

April 27, 2012

Tony S. Lee

VIA IBFS/U.S. BANK

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Marlene H. Dortch, Secretary
Federal Communications Commission
c/o U.S. Bank
Government Lockbox # 979093
SL-MO-C2-GL
1005 Convention Plaza
St. Louis, MO 63101

Attention: FCC Government Lockbox

Re: In the Matter of the Joint Application of SP Sage LLC, Sage Telecom, Inc., Sage Telecom of Texas, LP, and TSC Acquisition Corporation for Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, and Sections 63.04 and 63.24 of the Commission's Rules to Complete a Transfer of Control of Licensees to TSC Acquisition Corporation

Dear Ms. Dortch:

SP Sage LLC, Sage Telecom, Inc., Sage Telecom of Texas, LP, and TSC Acquisition Corporation have filed electronically through MyIBFS an application for consent to transfer control of the international Section 214 authority held by Sage Telecom, Inc. from SP Sage LLC to TSC Acquisition Corporation. Pursuant to Section 63.04(b) of the Commission's rules, the application was submitted as a combined international and domestic Section 214 transfer of control application. A copy of the combined application has also been filed with the Wireline Competition Bureau via U.S. Bank in accordance with the FCC's rules.

Enclosed is an FCC Form 159 and a check in the amount of \$1,050.00 to cover the requisite filing fee. Please date-stamp the extra copy of this filing, and return it to us in the enclosed self-addressed prepaid overnight delivery envelope. Should you have any questions with respect to this matter, please feel free to contact the undersigned.

Respectfully submitted,



Tony S. Lee
Counsel for TSC Acquisition Corporation

Marlene H. Dortch, Secretary
April 27, 2012
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Enclosures

cc: Nathan Johnson (TSC Acquisition Corp.)
Matthew Johnson (TSC Acquisition Corp.)
Eric J. Branfman (Counsel for Sage Telecom, Inc.)
Brett Ferenchak (Counsel for Sage Telecom, Inc.)
Jodie May (WCB)
Dennis Johnson (WCB)
Tracey Wilson (WCB)
George Li (IB)
Susan O'Connell (IB)

**BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

_____)	
In the Matter of the Joint Application of)	
)	
SP Sage LLC,)	
Transferor,)	
and)	IB File No. ITC-T/C-2012 _____
Sage Telecom, Inc.,)	
and)	
Sage Telecom of Texas, LP)	
Licensees,)	
)	WC Docket No. 12- _____
and)	
)	
TSC Acquisition Corporation, Transferee,)	
)	
for Grant of Authority Pursuant to Section 214)	
of the Communications Act of 1934, as amended,)	
and Sections 63.04 and 63.24 of the Commission’s)	
Rules to Complete a Transfer of Control)	
of Licensees to TSC Acquisition Corporation)	
_____)	

JOINT APPLICATION

SP Sage LLC (“SP Sage” or “Transferor”), Sage Telecom, Inc. (“Sage”), Sage Telecom of Texas, LP (“Sage-TX” and together with Sage, “Licensees” or the “Company”) and TSC Acquisition Corporation (“TSC Acquisition” or “Transferee”) (collectively, “Applicants”), pursuant to Section 214 of the Communications Act, as amended (the “Act”), 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.04 & 63.24, respectfully request Commission approval for a transaction whereby TSC Acquisition will acquire control of Licensees. Additional information required by Sections 63.18 and 63.04 are provided in Attachments 1 and 2 hereto and are incorporated by reference herein.

Description of the Applicants

A. Sage Telecom, Inc., Sage Telecom of Texas, LP and SP Sage LLC

Sage is a corporation organized under the laws of the State of Texas. Sage-TX, a wholly owned subsidiary of Sage, is a limited partnership organized under the laws of the State of Texas. Licensees have a principal office at 3300 E. Renner Road, Suite 350, Richardson, Texas 75082. Sage is a wholly owned subsidiary of SP Sage, a Delaware limited liability company. Transferor is part of a family of entities that engage in credit-related investment activity and that have a principal place of business at Two Greenwich Plaza, Greenwich, Connecticut 06830. Ultimately, Edward Mulé, Robert O’Shea, and Michael Gatto currently control Transferor as further detailed below.

The following entities and individuals hold a ten percent (10%) or greater direct or indirect interest in SP Sage LLC:

Name:	SP Sage Holdco I LLC (“SPSH”)
Address:	Two Greenwich Plaza Greenwich, CT 06830
Citizenship:	U.S.
Interest Held:	74.99% (as a non-voting member of Transferor)
Principal Business:	Holding Company

Name:	SP Sage Holdco III LLC (“SPSH3”)
Address:	Two Greenwich Plaza Greenwich, CT 06830
Citizenship:	U.S.
Interest Held:	25.00% (as a non-voting member of Transferor)
Principal Business:	Holding Company

Name:	SP Sage Investments LLC (“SPSI”)
Address:	Two Greenwich Plaza Greenwich, CT 06830
Citizenship:	U.S.
Interest Held:	100% of voting interests ¹
Principal Business:	Manager of Transferor

¹ No other member of SP Sage LLC has voting or controlling rights.

Name: SPCP Group III, LLC (“SPCP”)
Address: Two Greenwich Plaza
Greenwich, CT 06830
Citizenship: U.S.
Interest Held: 25.00% (as holder of 99.9% equity in SPSH3)
Principal Business: Investment Vehicle

The only owners that ultimately have greater than a 10% interest in SPCP are Edward Mulé and Robert O’Shea.

Name: Silver Point Capital Fund, L.P. (“SPCF”)
Address: Two Greenwich Plaza
Greenwich, CT 06830
Citizenship: U.S.
Interest Held: 74.99% (as holder of 99.9% equity in SPSH)
Principal Business: Private Investment Fund

No limited partner of SPCF holds a 10% or greater interest in SPCF.

Name: Silver Point Capital General Partner, LLC (“SPCGP”)
Address: Two Greenwich Plaza
Greenwich, CT 06830
Citizenship: U.S.
Interest Held: 74.99% (as General Partner of SPCF)
Principal Business: Investment Management

The following are intervening entities (the “Intervening Entities”) between SPCGP and Edward Mulé and/or Robert O’Shea:

Name: Silver Point Capital Holdings, LLC
Silver Point Partners, LLC
Silver Point Capital Holdings II, LLC
Address: Two Greenwich Plaza
Greenwich, CT 06830
Interest Held: 74.99% (through SPCGP)
Citizenship: U.S.
Principal Business: Investment Related Activity

None of the Intervening Entities has any owners, members, general partners, or limited partners that would own or control a 10% or greater interest in Transferor (as calculated by the FCC attribution rules) that is not either (1) one of these Intervening Entities or (2) Edward Mulé or Robert O’Shea.

Name: Edward Mulé
Address: Two Greenwich Plaza
Greenwich, CT 06830
Interest Held: 34% of voting interests in SPSI, SPSH and SPSH3)
Citizenship: U.S.
Principal Business: Individual

Name: Robert O'Shea
Address: Two Greenwich Plaza
Greenwich, CT 06830
Interest Held: 33% of voting interests in SPSI, SPSH and SPSH3)
Citizenship: U.S.
Principal Business: Individual

Name: Michael Gatto
Address: Two Greenwich Plaza
Greenwich, CT 06830
Interest Held: 33% of voting interests in SPSI, SPSH and SPSH3)
Citizenship: U.S.
Principal Business: Individual

No other person or entity currently holds or controls a 10% or greater interest in Licensees.

Sage is authorized to provide competitive local exchange and/or interexchange services in Arkansas, California, Colorado, Connecticut, Florida, Illinois, Indiana, Kansas, Kentucky, Michigan, Missouri, Montana, Nebraska, Nevada, New Mexico, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, South Carolina, South Dakota, Utah, Washington, Wisconsin, and Wyoming.² Sage-TX is authorized to provide competitive local exchange and interexchange services in Texas.

B. TSC Acquisition Corporation

TSC Acquisition is a Delaware corporation headquartered in Los Angeles, California. TSC Acquisition is owned by GP/T Holdings, LLC (approximately 57% ownership), Gemini Partners, Inc. (approximately 17% ownership) and other investors (none of whom individually

² Sage is in the process of surrendering its authorizations in Nebraska and Utah, where it does not currently provide service.

directly or indirectly own 10% or more of TSC Acquisition). Through its operating subsidiary, Telscape Communications, Inc. (“Telscape”), TSC Acquisition 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.

Founded in 1999, Telscape is authorized to provide service in Arizona, California, Florida, Illinois, Nevada, New Jersey, New York, and Texas.

Conclusion

For the reasons stated above and in the Attachments hereto, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the transfer of control of Sage Telecom, Inc. and Sage Telecom of Texas, LP to TSC Acquisition Corporation.

Respectfully submitted,



Tony S. Lee, Esq.
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202-344-8300 (Fax)
tslee@venable.com

Counsel for Transferee

Eric J. Branfman
Brett P. Ferenchak
BINGHAM MCCUTCHEN LLP
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202-373-6001 (Fax)
eric.branfman@bingham.com
brett.ferenchak@bingham.com

Counsel for Transferor and Licensees

Dated: April 27, 2012

ATTACHMENT 1¹

Answer to Question 10

Rule 63.18(c): The names, titles, addresses, phone numbers, fax numbers, and e-mail addresses of the officers and other contact points to whom correspondence concerning this application is to be addressed are as follows:

Applicant/Transferee

Joseph P. Holop, Chief Operating Officer
Telscape Communications, Inc.
355 South Grand Avenue
Suite 3100
Los Angeles, CA 90071-1550
Tel: (213) 344-2010
Fax: (213) 344-2030
Email: jholop@telscape.net

Tony S. Lee, Esq.
Venable LLP
575 7th Street, N.W.
Washington, DC 20004
Tel: (202) 344-8065
Fax: (202) 344-8300
E-mail: tslee@venable.com

Transferor/Licensees

Eric J. Branfman, Esq.
Brett P. Ferenchak, Esq.
Bingham McCutchen LLP
2020 K Street NW
Washington, D.C. 20006
Tel: (202) 373-6697
Fax: (202) 373-6425
E-mail: eric.branfman@bingham.com
brett.ferenchak@bingham.com

with copies for Licensees to:

Sherri Flatt
Executive Director, Regulatory Affairs
Sage Telecom, Inc.
3300 E. Renner Road, Suite 350
Richardson, TX 75082-2800
Email: sflatt@sagetelecom.net

with copies for Transferor to:

Timothy Lavelle
SP Sage LLC
c/o Silver Point Capital, L.P.
Two Greenwich Plaza
Greenwich, Connecticut 06830
E-mail: tlavelle@silverpointcapital.com

¹ Unless otherwise noted, the meaning of each capitalized term is as defined in the Joint Application.

Rule 63.18(d) Authority Held by Applicant: Transferee, TSC Acquisition, does not hold international or domestic Section 214 authority. However, its wholly-owned subsidiary, Telscape, holds international Section 214 authority to provide global facilities-based and resale service, which was issued under File No. ITC-214-20010815-00433. Telscape is also authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

Sage and Sage-TX are authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. Sage is authorized to provide global facilities-based and resale services pursuant to international Section 214 authorization granted in IB File No. ITC-214-19980415-00257 (Old File No. ITC-98-304).² Sage-TX also operates under the international Section 214 authority of Sage Telecom.³

Answer to Question 11

The following entities own directly or indirectly 10% or more of Applicant, TSC Acquisition, as calculated pursuant to the FCC's ownership attribution rules for wireline and international telecommunications carriers:⁴

(i) The following individuals directly own or control a 10% or greater equity or voting interest in GP/T Holdings, LLC:

Name and Address	Citizenship	Principal Business	Percentage Ownership
Matthew Johnson 10900 Wilshire Blvd, Suite 300 Los Angeles, CA 90024	United States	Investment Manager	45%
Nathan Johnson 10900 Wilshire Blvd, Suite 300 Los Angeles, CA 90024	United States	Investment Manager	45%

No other individual or entity directly or indirectly owns or controls a 10% or greater equity or voting interest in GP/T Holdings, LLC.

² This international Section 214 authorization was granted to U.S. Telephone Holdings, Inc., which subsequently changed its name to Sage Telecom, Inc. Sage Telecom notified the Commission of the name change by letter dated January 9, 2007.

³ Pursuant to 47 CFR § 63.21(i), the Company notified the Commission on January 9, 2007, that Sage-TX operates under Sage Telecom's international Section 214 authorization.

⁴ The pre and post corporate structure of the transaction is set forth in Exhibit A, attached hereto.

(ii) The following entities directly own or control a 10% or greater equity or voting interest in TSC Acquisition.

Name and Address	Citizenship	Principal Business	Percentage Ownership
GP/T Holdings, LLC 10900 Wilshire Blvd, Suite 300 Los Angeles, CA 90024	United States	Investment Company	57%
Gemini Partners, Inc. 10900 Wilshire Blvd, Suite 300 Los Angeles, CA 90024	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 FCC's rules, each of them is attributed with 100% of the interests held by those two companies (i.e., 45% + 17%):

Name and Address	Citizenship	Principal Business	Percentage Ownership
Matthew Johnson 10900 Wilshire Blvd, Suite 300 Los Angeles, CA 90024	United States	Investment Manager	62%
Nathan Johnson 10900 Wilshire Blvd, Suite 300 Los Angeles, CA 90024	United States	Investment Manager	62%

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

Answer to Question 13

This application seeks consent to the transfer of control of Sage and Sage-TX from SP Sage to TSC Acquisition. Pursuant to a stock purchase agreement ("Agreement"), TSC Acquisition will purchase all of the outstanding stock of Sage held by SP Sage. GP/T Holdings, LLC, which is a California limited liability company, will, in turn, hold an indirect interest of approximately 68% in Sage and Sage-TX. Under the terms of the Agreement, TSC Acquisition will acquire the stock of Sage in an all cash transaction and also will satisfy all of Sage's outstanding debt.

TSC Acquisition believes the proposed acquisition of Sage by TSC Acquisition will serve the public interest by enabling Licensees 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 Acquisition 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 Licensees have delivered success by providing excellent service to customers.
- 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 Licensees will result in a change in the ownership and control of Licensees, no transfer of authorizations/certificates, assets or customers will occur as a result of the transaction. Immediately following consummation of the transaction, Licensees will continue to provide service to customers pursuant to their 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 Licensees' customers in terms of the services they currently receive.

In sum, TSC Acquisition expects that the combination of Telscape and Licensees 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 Licensees' customers in terms of the services they currently receive. Grant of this Application will therefore serve the public interest.

Answer to Question 20

This international Section 214 Application qualifies for streamlined processing pursuant to 47 C.F.R. § 63.12 because the Applicants are not affiliated with any foreign carriers; are not affiliated with any dominant U.S. carriers whose international switched or private line services the applicant seeks authority to resell; and do not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines. Accordingly, this Application should be granted, pursuant to Section 63.12(a), fourteen days after the date of public notice listing this international Section 214 Application as accepted for filing.

ATTACHMENT 2¹

Domestic Section 214 Transfer of Control Application

Pursuant to 47 C.F.R. § 63.04(b) of the Commission's rules, Applicants hereby file a joint international Section 214 transfer of control application and domestic Section 214 transfer of control application. Thus, Applicants respectfully submit the following information relating to the domestic Section 214 transfer of control application, as required by Sections 63.04(a)(6)-(a)(12) of the Commission's Rules:

(a)(6) Description of the Transaction

See Attachment 1, Answer to Question 13.

(a)(7) Geographic Service Area

TSC Acquisition does not provide and is not authorized to provide telecommunications in any state. TSC Acquisition's operating subsidiary, Telscape, provides telecommunications service in Arizona, California, Florida, Illinois, Nevada, New Jersey, New York, and Texas.

Sage is authorized to provide local exchange and/or interexchange telecommunications services in Arkansas, California, Colorado, Connecticut, Florida, Illinois, Indiana, Kansas, Kentucky, Michigan, Missouri, Montana, Nebraska, Nevada, New Mexico, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, South Carolina, South Dakota, Utah, Washington, Wisconsin, and Wyoming. Sage provides telecommunications service in each of these states except Colorado, Florida, Kentucky, Montana, Nebraska, Nevada, New Mexico, North Carolina, North Dakota, Oregon, South Carolina, South Dakota, Utah, Washington and Wyoming. Sage-TX provides telecommunications services in Texas pursuant to its authorizations to provide local exchange and interexchange telecommunications services.

(a)(8) Qualifications for Streamlined Application

This Application qualifies for streamlined processing pursuant to 47 C.F.R. § 63.03(b)(2)(i) of the Commission's rules because the Transferee (and its Affiliates (as defined in the Act)) will have a market share in the interstate interexchange market of less than 10 percent; the Transferee (and its Affiliates (as defined in the Act)) will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the proposed transaction; and no party to this Application is dominant with respect to any service.

¹ Unless otherwise noted, the meaning of each capitalized term is as defined in the Joint Application.

(a)(9) All Other Commission Applications Related to This Transaction

There are no other Commission applications related to this transaction.

(a)(10) No Special Consideration

Only standard streamlined processing of this domestic Section 214 transfer of control application is sought pursuant to 47 C.F.R. § 63.03.

(a)(11) No Separately Filed Waiver Requests

The Applicant has not sought any waiver requests in conjunction with this transaction.

(a)(12) Grant of the Application is in the Public Interest

TSC Acquisition believes the proposed acquisition of Sage by TSC Acquisition will serve the public interest by enabling Licensees 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 Acquisition 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 Licensees have delivered success by providing excellent service to customers.
- 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 Licensees will result in a change in the ownership and control of Licensees, no transfer of authorizations/certificates, assets or customers will occur as a result of the transaction. Immediately following consummation of the transaction, Licensees 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 Licensees' customers in terms of the services they currently receive.

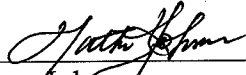
In sum, TSC Acquisition expects that the combination of Telscape and Licensees will create opportunities for existing and potential customers of both companies to receive a broader base of high quality services over a larger footprint. Further, the transaction will be transparent

to Licensees' customers in terms of the services they currently receive. Grant of this Application will therefore serve the public interest.

VERIFICATIONS

CERTIFICATION

I, Nathan Johnson, hereby certify under penalty of perjury that I am a managing partner of Gemini Partners, Inc., and GP/T Holdings, LLC, which, in turn, are majority owners of TSC Acquisition Corporation ("TSC Acquisition"), the transferee in the foregoing Application, and that I am authorized by TSC Acquisition to make this verification on its behalf. I hereby certify that the information in the foregoing Application as it pertains to the transferee is true and accurate to the best of my knowledge, and that the transferee is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

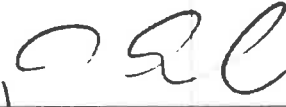


Nathan Johnson
Managing Partner
Gemini Partners, Inc., and GP/T Holdings, LLC

Dated: April 20th, 2012

CERTIFICATION

I, Frederick H. Fogel, hereby certify under penalty of perjury that I am an authorized signatory for SP Sage LLC ("SP Sage"), the Transferee in the foregoing Application; that SP Sage is an affiliate of Silver Point Capital, L.P.; that the information in the foregoing Application as it pertains to SP Sage is true and accurate to the best of my knowledge; and that SP Sage is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

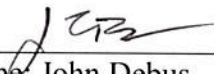


Frederick H. Fogel
Silver Point Capital, L.P.

Dated: April 27th, 2012

CERTIFICATION

I, John Debus, hereby certify under penalty of perjury that I am Senior Vice President, Chief Financial Officer and Treasurer of Sage Telecom, Inc. ("Sage") an Applicant in the foregoing Application, and that I am authorized to make this verification on its behalf of Sage and its subsidiaries, including Sage Telecom of Texas, L.P. (together with Sage, the "Company"); that the information in the foregoing Application as it pertains to the Company is true and accurate to the best of my knowledge, information and belief; and that the Company is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.



Name: John Debus
Title: Senior Vice President, Chief Financial Officer
and Treasurer
Sage Telecom, Inc.

Dated: April 26, 2012