

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Joint                    ) Application No. C-4441  
Application of Voicecom                    )  
Telecommunications, LLC, and                )  
ACG Telecom, LLC, Carrollton,                ) GRANTED  
Texas, seeking approval of                 )  
internal reorganization.                    )  
  ) Entered: March 6, 2012

BY THE COMMISSION:

On January 20, 2012, a joint application was filed by Voicecom Telecommunications, LLC (Voicecom), and ACG Telecom, LLC (ACG), Carrollton, Texas, seeking approval of internal reorganization. Notice of the application was published in The Daily Record, Omaha, Nebraska, on January 25, 2012. No protests were filed; therefore, this application is processed pursuant to the Commission's Rule of Modified Procedure.

O P I N I O N     A N D     F I N D I N G S

The Parties:

Voicecom is a Delaware limited liability company with its headquarters in Atlanta, Georgia. Voicecom is a wholly owned subsidiary of Amvensys Capital Group, LLC (Amvensys). Voicecom was authorized by this Commission to provide resold interexchange telecommunications services in the state of Nebraska, pursuant to Docket C-2810 granted on November 19, 2002.

ACG is a Delaware limited liability company with its headquarters in Carrollton, Texas. ACG is a wholly-owned subsidiary of Amvensys and operates as an intermediate holding company. ACG does not currently provide, nor is ACG authorized to provide, intrastate telecommunications services within the State of Nebraska.

Description of the Transaction:

On December 28, 2011, the applicants entered into a agreement to complete an internal reorganization within the Amvensys corporate family. Generally, Voicecom Telecommunications, Inc. (Voicecom Holdco) entered into a Membership Interest Transfer Agreement (Agreement) whereby direct ownership of Voicecom was transferred from Voicecom

Holdco to ACG. The Agreement 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.

The Agreement did not involve any assignment of any authorizations, nor did it involve the transfer of any customers between Voicecom and any affiliate of Amvensys. Voicecom continues to provide services 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.

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-4441 be, and it is hereby, granted and Voicecom Telecommunications, LLC, and ACG Telecom, LLC, are authorized to consummate the internal reorganization.

MADE AND ENTERED at Lincoln, Nebraska, this 6<sup>th</sup> day of March, 2012.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

Chairman

ATTEST:

Executive Director

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NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

*Tim Schram*

Chairman

*Aune Boyer*

ATTEST:

*Gerald L. Vay*

*Shirley J. [Signature]*

Executive Director

//s// Rod Johnson