214) 495-4790
Email: sflatt@sagetelecom.net

For purposes of consumer inquiries, the customer contact information will be:

Sherri Flatt
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Executive Director, Regulatory Affairs
10440 N. Central Expressway, Suite 700
Dallas, Texas 75231-2228
888-449-4940 (Residential)
877-619-3969 (Business customers)
Fax: (214) 495-4790
complaint@sagetelecom.net

18. Information Concerning Applicant Plans to Bill and Collect Charges From Customers Who Subscribe to Its Proposed Local Exchange Service.

Applicant's customers will be billed directly by Applicant.

19. Applicant's Policies on Solicitation of New Customers and Description Applicant's Efforts to Prevent the Unauthorized Switching of Local Exchange Customers.

Applicant will comply with all applicable laws and regulations to prevent the unauthorized switching of customers by Applicant, its employees and agents.

20. The Number and Nature of Complaints Filed Against the Applicant with any State or Federal Regulatory Commission Regarding the Unauthorized Switching of a Customer's Telecommunications Provider and the Act of Charging Customers for Services That Have Not Been Ordered.

Complaint information regarding Sage, Inc. is provided as Exhibit E to the application, and is incorporated by reference herein.

21. How Applicant Will Make Available Information Concerning the Applicant's Current Rates, Terms, and Conditions for All of its Telecommunications Services.

Applicant will make its telecommunications rate, terms and conditions available to any person by posting them on Applicant's website.

22. How Applicant Will Notify a Customer of any Materially Adverse Change to any Rate, Term, or Condition of Service Provided to the Customer.

Applicant will notify customers via bill notices, bill inserts or letters mailed at least thirty days in advance any materially adverse changes to rates, terms or conditions of service provided to the customer.

23. Requests for Waivers.

A request for waiver of those rules the applicant believes to be inapplicable is attached hereto as Exhibit D to the application, and is incorporated by reference herein. To the extent necessary, Sage LLC requests that waivers previously granted Sage Inc. also be granted to Sage LLC.

24. Federal Tax ID Number and South Dakota Sales Tax Number.

Sage LLC's Federal Tax ID number is 46-1521990, and the company has filed for a SD sales tax number. Sage LLC will provide that number to the Commission when it is available.

IV. CONCLUSION

For foregoing reasons, Applicant submits that the public interest, convenience, and necessity would be furthered by grant of this Application to amend the Certificates of Authority as requested to permit the company to undertake the *pro forma* internal structural change as described herein.

Respectfully submitted,



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Arlington, VA 22209
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Counsel for Applicants

Dated: April 24, 2013