



Fletcher, Heald & Hildreth

UT-130520
om-5/9/13
NO ACTION

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JAMES U. TROUP
(703) 812-0511
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April 11, 2013

VIA OVERNIGHT DELIVERY

Mr. Dave Danner
Executive Director and Secretary
Washington State Utilities and Transportation Commission
1300 S. Evergreen Park Dr. SW
Olympia, WA 98504-7250

RECEIVED
REGISTRY MANAGEMENT
2013 APR 12 AM 10:13
STATE OF WASHINGTON
UTILITY DIVISION

Re: Change in Name of Sage Telecom, Inc. to Sage Telecom Communications, LLC
to Reflect a *Pro Forma* Internal Structural Change

Dear Mr. Danner:

By this advice letter, Sage Telecom, Inc. changes its name to Sage Telecom Communications, LLC to reflect a pro forma internal structural change.¹ Sage Telecom, Inc. was granted registration in Docket No. UT-072106 by this Commission to provide competitive local exchange carrier (“CLEC”) and interexchange carrier (“IXC”) telecommunications services in Washington. Sage Telecom, Inc. and Sage Telecom Communications, LLC respectfully request that the Commission revise and reissue in the name of Sage Telecom Communications, LLC the certificate of registration granted to Sage Telecom, Inc. In support thereof, the following information is being provided:

¹ In connection with the proposed *pro forma* internal structural change, all of Sage Telecom, Inc.’s Washington operations, including Sage Telecom, Inc.’s assets, authorizations, and customers in Washington, will be transferred, on a *pro forma* basis to Sage Telecom Communications, LLC, such that after the completion of the proposed *pro forma* internal structural change, Sage Telecom Communications, LLC will become the only Sage entity authorized to provide service in Washington. The proposed transaction will not involve any change in (a) the current management or key personnel, (b) the rates, terms, or conditions or service currently being provided to customers, or (c) the ultimate ownership of Sage Telecom, Inc. and Sage Telecom Communications, LLC by their parent company, TSC Acquisition Corporation. It is our understanding that this advice letter is the only filing that is required by the Commission for this pro forma internal structural change.

- (A) The old name is Sage Telecom, Inc.
- (B) The new name is Sage Telecom Communications, LLC.
- (C) A certificate from the State of Washington Secretary of State registering the new name, Sage Telecom Communications, LLC, is attached as Exhibit A.
- (D) The regulatory contact information for Sage Telecommunications, LLC is:

Sherrí Flatt
Executive Director, Regulatory Affairs
Sage Telecom Communications, LLC
10440 N. Central Expressway, Suite 700
Dallas, Texas 75231-2228
Tel: (214) 495-4847
Fax: (214) 495-4795
Email: sflatt@sagetelecom.net

Please refer all questions and correspondence regarding this matter to the undersigned.

Respectfully submitted,


James U. Troup
Fletcher, Heald & Hildreth, PLC
1300 North 17th Street, 11th Floor
Arlington, VA 22209
Tel: (703) 812-0511
Fax: (703) 812-0486
E-mail: troupe@fhhlaw.com

Attachment

cc: Nathan Johnson
Joseph Holop
Sherrí Flatt

EXHIBIT A

Secretary of State Qualifications



Washington
Secretary of State
 SAM REED

CORPORATIONS DIVISION
 James M. Dolliver Building
 801 Capitol Way South • PO Box 40234
 Olympia, WA 98504-0234
 Tel: 360.725.0377
www.sos.wa.gov/corps

Congratulations:

You have completed the initial filing to create a new business entity. **The next step in opening your new business is to complete a Business License Application.** You may have completed this step already. The Business License Application can be completed online or downloaded at: <http://www.bls.dor.wa.gov/>

If you have any questions about the Business License Application, or would like a Business License Application package mailed to you, please call the Department of Revenue at 1-800-451-7985.

If you have questions about report and registered agent requirements, please contact the Corporations Division at 360-725-0377 or visit our website at: <http://www.sos.wa.gov/corps>.

NATIONAL REGISTERED AGENTS INC
 505 UNION AVE SE STE 120
 OLYMPIA, WA 98501

IMPORTANT

To keep your filing status active and avoid administrative dissolution, you must:

1. **File an Initial Report** within 120 days of the date your corporation or limited liability company (LLC) was filed. The date of filing is stated on your certificate. Please complete and return the enclosed Initial Report, together with the \$10 filing fee.
2. **File an Annual Report** and pay the annual license fee each year before the anniversary of the filing date for the entity. The registered agent will be sent notice of the Annual Report requirement. But it is the corporation or LLC's responsibility to file the report even if no notice is received.
3. **Maintain a Registered Agent** and registered office in this state. You must notify the Corporations Division if there are any changes in your registered agent, agent's address, or registered office address. Failure to notify the Corporations Division of changes will result in misrouted mail, and possibly administrative dissolution.

If you have questions about report and registered agent requirements, please contact the Corporations Division at 360-725-0377 or visit our website at: <http://www.sos.wa.gov/corps>.

UNITED STATES OF AMERICA

The State of  Washington

Secretary of State

I, KIM WYMAN, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF REGISTRATION

to

SAGE TELECOM COMMUNICATIONS, LLC

a/an TX Limited Liability Company. Charter documents are effective on the date indicated below.

Date: 2/13/2013

UBI Number: 603-276-683



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Kim Wyman

Kim Wyman, Secretary of State

Date Issued: 2/19/2013



Washington
Secretary of State

INITIAL REPORT
FEE: \$10.00

RETURN COMPLETED FORM AND PAYMENT TO:
(Checks made payable to "Secretary of State")

Corporations Division
801 Capitol Way South
PO Box 40234
Olympia, WA 98504-0234

Entity Name: **SAGE TELECOM COMMUNICATIONS, LLC**

Payment Due By: **6/13/2013**

Unified Business Identifier: **603-276-683**

State of Incorporation: **TX**

Inc./Qual. Date: **2/13/2013**

TO AVOID DISSOLUTION/REVOCAION, AN INITIAL REPORT MUST BE FILED AND PROCESSED PRIOR TO: **6/13/2013**

| | |
|--|--|
| <p>Current Registered Agent/Office</p> <p>National Registered Agents Inc 505 Union Ave Se Ste 120</p> <p>Olympia, WA98501</p> | <p>Registered Agent/Office Changes <i>(Changes must be approved by the Board of Directors)</i></p> <p>New Registered Agent Name _____</p> <p>Consent to Appointment _____ <i>Signature of New Registered Agent</i></p> <p>Required Street Address _____</p> <p>City _____ State WA Zip Code _____</p> <p>Optional Mailing Address _____</p> <p>City _____ State WA Zip Code _____</p> |
|--|--|

INITIAL REPORT SECTION MUST BE FILLED IN COMPLETELY – TYPE OR PRINT IN BLACK INK

Principal place of business in WA _____ WA _____
Address City Zip

Telephone (____) _____ Email _____ Nature of Business _____

Foreign Entities - Principal office address in state/country of Origin

Address City State Zip Country

CORPORATION: Print or type names and addresses of corporate officers and directors including President, Vice President, Secretary, and Treasurer. If applicable the Chair of the Board of Directors and Directors. **LLC:** Print or type names and addresses of Members or Managers. *(attach additional list if necessary)*

| Name | Title | Address | City | State | Zip |
|------|-------|---------|------|-------|-----|
| | | | | | |
| | | | | | |
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| | | | | | |
| | | | | | |

SIGNATURE _____
Signature of Chairman of the Board, Officer, Member or Manager listed above *Type or Print Name and Title* *Date*



Foreign Limited Liability Company

See attached detailed instructions

Filing Fee \$180.00

Filing Fee with Expedited Service \$230.00

This Box For Office Use Only

02/13/13 2355811-
002
\$230.00 R
id: 2477979

FILED
SECRETARY OF STATE
FEBRUARY 13, 2013
STATE OF WASHINGTON

UBI Number: 603 276 683

FOREIGN LIMITED LIABILITY COMPANY REGISTRATION

Chapter 25.15 RCW

SECTION 1

NAME OF LIMITED LIABILITY COMPANY: (As recorded in the state/country of formation)

Sage Telecom Communications, LLC

NAME TO BE USED IN WASHINGTON STATE:

(Must contain one of the following designations: Limited Liability Company, Limited Liability Co or one of these abbreviations: L.L.C. or LLC. If the designation is omitted, it will default to LLC when processed)

Sage Telecom Communications, LLC

SECTION 2

STATE OR COUNTRY WHERE ORIGINALLY FORMED: Texas

DATE OF ORIGINAL FORMATION: 12/05/2012

(Certificate of Existence or similar import (not more than 60 days old) from original state must be attached)

SECTION 3

ADDRESS OF THE PRINCIPAL PLACE OF BUSINESS:

Street Address 10440 N Central Expressway, Suite 700 City Dallas State/Country TX Zip 75231-2228

PO Box _____ City _____ State/Country _____ Zip _____

SECTION 4

EFFECTIVE DATE OF REGISTRATION: (Please check one of the following)

Upon filing by the Secretary of State

Specific Date: _____ (Specified effective date must be within 90 days AFTER the Certificate of Registration has been filed by the Office of the Secretary of State)

SECTION 5

TENURE: (Please check one of the following and indicate the date if applicable)

- Perpetual existence
- Specific term of existence _____ (Number of years or date of termination)

SECTION 6

DATE THE LLC BEGAN DOING BUSINESS IN WASHINGTON STATE: 02/28/2013

SECTION 7

NATURE OF BUSINESS IN WASHINGTON STATE: Telecommunication Services

SECTION 8

NAME AND ADDRESS OF THE WASHINGTON STATE REGISTERED AGENT:

Name: National Registered Agents, Inc.

Physical Location Address (required):

505 Union Avenue SE, Suite 120

City: Olympia **WA Zip Code:** 98501

Mailing or Postal Address (optional):

City: _____ **WA Zip Code:** _____

CONSENT TO SERVE AS REGISTERED AGENT:

I consent to serve as Registered Agent in the State of Washington for the above named Limited Liability Company. I understand it will be my responsibility to accept Service of Process on behalf of the Limited Liability Company; to forward mail to the Limited Liability Company; and to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address.

X Nicole Parnell

Nicole Parnell

2/13/2013

Signature of Registered Agent

Printed Name

Date

SECTION 9

NAME, ADDRESS AND SIGNATURE OF MEMBER OR MANAGER:

(If necessary, attach additional names, addresses and signatures)

Name: Nathan Johnson

Address: 10440 N Central Expressway, Suite 700 **City:** Dallas **State:** TX **Zip Code:** 75231-2228

This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.

X Nathan Johnson

Nathan Johnson / Manager

2/11/13

214-495-4700

Signature

Printed Name/Title

Date

Phone

Notice: The Washington Secretary of State will be appointed the agent of the foreign limited liability company for service of process under the circumstances set forth in RCW 25.15.355(2)

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



John Steen
Secretary of State

Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate of Formation for Sage Telecom Communications, LLC (file number 801694983), a Domestic Limited Liability Company (LLC), was filed in this office on December 05, 2012.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on February 12, 2013.



A handwritten signature in black ink, appearing to read "John Steen".

John Steen
Secretary of State

Phone: (512) 463-5555
Prepared by: SOS-WEB

Come visit us on the Internet at <http://www.sos.state.tx.us/>

Fax: (512) 463-5709
TID: 10264

Dial: 7-1-1 for Relay Services
Document: 465624750003