

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter)	
)	
Telscape Communications, Inc.)	
)	WC Docket No. _____
and)	
)	IB File No. _____
Blue Casa Telephone, LLC)	
)	
Application, Pursuant to Section 214 of the)	
Communications Act of 1934, as Amended, for)	
Approval of a Transaction that Will Result in)	
the Assignment of Certain Assets of Telscape)	
Communications, Inc.)	
to Blue Casa Telephone, LLC)	

JOINT APPLICATION

Telscape Communications, Inc. (FRN 0005040522) (“Telscape”) and Blue Casa Telephone, LLC (FRN 0020552303) (“Blue Casa”), collectively “Joint Applicants,” hereby request, pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.04 and 63.24, approval of a transaction that will result in the assignment of the retail California wireline customer base and associated assets of Telscape to Blue Casa. Information addressing the requirements of Commission Rule 63.04(a)(6)-(12) (47 C.F.R. § 63(a)(6)-(12)) is set forth in Attachment A.

I. INTRODUCTION AND SUMMARY OF TRANSACTION

Telscape and Blue Casa each provides wireline local exchange, exchange access,

and domestic and international interexchange telephone services to customers in California.¹ Joint Applicants have entered into an agreement by which Blue Casa will acquire, subject to compliance with applicable notification requirements, Telscape's retail California wireline customer base, along with account contracts, records, and other associated assets, in exchange for cash consideration. This will enable Telscape to redeploy a portion of its capital to other operations or investments. Blue Casa, on the other hand, which provides facilities-based local exchange, exchange access, and interexchange telephone services in California, views the opportunity to acquire these assets as a good fit with its existing operations.

Following the transfer, Blue Casa will provide continued service to the transferred customers under the same rates, terms, and conditions that they enjoyed previously as customers of Telscape without disruption or any other adverse impact on service quality. Thus, the transaction will be virtually transparent to affected customers. In accordance with applicable Commission and state requirements, all affected customers will be provided a minimum of thirty days' advance written notice of the proposed transaction. Further, closing of the transaction will be subject to receipt of all required Commission and state authorizations.

II. SECTION 63.24(e) INFORMATION

Pursuant to Section 63.24(e) of the Commission's Rules, Joint Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this application. (In accordance with Section 63.24(e)(2), items (i)-(p) pertain to the assignee, only; but, item (h) contains ownership information for both the assignor and the assignee.)

¹ Telscape also furnishes wireless services to customers in California. The subject transaction does not affect such customers.

(a) Names, Addresses, and Telephone Numbers of Applicants

(1) Assignor (Telscape); FRN 0005040522

Telscape Communications, Inc.
10440 N. Central Expressway, Suite 700
Dallas, TX 75231
Tel: 214-495-4831

(2) Assignor (Blue Casa); FRN 0020552303

Blue Casa Telephone, LLC
114 E. Haley Street, Suite A
Santa Barbara, CA 93101
Tel: 805 560-7809

(b) Jurisdiction of Organization

Telscape is a Delaware corporation.

Blue Casa is a California limited liability company.

(c) Contact Information

All correspondence and other communications concerning this application should be directed to:

John L. Clark
Goodin, MacBride,
Squeri & Day, LLP
505 Sansome Street, 9th Floor
San Francisco, California 94111
Tel: 415-765-8443
Fax: 415-398-4321
E-mail: jclark@goodinmacbride.com

(d) International Authorizations

Telscape holds authority to provide global facilities-based and global resale services under File No. ITC-214-20010815-00433. (Telscape also holds blanket domestic operating authority pursuant to Rule 63.01, 47 C.F.R. § 63.01.)

Blue Casa holds authority to provide global facilities-based and global resale

services under File No. ITC-ASG-20110204-00043. (Blue Casa also holds blanket domestic operating authority pursuant to Rule 63.01, 47 C.F.R. § 63.01.)

(h) Ownership

(1) Ownership of Telscape:

(i) The following persons and entities hold 10% or greater direct ownership or control interests in Telscape Communications, Inc.

Name and Address	Citizenship	Principal Business	Percentage Direct Ownership of Telscape
TSC Acquisition Corporation 1100 Glendon Avenue, Suite 905 Los Angeles, CA 90024	United States	Investment Company	100%

(ii) The following persons and entities hold 10% or greater direct ownership or control interests in TSC Acquisition Corporation.

Name and Address	Citizenship	Principal Business	Attributable Ownership of Telscape
GP/T Holdings LLC 1100 Glendon Avenue, Suite 905 Los Angeles, CA 90024	United States	Investment Company	100%
Gemini Partners, Inc. 1100 Glendon Avenue, Suite 905 Los Angeles, CA 90024	United States	Investment Manager	17%

(iii) The following persons each hold a 50% interest in, and share control of, Gemini Partners, Inc., and hold a 45% interest in, and share control of, GP/T Holdings, LLC. Therefore, they are each attributed with 100% interests in Telscape.

Name and Address	Citizenship	Principal Business	Attributable Ownership of Telscape
Matthew Johnson 1100 Glendon Avenue, Suite 905 Los Angeles, CA 90024	United States	Investment Manager	100%
Nathan Johnson 1100 Glendon Avenue, Suite 905 Los Angeles, CA 90024	United States	Investment Manager	100%

No other person or entity holds or is attributed with a 10% or greater direct or indirect ownership or control interest in Telscape, and there are no interlocking directorships with any foreign carrier.

(2) Ownership of Blue Casa: The following persons and entities currently hold 10% or greater direct ownership or control interests in Blue Casa Telephone, LLC:

Name and Address	Citizenship	Principal Business	Percentage Direct Ownership of Blue Casa
Jeff Compton 114 E. Haley Street, Suite A Santa Barbara, CA 93101	United States	Telecommunications Management	49%
Howard Brand 1732 Aviation Blvd., Suite 223 Redondo Beach, CA 90278	United States	Investment Manager	51%

No other person or entity holds or is attributed with a 10% or greater direct or indirect ownership or control interest in Blue Casa and there are no interlocking directorships with any foreign carrier.

(3) Post-Transaction Ownership

The subject transaction will have no effect on the ownership or control of Telscape or Blue Casa.

- (i) As evidenced by the certification attached to this application, Blue Casa certifies

under penalty of perjury under the laws of the United States that neither it nor any affiliate is affiliated with a foreign carrier.

(j) As evidenced by the certification attached to this application, Blue Casa certifies under penalty of perjury under the laws of the United States that it does not, directly or through any affiliate, seek to provide international telecommunications services to any destination country for which any of the statements in subsections 63.18(j)(1)-(4), inclusive, of the Commission's Rules (47 C.F.R. § 63.18(j)(1)-(4), inclusive) is true.

(k) Not applicable.

(l) Not applicable.

(m) Not applicable.

(n) As evidenced by the certification attached to this application, Blue Casa certifies under penalty of perjury under the laws of the United States that neither it nor any affiliate has agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and that neither Blue Casa nor any affiliate will enter into such agreements in the future.

(o) As evidenced by the certification attached to this application, Blue Casa certifies under penalty of perjury under the laws of the United States that that neither it nor any affiliate is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.

(p) This application is eligible for streamlined processing under Section 63.12 of the Commission's Rules, 47 CFR § 63.12. because none of the exceptions to streamlined processing specified by paragraph (c) of Section 63.12 applies.

III. PUBLIC INTEREST

This transaction is in furtherance of private investment decisions by Telscape and its ultimate owners to redeploy a portion their capital into other ventures or investments. Blue Casa, on the other hand, is seeking to acquire the Telscape customer base and related assets, because doing so is consistent with the plans of its investors, who view the proposed transaction as a significant business opportunity.

Telscape is financially-sound and managed and operated by a highly-experienced and capable team of telecommunications professionals. Following the transfer, affected customers will continue to receive telecommunications service without change or disruption, and at the same rates, terms, and conditions they now enjoy.

For these reasons, Joint Applicants respectfully submit that this application is in the public interest and should be granted without delay.

CONCLUSION

As demonstrated in this application, Joint Applicants submit that the public interest, convenience, and necessity would be furthered by a grant of this application.

Respectfully submitted this 21st day of April 2015.

GOODIN, MACBRIDE,
SQUERI & DAY, LLP

John L. Clark

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San Francisco, California 94111

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By



John L. Clark

Attorneys for Joint Applicants

LIST OF ATTACHMENTS

Certification of Assignor

Certification of Assignee

Attachment A - Section 63.04 Information

CERTIFICATION OF ASSIGNOR

I hereby certify that the statements in the foregoing application on behalf of Telscape Communications, Inc. are true, complete, and correct to the best of my knowledge and are made in good faith. I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Telscape Communications, Inc.

By: Todd Wallace

Name: Todd Wallace

Title: Chief Operating Officer

Date: April 22, 2015

CERTIFICATION OF ASSIGNEE

I hereby certify that the statements in the foregoing application on behalf of Blue Casa Telephone, LLC are true, complete, and correct to the best of my knowledge and are made in good faith. I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Blue Casa Telephone, LLC

By: 

Name: Jeff Compton

Title: President and Chief Executive Officer

Date: 4-21-15

ATTACHMENT A

SECTION 63.04 INFORMATION

Information addressing the requirements set forth in Commission Rule 63.04(a)(6)-(12) is as follows:

(a)(6) A description of the transaction is set forth above in section I of this application.

(a)(7) **Telscape:** Telscape provides facilities-based local exchange, exchange access, and domestic and international interexchange telephone services, broadband Internet access, and wireless services to customers in California. Telscape's affiliate, Sage Telecom Communications, LLC, provides residential and commercial wireline services in Arkansas, California, Connecticut, Illinois, Indiana, Kansas, Michigan, Missouri, Ohio, Oklahoma, Texas, and Wisconsin, as well as broadband Internet access and wireless services.

Blue Casa: Blue Casa provides facilities-based local exchange, exchange access, and domestic and international interexchange telephone services, broadband Internet access, and data networking services to customers in California.

(a)(8) This application is eligible for streamlining pursuant to 47 C.F.R. § 63.03 because the proposed transaction would result in Blue Casa's having less than a 10% share in the interstate, interexchange market, Blue Casa would provide competitive telephone local exchange services or exchange access services, if any, exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the proposed transaction, and none of the applicants is dominant with respect to any service. *See* 47 C.F.R. § 63.03(b)(2)(i).

(a)(9) Through this application, Joint Applicants are seeking authority with respect to both international and domestic Section 214 authorizations (this application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission

Rule 63.04(b), 47 C.F.R. § 63.04(b)).

(a)(10) Joint Applicants are not seeking special consideration of this application.

(a)(11) Not applicable.

(a)(12) A statement showing how grant of this application will serve the public interest, convenience, and necessity is set forth above in section III of this application.