

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

In the Matter of the Application of)
)
Liberty-Bell Telecom, LLC) File No. ITC-T/C-2010-_____
)
For Grant of Authority Pursuant to)
Section 214 of the Communications Act)
of 1934 to Acquire Customers of Affinity)
Telecom, Inc.)

APPLICATION

A. Introduction

Liberty-Bell Telecom, LLC (“Liberty-Bell Telecom” or “Applicant”), pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.18 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.18 & 63.24, respectfully requests that the Commission grant such authority as may be necessary or required for the acquisition of certain assets of Affinity Telecom, Inc. (“Affinity”) including its customers by Liberty-Bell Telecom.

Applicant respectfully requests that the Commission approve this Application expeditiously as possible. Applicant has already completed the transaction described herein.¹ Applicant emphasizes however that approval from the Commission’s Wireline Competition Bureau was obtained prior to the transfer² and that all of the affected Affinity customers were

¹ Applicant has filed under separate cover a request for Special Temporary Authority for authority to continue to operate pursuant to the corporate structure described herein during the time that this Application is under consideration by the Commission. To Applicant’s knowledge, Affinity does not have any continuing operations.

² The transaction described herein was approved by the Wireline Competition Bureau effective November 1, 2008, in WC Docket No. 08-195 (DA 08-2213). Further information regarding Affinity and its ownership and operations at the time of that transaction was provided in that Application and is incorporated herein by reference. Further information on Affinity is not available. Upon information and

given advance notice of the transaction.³ Furthermore, Applicant emphasizes that the lack of prior approval from the Commission's International Bureau did not affect the services received by customers or the rates that were charged or result in the discontinuance of service offerings to any of Liberty-Bell Telecom's customers. Liberty-Bell Telecom's international operations were and remain limited, comprising less than 1% of the Company's operations.

B. Request for Streamlined Processing.

Applicant respectfully submits that this Application qualifies for presumptive streamlined treatment. Specifically, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because Applicant is not and was not affiliated with any entity that is authorized or registered to provide regulated telecommunications services in a foreign destination market. Furthermore, none of the scenarios outlined in Section 63.12(c)(2)-(4) of the Commission's Rules, 47 C.F.R. § 63.12(c)(2)-(4), applied.

C. Statement of Public Interest.

Prompt Commission approval of this Application is consistent with the public interest. Specifically, the transaction at issue did not cause any customer confusion and/or result in any customer discontinuance of service. At the same time, grant of the approval requested herein will permit Applicant to ensure on-going compliance with the Commission's regulatory requirements. In sum, grant of the requested authority will ensure that Liberty-Bell Telecom can continue to provide high-quality telecommunications services to former Affinity customers

belief, Liberty-Bell Telecom believes that Affinity is no longer in operation. At this time however, the relief sought herein relates solely to assets already owned by Liberty-Bell Telecom.

³ Affected customers received comprehensive notice in accordance with Section 64.1120(e) of the Commission's Rules, 47 U.S.C. § 64.1120(e)(3).

which should invigorate competition and thereby benefit consumers of those telecommunications services.

D. Description of the Applicant.

Liberty-Bell Telecom is a competitive local exchange carrier with principal place of business also located at 2460 West 26th Avenue, #380-C, Denver, Colorado 80211. Liberty-Bell Telecom holds international global resale authority and blanket authority to provide domestic services in the United States. Liberty-Bell Telecom operates by purchasing local and long distance services from Qwest Communications International Inc. and other providers and reselling those services to small business and residential customers located primarily in Colorado. Liberty-Bell Telecom also has limited operations in New Mexico and Utah.

E. Information Required by Section 63.18 and 63.24.

Pursuant to Sections 63.18 and 63.24 of the Commission's Rules, Applicant submits the following information in support of this Application:

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

Liberty-Bell Telecom:

Liberty-Bell Telecom, LLC (FRN # 0010436087)
2460 West 26th Avenue, #380-C
Denver, Colorado 80211
Telephone: 303-831-1977

(b) Jurisdiction of Applicant:

Liberty-Bell Telecom:

Liberty-Bell Telecom is a limited liability company formed under the laws of the State of Colorado.

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

Please direct all correspondence regarding this Application to:

Edward S. Quill Jr.
Brian McDermott
Synergies Law Group, PLLC
1002 Parker Street
Falls Church, Virginia 22046
Telephone: 571-730-4970
Facsimile : 571-730-4971
E-mail : equill@synergieslawgroup.com
bmcdermott@synergieslawgroup.com

With copies to:

Nigel V. Alexander, Manager
Liberty-Bell Telecom, LLC
2460 West 26th Ave, Suite 380-C
Denver, CO, 80211
Telephone: 303-831-1977
Facsimile: 303-831-1988
E-mail: nalexander@libertybelltelecom.com

- (d) Liberty-Bell Telecom holds global international resold Section 214 authority pursuant to authority granted by the Commission in IB File No. ITC-214-20080219-00066. Liberty-Bell Telecom also holds blanket domestic interstate Section 214 authority.
- (e) Applicant seeks authority to provision services to former Affinity customers. Applicant will continue to provide domestic interstate and international telecommunications services to its existing customers and therefore does not seek approval to discontinue any type of service through this Application.
- (f) Not applicable.
- (g) Not applicable.
- (h) Ownership information for Liberty-Bell Telecom both prior to the transaction described herein and after the transaction is outlined below.⁴

Ownership Information of Liberty-Bell Telecom

- (1) The following entities owned or controlled ten percent (10%) or more of **Liberty-Bell Telecom, LLC**:

Name: Liberty-Bell, LLC

⁴ The ownership information provided below is as of the time of the transaction and does not reflect any changes that may have occurred since that time.

2460 West 26th Avenue, #380-C
Denver, Colorado 80211
Citizenship: U.S.
Equity/Voting Interest: 100%
Principal Business: Holding Company

- (2) The following entities owned or controlled ten percent (10%) or more of **Liberty-Bell, LLC**:

Name: Nigel Alexander
2460 West 26th Avenue, #380-C
Denver, Colorado 80211
Citizenship: United Kingdom⁵
Equity/Voting Interest: 56%⁶
Principal Business: Individual

Name: Thomas G. Martino
2460 West 26th Avenue, #380-C
Denver, Colorado 80211
Citizenship: U.S.
Equity/Voting Interest: 12%
Principal Business: Individual

No other entity directly or indirectly owned or controlled 10% or more of Liberty-Bell Telecom.

Applicant has no (and hasn't had any) interlocking directorates with foreign carriers.

- (i) Applicant is not and has not been affiliated with any foreign carriers.
- (j) Applicant certifies that following the transaction, Applicant was not affiliated with any foreign carriers. Applicant certifies that it does not and did not provide international telecommunications services to any destination country where:
- (1) Applicant was a foreign carrier in that country; or
 - (2) Applicant controls a foreign carrier in that country; or
 - (3) Any entity that owns more than 25 percent of Applicant, or that controls Applicant, controls a foreign carrier in that country; or

⁵ Mr. Alexander, a legal resident of the U.S. for the last 19 years, has applied for U.S. citizenship. That application is currently pending before the U.S. Immigration and Naturalization Service and is expected to be routinely approved.

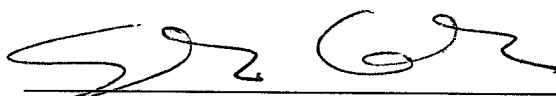
⁶ The operating agreement for Liberty requires ownership of at least 80% to make material changes to that company. Mr. Alexander has never held an interest of that magnitude.

- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of Applicant and are parties 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) Applicant certifies that they have 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) Applicant certifies that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. See 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.
- (p) With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because Applicant is not and was not affiliated with any entity that is authorized or registered to provide regulated telecommunications services in a foreign destination market. Furthermore, none of the scenarios set outlined in Section 63.12(c)(2)-(4) of the Commission's Rules, 47 C.F.R. § 63.12(c)(2)-(4), apply.

G. Conclusion.

For the reasons stated above, Applicant respectfully asserts that the public interest, convenience and necessity would be furthered by the grant of this Application. Applicant, therefore, respectfully requests that the Commission consider and approve this Application under streamlined processes and grant such other relief or authority as may be necessary in connection with the transaction described herein.

Respectfully submitted,



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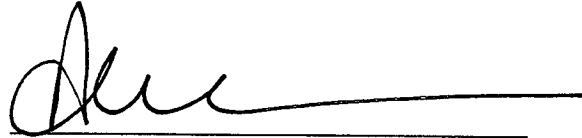
Counsel for Applicant

Dated: May 24, 2010

STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

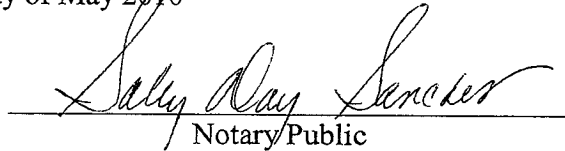
VERIFICATION

I, Nigel Alexander, state that I am the Manager of Liberty-Bell Telecom, LLC; that I am authorized to make this Verification on behalf of Liberty-Bell Telecom, LLC and Liberty-Bell Telecom, LLC; and that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



Nigel Alexander
Manager
Liberty-Bell Telecom, LLC

Sworn and subscribed before me this 24th day of May 2010



Notary Public

[Seal or Stamp]

Sally Day Sanchez
[Printed Name]

My appointment expires December 14, 2013