

The instant filing is to notify the Federal Communications Commission (“Commission”) that Sage Telecom, Inc. (“Sage Inc.” or “Assignor”) has assigned its international Section 214 authority to its subsidiary, Sage Telecom Communications, LLC (“Sage LLC” or “Assignee”), as a result of a *pro forma* internal structural change. For purposes of this notification, the assignment occurred on July 12, 2013.

**Answer to Question 10**

In response to 47 C.F.R. § 63.18(c), please direct all correspondence concerning this application to the following counsel for Sage Inc.:

Tony S. Lee  
Fletcher, Heald & Hildreth, PLC  
1300 N. 17<sup>th</sup> Street, Suite 1100  
Arlington, VA 22209  
Phone: 703-812-0442  
Fax: 703-812-0486

In response to 47 C.F.R. § 63.18(d), Assignee has not previously received authority under Section 214 of the Act. Assignor has authority under Section 214 of the Act to provide facilities-based, Section 63.18(e)(1), and resale, Section 63.18(e)(2), international switched services under File No. ITC-214-19980415-00257 (Old File No. ITC-98-304, granted 5/29/1998).<sup>1</sup> Assignor is also authorized to provide interstate service by virtue of blanket domestic Section 214 authority (47 C.F.R. § 63.01).<sup>2</sup>

**Answer to Question 11**

The following entities, directly or indirectly, own at least ten (10) percent of the equity of the Assignee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the Commission’s rules:

<b>Name and Address</b>	<b>Citizenship</b>	<b>Principal Business</b>	<b>Percentage Ownership</b>
Sage Telecom, Inc. 10440 N. Central Expressway Suite 700 Dallas, Texas 75231-2228	United States – Organized under TX law	Telecommunications Carrier	99%

<sup>1</sup> This international Section 214 authorization was granted to U.S. Telephone Holdings, Inc., which subsequently changed its name to Sage Telecom, Inc. Sage Inc. notified the Commission of the name change by letter dated January 9, 2007.

<sup>2</sup> Pursuant to 47 CFR § 63.21(i), Assignor also notified the Commission on January 9, 2007, that its wholly-owned subsidiary, Sage Telecom of Texas, LP, operates under Sage Inc.’s international Section 214 authorization.

The following entities, directly or indirectly, own at least ten (10) percent of the equity of Sage Telecom Inc.

<b>Name and Address</b>	<b>Citizenship</b>	<b>Principal Business</b>	<b>Percentage Ownership</b>
TSC Acquisition Corp. 355 South Grand Avenue 31st Floor Los Angeles, CA 90071-1550	United States – Organized under DE law	Holding Company	100%

The following entities, directly or indirectly, own at least ten (10) percent of the equity of TSC Acquisition Corp.:

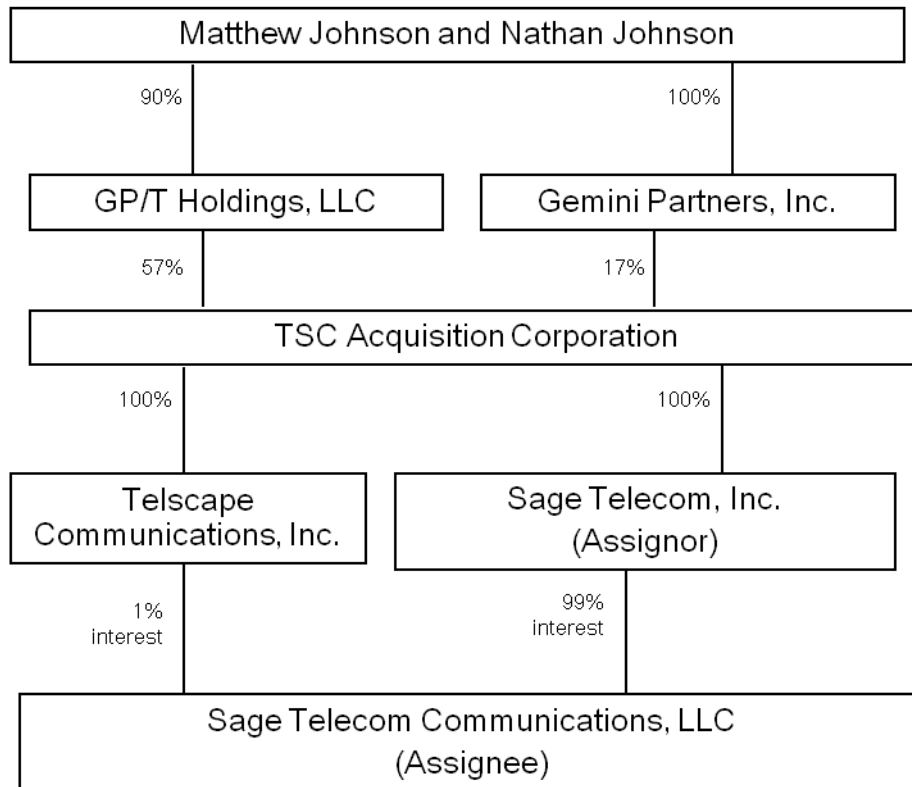
<b>Name and Address</b>	<b>Citizenship</b>	<b>Principal Business</b>	<b>Percentage Ownership</b>
GP/T Holdings, LLC 355 South Grand Avenue 31st Floor Los Angeles, CA 90071-1550	United States	Investment Company	57%
Gemini Partners, Inc. 355 South Grand Avenue 31st Floor Los Angeles, CA 90071-1550	United States	Investment Manager	17%

The following individuals each hold a 50% ownership interest in, and share control of, Gemini Partners, Inc., and 45% ownership interest in and share control of GP/T Holdings, LLC Therefore, under the Commission’s rules, each is attributed with 100% of the interests held by those two companies (i.e., 45% + 17%):

<b>Name and Address</b>	<b>Citizenship</b>	<b>Principal Business</b>	<b>Percentage Ownership</b>
Matthew Johnson 355 South Grand Avenue 31st Floor Los Angeles, CA 90071-1550	United States	Investment Manager	50% of Gemini Partners, Inc. 45% of GP/T Holdings, LLC
Nathan Johnson 355 South Grand Avenue 31st Floor Los Angeles, CA 90071-1550	United States	Investment Manager	50% of Gemini Partners, Inc. 45% of GP/T Holdings, LLC

No other individual or entity owns or controls a direct or indirect 10% or greater equity or voting interest in Assignee. Furthermore, there are no interlocking directorates with a foreign carrier.

The following chart illustrates the ownership structure described above.



**Answer to Question 13**

Sage Inc. and Sage LLC engaged in a *pro forma* internal structural change, whereby Sage Inc.’s customers, assets, operations and international Section 214 authority (File No. ITC-214-19980415-00257) to provide international telecommunications services have been assigned to Sage LLC as of July 12, 2013.<sup>3</sup>

The transaction was completely *pro forma* in nature as it did not involve any change in (a) the ultimate ownership of Sage Inc. or Sage LLC; (b) the current management or key

<sup>3</sup> Pursuant to 47 CFR § 63.21(i), Sage Inc. notified the Commission on January 9, 2007, that its wholly-owned subsidiary, Sage Telecom of Texas, LP, would operate under Sage Inc.’s international Section 214 authorization. As part of the internal structural change, Sage Telecom of Texas, LP no longer requires international Section 214 authorization as its operations have been shifted to Sage LLC.

personnel of the company; or (c) the rates, terms, or conditions of service currently being provided to customers. The *pro forma* internal structural change was completely seamless to customers.

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 Acquisition Corp. (the parent company for Sage Inc. and Sage LLC) was required to create Sage LLC as a special-purpose entity into which all the assets and operations of Sage Inc. would be transferred.

Sage LLC emphasizes that the transaction was completely seamless to customers, entirely intra-corporate in nature, did not involve any change in the ultimate ownership or control of Sage Inc. or Sage LLC, and did not affect any of the rates, terms or conditions under which customers receive service. Immediately following the transaction, customers continued to receive service through Sage LLC under the Sage brand name, and the transaction did not involve any discontinuation of service or termination of customers. Moreover, because the transaction was *pro forma* in nature, Sage LLC’s operations continue to be managed and conducted by the same technical, operational, and managerial personnel that were in place for Sage Inc.