

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

In the Matter of)
)
)
dPi Teleconnect, LLC) **WC Docket No. 12-32**
)
)
Application for Consent)
to Transfer Control of a Company)
Holding Blanket Domestic Section 214)
Authority Pursuant to Section 214 of the)
Communications Act of 1934, as Amended)

REQUEST FOR SPECIAL TEMPORARY AUTHORITY

dPi Teleconnect, LLC (“dPi Teleconnect”) and Amvensys Capital Group, LLC, f/k/a Amvensys Telecom Holdings, LLC (“Amvensys;” with dPi Teleconnect, the “Applicants”), by their attorneys, hereby request special temporary authority (an “STA”), pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. §214 (the “Act”), to allow for continued operations by dPi Teleconnect under the control of Amvensys.¹ On February 3, 2012, the Applicants filed an application for permanent authority to transfer control of dPi Teleconnect to Amvensys (“Application”). A copy of the Application and February 8, 2012 amendment is provided in Attachment 1.² Because the Applicants have already closed on the sale of dPi Teleconnect, the Applicants respectfully request that this STA Request be granted as soon as possible.

¹ With this filing, dPi Teleconnect and Amvensys withdraw the STA request that they filed in this docket on February 3, 2012.

² The Applicants’ February 8, 2012 amendment withdrew the request that the Application be granted *nunc pro tunc*.

As discussed in the Application, dPi Teleconnect is a Competitive Local Exchange Carrier (“CLEC”) and Interexchange Carrier (“IXC”) that provides pre-paid residential local telephone, domestic long distance, and dial-up Internet access services. dPi Teleconnect holds blanket domestic Section 214 authority and certificates of public convenience and necessity or equivalent authorizations to provide local, interexchange and/or other intrastate telecommunications services on a competitive basis in 41 states. By and through its subsidiaries and affiliates, Amvensys is a provider of business process outsourcing services, including receivables and document management services, database services, bill payment and processing services, and third-party verification services to various companies across several sectors, including the energy and telecommunications industries.

On October 16, 2009, Rent-A-Center East, Inc. (“Rent-A-Center”), dPi Teleconnect, and Amvensys Technologies, Inc. (a wholly-owned subsidiary of Amvensys) entered into an Ownership Interest Purchase Agreement (“Agreement”) whereby Amvensys Technologies, Inc. agreed to purchase all of the membership interests in dPi Teleconnect. The Agreement was consummated and Amvensys took control of dPi Teleconnect on November 17, 2009 (the “Closing Date”).³ The Applicants’ failure to obtain Commission consent for this transaction prior to consummation was inadvertent. Counsel to Amvensys and dPi Teleconnect at the time was not aware of the Applicants’ obligation under the Act and the Commission’s Rules to obtain approval from the Commission before transferring control of a company holding blanket domestic Section

³ Amvensys Technologies, Inc. assigned its ownership interests in dPi Teleconnect to Amvensys simultaneous with closing on the purchase of dPi Teleconnect from Rent-A-Center.

214 authority. The Applicants only recently became aware of the requirement, in the course of addressing other FCC compliance matters for other Amvensys subsidiaries. The Applicants have taken steps to correct this deficiency by filing the Application and this STA Request. The Applicants very much regret this error and any inconvenience it may cause the Commission or Commission staff.

Grant of this STA Request will serve the public interest, as it will allow dPi Teleconnect to continue providing uninterrupted telecommunications services to its customers. The Applicants note that the sale of dPi Teleconnect to Amvensys was transparent to the customers of dPi Teleconnect at closing. In particular, the transaction did not affect the rates, terms and conditions under which the then-current customers of dPi Teleconnect received service immediately following closing, nor did the transaction result in any discontinuance of service. Also, dPi Teleconnect has continued to operate pursuant to its existing domestic Section 214 authorization and applicable state authorizations. Furthermore, the sale of dPi Teleconnect to Amvensys has served the public interest. The financial, technical, and managerial resources that Amvensys has brought to dPi Teleconnect has enhanced the ability of dPi Teleconnect to compete in the telecommunications marketplace.

The Applicants acknowledge that grant of this STA Request will not prejudice any action the Commission may take on the Application and that, once granted, the STA may be revoked on the Commission's own notice, without hearing. The Applicants

further acknowledge that grant of an STA and the Application will not preclude enforcement action.

Respectfully submitted,

AMVENSYS CAPITAL GROUP, LLC

DPI TELECONNECT, LLC

By:



John Heitmann

Joan M. Griffin

Kelley Drye & Warren LLP

3050 K Street, NW

Washington, DC 20007

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jheitmann@kelleydrye.com

jgriffin@kelleydrye.com

Its Attorneys

Date: February 8, 2012

Attachment 1

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

WASHINGTON HARBOUR, SUITE 400

3050 K STREET, NW

WASHINGTON, D.C. 20007-5108

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DIRECT LINE: (202) 342-8573

EMAIL: jgriffin@kelleydrye.com

February 8, 2012

VIA ECFS

Marlene Dortch
Secretary
Federal Communications Commission
445-12th Street SW
Washington, DC 20554

Re: dPi Teleconnect, LLC
Application for Consent *Nunc Pro Tunc* to Transfer Control of a Company
Holding Blanket Domestic Section 214 Authority
WC Docket No. 12-32

Dear Ms. Dortch:

dPi Teleconnect, LLC (“dPi Teleconnect”) hereby withdraws its request that the above-referenced application for authority to transfer control of dPi Teleconnect be granted *nunc pro tunc*.

Please contact the undersigned counsel if you have any questions regarding this matter.

Sincerely,



Joan M. Griffin

cc: Dennis Johnson

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

DATE STAMP & RETURN

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MUMBAI, INDIA

FOCUS BANK FEB 02 2012

February 2, 2012

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

VIA UPS OVERNIGHT

Re: dPi Teleconnect, LLC
Application for Consent *Nunc Pro Tunc* to Transfer Control of a Company
Holding Blanket Domestic Section 214 Authority

Dear Ms. Dortch:

Enclosed for filing are the original and six (6) copies of an application for authority to transfer control *nunc pro tunc* of dPi Teleconnect, LLC, a company holding a blanket domestic Section 214 authorization, pursuant to Section 214 of the Communications Act and Section 63.04 of the FCC Rules. Attached to the original application and each copy is a request for special temporary authority to allow for continued operations by dPi Teleconnect while the Commission considers the application.

A completed Fee Remittance Form 159, with credit card information to cover the \$1,050.00 filing fee associated with the application, is appended. In addition, a duplicate of the filing has been provided for date-stamp and return in the enclosed prepaid UPS envelope.

If you have any questions regarding this filing, please contact the undersigned counsel at 202-342-8573 or via email at jgriffin@kelleydrye.com.

Sincerely,


Joan M. Griffin

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

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

(1) LOCKBOX # 979091		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Kelley Drye & Warren LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,050.00	
(4) STREET ADDRESS LINE NO. 1 3050 K Street NW			
(5) STREET ADDRESS LINE NO. 2 Suite 400			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20007
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-342-8573		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0006554778		(12) FCC USE ONLY	
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			
(13) APPLICANT NAME dPi Teleconnect, LLC			
(14) STREET ADDRESS LINE NO. 1 1330 Capital Parkway			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Carrollton		(17) STATE TX	(18) ZIP CODE 75006
(19) DAYTIME TELEPHONE NUMBER (include area code) 972-488-5500		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0004337226		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CDT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$1,050.00	(27A) TOTAL FEE \$1,050.00	FCC USE ONLY	
(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	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>JOAN M. GIFFEN</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>JM Giffen</u> DATE <u>2/2/12</u>			
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX <input checked="" type="checkbox"/> DISCOVER _____			
ACCOUNT NUMBER _____			
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described. <u>1/1</u>			

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

In the Matter of)	
)	
)	
dPi Teleconnect, LLC)	WC Docket No. 11- _____
)	
)	
Application for Consent <i>Nunc Pro Tunc</i>)	
to Transfer Control of a Company)	
Holding Blanket Domestic Section 214)	
Authority Pursuant to Section 214 of the)	
Communications Act of 1934, as Amended)	

APPLICATION

dPi Teleconnect, LLC (“dPi Teleconnect”) and Amvensys Capital Group, LLC, f/k/a Amvensys Telecom Holdings, LLC (“Amvensys;” with dPi Teleconnect, the “Applicants”) hereby respectfully request authority pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. §214, and Section 63.04 of the Commission’s Rules, 47 CFR § 63.04, to transfer control of dPi Teleconnect to Amvensys.¹ The Applicants seek this approval *nunc pro tunc*. dPi Teleconnect provides local and long distance services on a resale basis to residential customers in 31 states.

As discussed below, on November 17, 2009 (the “Closing Date”), Amvensys acquired all of the membership interests in dPi Teleconnect from dPi Teleconnect’s then-current owner. By a separate filing, the Applicants are requesting Special Temporary Authority to allow for

¹ At present, dPi Teleconnect does not hold international Section 214 authority or provide international telecommunications services to its customers. Thus, no international Section 214 transfer of control application is required in this case.

continued operations by dPi Teleconnect under the control of Amvensys while the Commission considers this Application.

The Applicants request streamlined treatment of this Application pursuant to Section 63.03 of the Commission's Rules, 47 C.F.R. § 63.03. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's Rules because both before and after the Closing Date, (i) the Applicants (including their Affiliates, as that term is defined in Section 3(1) of the Act) have a market share in the interstate, interexchange market of less than 10 percent; (ii) the Applicants (including their Affiliates) provide competitive telephone exchange services or exchange access services, if at all, exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (iii) neither the Applicants nor any of their Affiliates are regulated as dominant with respect to any service.

I. DESCRIPTION OF THE APPLICANTS

A. dPi Teleconnect

dPi Teleconnect is a limited liability company organized under the laws of Delaware. The principal place of business of dPi Teleconnect is 1330 Capital Parkway, Carrollton, TX 75006.

dPi Teleconnect is a Competitive Local Exchange Carrier ("CLEC") and Interexchange Carrier ("IXC") that provides pre-paid residential local telephone, domestic long distance, and dial-up Internet access services. While dPi Teleconnect does not own or operate its own network equipment, fiber, IRUs, or other transmission facilities, it leases transmission lines (including access circuits) from other carriers. dPi Teleconnect currently provides pre-paid residential telephone services in the following states: Alabama, Arizona, Arkansas, California, Connecticut, Delaware, Florida, Georgia, Illinois, Indiana, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Mississippi, Missouri, New Jersey, New York, North Carolina, Ohio,

Oklahoma, Pennsylvania, South Carolina, Tennessee, Texas, Virginia, West Virginia, and Wisconsin. Further, dPi Teleconnect is an Eligible Telecommunications Carrier (“ETC”) that is authorized to provide pre-paid, Lifeline-supported residential telephone services to qualifying low income residential consumers in the following states: Alabama, Arkansas, Florida, Kansas, Kentucky, Louisiana, Missouri, North Carolina, Oklahoma, South Carolina and Texas. dPi Teleconnect has applied for ETC designation in the following states and approval in these states is pending: California, New York, Pennsylvania and Tennessee.

dPi Teleconnect holds blanket domestic Section 214 authority. In addition, dPi Teleconnect holds certificates of public convenience and necessity or equivalent authorizations to provide local, interexchange and/or other intrastate telecommunications services on a competitive basis in the following states: Alabama, Arizona, Arkansas, California, Connecticut, Delaware, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Nevada, New Jersey, New Mexico, New York, North Carolina, Ohio, Oklahoma, Pennsylvania, Rhode Island, South Carolina, Tennessee, Texas, Utah, Vermont, Virginia, Washington, West Virginia, and Wisconsin. It is the Applicants’ understanding that dPi Teleconnect had no subsidiaries or Affiliates that provided domestic telecommunications services prior to the Closing Date. At present, dPi Teleconnect has no subsidiaries that provide domestic telecommunications services. The telecommunications offerings of dPi Teleconnect’s current Affiliates are discussed in the next subsection.

Prior to the Closing Date, the membership interests in dPi Teleconnect were wholly owned by Rent-A-Center East, Inc. (“Rent-A-Center”). It is the Applicants’ understanding that Rent-A-Center is currently a Delaware corporation and an operator in the rent-to-own industry.

Applicants believe that the address of Rent-A-Center is 5501 Headquarters Drive, Plano, TX 75024.

A diagram showing the Applicants' understanding of the corporate structure of dPi Teleconnect prior to the Closing Date is provided in Exhibit A.

B. Amvensys

Amvensys is a Texas limited liability company and a holding company that is headquartered at 1330 Capital Parkway, Carrollton, TX 75006. Amvensys itself does not provide any telecommunications services. By and through its subsidiaries and affiliates, Amvensys is a provider of business process outsourcing services, including receivables and document management services, database services, bill payment and processing services, and third-party verification services to various companies across several sectors, including the energy and telecommunications industries. The following subsidiaries and Affiliates of Amvensys, other than dPi Teleconnect, currently provide telecommunications services or are authorized to provide telecommunications services. All of these subsidiaries and Affiliates were acquired or developed after Amvensys acquired dPi Teleconnect.

- *TAG Mobile, LLC, formerly known as dPi Mobile ("TAG Mobile")*. TAG Mobile is a Texas limited liability company and a wholly-owned subsidiary of Amvensys. As an ETC, TAG Mobile provides Lifeline-supported domestic wireless telephone services to low-income residential customers in Arkansas, Kentucky, Louisiana, Maryland, Oklahoma, and West Virginia. TAG Mobile was started by Amvensys in 2010.

TAG Mobile holds certificates of public convenience and necessity or equivalent authorizations to provide local, interexchange and/or other intrastate telecommunications services on a competitive basis in the following states: Alabama, Arizona, Arkansas, California, Colorado, Florida, Georgia, Illinois, Indiana, Kansas, Kentucky, Louisiana, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, North Carolina, Ohio, Oklahoma, Pennsylvania, South Carolina, Tennessee, Texas, West Virginia, and Wisconsin.

- *Voicecom Telecommunications, LLC dba Intelliverse ("Voicecom")*. Voicecom is a Delaware limited liability company and a wholly-owned subsidiary of ACG Telecom, LLC,² a wholly-owned subsidiary of Amvensys. Voicecom provides calling card services, conferencing calling, voice messaging, interactive voice response, and other call answering applications primarily to business customers throughout the U.S. The Commission approved the transfer of control of Voicecom to Amvensys on January 21, 2011.³

Voicecom holds blanket domestic Section 214 authority as well as international Section 214 authority, granted in File No. ITC-214-20020509-00226, to provide international services on a resale basis. Voicecom also holds certificates of public convenience and necessity or equivalent authorizations to provide local, interexchange and/or other intrastate telecommunications services on a competitive basis in the District of Columbia and the following states: Alabama, Alaska, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin, and Wyoming.

- *Unity III Telecom, LLC ("Unity Telecom")*. Unity Telecom is a Texas limited liability company and a wholly-owned subsidiary of Amvensys. Unity Telecom has filed for and is awaiting approval for certificates of public convenience and necessity or equivalent authorizations to provide local, interexchange and/or other intrastate telecommunications services on a competitive basis in the following states: Florida, Louisiana, North Carolina, Oklahoma, South Carolina, and Texas. Unity Telecom is a start-up operation at this time.

No other subsidiaries or Affiliates of Amvensys provide domestic telecommunications services, or hold authorizations to provide such services.

Z. Ed Lateef ("Mr. Lateef") and his wife, Lubna Lateef ("Mrs. Lateef"), both U.S. citizens, each hold 50 percent of the membership interests in Amvensys. Mr. Lateef is the Chief Executive Officer of Amvensys; the principal business of Mrs. Lateef is investment. Except as

² ACG Telecom, LLC operates solely as a holding company under Amvensys. It does not provide any telecommunications services.

³ See *Notice of Domestic Section 214 Authorization Granted, WC Docket No. 10-252, DA 11-107*, rel. Jan. 21, 2011.

authorized in the company minutes and/or resolutions, Mrs. Lateef is precluded by the terms of the company agreement from participating in the operation or management of, transacting any business for or in the name of, or signing for or binding Amvensys. As such, Mr. Lateef controls Amvensys on a *de facto* basis.

A diagram showing the corporate structure of Amvensys prior to the Closing Date, as relevant to this Application, is provided in **Exhibit B**.

II. DESCRIPTION OF THE TRANSACTION

On October 16, 2009, Rent-A-Center, dPi Teleconnect, and Amvensys Technologies, Inc. (a wholly-owned subsidiary of Amvensys) entered into an Ownership Interest Purchase Agreement (“Agreement”) whereby Amvensys Technologies, Inc. agreed to purchase all of the membership interests in dPi Teleconnect. The Agreement was consummated and Amvensys took control of dPi Teleconnect on the Closing Date.⁴ At no time since the Closing Date has Rent-A-Center had any equity interest in dPi Teleconnect or Amvensys.

The Applicants’ failure to obtain Commission consent for this transaction prior to consummation was inadvertent. Counsel to Amvensys and dPi Teleconnect at the time was not aware of the Applicants’ obligation under the Act and the Commission’s Rules to obtain approval from the Commission before transferring control of a company holding blanket domestic Section 214 authority. The Applicants only recently became aware of the requirement, in the course of addressing other FCC compliance matters for Voicecom. The Applicants very much regret this error and any inconvenience it may cause the Commission or Commission staff.

⁴ Amvensys Technologies, Inc. assigned its ownership interests in dPi Teleconnect to Amvensys simultaneous with closing on the purchase of dPi Teleconnect from Rent-A-Center.

The Applicants note that the sale of dPi Teleconnect to Amvensys was transparent to the customers of dPi Teleconnect at closing. In particular, the transaction did not affect the rates, terms and conditions under which the then-current customers of dPi Teleconnect received service immediately following closing, nor did the transaction result in any discontinuance of service. Furthermore, dPi Teleconnect has continued to operate pursuant to its existing domestic Section 214 authorization and applicable state authorizations. The operations of Amvensys' other subsidiaries and Affiliates were not affected by the transaction.

A diagram of the current corporate structure of Amvensys is provided in Exhibit C.

III. PUBLIC INTEREST STATEMENT

The transaction described in this Application has served the public interest. The financial, technical, and managerial resources that Amvensys has brought to dPi Teleconnect has enhanced the ability of dPi Teleconnect to compete in the telecommunications marketplace.

At the same time, the transaction has had no adverse impact on the customers of dPi Teleconnect. Immediately following the closing of the transaction, dPi Teleconnect's customers continued to receive their existing services at the same rates, terms and conditions as prior to the Closing Date. The only significant change following the closing of the transaction from the customers' perspective was that dPi Teleconnect had a new owner, Amvensys.

Furthermore, the transaction presents no anti-competitive concerns. The acquisition of dPi Teleconnect by Amvensys has not adversely affected competition in the markets for intrastate or interstate telecommunications services. dPi Teleconnect provides telecommunications services in a number of geographic markets in which Amvensys' other subsidiaries also provide service. The state authorizations of dPi Teleconnect and the other subsidiaries of Amvensys overlap in the following states: Alabama, Arizona, Arkansas, California, Connecticut, Delaware, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa,

Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Nevada, New Jersey, New Mexico, New York, North Carolina, Ohio, Oklahoma, Pennsylvania, Rhode Island, South Carolina, Tennessee, Texas, Utah, Vermont, Virginia, Washington, West Virginia, and Wisconsin. However, dPi Teleconnect and Amvensys' other subsidiaries provide different types of telecommunications services and target different customer bases. Furthermore, in every market, dPi Teleconnect and Amvensys' other subsidiaries have a combined market share of well under 2 percent, and compete with incumbent as well as competitive carriers.

IV. INFORMATION REQUIRED BY SECTION 63.04(a) OF THE COMMISSION'S RULES

The Applicants submit the following information pursuant to Section 63.04(a) of the Commission's Rules:

- (1) Name, address and telephone number of the Applicants:

Licensee

dPi Teleconnect, LLC ("dPi Teleconnect")
1330 Capital Parkway
Carrollton, TX 75006
Tel: (972) 488-5500
FRN: 0004337226

Transferee

Amvensys Capital Group, LLC ("Amvensys")
1330 Capital Parkway
Carrollton, TX 75006
Tel: (214) 233-7044
FRN: 0020383865

- (2) dPi Teleconnect is a limited liability company organized under the laws of Delaware. Amvensys is a Texas limited liability company.

- (3) Correspondence concerning this Application should be sent to:

Susan Do, Esq.
Associate Counsel
Amvensys Capital Group, LLC
1330 Capital Parkway
Carrollton, TX 75006
Tel: (214) 233-7044
Fax: (469) 574-5392
susan.do@amvensys.com

with copy to:

John Heitmann
Joan M. Griffin
Kelley Drye & Warren LLP
3050 K Street, NW
Washington, DC 20007
Tel: (202) 342-8400
Fax: (202) 342-8451
jheitmann@kelleydrye.com
jgriffin@kelleydrye.com

- (4) As of November 17, 2009 (the "Closing Date"), Amvensys holds 100 percent of the membership interest in and controls dPi Teleconnect. Z. Ed Lateef ("Mr. Lateef") and his wife, Lubna Lateef ("Mrs. Lateef"), both U.S. citizens, each hold 50 percent of the membership interests in Amvensys. Mr. Lateef is the Chief Executive Officer of Amvensys; the principal business of Mrs. Lateef is investment. The address of Mr. and Mrs. Lateef is c/o Amvensys Capital Group, LLC, 1330 Capital Parkway, Carrollton, TX 75006. Except as authorized in the company minutes and/or resolutions, Mrs. Lateef is precluded by the terms of the company agreement from participating in the operation or management of, transacting any business for or in the name of, or signing for or binding Amvensys. As such, Mr. Lateef controls Amvensys on a *de facto* basis.

No other persons or entities hold a 10 percent or greater ownership interest in dPi Teleconnect pursuant to the Commission's attribution rules.

- (5) As evidenced by the signature of each Applicant to this Application, each Applicant certifies that, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, it is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- (6) A description of the transaction is provided in Section II above.
- (7) The Applicants and their Affiliates (as that term is defined in Section 3(1) of the Act) offer domestic telecommunications services in the U.S. as follows.

dPi Teleconnect. dPi Teleconnect is a Competitive Local Exchange Carrier (“CLEC”) and Interexchange Carrier (“IXC”) that provides pre-paid residential local telephone, domestic long distance, and dial-up Internet access services. While dPi Teleconnect owns and operates its own network equipment, it does not own fiber, IRUs, or other transmission facilities. Rather, dPi Teleconnect leases transmission lines (including access circuits) from other carriers. dPi Teleconnect currently provides pre-paid residential telephone services in the following states: Alabama, Arizona, Arkansas, California, Connecticut, Delaware, Florida, Georgia, Illinois, Indiana, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Mississippi, Missouri, New Jersey, New York, North Carolina, Ohio, Oklahoma, Pennsylvania, South Carolina, Tennessee, Texas, Virginia, West Virginia, and Wisconsin. Further, dPi Teleconnect is an Eligible Telecommunications Carrier (“ETC”) that is authorized to provide pre-paid, Lifeline-supported residential telephone services to qualifying low income residential consumers in the following states: Alabama, Arkansas, Florida, Kansas, Kentucky, Louisiana, Missouri, North Carolina, Oklahoma, South Carolina and Texas. Finally, dPi Teleconnect has applied for ETC designation in the following states and approval in these states is pending: California, New York, Pennsylvania and Tennessee. dPi Teleconnect holds certificates of public convenience and necessity or equivalent authorizations to provide local, interexchange and/or other intrastate telecommunications services on a competitive basis in the following states: Alabama, Arizona, Arkansas, California, Connecticut, Delaware, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Nevada, New Jersey, New Mexico, New York, North Carolina, Ohio, Oklahoma, Pennsylvania, Rhode Island, South Carolina, Tennessee, Texas, Utah, Vermont, Virginia, Washington, West Virginia, and Wisconsin.

Amvensys. Amvensys does not itself provide any telecommunications services. The following subsidiaries and Affiliates of Amvensys, other than dPi Teleconnect, currently provide telecommunications services or are authorized to provide telecommunications services.

- *TAG Mobile, LLC, formerly known as dPi Mobile (“TAG Mobile”).* As an ETC, TAG Mobile provides domestic wireless telephone services to low-income residential customers in Arkansas, Kentucky, Louisiana, Maryland, Oklahoma, and West Virginia. TAG Mobile holds certificates of public convenience and necessity or equivalent authorizations to provide local, interexchange and/or other intrastate telecommunications services on a competitive basis in the following states: Alabama, Arizona, Arkansas, California, Colorado, Florida, Georgia, Illinois, Indiana, Kansas, Kentucky, Louisiana, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, North Carolina, Ohio, Oklahoma, Pennsylvania, South Carolina, Tennessee, Texas, West Virginia, and Wisconsin.
- *Voicecom Telecommunications, LLC d/b/a Intelliverse (“Voicecom”).* Voicecom provides calling card services, conferencing calling, voice messaging, interactive voice response, and other call answering applications primarily to business

customers throughout the U.S. Voicecom holds blanket domestic Section 214 authority as well as international Section 214 authority, granted in File No. ITC-214-20020509-00226, to provide international services on a resale basis. Voicecom also holds certificates of public convenience and necessity or equivalent authorizations to provide local, interexchange and/or other intrastate telecommunications services on a competitive basis in the District of Columbia and the following states: Alabama, Alaska, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, Florida, Georgia, Idaho, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin, and Wyoming.

- *Unity III Telecom, LLC ("Unity Telecom")*. Unity Telecom has filed for and is awaiting approval for certificates of public convenience and necessity or equivalent authorizations to provide local, interexchange and/or other intrastate telecommunications services on a competitive basis in the following states: Florida, North Carolina, Oklahoma, South Carolina, and Texas. Unity Telecom is a start-up operation at this time.
- (8) This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's Rules because both before and after the Closing Date, (i) the Applicants (including their Affiliates) have a market share in the interstate, interexchange market of less than 10 percent; (ii) the Applicants (including their Affiliates) provide competitive telephone exchange services or exchange access services, if at all, exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (iii) neither the Applicants nor any of their Affiliates are regulated as dominant with respect to any service.
 - (9) There are no other FCC applications related to the transaction, other than the aforementioned request for Special Temporary Authority.
 - (10) The Applicants are not requesting special consideration because either party to the transaction is facing imminent business failure.
 - (11) The Applicants are not requesting any waivers in conjunction with the transaction.
 - (12) A statement showing how grant of the Application serves the public interest is provided in Section III above.

V. 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,

DPI TELECONNECT, LLC

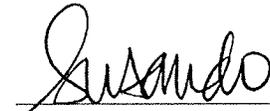


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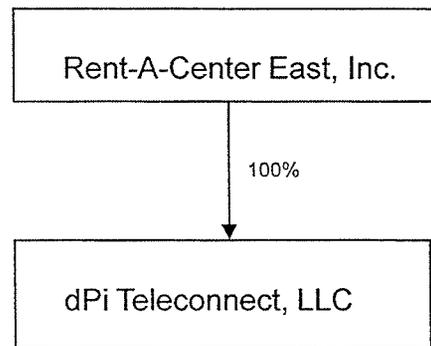
Its Attorneys

Date: February 2, 2012

LIST OF EXHIBITS

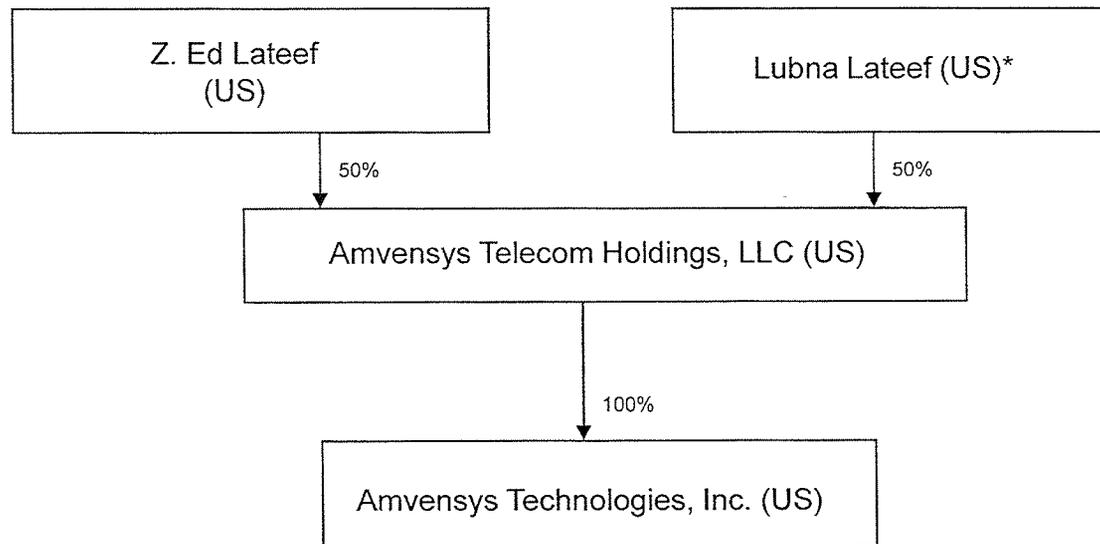
EXHIBIT A – Corporate Structure of dPi Teleconnect Before 11/17/09
EXHIBIT B -- Corporate Structure of Amvensys Before 11/17/09
EXHIBIT C – Current Corporate Structure of Amvensys and dPi Teleconnect

Corporate Structure of dPi Teleconnect Before 11/17/09*



*Based on the Applicants' understanding of dPi Teleconnect's corporate structure.

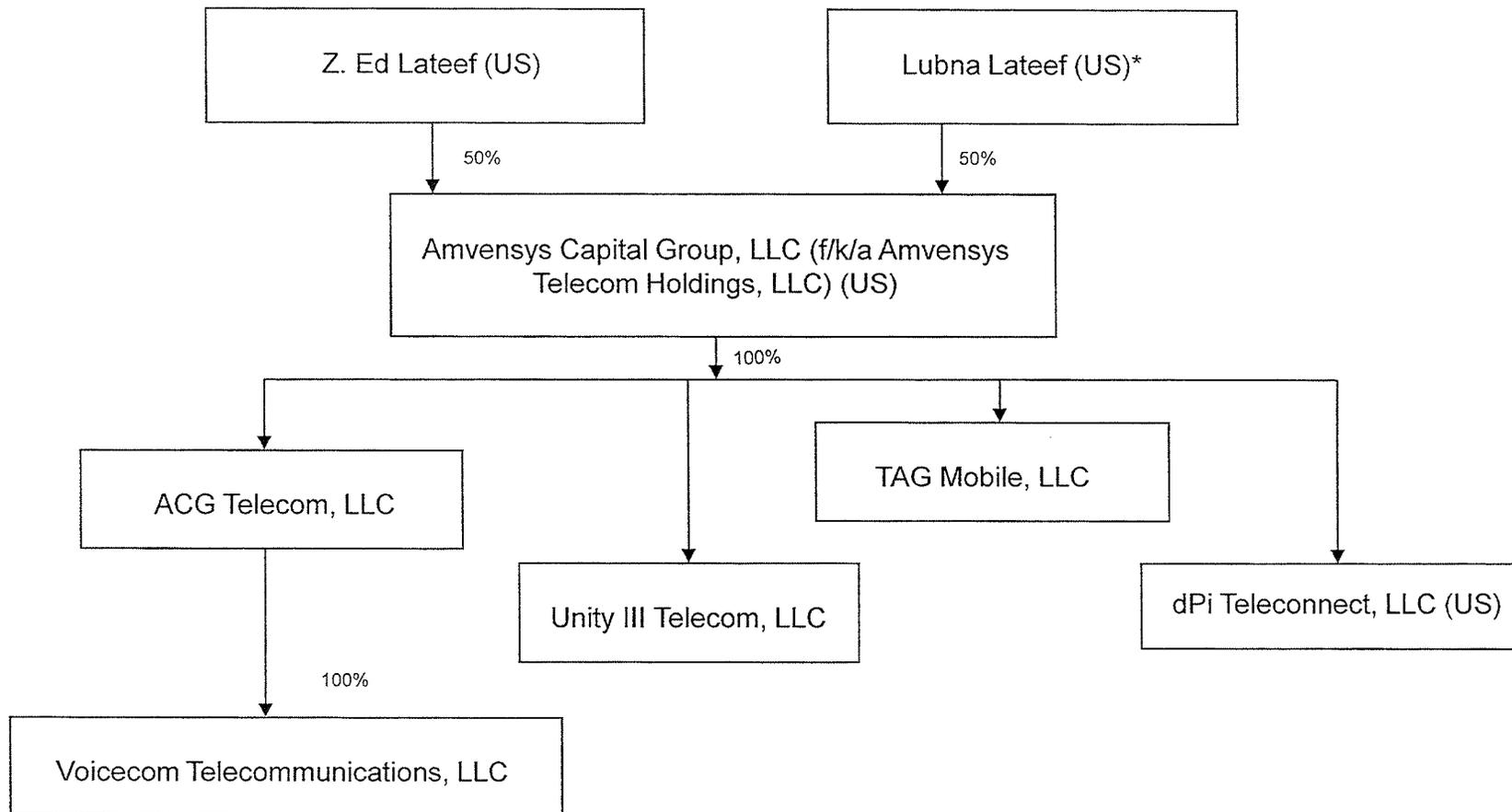
Corporate Structure of Amvensys Before 11/17/09
As Relevant to dPi Teleconnect



*Except as authorized in the company minutes and/or resolutions, Mrs. Lateef is precluded by the terms of the company agreement from participating in the operation or management of, transacting any business for or in the name of, or signing for or binding Amvensys. As such, Mr. Lateef controls Amvensys on a *de facto* basis.

Current Corporate Structure of Amvensys and dPi Teleconnect

2/2/12



*Except as authorized in the company minutes and/or resolutions, Mrs. Lateef is precluded by the terms of the company agreement from participating in the operation or management of, transacting any business for or in the name of, or signing for or binding Amvensys. As such, Mr. Lateef controls Amvensys on a *de facto* basis.