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FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE SERVICE  
FORM 159  
Gov. LBX Operations

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READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

Approved by OMB  
3060-0589  
Page No. 1 of 2

(1) LOCKBOX # <b>979091</b>			
<b>SECTION A - PAYER INFORMATION</b>			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>Kelley Drye &amp; Warren, LLP</b>		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$965.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>3050 K Street, NW</b>			
(5) STREET ADDRESS LINE NO. 2 <b>Suite 400</b>			
(6) CITY <b>Washington</b>		(7) STATE <b>DC</b>	(8) ZIP CODE <b>20007</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>202-342-8552</b>		(10) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(11) PAYER (FRN) <b>0013351895</b>			
<b>IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>			
(13) APPLICANT NAME <b>bComm, Inc.</b>			
(14) STREET ADDRESS LINE NO. 1 <b>3324 Las Huertas Road</b>			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY <b>Lafayette</b>		(17) STATE <b>CA</b>	(18) ZIP CODE <b>94549</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>661-331-5997</b>		(20) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(21) APPLICANT (FRN) <b>0017445792</b>			
<b>COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE <b>CUT</b>	(25A) QUANTITY	
(26A) FEE DUE FOR (PTC) <b>\$965.00</b>	(27A) TOTAL FEE <b>\$965.00</b>		
(28A) FCC CODE 1	(29A) FCC CODE 2		
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE		
(28B) FCC CODE 1	(29B) FCC CODE 2		
<b>SECTION D - CERTIFICATION</b>			
CERTIFICATION STATEMENT I, <u>Melissa Conway</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>Melissa Conway</u>		DATE <u>2/15/08</u>	
<b>SECTION E - CREDIT CARD PAYMENT INFORMATION</b>			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____ ACCOUNT NUMBER _____ EXPIRATION DATE _____ I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described. SIGNATURE _____ DATE _____			

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE (CONTINUATION SHEET)  
FORM 159-C

Page No. 2 of 2

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT  
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME <b>Starvox Communications, Inc.</b>		
(14) STREET ADDRESS LINE NO. 1 <b>2728 Orchard Parkway</b>		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY <b>San Jose</b>	(17) STATE <b>CA</b>	(18) ZIP CODE <b>95134</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>408-625-2715</b>		(20) COUNTRY CODE (if not in U.S.A.)
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>		
(21) APPLICANT (FRN) <b>0013262399</b>		
<b>COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	
(28B) FCC CODE 1	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	
(28D) FCC CODE 1	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	
(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	
(28F) FCC CODE 1	(29F) FCC CODE 2	

**KELLEY DRYE & WARREN LLP**

A LIMITED LIABILITY PARTNERSHIP

**WASHINGTON HARBOUR, SUITE 400**

**3050 K STREET, NW**

**WASHINGTON, D.C. 20007-5108**

**(202) 342-8400**

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FACSIMILE  
(202) 342-8451  
www.kelleydrye.com

DIRECT LINE: (202) 342-8552

EMAIL: mconway@kelleydrye.com

February 15, 2008

**VIA UPS OVERNIGHT**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
Wireline Competition Bureau Applications  
P.O. Box 979091  
St. Louis, MO 63197-9000

Re: Application of bComm, Inc. and Starvox Communications, Inc. for  
Consent to Assign Assets

Dear Ms. Dortch:

bComm, Inc. and Starvox Communications, Inc. (together, "Applicants") hereby file the above-referenced application regarding a transfer of assets. Enclosed please find an original and six (6) copies of the application.

Also enclosed is a completed Fee Remittance Form 159 and a check in the amount of \$965.00 to cover the requisite filing fee required for this application.

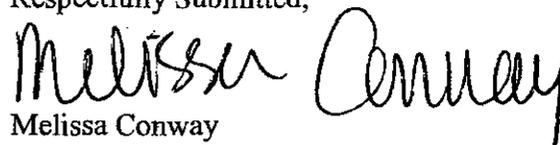
Pursuant to Section 63.04(b) of the Commission's Rules, the Applicants submit this filing as a combined international Section 214 transfer of control application and domestic Section 214 transfer of control application ("Combined Application"). The Applicants have filed the Combined Application with the International Bureau through the IBFS filing system.

KELLEY DRYE & WARREN LLP

Marlene H. Dortch, Secretary  
February 15, 2008  
Page Two

Please date-stamp the stamp-and-return copy upon receipt and return it in the enclosed self-addressed stamped envelope. Should you have any questions with respect to this filing, please contact Melissa Conway at (202) 342-8552.

Respectfully Submitted,

  
Melissa Conway

Enclosures

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

<b>In the Matter of</b>	)	
	)	
<b>CAPITAL TELECOMMUNICATIONS, INC. AND</b>	)	<b>WC Docket No. _____</b>
	)	
<b>STARVOX COMMUNICATIONS, INC.</b>	)	
	)	
<b>ASSIGNORS,</b>	)	
	)	
<b>BCOMM, INC.</b>	)	<b>IB File No. _____</b>
	)	
<b>ASSIGNEE,</b>	)	
	)	
<b>Application for Consent to Assign</b>	)	
<b>Assets From Capital Telecommunications, Inc.</b>	)	
<b>And Starvox Communications, Inc., Companies</b>	)	
<b>Holding International Authorizations and</b>	)	
<b>Blanket Domestic Authorizations Pursuant</b>	)	
<b>to Section 214 of the Communications Act</b>	)	
<b>of 1934, as Amended, to bComm, Inc.</b>	)	

**APPLICATION**

Starvox Communications, Inc. ("Starvox"), its wholly-owned subsidiary, Capital Telecommunications, Inc. ("CTI"), and bComm, Inc. ("bComm", and together with CTI and Starvox, "Applicants") hereby request authority pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. §214 (the "Act"), and Sections 63.04 and 63.24(e) of the Commission's Rules, 47 CFR §§ 63.04, 63.24(e), to assign substantially all of the assets, including customers, from CTI and Starvox to bComm (the "Assets"). CTI and Starvox are both non-dominant telecommunications carriers authorized by the Commission to provide domestic telecommunications services, and both are authorized to provide international telecommunications services pursuant to the

international Section 214 licenses referenced herein. Currently, bComm, a newly-formed corporation, is not authorized by the Commission to provide telecommunications services. The Applicants hereby request that the international Section 214 license currently held by Starvox be transferred to bComm in connection with the transfer of assets described herein, effective upon consummation of the assignment. The Applicants also hereby request that the international Section 214 license currently held by CTI be surrendered, effective upon consummation of the assignment.

The Assets to be assigned to bComm include the assets and retail long distance customers of Starvox located in the following states: California, D.C., Florida, Georgia, Illinois, Indiana, Massachusetts, Michigan, New Jersey, New York, North Carolina, Ohio, Pennsylvania, Texas, Utah, Virginia and Washington. The Assets to be assigned to bComm also include the assets and local and long distance customers of CTI located in the following states: Connecticut, Delaware, Maryland, Massachusetts, New Jersey, New York, Pennsylvania and Texas. After consummation of the assignment, bComm will provide telecommunications services to all of the Starvox and CTI customers pursuant to the international Section 214 license assigned to bComm from Starvox. Both Starvox and CTI will exit the telecommunications marketplace following consummation of this transaction.

The proposed transaction is not expected to result in any loss or impairment of service to any of the Starvox and CTI customers. Customers will continue to receive their existing services at the same rates, terms and conditions as at present. Future changes in the rates, terms and conditions of service will be made consistent with Commission requirements. The only material change will be in the customers' service

provider. Notice of the change will be provided to the customers in accordance with Section 64.1120 of the Commission's Rules.

Pursuant to Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04(b), the Applicants are filing a combined application for the proposed transfer of assets. The Applicants provide below the information required by Section 63.24(e)(2) of the Commission's Rules, 47 C.F.R. § 63.24(e)(2). *Exhibit A* provides the additional information requested by Section 63.04(a)(6) through (a)(12) of the Commission's Rules, 47 C.F.R. § 63.04(a)(6)-(12).

The Applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 and 63.12. 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, bComm (including affiliates) will have a market share in the interstate, interexchange market of substantially less than 10 percent, and will provide competitive services exclusively in areas served by a dominant local carrier not a party to the transactions, and (b) the Applicants (including their affiliates) 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) bComm is not affiliated with a dominant foreign carrier, (b) bComm 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.

The Applicants respectfully request approval of this Application as soon as possible.

**I. APPLICANTS**

**A. bComm**

bComm (FRN 0017445792) is a newly-formed, privately-held corporation organized under the laws of the state of Delaware. bComm's principal business address is located at 3324 Las Huertas Road, Lafayette, California 94549. The ownership of bComm is described in Section IV below. bComm has not previously received authority from the Commission to provide telecommunications services. bComm is considered a non-dominant carrier under the Commission's Rules, and 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. bComm has no affiliates that offer domestic telecommunications services. By this application, bComm is requesting authority from the Commission to acquire the international Section 214 license of Starvox in order to be able to provide international telecommunications services to the customers it intends to acquire from Starvox and CTI, as described herein.

**B. CTI and Starvox**

Starvox (FRN 0013262399) is a California corporation located at 2728 Orchard Parkway, San Jose, California 95134. Starvox is a non-dominant carrier authorized to provide 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 provides retail

long distance services in California, D.C., Florida, Georgia, Illinois, Indiana, Massachusetts, Michigan, New Jersey, New York, North Carolina, Ohio, Pennsylvania, Texas, Utah, Virginia and Washington. Starvox provides international service pursuant to its Section 214 authorization.<sup>1</sup>

CTI (FRN 0003743119), a wholly owned subsidiary<sup>2</sup> of Starvox, is a Pennsylvania corporation located at 200 West Market Street, York, Pennsylvania 17401. CTI is a non-dominant carrier authorized to provide traditional local, long distance and data services primarily to small and medium-sized businesses in Connecticut, Delaware, Maryland, Massachusetts, New Jersey, New York, Pennsylvania and Texas. CTI also provides international telecommunications services pursuant to its Section 214 authorization.<sup>3</sup>

On August 13, 2007, the Commission granted the application to transfer control of Starvox from its shareholders to U.S. Wireless Data, Inc. ("USWI").<sup>4</sup> As a result of this transaction, Starvox became a wholly owned subsidiary of USWI, and thus, CTI became an indirect, wholly owned subsidiary of USWI. The ownership of USWI is

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<sup>1</sup> See Section 214 license to provide global resale and facilities-based international service granted by the Commission in File No. ITC-214-20050407-00146. See Public Notice, DA No. 05-129, Rep. No. TEL-00907 (rel. May 5, 2005, grant effective April 29, 2005).

<sup>2</sup> CTI became a wholly owned subsidiary of Starvox in File No. ITC-T/C-20070501-00173, granted August 16, 2007. A letter dated July 25, 2007 from U.S. Wireless Data, Inc., Starvox and CTI to DOJ, FBI and DHS (the "Agencies") commit the companies to abide by all of the commitments made in their letter agreement dated September 13, 2006. The Agencies filed a petition to adopt conditions to authorizations and licenses on August 10, 2007, stating that they did not object to the grant of the transfer of control application.

<sup>3</sup> See Section 214 license to provide global resale international service granted by the Commission in File No. ITC-214-19920520-00115 (Old File No. ITC-92-169). See Order, Authorization and Certificate DA 92-984 (adopted July 22, 1992, rel. August 7, 1992).

<sup>4</sup> See ITC-T/C-20070501-00175, granted August 13, 2007.

described in the transfer of control filing referenced in footnote 6. Currently, Starvox and CTI have no affiliates that offer domestic telecommunications services.

Upon consummation of the proposed transaction, CTI will surrender its international Section 214 authorization, and bComm will acquire Starvox's international Section 214 authorization. bComm will acquire all of the customers of Starvox and CTI, and Starvox and CTI will cease the provision of telecommunications services.

## **II. DESCRIPTION OF THE TRANSACTION**

Pursuant to a Foreclosure Sale and Purchase Agreement dated February 12, 2008, by and among bComm, as Purchaser, and DKR Soundshore Oasis Holding Fund, Ltd., as Agent for itself and other secured creditors (the "Agreement"), as a result of the default of Starvox and CTI on their obligations under certain Loan Documents, bComm intends to purchase substantially all of the assets of Starvox and CTI pledged as security for the debt obligations currently in default (the "Transaction"). The Assets include substantially all of the assets of Starvox and CTI used in connection with their telecommunications business, including, but not limited to, customer accounts, accounts receivable, customer contracts, equipment, intellectual property, and, to the extent permitted under applicable law, licenses necessary for the ownership of the Assets or conduct of their telecommunications business.

As noted above, after consummation of the Transaction, bComm will provide telecommunications services to the customers of CTI and Starvox directly pursuant to its own telecommunications authorizations, including the international Section 214 license acquired from Starvox, and CTI and Starvox will no longer provide telecommunications services.

The proposed transfer of customers from CTI and Starvox to bComm will have no adverse impact on the customers. The customers will continue to receive their existing services at the same rates, terms and conditions that they have prior to the transfer and any future changes in the rates, terms and conditions of service will be made consistent with Commission requirements. To ensure a seamless transition and avoid customer confusion or inconvenience, bComm will provide advance written notice to the customers at least thirty (30) days prior to the transfer, explaining the change in service provider in accordance with applicable Commission and state requirements for changing a customer's presubscribed carrier. bComm will file the required notice with the Commission in CC Docket No. 00-257 pursuant to Section 64.1120 of the Commission's Rules, 47 C.F.R. § 64.1120, to comply with the Commission's slamming requirements.

### **III. PUBLIC INTEREST STATEMENT**

The Transaction described herein will serve the public interest. Following consummation of the Transaction, bComm will be managed largely by the existing management of Starvox and CTI, and thus, will continue to provide high quality telecommunications services to its customers. bComm is ready and willing to forge ahead, concentrating its resources and expertise on providing innovative and diversified service offerings to customers nationwide. bComm's new ownership, combined with the existing management of Starvox and CTI, will together work to the benefit of the customers, as well as to consumers generally in the telecommunications marketplace. Indeed, bComm's Chief Executive Officer and 100% owner, Warren Heffelfinger, co-founded Arrival Communications, Inc. ("Arrival"), a competitive local exchange carrier based in California, in 1999. Arrival was a facilities-based carrier providing local, long

distance and high-speed Internet access to business customers in California. From its inception until the sale of the business in February 2007 to U.S. Telepacific Corp., Arrival built a reputation for providing the highest level of customer care. Mr. Heffelfinger will bring his expertise and knowledge of running a quality telecommunications company to bComm.

At the same time, the proposed transfer of customers does not present any anti-competitive issues. The Applicants emphasize that, following the transfer, the former CTI and Starvox customers will continue to receive services from a qualified carrier, which services will be consistent with the quality of services currently provided by CTI and Starvox. The Applicants anticipate that customers will experience a seamless transition of service provider. Further, the customers will be sufficiently notified of the Transaction and their rights.

#### **IV. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE COMMISSION'S RULES**

The Applicants submit the following information pursuant to Section 63.24(e) of the Commission's Rules, including the information requested in Section 63.18:

(a) Name, address and telephone number of Applicants:

bComm, Inc. (Assignee)  
3324 Las Huertas Road  
Lafayette, California 94549  
Tel: (661) 331-5997

Capital Telecommunications, Inc. (Assignor)  
200 West Market Street  
York, Pennsylvania 17401  
Tel: (717) 848-8800

Starvox Communications, Inc. (Assignor)  
2728 Orchard Parkway  
San Jose, California 95134  
Tel: (408) 625-2715

(b) bComm is a corporation organized under the laws of the state of Delaware. CTI is a corporation organized under the laws of the state of Pennsylvania. Starvox is a corporation organized under the laws of the State of California.

(c) Correspondence concerning this Application should be sent to:

Melissa Conway  
Kelley Drye & Warren LLP  
3050 K Street NW, Suite 400  
Washington, D.C. 20007  
Tel: (202) 342-8552  
Fax: (202) 342-8451  
[mconway@kelleydrye.com](mailto:mconway@kelleydrye.com)

Counsel to Applicants

With a copy to:

Chris McKee  
General Counsel  
Starvox Communications, Inc.  
43480 Yukon Drive, Suite 201  
Ashburn, VA 20147  
Tel: (202) 903-0401  
Fax: (202) 330-5106  
[cmckee@starvox.com](mailto:cmckee@starvox.com)

(d) bComm currently does not have any authorization from the Commission. CTI has authority to provide global resale international service pursuant to Section 214 authorization granted by the Commission in File No. ITC-214-19920520-00115 (Old File No. ITC-92-169). *See* Order, Authorization and Certificate DA 92-984 (adopted July 22, 1992, rel. August 7, 1992). Starvox has authority to provide global resale and facilities-based international service granted by the Commission in File No. ITC-214-20050407-00146. *See* Public Notice, DA No. 05-129, Rep. No. TEL-00907 (rel. May 5, 2005, grant effective April 29, 2005). By this application, the Applicants request authority for bComm to acquire the Section 214 authorization of Starvox and for CTI to surrender its Section 214 authorization, upon consummation of the Transaction.

- (h) bComm, Inc. is a Delaware corporation located at 3324 Las Huertas Road, Lafayette, California 94549. bComm's principal business is telecommunications. The following individual holds 100 percent of the equity of bComm:

Mr. Warren Heffelfinger  
3324 Las Huertas Road  
Lafayette, California 94549  
Citizenship: U.S.  
Principal business: Investment  
Percent Equity: 100%

bComm states that following consummation of the Transaction, no officer or director of bComm will also be an officer or director of any foreign carrier.

- (i) As evidenced by the signatures to this Application, bComm certifies that (a) bComm is not a foreign carrier and is not affiliated with a foreign carrier, and (b) bComm will not become a foreign carrier or become affiliated with a foreign carrier post-close.
- (j) As evidenced by the signatures to this Application, bComm certifies that, through its acquisition of the affected customers of Starvox and CTI, it does not seek to provide international telecommunications services to any destination country where (a) bComm is a foreign carrier; (ii) bComm controls a foreign carrier; (iii) any entity that owns more than 25 percent of bComm, or that controls bComm, controls a foreign carrier in that country; or (iv) two or more foreign carriers (or Applicants that control foreign carriers) own, in the aggregate, more than 25 percent of bComm and are Applicants to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) As evidenced by the signatures to this Application, bComm certifies that it 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 that bComm will not enter into such agreements in the future.
- (o) As evidenced by the signatures to this Application, Applicants certify that, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, they are

not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

- (p) 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 qualifies for streamlined treatment under Section 63.12(c) of the Commission's Rules, because (i) bComm is not affiliated with a dominant foreign carrier; (ii) bComm will not become affiliated with any foreign carrier as a result of the proposed transactions; and (iii) none of the other scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12, apply.

**V. INFORMATION REQUIRED BY SECTION 63.04(b) OF THE COMMISSION'S RULES**

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, the additional information required for the domestic Section 214 transfer of control application is provided in *Exhibit A*.

**VI. CONCLUSION**

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

bComm, Inc.

By: 

Chris McKee

Secretary

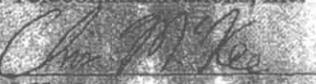
bComm, Inc.

43480 Yukon Drive, Suite 201

Ashburn, VA 20147

Tel: (202) 903-0401

Capital Telecommunications, Inc.

By: 

Chris McKee

General Counsel

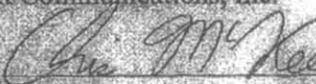
Capital Telecommunications, Inc.

43480 Yukon Drive, Suite 201

Ashburn, VA 20147

Tel: (202) 903-0401

Starvox Communications, Inc.

By: 

Chris McKee

General Counsel

Starvox Communications, Inc.

43480 Yukon Drive, Suite 201

Ashburn, VA 20147

Tel: (202) 903-0401

Date: February 15, 2008

**LIST OF EXHIBITS**

EXHIBIT A	Domestic Section 214 Transfer of Control Information
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## EXHIBIT A

### DOMESTIC SECTION 214 TRANSFER OF CONTROL INFORMATION

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04, the Applicants provide the following information in support of their request.

**63.04(b)(6): Description of the Transaction**

The proposed transaction is described in Section II of the Application.

**63.04(b)(7): Description of Geographic Service Area and Services in Each Area**

A description of the geographic service areas and services provided in each area is provided in Section I of the Application.

**63.04(b)(8): Presumption of Non-Dominance and Qualification for Streamlining**

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). Following the consummation of the proposed transaction, bComm (including its affiliates) will have a market share in the interstate, interexchange market of substantially less than 10 percent, and will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not party to the transaction. Finally, neither bComm nor Starvox nor CTI nor any affiliate of any of the companies is dominant with respect to any service it provides.

**63.04(b)(9): Other Pending Commission Applications Concerning the Proposed Transaction**

None.

**63.04(b)(10): Special Considerations**

None.

**63.04(b)(11): Waiver Requests (If Any)**

None.

**63.04(b)(12): Public Interest Statement**

The proposed transaction is in the public interest for the reasons detailed in Section III of the Application.