

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

In the Matter of)	
)	
Payfone, Inc.)	
)	
Application pursuant to Section 214 of the Communications Act of 1934, as amended to provide global facilities-based and resale services)	File No. ITC-214_____
)	

APPLICATION

Payfone, Inc. (“PAYFONE” or “Applicant”), hereby requests authority, pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (1982), and Section 63.18 of the Federal Communications Commission's (“Commission”) Rules, 47 C.F.R. § 63.18, to provide global facilities-based and resale international authority between the United States and international points, except those international points not authorized by the Commission (the “Application”). PAYFONE is a U.S. company organized to provide international telecommunications services. PAYFONE has no foreign affiliations. PAYFONE serves business customers throughout the United States and the world. By granting this application, the Commission will serve the public interest, convenience and necessity by promoting competition in the international services market. Competition will benefit U.S. consumers by increasing service options and lowering prices. Thus, the public interest will be served by the grant of Section 214 authority to PAYFONE.

SECTION 63.18 INFORMATION

The following information is submitted, as required by Section 63.18 of the Commission’s Rules, in support of PAYFONE request for authorization:

(a) The name, address and telephone number of the Applicant is:

PAYFONE, INC.
215 Park Avenue South
New York, NY 10003
(212) 614-6927 phone

(b) PAYFONE is a company organized under the laws of Delaware

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

Rodger Desai
PAYFONE, INC.
215 Park Avenue South
New York, NY 10003

with a copy to

Raul Magallanes, Esq.
The Law Office of Raul Magallanes, PLLC
P.O. Box 1213,
Houston, TX 77549

(d) PAYFONE does not currently hold any 214 authorizations.

(e) PAYFONE requests global facilities-based and resale Section 214 authority pursuant to the terms and conditions of Section 63.18(e)(1) and (2) of the Commission's Rules, 47 C.F.R. §63.18(e)(1) and (2)

(f) At this time, PAYFONE seeks no other authorization available under Section 63.18(e).

(g) Not applicable.

(h) In support of this certification, the name, address, citizenship and principal business of the person(s) that control ten percent or more of PAYFONE is as follows:

Rodger Desai
215 Park Avenue South
New York, NY 10003
Ownership: 10.47%
Citizenship: USA
Business: Telecommunications

RRE Ventures IV, L.P.
215 Park Avenue South
New York, NY 10003
Ownership: 24.9%

No single limited partner owns more than 40.1% of RRE Ventures IV, L.P. which would be an equivalent indirect ownership of 10% of Payfone, Inc.

Blackberry Partners Fund, L.P.
215 Park Avenue South
New York, NY 10003
Ownership: 18.3%

No single limited partner owns more than 54.6% of Blackberry Partners Fund, L.P. which would be an equivalent indirect ownership of 10% of Payfone, Inc.

Opus Capital Venture Partners L.P.
215 Park Avenue South
New York, NY 10003
Ownership: 21.50%

No single limited partner owns more than 46.5% of Opus Capital Venture Partners L.P. which would be an equivalent indirect ownership of 10% of Payfone, Inc.

- (i) PAYFONE certifies that it is not affiliated with any foreign or U.S. facilities-based carrier.
- (j) PAYFONE certifies that it does not seek to provide international telecommunications services to any destination country for which any of the following is true:
 - 1. PAYFONE is a foreign carrier in that country; or
 - 2. PAYFONE controls a foreign carrier in that country; or
 - 3. Any entity that owns more than 25 percent of PAYFONE, or that controls PAYFONE, controls a foreign carrier in that country.
- (k) No applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) PAYFONE 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 will not enter into such agreements in the future.

(o) PAYFONE certifies that pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, no party to this Application has been denied federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(p) PAYFONE requests streamline processing pursuant to Section 63.12 of the Commission's Rules. PAYFONE certifies that:

1. It is not affiliated with a foreign carrier in a destination market it seeks authority to serve;
2. It has no affiliation with a dominant U.S. carrier whose international switched or private line services PAYFONE seeks authority to resell either directly or indirectly through the resale of another reseller's services;
3. It 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; and
4. The Commission has not informed PAYFONE in writing that this Application is not eligible for streamline processing.

CONCLUSION

In conclusion, PAYFONE certifies that all of the information in this Application is accurate and correct. For these reasons, PAYFONE respectfully requests that the Commission grant this Application.

Respectfully submitted,

PAYFONE, Inc.

By: /s/ Mathew Tucker
Mathew Tucker, COO

Date: July 30, 2012