

REQUEST TO ESTABLISH DOCKET  
(PLEASE TYPE)

Date: June 1, 1998

Docket No. 980704-TT

1. Division Name/Staff Name: Communications/T. Williams
2. OPR: T. Williams
3. OCR: \_\_\_\_\_

4. Suggested Docket Title: Request for <sup>approval</sup> ~~assignment~~ of transfer of control of all issued and outstanding stock of Value Added Communications, Inc. (holder of IXC Certificate No. 2471) to TSC Communications Corp., ~~the IT Group~~ Corporation

5. Suggested Docket Mailing List (attach separate sheet if necessary)

- A. Provide NAMES ONLY for regulated companies or ACRONYMS ONLY regulated industries, as shown in Rule 25-22.104, F.A.C.
- B. Provide COMPLETE name and address for all others. (Match representatives to clients.)

1. Parties and their representatives (if any)

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

2. Interested Persons and their representatives (if any)

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

6. Check one:

Documentation is attached.

Documentation will be provided with the recommendation.



TSC COMMUNICATIONS CORP.

VIA FACSIMILE & U.S. MAIL

May 27, 1998

Mr. Tom Williams  
Florida Public Service Commission  
2540 Shumard Oak Blvd.  
Tallahassee, FL 32399-0850  
Facsimile No. (850) 413-6587

Re: Value-Added Communications, Inc.

Dear Mr. Williams:

This letter serves to provide the Florida Public Service Commission ("Commission") with a brief history outlining the events which transpired through the transfer of control of Value-Added Communications, Inc. ("VAC") to TSC Communications Corp. ("TSC").

VAC is a provider of telecommunications services duly certified by the Commission. TSC is not a certified provider of telecommunications services in the State of Florida at present.

Effective August 1, 1997, TSC acquired all of the issued and outstanding stock of Institutional Energy Management, Inc. ("IEM"), the parent company of VAC. Prior to this date, VAC had operated as a wholly-owned subsidiary of IEM. As of this date, VAC operates as a wholly-owned second-tier subsidiary of TSC. A copy of the Stock Purchase Agreement evidencing this transaction is available to the Commission on a confidential basis upon request.

The entire transaction described above is transparent to VAC's customers in Florida. The name of the company remains the same as well as its management team, location, operations, customer base and tariffs. VAC will continue to offer consumers in Florida the high-quality services they have been receiving at reasonable cost, thus furthering the public interest.

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**CMU**

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**VAC:**

VAC's complete name and address is:

Value-Added Communications, Inc.  
14100 San Pedro, Suite 400  
San Antonio, Texas 78232

**TSC:**

TSC's complete name and address is:

TSC Communications Corp.  
1601 North Collins Blvd.  
Richardson, Texas 75080-3661

TSC is authorized to provide Customer-Owned Coin-Operated Telephone services in Colorado, Georgia, Iowa, Kansas, Louisiana, Oklahoma, New Mexico, Texas and Wisconsin. TSC will not offer telecommunications services in Florida in its own name without first obtaining prior Commission approval.

No officer, director or shareholder having more than 5% or more of TSC's voting securities has been involved in a formal complaint or other investigatory or enforcement proceeding. In no instance has any application for certification by TSC been denied or rejected.

The transfer of control of VAC to TSC has not (and will not) negatively affected VAC's financial ability to continue to offer quality, reliable telecommunications services to Florida consumers. The acquisition of VAC by TSC will allow additional financial resources to be made available to VAC, thereby enhancing VAC's ability to improve the cost savings and quality of telecommunications services it offers in Florida.

VAC is financially stable and possesses adequate financial resources to continue to provide telecommunications services to consumers in Florida. TSC is financially stable and possesses adequate financial resources to conduct business where authorized. Copies of TSC's most current balance sheet and income statement are available to the Commission on a confidential basis upon request.

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VAC and TSC had not previously sought Commission approval of this transfer of control because the acquisition of IEM/VAC by TSC was a stock acquisition and there was no resulting change in the corporate structure or operations of VAC.

In any event, although a considerable amount of time has transpired since the acquisition occurred, VAC and TSC submit to the Commission that their failure to timely request approval of this transfer of control was neither planned nor intentionally delayed and was not a result of a willful attempt to circumvent the Commission's authority and duty in this matter.

Therefore, TSC, and IEM/VAC respectfully request that the Commission approve the transfer of control described herein.

Please contact me at (210) 495-2400 [extension 488] with any questions, comments or further requirements regarding this matter.

Very truly yours,

**TSC COMMUNICATIONS CORP.  
INSTITUTIONAL ENERGY MANAGEMENT, INC. and  
VALUE-ADDED COMMUNICATIONS, INC.**

A handwritten signature in black ink, appearing to read "Rick Cantu", with a long horizontal flourish extending to the right.

Rick Cantu  
Manager of Regulatory Affairs