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June 16, 2006

Via Federal Express

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau
P.O. Box 358145
Pittsburgh, Pennsylvania 15251-5145

***Re: Joint International and Domestic Application of StarVox Communications, Inc.
and Capital Telecommunications, Inc. for Consent to Transfer Control***

Dear Ms. Dortch:

On behalf of StarVox Communications, Inc. ("StarVox") and Capital Telecommunications, Inc. ("CTI"), enclosed herewith are an original and six (6) copies of the Joint International and Domestic Application for Consent to Transfer Control of CTI to StarVox.

Also enclosed is a completed Fee Remittance Form 159 with credit card authorization in the amount of \$895.00, in satisfaction of the filing requirement for this Application under line 2.b. of Section 1.1105 of the Commission's Rules.

The International Application has been filed this date electronically via IBFS with the Fee Remittance Form 159 and \$895.00 filing fee also completed electronically.

An additional copy of this filing is also enclosed, to be date-stamped and returned in the envelope provided.

Should there be any questions regarding this filing, kindly contact the undersigned.

Respectfully submitted, ✓



Jonathan S. Marashlian

Enclosures

cc via e-mail: Jodi Cooper (IB) – Jodi.Cooper@fcc.gov
Susan O'Connell (IB) – Susan.Oconnell@fcc.gov
David Krech (IB) – David.Krech@fcc.gov
Renee Crittendon (WCB) – Renee.crittendon@fcc.gov

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

_____)
In the Matter of)
)
STARVOX COMMUNICATIONS, INC.)
)
Transferee,)
)
CAPITAL TELECOMMUNICATIONS, INC.)
)
Transferor,)
)
Application Pursuant to Section 214 of the) **File No.** _____
Communications Act of 1934 and Section 63.24)
of the Commission's Rules for Consent to the)
Transfer of Control of Capital)
Telecommunications, Inc. to StarVox)
Communications, Inc.)
)
And)
)
Application Pursuant to Section 214 of the) **WC Docket No.** _____
Communications Act of 1934 and Section 63.04)
Of the Commission's Rules for Consent to the)
Transfer of Control of Capital)
Telecommunications, Inc. to StarVox)
Communications, Inc.)
_____)

JOINT INTERNATIONAL AND DOMESTIC APPLICATION
FOR CONSENT TO TRANFER CONTROL

Pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"),¹ and Sections 63.04 and 63.24 of the Commission's rules,² this Application seeks Commission approval to transfer control of Capital Telecommunications, Inc. ("CTI") to StarVox Communications, Inc. ("StarVox")(together referred to as "Applicants"). StarVox and CTI

¹ 47 U.S.C. § 214.
² 47 C.F.R. §§ 63.04(b), 63.24(e).

are non-dominant carriers authorized by the Commission to provide international³ and domestic telecommunications services. A Domestic Supplement, containing the information required by 47 C.F.R. § 63.04, is attached hereto as Exhibit A.

Applicants seek streamlined processing of this Joint International and Domestic Application pursuant to Sections 63.03 and 63.12 of the Commission's Rules.⁴ This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2)(i), because (a) after the proposed transaction, StarVox and its affiliates will have less than 10 percent market share in the interstate, interexchange marketplace and will provide competitive services exclusively in areas served by dominant local carriers that are not parties to the transaction, and (b) the Applicants are not currently dominant with respect to any domestic service, and will not become dominant with respect to any domestic service after consummation of the proposed transaction. This Application also qualifies for streamlined treatment under Section 63.12 because (a) StarVox is not affiliated with a dominant foreign carrier, (b) StarVox will not become affiliated with any foreign carrier as a result of the proposed transaction, and (c) none of the other provisions contained in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12, apply.

Applicants seek to complete the proposed transaction rapidly so that StarVox can consummate its purchase of CTI, integrate its acquisition, and thereafter expand and improve its

³ StarVox provides international telecommunications services pursuant to International Section 214 authorization granted by the Commission in File No. ITC-214-20050407-00146. See Public Notice, Rep. No. TEL-00907 (rel. May 5, 2005, grant effective April 29, 2005).

CTI provides international telecommunications services pursuant to global resale International Section 214 authorization granted by the Commission in File No. ITC-92-169. See Order, Authorization and Certificate DA 92-984 (Adopted: July 22, 1992, rel. August 7, 1992).

⁴ 47 C.F.R. §§ 63.03 and 63.12.

ability to offer CTI customers a more diverse range of advanced communications services.

Applicants therefore request expedited treatment and consideration of this Application.

In support of this Application, Applicants submit the following information:

I. THE PARTIES

(a) StarVox

StarVox is a privately-held corporation organized under the laws of the state of California. StarVox's principal business address is located at 2728 Orchard Parkway, San Jose, CA 95134.

StarVox has authority to provide resold and facilities-based switched international telecommunications services.⁵ StarVox is considered a non-dominant carrier under the Commission's Rules. The company has no affiliation, within the meaning of Section 63.09(e) of the Commission's Rules, 47 C.F.R. § 63.09(e), with a dominant U.S. or foreign facilities-based carrier.

StarVox is a switch-based resale common carrier providing switched and dedicated intrastate, interstate and international long distance message toll telecommunications services to business, enterprise (multi-location businesses), and carrier customers on a retail and wholesale basis. StarVox is currently providing long distance services in California, D.C., Florida, Georgia, Indiana, Massachusetts, Michigan, New Jersey, New York, North Carolina, Ohio, Pennsylvania, Texas, Utah, Virginia and Washington pursuant to requisite regulatory authorizations.

StarVox has an experienced management team and technical staff led by its founder and Chief Executive Officer, Douglas S. Zorn. Mr. Zorn is an accomplished entrepreneur and experienced manager, having previously founded and managed Appiant Technologies, Inc., a

⁵ See Footnote 3, *supra*.

unified communications & software company. He also was a founder of Monterey Telecommunications Corporation, an OEM wireless switch manufacturer that was sold to Motorola, Inc. In 1984, he was a founder and CFO of Centigram Communications Corporation, the first PC-based voice messaging company. Centigram had a successful IPO in 1991. Earlier in his career, Mr. Zorn held various positions at Gould, Inc., including Corporate Mergers and Acquisitions and Operation Controller of the Biomation Division. Gould was a leading manufacturer of sophisticated logic test instruments. Prior to Gould, Mr. Zorn held various positions in industry and public accounting. Mr. Zorn is a CPA and holds an MBA from Santa Clara University.

StarVox is also supported by an exceptionally qualified operations and technical staff led by Michael Sharman. Mr. Sharman has over 25 years of experience with both voice and data services in the telecommunications industry. For the past ten years he has been an Executive involved in building world-class operations organizations supporting voice and data services. He spent 14 years with AT&T/Pacific Bell designing voice networks and building the System Engineering, Technical Support, and Voice Processing Operations in support of their Enhanced Service products. He held executive management positions at Concentric Networks and XO Communications where he was responsible for building and managing Broadband, VPN Engineering, and Service Delivery Operations teams. His most recent position was at Netifice Communications where he was in charge of Service Delivery, Provisioning, and VPN Engineering Operations. Mr. Sharman has a Bachelors of Science degree in Biochemistry and an MBA from St. Mary's.

(b) CTI

CTI is a privately-held corporation organized under the laws of the state of Pennsylvania. CTI's principal business address is located at 200 West Market Street, York, PA 17401.

As permitted by Section 63.21 of the Commission's Rules, 47 C.F.R. § 63.21, CTI currently provides resold international switched telecommunications services pursuant to international Section 214 authorization.⁶

CTI is also licensed, registered or otherwise authorized to provide resold and facilities-based intrastate long distance and local exchange telecommunications in Connecticut, Delaware, D.C., Maryland, Massachusetts, New Jersey, New York, Pennsylvania, Rhode Island and Texas.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to the terms of a Stock Purchase Agreement ("SPA"), dated June 14, 2006, by and between StarVox Communications, Inc. ("StarVox"), Capital Telecommunications, Inc. ("CTI") and CTI's individual shareholders, George Kingsbury, Barry J. Silverberg Living Trust Dated 09/22/1995 and Charles H. Wallace ("Shareholders"), StarVox will acquire 100% of the issued and outstanding capital stock of CTI (the "Transaction"). Following completion of the Transaction, CTI will be a direct, wholly owned subsidiary of StarVox. Closing of the Transaction is contingent upon, among other things, receipt of necessary regulatory approvals from the Commission and other Governmental approvals. Prior to closing, StarVox will manage CTI pursuant to a Management Services Agreement ("MSA") executed concurrently with the SPA.

⁶ See Footnote 3, supra.

Applicants emphasize that the proposed Transaction will be entirely transparent to *customers of CTI. Immediately after consummating the Transaction, StarVox will continue to provide the identical end user telecommunications and other services to the affected CTI customers and will continue to provide these services at the rates and pursuant to the terms and conditions of service these customers currently receive from CTI. Furthermore, StarVox will continue to provide services under the CTI name and servicemarks. In sum, consummation of the Transaction will result in no perceivable changes to CTI's customers.*

III. PUBLIC INTEREST

The Applicants respectfully submit that the Transaction serves the public interest. After consummation of the Transaction, CTI will continue to operate under its name and operating authorities as at present. The Transaction involves no change in the entity providing service directly to customers or the end user services, rates, terms and conditions of such services. All existing tariffs will remain in place. The transfer of control will be entirely transparent to CTI customers and will not have any adverse impact on them. The only change will be in the ultimate ownership of CTI.

The Applicants expect that the Transaction will increase competition in the telecommunications market by strengthening StarVox's position as an effective and multifaceted communications services provider. The Transaction will allow StarVox to combine its financial, technical and market resources and expertise with that of CTI, thereby enhancing its ability to provide reliable, technologically advanced and competitively priced retail and wholesale services to its customers.

StarVox focuses on delivering reliable, high-quality voice and data telecommunications and other enhanced communications services to small, medium and large businesses. StarVox's proposed acquisition of CTI will enhance StarVox's current market

position and immediately allow StarVox to provide new services and enter markets, including local exchange services which are available to both business and residential consumers. CTI is an ideal fit with StarVox's expansion goals.

Consummation of its Transaction with CTI is critically important to StarVox and will reap immediate and long term benefits to CTI's existing customers. The sooner StarVox and CTI are permitted to close their Transaction, the sooner CTI's customers will be able to take advantage of StarVox's broad suite of telecommunications and enhanced service offerings.

The transfer of control of CTI to StarVox does not result in any anticompetitive effects. CTI and StarVox together will achieve economies of scale and scope which will enhance StarVox's ability to deploy new products and services and expand into new markets. Although CTI and StarVox both provide similar services in a few overlapping markets, neither has significant market share in any of these markets and the combined market share post-closing will not exceed 10 percent in any market. In all instances where CTI and StarVox provide interexchange telecommunications services in overlapping markets, carriers such as AT&T, Verizon (f.k.a. MCI) and a plethora of others are active participants in these markets. Accordingly, the transfer of control of CTI to StarVox will increase, not degrade, the competitiveness of these markets.

For each of the foregoing reasons, expedited grant of the proposed transaction is in the public interest.

IV. SPECIFIC PART 63 INFORMATION

As required by Section 63.24(e)(2) of the Commission's Rules, Applicant submits the following information:

(a) **Names, addresses and telephone numbers of Parties:**

Transferee

StarVox Communications, Inc.
2728 Orchard Parkway
San Jose, CA 95134
Telephone: 408-625-2715
FRN: 0013262399

Transferor

Capital Telecommunications, Inc.
200 West Market Street
York, PA 17401
Telephone: 717-848-8800
FRN: 0003743119

(b) **The Government, State, or Territory under the laws of which each of the Parties is organized:**

Applicant

State of Organization

StarVox Communications, Inc.

California

Capital Telecommunications, Inc.

Pennsylvania

(c) **Correspondence concerning this Application should be addressed to:**

Jonathan S. Marashlian, Esq.
THE HELEIN LAW GROUP, P.C.
8180 Greensboro Drive, Suite 775
McLean, VA 22102
Telephone: (703) 714-1313
Facsimile: (703) 714-1330
E-mail: jsm@thlglaw.com

Counsel for StarVox Communications, Inc.

With a copy to:

Douglas S. Zorn
President and Chief Executive Officer
StarVox Communications, Inc.
2728 Orchard Parkway
San Jose, CA 95134
Telephone: 408-625-2701
Facsimile: 800-270-9380
E-mail: dougzorn@starvox.com

And

Kyle Dickson, Esq.
General Counsel
Capital Telecommunications, Inc.
200 West Market Street
York, PA 17401
Telephone: 717-440-4103
Facsimile: 717-848-8806
E-mail: kdickson@captel.com

With a copy to:

George Kingsbury
President
Capital Telecommunications, Inc.
200 West Market Street
York, PA 17401
Telephone: 717-848-8800
Facsimile: 717-848-8806

(d) Statement as to previous Section 214 authorization:

StarVox provides international telecommunications services pursuant to global resale and facilities-based International Section 214 authorization granted by the Commission in File No. ITC-214-20050407-00146. *See* Public Notice, Rep. No. TEL-00907 (rel. May 5, 2005, grant effective April 29, 2005).

CTI provides international telecommunications services pursuant to global resale International Section 214 authorization granted by the Commission in File No. ITC-92-169. *See* Order, Authorization and Certificate DA 92-984 (Adopted: July 22, 1992, rel. August 7, 1992).

- (e) Not applicable.
- (f) Not applicable.
- (g) Not applicable.

(h) Upon consummation of the Transaction, CTI will become a wholly owned subsidiary of StarVox.

The following persons or entities hold a 10% or greater direct ownership interest in StarVox:

Name: Douglas Zorn
Percentage of Ownership: 12%
Street Address: 340 Red Maple Dr.
City/State/Zip: Danville, CA 94506
Citizenship: USA
Principal Business: Telecommunications Services

Name: Novus Ventures
Percentage of Ownership: 20%
Street Address: 20111 Steven Creek Blvd., Suite 130
City/State/Zip: Cupertino, CA 95014
Citizenship: USA
Principal Business: Venture Capital Investing

Name: Trinad Capital Master Fund Ltd.
Percentage of Ownership: 16%
Street Address: 2121 Avenue of the Stars, Suite 1650
City/State/Zip: Los Angeles, CA 90067
Citizenship: Cayman Islands
Principal Business: Hedge Fund Investment Group

Trinad Capital Master Fund Ltd. ("Trinad") invests in companies with market capitalizations of less than \$500 million and without strong Wall Street coverage. The fund seeks to exploit valuation inefficiencies often experienced by under-followed companies. With a goal of generating absolute annual net returns of 15-20%, Trinad Capital is focused on long-term investments based upon fundamental analysis.

Trinad is a minority investor in StarVox and has one board seat at the company which is filled by Jay Wolf, Co-Portfolio Manager at Trinad. Jay Wolf is a U.S. citizen. All investors in Trinad are also U.S. citizens.

Trinad is incorporated in the Cayman Islands with a registered address of:

Coden Trust Co, Ltd 4th Floor, Century Yard, Cricket Square, Hutchins Drive PO Box 2861
George Town, Grand Cayman, Cayman Islands.

Trinad has its principal offices at 2121 Avenue of the Stars, Suite 1650, Los Angeles, California, 90067.

Trinad Capital Master Fund Ltd. is structured in a Master Fund/Feeder Fund ("Master/Feeder") format, described below.

1. Trinad Capital LP is the "domestic feeder." All U.S. investors invest through this entity.
2. Trinad Capital International is a Caymans Island corporation and is the "offshore feeder." This is for offshore investors and tax exempt U.S. investors.
3. *Trinad (Trinad Capital Master Fund Ltd.)*, also a Caymans Island corporation, is the "Master Fund." All monies invested in the domestic feeder and offshore feeder flow through the Master Fund.

The Master/Feeder structure is very common in the hedge fund industry.

Of the three entities involved in the Master/Feeder structure, Trinad is the only corporate entity with an ownership interest in StarVox. Furthermore, as disclosed below, the only entity or individual with a 10% of greater ownership interest in Trinad (and, as such, indirect interest in StarVox) is Dave Smith.

No other person or entity holds a 10% or greater direct ownership interest in Transferee.

The following persons or entities hold a 10% or greater indirect ownership interest in StarVox Communications, Inc. by virtue of their ownership interest in Trinad Capital Master Fund Ltd.:

Name:	Dave Smith
Percentage of Ownership:	16%
Street Address:	888 Linda Flora Drive
City/State/Zip:	Los Angeles, CA 90077
Citizenship:	USA
Principal Business:	Investment Management

No other person or entity holds a 10% or greater indirect ownership interest in Transferee.

(i) Certification that StarVox is not a foreign carrier and is not affiliated with a foreign carrier:

See Exhibit B.

(j) Certification that StarVox does not intend to provide international telecommunications services to a destination country for which any of Sections 63.18(j)(1)-(4) of the Commission's Rules, 47 C.F.R. § 63.18(j)(1)-(4) is true:

See Exhibit B.

(k) Not applicable (see response to item (j)).

(l) Not applicable (see response to item (j)).

(m) Not applicable (see response to item (j)).

(n) Certification that StarVox has not 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 will not enter into such agreements in the future:

See Exhibit B.

(o) Certifications by Parties that no party to this Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a):

See Exhibits B and C.

(p) Streamlined Processing.

Applicants request streamlined processing of this application pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12. This Application is eligible for streamlined processing pursuant to Section 63.12 of the Commission's Rules because: (1) StarVox, the transferee, is not affiliated with a foreign carrier; (2) StarVox is not affiliated with a dominant U.S. carrier; and (3) StarVox does not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines. See 47 C.F.R. §§ 63.12(a)-(c).

V. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application.

Respectfully submitted,

By 

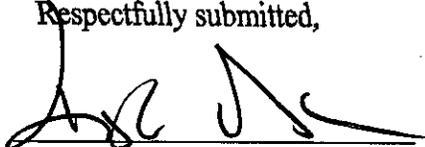
Jonathan S. Marashlian
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Counsel to StarVox Communications, Inc.

Douglas S. Zorn
President and Chief Executive Officer
StarVox Communications, Inc.
2728 Orchard Parkway
San Jose, CA 95134
Telephone: 408-625-2701
Facsimile: 800-270-9380
E-mail: dougzorn@starvox.com

Respectfully submitted,

By:



Kyle Dickson, Esq.
General Counsel
Capital Telecommunications, Inc.
200 West Market Street
York, PA 17401
Telephone: 717-440-4103
Facsimile: 717-848-8806
E-mail: kdickson@captel.com

George Kingsbury
President
Capital Telecommunications, Inc.
200 West Market Street
York, PA 17401
Telephone: 717-848-8800
Facsimile: 717-848-8806

EXHIBIT A

DOMESTIC SUPPLEMENT

**DOMESTIC SUPPLEMENT TO
JOINT INTERNATIONAL AND DOMESTIC APPLICATION FOR CONSENT
TO TRANSFER CONTROL**

I. Pursuant to 47 C.F.R. § 63.04(b), the following information required by 47 C.F.R. 63.04(a)(6)-(a)(12) is supplied in connection with the attached Joint International and Domestic Application for Consent to Transfer Control.

(6) Description of the transaction:

Pursuant to the terms of a Stock Purchase Agreement (“SPA”), dated June 14, 2006, by and between StarVox Communications, Inc. (“StarVox”), Capital Telecommunications, Inc. (“CTI”) and CTI’s individual shareholders, George Kingsbury, Barry J. Silverberg Living Trust Dated 09/22/1995 and Charles H. Wallace (“Shareholders”), StarVox will acquire 100% of the issued and outstanding capital stock of CTI (the “Transaction”). Following completion of the Transaction, CTI will be a direct, wholly owned subsidiary of StarVox. Closing of the Transaction is contingent upon, among other things, receipt of necessary regulatory approvals from the Commission and other Governmental approvals. Prior to closing, StarVox will manage CTI pursuant to a Management Services Agreement (“MSA”) executed concurrently with the SPA.

Applicants emphasize that the proposed Transaction will be entirely transparent to CTI customers. Immediately after consummating the Transaction, StarVox will continue to provide the identical end user telecommunications and other services to the affected customers and will continue to provide these services at the rates and pursuant to the terms and conditions of service these customers currently receive from CTI. Further, StarVox will continue to provide services under the CTI name and servicemarks. In sum, consummation of the Transaction will result in no perceivable changes to CTI customers.

(7) A description of the geographic areas in which the transferor and transferees offer domestic telecommunications services, and what services are provided in each area:

Transferee

StarVox presently offers retail long distance services in California, D.C., Florida, Georgia, Indiana, Massachusetts, Michigan, New Jersey, New York, North Carolina, Ohio, Pennsylvania, Texas, Utah, Virginia and Washington pursuant to requisite regulatory authorizations. StarVox also provides resold domestic, interstate and international telecommunications services on a retail and wholesale basis.

Transferor

CTI presently provides resold and facilities-based intrastate long distance and local exchange telecommunications services in Connecticut, Delaware, D.C., Maryland, Massachusetts, New Jersey, New York, Pennsylvania, Rhode Island and Texas. CTI also provides resold domestic, interstate and international telecommunications services.

CTI is registered as an interstate telecommunications carrier (FRN 0003743119) and is in good standing with the Commission. CTI is authorized to provide international telecommunications pursuant to Section 214 (ITC 92-169).

(8) A statement as to how the Application fits into one or more of the presumptive streamlined categories in Section 63.03 or why it is otherwise appropriate for streamlined treatment:

StarVox, as transferee, will have less than a 10 percent market share in the interstate, interexchange market as a result of the transaction and will provide services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to this transaction. Further, neither StarVox nor CTI is dominant with respect to any service. Therefore, this Application is appropriate for streamlined treatment pursuant to 47 C.F.R. § 63.03(b)(2).

(9) Identification of all other Commission applications related to the same transaction:

The attached Application for consent to the transfer of control related to the provision of international telecommunications services is being submitted herewith.

(10) A statement of whether the Applicants are requesting special consideration because either party to the transaction is facing imminent business failure:

Applicants do not seek special consideration in this Application.

(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction:

Applicants do not seek any waivers in conjunction with the transactions discussed in this Application.

(12) A statement showing how grant of the Application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:

The Applicants respectfully submit that the Transaction serves the public interest. After consummation of the Transaction, CTI will continue to operate under its name and operating authorities as at present. The Transaction involves no change in the entity providing service to customers or the end user services, rates, terms and conditions of such services. All existing tariffs will remain in place. The transfer of control will be entirely transparent to customers and will not have any adverse impact on them. The only change will be in the ultimate ownership of CTI.

The Applicants expect that the Transaction will increase competition in the telecommunications market by strengthening StarVox's position as an effective telecommunications carrier, broadening its suite of service offerings, and expanding the company's reach into additional jurisdictions. The Transaction will allow StarVox to combine its financial, technical and market resources and expertise with that of CTI, thereby

enhancing its ability to provide reliable, technologically-advanced and competitively priced services to customers.

The transfer of control of CTI to StarVox does not result in any anticompetitive effects. CTI and StarVox together will achieve economies of scale and scope which will enhance StarVox's ability to deploy new products and services and expand into new markets. Although CTI and StarVox both provide similar services in a few overlapping markets, neither has significant market share in any of these markets and the combined market share post-closing will not exceed 10 percent in any market. In all instances where CTI and StarVox provide interexchange telecommunications services in overlapping markets, carriers such as AT&T, Verizon (f.k.a. MCI) and a plethora of others are active participants in these markets. Accordingly, the transfer of control of CTI to StarVox will increase, not degrade, the competitiveness of these markets.

For each of the foregoing reasons, grant of the proposed transaction is in the public interest.

II. Applicants submit the following information in support of their request for Section 214 authority pursuant to Section 63.04 of the Commission's rules.

(a) Name, Address and Telephone Number of Each Applicant

Transferee

StarVox Communications, Inc.
2728 Orchard Parkway
San Jose, CA 95134
Telephone: 408-625-2715
FRN: 0013262399

Transferor

Capital Telecommunications, Inc.
200 West Market Street
York, PA 17401
Telephone: 717-848-8800
FRN: 0003743119

(b) State of Organization

<u>Applicant</u>	<u>State of Organization</u>
StarVox Communications, Inc.	California
Capital Telecommunications, Inc.	Pennsylvania

(c) Contact persons for this Application

Questions or inquiries concerning this Application may be directed to:

Jonathan S. Marashlian, Esq.
THE HELEIN LAW GROUP, P.C.
8180 Greensboro Drive, Suite 775
McLean, VA 22102
Telephone: (703) 714-1313
Facsimile: (703) 714-1330
E-mail: jsm@thlglaw.com

Counsel for Joint Applicants

With a copy to:

Douglas S. Zorn
President and Chief Executive Officer
StarVox Communications, Inc.
2728 Orchard Parkway
San Jose, CA 95134
Telephone: 408-625-2701
Facsimile: 800-270-9380
E-mail: dougzorn@starvox.com

And

Kyle Dickson, Esq.
General Counsel
Capital Telecommunications, Inc.
200 West Market Street
York, PA 17401
Telephone: 717-440-4103
Facsimile: 717-848-8806
E-mail: kdickson@captel.com

With a copy to:

George Kingsbury
President
Capital Telecommunications, Inc.
200 West Market Street
York, PA 17401
Telephone: 717-848-8800
Facsimile: 717-848-8806

(d) Equity Ownership. StarVox is a privately held California corporation. The following persons or entities hold a 10% or greater direct ownership interest in StarVox:

Name:	Douglas Zorn
Percentage of Ownership:	12%
Street Address:	340 Red Maple Dr.
City/State/Zip:	Danville, CA 94506
Citizenship:	USA
Principal Business:	Telecommunications Services

Name:	Novus Ventures
Percentage of Ownership:	20%
Street Address:	20111 Steven Creek Blvd., Suite 130
City/State/Zip:	Cupertino, CA 95014
Citizenship:	USA
Principal Business:	Venture Capital Investing

Name:	Trinad Capital Master Fund Ltd.
Percentage of Ownership:	16%
Street Address:	2121 Avenue of the Stars, Suite 1650
City/State/Zip:	Los Angeles, CA 90067
Citizenship:	Cayman Islands
Principal Business:	Hedge Fund Investment Group

Trinad is a minority investor in StarVox and has one board seat at the company which is filled by Jay Wolf, Co-Portfolio Manager at Trinad. Jay Wolf is a U.S. citizen. All investors in Trinad are also U.S. citizens.

Trinad is incorporated in the Cayman Islands with a registered address of:

Coden Trust Co, Ltd 4th Floor, Century Yard, Cricket Square, Hutchins Drive PO Box 2861
George Town, Grand Cayman, Cayman Islands.

Trinad has its principal offices at 2121 Avenue of the Stars, Suite 1650, Los Angeles,
California, 90067.

**No other person or entity holds a 10% or greater direct ownership interest in
Transferee.**

**The following persons or entities hold a 10% or greater indirect ownership
interest in StarVox Communications, Inc. by virtue of their ownership interest in Trinad
Capital Master Fund Ltd.:**

Name:	Dave Smith
Percentage of Ownership:	16%
Street Address:	888 Linda Flora Drive
City/State/Zip:	Los Angeles, CA 90077
Citizenship:	USA
Principal Business:	Investment Management

**No other person or entity holds a 10% or greater indirect ownership interest in
Transferee.**

EXHIBIT B

CERTIFICATIONS OF APPLICANT

STARVOX