

WC 12-95

US BANK/FOC APR 09 2012

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

In the Matter of)
)
XCOMIP, LLC)
FRN No. 0020759692)
)
Application for Approval of a Change in Control)
pursuant to Section 214 of the)
Communications Act of 1934, as Amended)
_____)

WC Docket No. _____

File No. ITC-T/C- _____

JOINT APPLICATION

XcomIP, LLC ("XcomIP") respectfully requests approval from the Federal Communications Commission (the "Commission") pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. § 214, and Sections 1.763, 63.03, 63.04, 63.18, and 63.24(e) of the Commission's rules, 47 C.F.R. §§ 1.763, 63.03, 63.04, 63.18, and 63.24(e), for a change in the controlling party of XcomIP, including XcomIP's international Section 214 authorization (the "Transaction").¹

I. REQUEST FOR STREAMLINED TREATMENT OF APPLICATION

Under Section 63.04(b) of the Commission's rules, XcomIP is filing a combined domestic and international application, and XcomIP respectfully requests streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission's rules. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's rules because: (1) the proposed Transaction will result in XcomIP having a

market share in the interstate interexchange market of less than ten percent (10%); (2) XcomIP will provide competitive telephone exchange services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the Transaction; and (3) neither XcomIP nor any of its affiliates are regulated as dominant with respect to any service. This Application also qualifies for streamlined treatment under Section 63.12 of the Commission's rules because: (1) XcomIP is not affiliated with a dominant foreign carrier; (2) as a result of the Transaction, XcomIP will not be affiliated with any foreign carrier as defined in the Commission's rules; and (3) none of the other scenarios outlined in Section 63.12(c) of the Commission's rules apply.

II. APPLICANTS

A. XcomIP, LLC (FRN: 0020759692)

XcomIP is a Delaware limited liability company with headquarters located at 80 River Street, Suite 305, Hoboken, New Jersey, 07030. XcomIP has authority to provide interstate and international telecommunications services.² XcomIP provides international prepaid calling card services.

B. Joseph Putegnat, Individual

Mr. Putegnat is a United States citizen that can be contacted at 4653 Carmel Mountain Road, #308-511, San Diego, California, 92130. Mr. Putegnat currently holds a 100% interest in XcomIP.

III. DESCRIPTION OF THE TRANSACTION

XcomIP is restructuring and seeks to approval for a change in control of the company.

amended to reflect this change in ownership. For the Commission's convenience, the pre- and post-Transaction corporate organizational structure is depicted in the charts provided as Exhibit

B. Consummation of the Transaction is contingent on, among other things, receipt of the necessary regulatory approvals.

Any current customers of XcomIP will continue to be served by XcomIP pursuant to its existing international Section 214 license and blanket domestic Section 214 authorization. The Transaction will be transparent to customers who will continue to receive their existing services at the same or similar rates, terms and conditions without any immediate changes.

IV. PUBLIC INTEREST STATEMENT

Approval of the Transaction is in the public interest because it will allow XcomIP to modify its operating agreements to reflect its new ownership arrangements. Finalizing XcomIP's operating agreements will enable XcomIP to focus on expanding its business and its service offerings to a broader customer base rather than administrative matters. The proposed Transaction will be conducted in a manner that will be transparent to any current customers of XcomIP, and will not have a negative impact on the public interest, services to customers, or competition.

V. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE COMMISSION'S RULES

In support of this Application, XcomIP submits the following information pursuant to Section 63.24(e) of the Commission's rules, which is the information requested in paragraphs (a)-(d) and (o)-(p) of Section 63.18 for both Applicants and the information requested in

4653 Carmel Mountain Road
#308-511
San Diego, CA 92130
619-417-3300 (telephone)

Transferee
XcomIP, LLC
80 River Street
Suite 305
Hoboken, New Jersey 07030
201-706-7587 (telephone)
FRN: 0020759692

(b) Citizenship

Mr. Putegnatt is a United States citizen. XcomIP is a Delaware limited liability company.

(c) Correspondence concerning this Application should be sent to (Answer to IBFS Main Form Question 10):

Cherie R. Kiser
Cahill Gordon & Reindel LLP
Counsel for XcomIP, LLC
1990 K Street, NW, Suite 950
Washington, D.C. 20006
202-862-8950 (telephone)
866-255-0185 (facsimile)
ckiser@cahill.com

(d) International Section 214 Authorizations (Answer to IBFS Main Form Question 10)

XcomIP holds blanket domestic interstate Section 214 authority and global Section 214 authority to provide international services.³

(h) Ten Percent Greater Interest Holders/Interlocking Directorates (Answer to IBFS Main Form Question 11 and 12).

The following entities and individuals will hold a ten percent (10%) or greater direct or

Yehuda Adams. Yehuda Adams, a United States citizen, will hold a forty-five percent (45%) interest in XcomIP after consummation of the change in ownership. The address for Yehuda Adams is 1409 Hamilton Street, Belleville, New Jersey, 07109.

RLA-998 Capital Venture I, LLC. RLA-998 Capital Venture I, LLC, an Arizona limited liability company, will hold a forty-five percent (45%) interest in XcomIP after consummation of the change in ownership. RLA-998 Capital Venture I, LLC is 100% owned and managed by Richard Anderson, a United States citizen. The address for RLA-998 Capital Venture I, LLC and Richard Anderson is 333 East Osborn Road, Suite 260, Phoenix, Arizona, 85012.

Meryl Ravitz. Meryl Ravitz, a United States citizen, will hold a ten percent (10%) interest in XcomIP after consummation of the change in ownership. The address for Meryl Ravitz is 130 West 67th Street, 14-b, New York, New York 10023.

Other than as stated in this Application, no other person or entity will own a ten percent (10%) or greater direct or indirect ownership interest in XcomIP. None of the entities or individuals holding an interest in XcomIP hold a ten percent (10%) or greater direct or indirect ownership interest in other telecommunications-related entities. No officer or director of XcomIP is also an officer or director of any foreign carrier. XcomIP does not have any interlocking directorates with a foreign carrier, nor will XcomIP have any such directorates after consummation of the Transaction.

(i) Foreign Carrier Affiliation Certification (Answer to IBFS Main Form Questions 14-17)

XcomIP certifies that it is not a foreign carrier, that it is not affiliated with a foreign

(j) Foreign Carrier and Destination Countries (Answer to IBFS Main Form Questions 14-17).

As evidenced by the signatures to this Application, XcomIP certifies that upon consummation of the Transaction it will not provide international telecommunications services to any destination country in which: (1) XcomIP is a foreign carrier in the destination market; (2) XcomIP controls a foreign carrier in the destination market; (3) any entity that owns more than twenty-five (25%) of XcomIP, or that controls XcomIP, controls a foreign carrier in the destination market; and (4) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than twenty-five percent (25%) of XcomIP and are parties to, or the beneficiaries of, a contractual relationship affecting the provision or marketing of international basic telecommunications services in the United States.

(k) WTO Membership of Destination Countries (Answer to IBFS Main Form Questions 14-17).

Not applicable.

(l) International Telecommunications Services (Answer to IBFS Main Form Questions 14-17).

XcomIP will not resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country where it is a foreign carrier or is affiliated with a foreign carrier.

(m) Non-dominant Regulatory Classification (Answer to IBFS Main Form Questions 14-17).

Not applicable.

international route where the foreign carrier possesses sufficient market power on the foreign end of the route to adversely affect competition in the U.S. market, and will not enter into such agreements in the future.

(o) Federal Benefits/Anti-Drug Act of 1988 Certification (Answer to IBFS Main Form Question 25).

As evidenced by the signatures to this Application, the Applicants certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's rules, that they are not subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. 21 U.S.C. § 862.

(p) Eligibility for Streamlined Processing (Answer to IBFS Main Form Question 20).

Applicants request streamlined processing of this Application pursuant to Section 63.12 of the Commission's rules, 47 C.F.R. § 63.12, for the reasons set forth above.

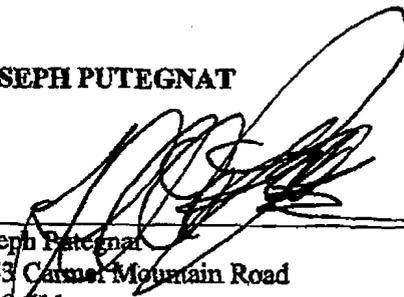
VI. INFORMATION REQUIRED BY SECTION 63.04(b) OF THE COMMISSION'S RULES

In accordance with the requirements of Section 63.04(b) of the Commission's rules, the additional information required by Section 63.04(b) of the Commission's rules for transfer of control of assets is provided in Exhibit A.

VII. CONCLUSION

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

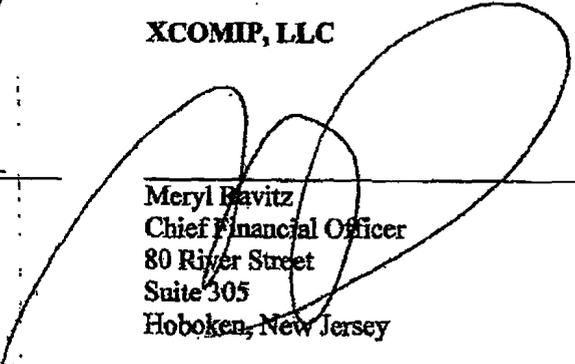
JOSEPH PUTEGNAT



Joseph Putegnato
4653 Carmel Mountain Road
#308-511
San Diego, CA 92130

Respectfully submitted,

XCOMIP, LLC



Meryl Ravitz
Chief Financial Officer
80 River Street
Suite 305
Hoboken, New Jersey

Chérie R. Kiser
Attorney for XcomIP, LLC
Cahill Gordon & Reindel LLP
1990 K Street, NW, Suite 950
Washington, D.C. 20006
202-862-8950 (telephone)
866-255-0185 (facsimile)
ckiser@cahill.com

Dated: 4-16, 2012

Exhibit A

In accordance with the requirements of Section 63.04(b) of the Commission's rules, the Applicants provide the following information in support of their request for approval of the Transaction.

63.04(a)(6): Description of the Transaction

The Transaction is described in Section III of the Application.

63.04(a)(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 described in Section II of the Application.

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

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's rules because: (1) the proposed Transaction will result in XcomIP having a market share in the interstate interexchange market of less than ten percent (10%); (2) XcomIP will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the Transaction; and (3) neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service.

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

None.

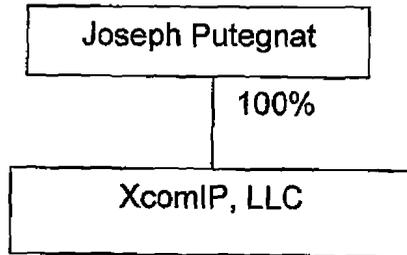
63.04(a)(10): Special Considerations

63.04(a)(12): Public Interest Statement

The Transaction is in the public interest for the reasons detailed in Section IV of the Application.

Exhibit B - Organizational Charts

Pre-Transaction Corporate Structure



Post-Transaction Corporate Structure

