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WILKINSON) BARKER) KNAUER) LLP

LA Public Service Commission

1800 M STREET, NW
SUITE 800N
WASHINGTON, DC 20036
TEL 202.783.4141
FAX 202.783.5851
WWW.WBKLA.COM

September 30, 2020

VIA OVERNIGHT DELIVERY

Brandon Frey
Executive Secretary
Louisiana Public Service Commission
Galvez Building, 12th Floor
602 North Fifth Street
PO Box 91154
Baton Rouge, LA 70821-9154

Re: *Notice of the Direct Transfer of Control of Telco Experts, LLC*

Dear Mr. Frey:

Pursuant to Section 301.M of the Louisiana Public Service Commission's ("Commission") Regulations for Competition in the Local Telecommunications Market ("Regulations"),¹ Eric Klein and Adam Goldberg ("Transferors") and Redwood Services Group, LLC ("Redwood" or "Transferee," and collectively with Transferors, the "Parties") hereby notify the Commission that the Parties intend to complete a transaction (the "Transaction") that will result in a change in control of Telco Experts, LLC ("Telco Experts" or "Licensee") to Redwood. As a result of the Transaction, Telco Experts will be directly controlled by Redwood. Because the purchase price of the proposed Transaction exceeds one percent (1%) of the gross assets of Telco Experts, the Parties

¹ *Regulations for Competition in the Local Telecommunications Market*, General Order (March 11, 2014).

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DEPT. Bull DATE 10/1 DEPT.
DEPT. _____ DATE _____ DEPT. _____

Telco Exp

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file this notice pursuant to Section 301.M of the Regulations. The Parties understand that this notice will be published in the Commission's Official Bulletin with a 15-day intervention period, but that no prior Commission approval is required to complete the proposed Transaction.

I. DESCRIPTION OF THE PARTIES

A. Telco Experts, LLC

Telco Experts, LLC. Telco Experts is a Delaware limited liability company headquartered at 169 Ramapo Valley Road, Floor 3, Suite 303, Oakland, NJ 07436. It is wholly owned and controlled by its founders, Eric Klein and Adam Goldberg, both of whom are U.S. citizens. Eric Klein holds a 55 percent voting and equity interest in Telco Experts, and Adam Goldberg holds a 45 percent interest.

Telco Experts is a non-facilities-based reseller that provides switchless international, long distance, and local exchange telecommunications services, as well as toll-free services, voice over internet protocol (or VoIP), and unified communications and Internet access solutions to both residential and business customers. Telco Experts specializes in developing advanced retail enterprise-level communications services through the strategic combination and management of services that it acquires on a wholesale basis from multiple facilities-based carriers and technology companies. Telco Experts currently holds state public utility commission authorizations in 21 states² and the District of Columbia, and also provides non-regulated communications services in an additional eleven states.³ Telco Experts is authorized to provide resold local exchange and

² These states are Arizona, California, Connecticut, Delaware, Florida, Illinois, Kentucky, Louisiana, Maryland, Massachusetts, Minnesota, Missouri, New Hampshire, New York, North Carolina, Ohio, Pennsylvania, Rhode Island, Tennessee, Texas, and Virginia.

³ These states are Alabama, Arkansas, Colorado, Georgia, Indiana, Montana, Nevada, Oklahoma, Oregon, Wisconsin, and Wyoming.

interexchange telecommunications services in Louisiana pursuant to Certificate No. TSP00700. Telco Experts' operating authority was initially issued in Docket No. S-32349.

B. Redwood Services Group, LLC

Redwood Services Group, LLC. Redwood is a limited liability company investment vehicle ultimately indirectly controlled by Delaware limited partnership Alpine Investors VI, LP, an affiliate of the Alpine Investors private equity firm ("Alpine"). Alpine is ultimately controlled by its founder Graham Weaver, who is a U.S. citizen. Alpine, which has approximately \$3.0 billion under management, generally makes controlling investments in middle-market software and technology services companies. Alpine focuses on purchasing strong and consistent businesses with recurring revenue. It contributes its extensive operational experience in the technology sector to each of its portfolio companies, as well as providing them access to capital needed to advance their business objectives and improve their service offerings. Alpine's leadership team has worked together for over ten years to make successful and productive investments in the communications and technology sector.

II. DESCRIPTION OF THE TRANSACTION

On September 29, 2020, Telco Experts, Eric Klein and Adam Goldberg, and Redwood entered into a Membership Interest Purchase Agreement pursuant to which Redwood will acquire all of the outstanding membership interests in Telco Experts for a cash payment. The completion of the Transaction is conditioned on, among other things, obtaining required federal and state regulatory approvals. The parties intend to consummate the Transaction as promptly as practicable after all closing conditions are satisfied or waived. As a result of the Transaction, Telco Experts will become a wholly owned, direct subsidiary of Redwood. Exhibit A includes pre-closing and

post-closing organizational diagrams illustrating the current and proposed post-Transaction ownership of Telco Experts.

III. DESIGNATED CONTACTS

All correspondence and communications with respect to this filing should be addressed or directed as follows:

For Transferors and Licensee:

Attn: Eric Klein, CEO
169 Ramapo Valley Road
Floor 3, Suite 303
Oakland, NJ 07436
Tel: (212) 452-6000

with a copy to:

Dana Hoyle
4304 Voncille Street
Haltom City, TX 76117
Tel: (817) 724-2125
hoyleregaffairs@gmail.com

For Transferee:

Redwood Services Group, LLC
Attn: Brad Wittwer
c/o Evergreen Services Group, LLC
1 California Street, Suite 2900
San Francisco, CA 94111
Tel: (415) 591-1318
bwittwer@evergreensg.com

with a copy to:

Phillip R. Marchesiello
Wilkinson Barker Knauer, LLP
1800 M Street, NW, Suite 800N
Washington, DC 20036
Tel: (202) 783-4141
Fax: (202) 783-5851
pmarchesiello@wbklaw.com

IV. PUBLIC INTEREST CONSIDERATIONS

The proposed Transaction will serve the public interest. The change in Telco Experts' ultimate control will occur at the parent level and does not involve any assignment of operating authority, assets, or customers. The technical team of Telco Experts will continue to manage the day-to-day operations and businesses of the company following completion of the Transaction, and its current managers will remain with Telco Experts for at least 6-12 months. Thus, the company will continue to be operated by highly experienced, well-qualified management and technical personnel. In addition, Telco Experts will be able to draw upon the experience of Alpine's management team following the Transaction, as well as additional Alpine-trained managers who are expected to be added to Telco Expert's current management team. Further, as a result of the Transaction, Telco Experts will have enhanced access to capital and financing enabled through Alpine.

After consummation, Telco Experts will continue to provide competitive and innovative service to existing customers at the same rates, terms, and conditions and in the same geographic areas as currently provided. Any future changes in the rates, terms, or conditions of service will be undertaken pursuant to customer contracts and any applicable federal and state notice and tariff

requirements. The Transaction will be fully transparent to Telco Experts' customers, and it will not result in the discontinuance, reduction, loss, or impairment of service to any customer.

V. CONCLUSION

For the reasons stated above, the proposed Transaction will serve the public interest. Enclosed with the original of this letter, please find four (4) copies of this notice and a duplicate copy. Please date-stamp the duplicate upon receipt and return it in the envelope provided. If you have any questions regarding this notification, please contact the undersigned.

Respectfully submitted,

/s/ Dana Hoyle

Dana Hoyle
4304 Voncille Street
Haltom City, TX 76117
Tel: (817) 724-2125
hoyleregaffairs@gmail.com

Consultant for Eric Klein and Adam Goldberg

/s/ Phillip R. Marchesiello

Phillip R. Marchesiello
Wilkinson Barker Knauer, LLP
1800 M Street, NW, Suite 800N
Washington, DC 20036
Tel: (202) 783-4141
Fax: (202) 783-5851
pmarchesiello@wbklaw.com

Counsel for Redwood Services Group, LLC

September 30, 2020

VERIFICATION

STATE OF New York)

COUNTY OF Nassau)

I, Eric Klein, hereby declare that:

(4) I am the Chief Executive Officer of Telco Experts, LLC;

(5) I am authorized to make this declaration on behalf of Telco Experts, LLC; and

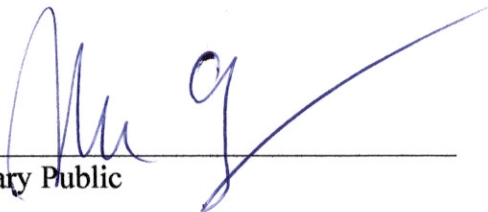
(6) The statements in the foregoing Application relating to Telco Experts, LLC are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.

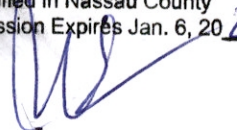
Executed this 24 day of September, 2020.


Eric Klein

SWORN TO AND SUBSCRIBED before me on the 24th day of September, 2020.


Notary Public

My Commission expires: 1/6/24

MARC ELEFANT
Notary Public - State of New York
No. 02EL6402502
Qualified in Nassau County
My Commission Expires Jan. 6, 2024


VERIFICATION

STATE OF Florida)
)
COUNTY OF PALM BEACH)

I, Adam Goldberg, hereby declare that:

- (1) I am the Secretary and 45% owner of Telco Experts, LLC;
- (2) I am authorized to make this declaration on behalf of Telco Experts, LLC; and
- (3) The statements in the foregoing Application relating to Telco Experts, LLC are true and correct to the best of my knowledge and belief.

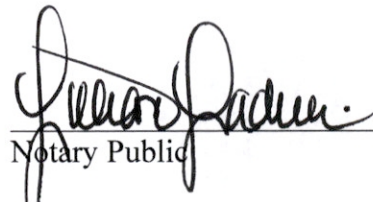
I declare under penalty of perjury that the foregoing is true and correct.

Executed this 29 day of September, 2020.




Adam Goldberg

SWORN TO AND SUBSCRIBED before me on the 29 day of September, 2020.


Notary Public

My Commission expires: May 08, 2024

VERIFICATION


STATE OF _____)
COUNTY OF _____)

I, Jeffrey Totten, hereby declare that:

- (1) I am the Chief Executive Officer of Redwood Services Group, LLC;
- (2) I am authorized to make this declaration on behalf of Redwood Services Group, LLC; and
- (3) The statements in the foregoing Application relating to Redwood Services Group, LLC are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this ____ day of September, 2020.



Jeffrey Totten

SWORN TO AND SUBSCRIBED before me on the ____ day of September, 2020.

My Commission expires: _____

Notary Public

**SEE ATTACHED
NOTARY DOCUMENT**

CALIFORNIA JURAT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document, to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA }

COUNTY OF Contra Costa }

Subscribed and sworn to (or affirmed) before me on this 25th day of September, 2020
Date Month Year

by Jeffrey Totten
Name of Signers

proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.

Signature: _____

Signature of Notary Public



Seal

Place Notary Seal Above

OPTIONAL

Though this section is optional, completing this information can deter alteration of the document or fraudulent attachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____

Number of Pages: _____

Signer(s) Other Than Named Above: _____

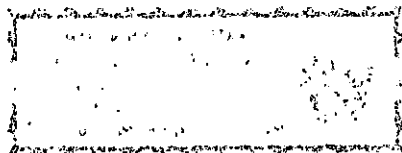
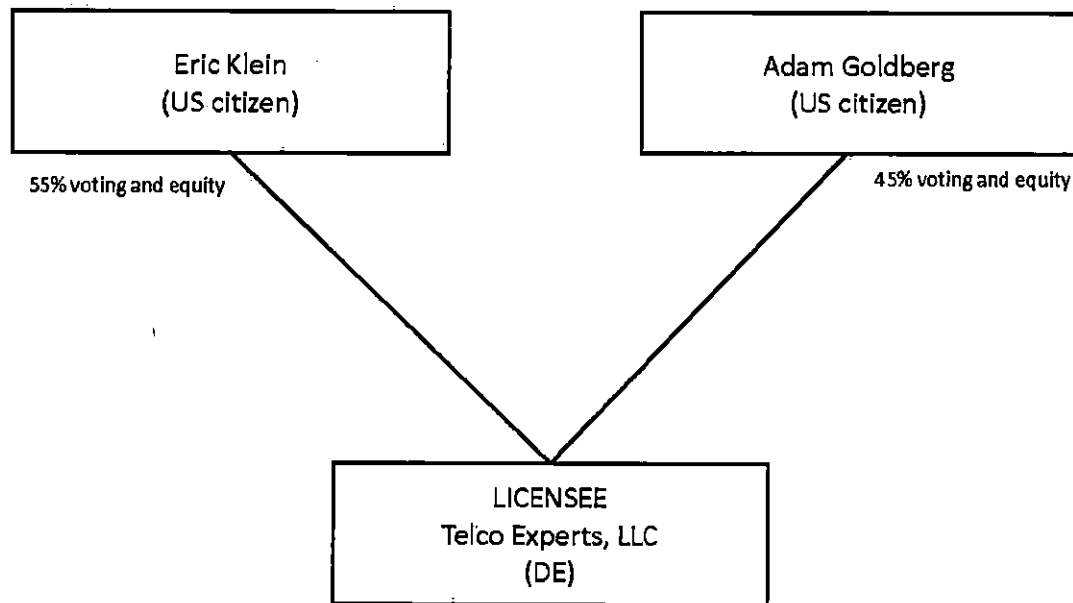


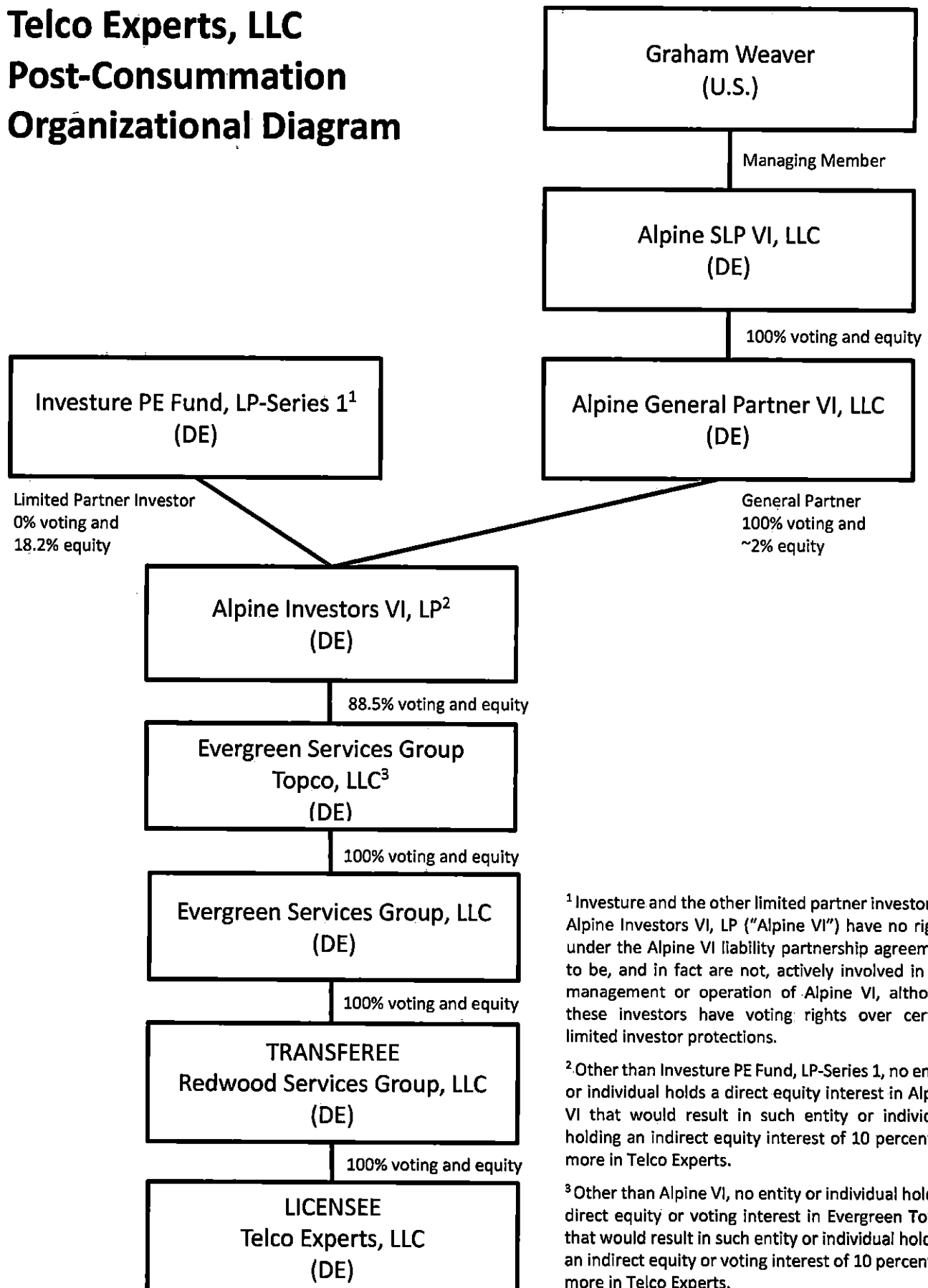
EXHIBIT A

PRE- AND POST-CLOSING ORGANIZATIONAL DIAGRAMS

**Telco Experts, LLC
Pre-Consummation Organizational Diagram**



Telco Experts, LLC Post-Consummation Organizational Diagram



¹ Investiture and the other limited partner investors in Alpine Investors VI, LP ("Alpine VI") have no rights under the Alpine VI liability partnership agreement to be, and in fact are not, actively involved in the management or operation of Alpine VI, although these investors have voting rights over certain limited investor protections.

² Other than Investiture PE Fund, LP-Series 1, no entity or individual holds a direct equity interest in Alpine VI that would result in such entity or individual holding an indirect equity interest of 10 percent or more in Telco Experts.

³ Other than Alpine VI, no entity or individual holds a direct equity or voting interest in Evergreen Topco that would result in such entity or individual holding an indirect equity or voting interest of 10 percent or more in Telco Experts.