

**BEFORE THE PUBLIC SERVICE COMMISSION  
OF THE STATE OF MISSOURI**

In the Matter of Syniverse Networks, Inc.	)	
Changing Name to Syniverse	)	Case No. XN-2008-0149
Technologies, Inc.	)	

**STAFF RECOMMENDATION**

COMES NOW the Staff of the Missouri Public Service Commission and for its recommendation states:

1. On November 6, 2007, Syniverse Networks, Inc. (Syniverse) filed an application with the Commission to change the name on its certificate of service authority to Syniverse Technologies, Inc.

2. Also on November 6, 2007, Syniverse issued a tariff reflecting the name change. That tariff is set to become effective on December 6, 2007.

3. On November 8, 2007, the Commission issued an Order Directing Staff to File a Recommendation in this case. The Order stated that it “appears Syniverse Networks, Inc. and Syniverse Technologies, Inc. are merging into a new corporate entity utilizing the new name of Syniverse Technologies, Inc.” As a consequence, “Syniverse’s application may require amendment to reflect that it is actually an application for approval of a merger, as governed under Section 392.300, RSMo, as opposed to being merely an application for the recognition of a new corporate name.”

4. The Commission’s November 8 Order directed Staff to file a recommendation advising the Commission of whether Syniverse has complied with Commission Rules 4 CSR 240-2.060(5) and 4 CSR 240-3.545(20) regarding the name change proposal. The Order also directed Staff to advise the Commission whether Syniverse should amend its application to seek approval of the merger of its subsidiary companies.

5. The Staff of the Missouri Public Service Commission has reviewed the application and prepared a memorandum, attached hereto as Appendix A.

6. In its memorandum, Staff recommends the Commission approve the change of name and tariff sheet(s) for PSC MO No. 1, but not until the companies have received approval to merge.

7. When Syniverse filed the cover letter and tariff pages notifying the Commission of the proposed name change on November 6, it also filed a Certificate of Ownership and Merger detailing the merger of Syniverse Networks, Inc. and Syniverse Finance, Inc. This merger was effective on February 9, 2005. However, Syniverse never sought Commission approval for this merger as required by statute and Commission rules.

8. Section 392.300.1 RSMo (2000) generally provides that no telecommunications company may sell, assign, lease or transfer “the whole or any part of its franchise, facilities or system” or merge its “line or system or franchises” with any other corporation, person or public utility without first obtaining permission from the Commission. Commission Rule 4 CSR 240-3.525 provides, in addition to requirements of 4 CSR 240-2.060(1), that competitive telecommunications companies under Missouri jurisdiction provide certain information to the Commission concerning the companies’ mergers, acquisitions or consolidations.

9. Because Syniverse is under Missouri jurisdiction, any merger falls under the broad ambit of Section 392.300.1. Commission Rule 4 CSR 240-3.525(2)(D) requires the Commission to make a public interest determination in this matter.

10. Staff believes that Syniverse should amend its application or file a new application to seek approval of the merger, and the tariff filing should be suspended until the effective date of the order approving the merger.

WHEREFORE, the Staff recommends that the Commission direct Syniverse to amend its application or file a new application to seek approval of the merger of its subsidiary companies, and that the tariff filing be suspended until the effective date of an order approving the merger.

Respectfully submitted,

/s/ **Blane Baker**  
Blane Baker  
Missouri Bar No. 58454

Attorney for the Staff of the  
Missouri Public Service Commission  
P. O. Box 360  
Jefferson City, MO 65102  
(573) 751-5472 (Telephone)  
(573) 751-9285 (Fax)  
[blane.baker@psc.mo.gov](mailto:blane.baker@psc.mo.gov)

#### **CERTIFICATE OF SERVICE**

I hereby certify that copies of the foregoing have been mailed, hand-delivered, transmitted by facsimile or electronically mailed to all counsel of record this 26<sup>th</sup> day of November 2007.

/s/ **Blane Baker**  
Blane Baker

## Memorandum

To: Missouri Public Service Commission Official Case File  
Case No. XN-2008-0149  
Tariff No. JX-2008-0299  
Date: 11/21/07

From: Lisa Mahaney  
Telecommunications Department

/s/William Voight 11/21/07  
Utility Operations Division/Date

/s/ Blane Baker 11/21/07  
General Counsel's Office/Date

**Subject: Staff Recommendation for Approval of Name Change and for the Company to Amend Its Application to Seek Approval of a Merger**

Existing Name of Company: Syniverse Networks, Inc.  
Proposed Name of Company: Syniverse Technologies, Inc.

**The Telecommunications Department Staff (Staff) recommends the Commission approve the change of name and tariff sheet(s) for PSC MO No. 1, but not until the companies have received Commission approval to merge.**

### Review Items

#### Administrative:

- ☒ No applications to intervene filed.
- ☒ Evidence of registration of the name change with the Missouri Secretary of State has been submitted.

- ☐ Customers have been notified. (4 CSR 240-3.545(20)) **Company has no Missouri customers.**
- ☐ Customers will be notified at or before the next billing cycle of any name change. (4 CSR 240-3.545(20))

#### Tariff:

- ☐ Adoption Notice
- ☐ Revised Title Page (see tariff review section below)
- ☒ New Tariff (see tariff review section below)

#### Tariff review items (as applicable):

- ☒ Properly formatted: (Company name, PSC MO No., Page #, Page revision #, proposed effective date)
- ☒ Identifies competitive classification.
- ☒ Identifies waivers granted.
- ☐ Customer specific pricing, if proposed, limited for private line, special access or Centrex-like services or to business customers in exchanges where the incumbent local exchange company has had its business services declared competitive pursuant to Section 392.245. (392.200(8)).

Appendix A

- ☒ Proposed rates do not establish geographic deaveraged rates (if not checked, explain in attachment). (392.200(4)).
- ☐ If an alternative operator service provider (receives more than 40% of revenues from traffic aggregators) operator service rates do not exceed: Person-to-Person (\$10.00), Station-to-Station/card (\$5.50). (392.515(1))

**Tariff review items (as applicable, only for CLECs):**

- ☐ Tariff clearly indicates areas offering local service area  
(\_\_\_\_AT&T Missouri, \_\_\_\_CenturyTel, \_\_\_\_Sprint, \_\_\_\_Spectra, \_\_\_\_Other)
- ☐ Tariff offers local service as a separate and distinct service.
- ☐ Switched access service rates capped at ILEC's rates.

**Are there additional recommendations or special considerations?**

☐ No

☒ Yes

If yes, explain in an attachment.

- ☒ The Company is not delinquent in filing an annual report and paying the PSC assessment.
- ☐ The Company is delinquent. Staff recommends the Commission grant the requested relief/action on the condition the applicant corrects the delinquency. The applicant should be instructed to make the appropriate filing in this case after it has corrected the delinquency.
- (☐ No annual report ☐ Unpaid PSC assessment. Amount owed: )

**Attachment**

Staff was ordered to address whether Syniverse should amend its application to seek approval of a merger. In this filing, in addition to the cover letter and tariff pages notifying the Commission of a name change, Syniverse filed a Certificate of Ownership and Merger detailing the merger of Syniverse Networks, Inc., and Syniverse Finance, Inc. This merger was effective February 9, 2005; however, Syniverse has never sought the Commission's approval of this merger as required by Commission rule 4 CSR 240-3.525. Staff believes Syniverse should amend its application to seek approval of the merger, and the tariff sheets should be suspended until merger approval is granted.

In the matter of Syniverse Networks, Inc.	)	
changing name to Syniverse Technologies,	)	Case No. XN-2008-0149
Inc.	)	Tariff Filing No. JX-2008-0299

[illegible]

Lisa Mahaney

Subscribed and affirmed before me this 21<sup>st</sup> day of November 2007.  
I am commissioned as a notary public within the County of Callaway,  
State of Missouri and my commission expires on 9-21-10



SUSAN L. SUNDERMEYER  
My Commission Expires  
September 21, 2010  
Callaway County  
Commission #06942086

*Susan L. Sundermeier*  
NOTARY PUBLIC