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June 30, 2006

## **Via ECFS and E-mail**

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Marlene H. Dortch, Secretary  
Federal Communications Commission  
Office of the Secretary  
445-12<sup>th</sup> Street, S.W.  
Room tw-204B  
Washington, D.C. 20554

***Re: Joint International and Domestic Application of StarVox Communications, Inc.  
and Capital Telecommunications, Inc. for Consent to Transfer Control***

***WC Docket No. 06-127  
ITC-TC-20060616-00317***

Dear Ms. Dortch:

At the request of Wireline Competition and International Bureau staff, and on behalf of StarVox Communications, Inc. ("StarVox") and Capital Telecommunications, Inc. ("CTI")(together, "Joint Applicants"), undersigned counsel hereby files an original and three (3) copies of this letter supplement ("Supplement") to the Joint International and Domestic Application for Consent to Transfer Control of CTI to StarVox, currently pending in the above-captioned dockets.

This Supplement provides additional information regarding the ownership and affiliated interests of certain entities and individuals associated with the Joint Applicants.

**NOVUS VENTURES**

In the application we disclosed that Novus Ventures holds a 20% direct ownership interest in StarVox:

Name: Novus Ventures  
Percentage of Ownership: 20%  
Street Address: 20111 Steven Creek Blvd., Suite 130  
City/State/Zip: Cupertino, CA 95014  
Citizenship: USA  
Principal Business: Venture Capital Investing

We hereby clarify that the complete legal name of Novus Ventures is Novus Ventures II, L.P. (hereafter, "Novus Ventures").

Staff posed the following additional questions regarding Novus Ventures:

**Does Novus Ventures have any 10% or greater ownership interest in any other telecommunications carrier?**

Response: No. Novus Ventures does not have any 10% or greater ownership interest in another telecommunications carrier.

**Who, if anyone, has a "controlling" interest (equal to 50% or greater) in Novus Ventures?**

Response: DT Associates II, LLC (hereafter, "DT Associates") is the sole general partner of Novus Ventures and therefore holds 100% controlling interest in Novus Ventures.

Dan Tompkins, Managing Director of DT Associates, holds a 100% voting interest in DT Associates.

**The following disclosure is hereby made with respect to DT Associates' interests in Novus Ventures:**

Name: DT Associates II, LLC, General Partner of Novus Ventures II  
Percentage of Equity Ownership: 1%  
Percentage of Voting Rights: 100%  
Street Address: 20111 Stevens Creek Blvd., Suite 130  
City/State/Zip: Cupertino, CA 95014  
Citizenship: USA  
Principal Business: Investment Management

As a result of DT Associates' 100% voting rights in Novus Ventures, DT Associates holds a cognizable 20% indirect ownership interest in StarVox, an amount equal to Novus Ventures' ownership interests in StarVox.

We further disclose that Dan Tompkins has a controlling interest in DT Associates and an indirect interest in Novus Ventures, as follows:

Name: Dan Tompkins  
Percentage of Equity Ownership: Novus Ventures II, L.P. – 2.4%  
Percentage of Equity Ownership: DT Associates II, LLC – 33%  
Percentage of Voting Rights: DT Associates II, LLC – 67%  
Street Address: 20111 Stevens Creek Blvd., Suite 130  
City/State/Zip: Cupertino, CA 95014  
Citizenship: USA  
Principal Business: Investment Management

By virtue of Dan Tompkins' 67% voting rights in DT Associates and DT Associates' 20% ownership of StarVox, Dan Tompkins holds a cognizable 13.4% interest in StarVox.

**TRINAD CAPITAL MASTER FUND LTD.**

In the application we disclosed that Trinad Capital Master Fund Ltd. holds a 16% direct ownership interest in StarVox:

Name: Trinad Capital Master Fund Ltd.  
Percentage of Ownership: 16%  
Street Address: 2121 Avenue of the Stars, Suite 1650  
City/State/Zip: Los Angeles, CA 90067  
Citizenship: Cayman Islands  
Principal Business: Hedge Fund Investment Group

We further disclosed that Dave Smith holds an indirect ownership interest in StarVox by virtue of his association with Trinad:

Name: Dave Smith  
Percentage of Ownership: 16%  
Street Address: 888 Linda Flora Drive  
City/State/Zip: Los Angeles, CA 90077  
Citizenship: USA  
Principal Business: Investment Management

At the outset, we would like to advise the Commission that the initial Dave Smith disclosure in the Applications is inaccurate. The record is clarified below:

**The following disclosure clarifies the relationship of Dave Smith and Trinad Capital Master Fund and Dave Smith's equity and voting interests in Trinad Capital Master Fund and StarVox:**

Dave Smith is a Limited Partner in Trinad Capital LP. Trinad Capital LP owns a majority of the shares of Trinad Capital Master Fund, holding a 96% equity stake.

Trinad Capital Master Fund is managed by Trinad Management, LLC with Robert S. Ellin and Jay Wolf as portfolio managers for Trinad Management, LLC.

Trinad Management, LLC also manages Trinad Capital LP.

Trinad Advisors GP, LLC is the general partner of Trinad Capital LP.

Trinad Advisors GP, LLC and Trinad Management, LLC are each owned 66.667% by Robert Ellin and 33.333% by Jay Wolf; Robert Ellin is the Managing Member of both entities.

Mr. Smith does not have any interest in either Trinad Advisors GP, LLC or Trinad Management, LLC. Trinad Advisors GP, LLC and Trinad Management, LLC oversees Trinad Capital Master Fund and make all investment decisions.

Dave Smith has a 45.2574% interest in Trinad Capital LP. In turn, Trinad Capital LP has a 96% equity interest in Trinad Capital Master Fund Ltd. Trinad Capital Master Fund Ltd holds a 16% interest in Starvox.

These relationships are depicted in the attached organizational chart, see Attachment 1.

**What are Dave Smith's voting rights in Trinad Capital LP?**

Dave Smith is a limited partner in Trinad Capital LP. As a limited Partner his voting rights are very limited. He has no right to remove the General Partner or consent to the admission of an additional or successor general partners. As a Limited Partners owning more than 10% of the limited partnership interests, he may propose amendments to the Partnership Agreement, though such amendments must generally be approved by the General Partner and a majority in interest of the Limited Partners.

**Who, if anyone, has a "controlling" interest (equal to 50% or greater) in Trinad Capital Master Fund?**

Only Trinad Capital LP has a controlling interest in Trinad Capital Master Fund. As noted above, Dave Smith is a limited partner of Trinad Capital LP and does not have a controlling interest in any of the Trinad entities. To clarify, Dave Smith has an indirect ownership in Starvox. He does not have 16% ownership in Starvox as previously stated in the Applications. Dave Smith's ownership in StarVox is not cognizable, as it does not exceed 10%.

**The following disclosure clarifies and corrects the record with respect to the direct and indirect interests of Trinad Capital Master Fund and other entities/individuals with respect to StarVox:**

The following entity holds a direct interest in StarVox, as follows:

Name:	Trinad Capital Master Fund Ltd.
Percentage of Ownership:	16%
Street Address:	2121 Avenue of the Stars, Suite 1650
City/State/Zip:	Los Angeles, CA 90067
Citizenship:	Cayman Islands
Principal Business:	Hedge Fund Investment Group

The following entity holds an indirect 16% interest in StarVox by virtue of its 96% equity and/or voting interests in Trinad Capital Master Fund:

Name: Trinad Capital LP  
Percentage of Ownership: 96%  
Percentage of Voting Rights: 96%  
Street Address: 2121 Avenue of the Stars, Suite 1650  
City/State/Zip: Los Angeles, CA 90067  
Citizenship: USA  
Principal Business: Hedge Fund

The following individual holds an indirect, cognizable interest equal to 10.667% in StarVox by virtue of his interests in Trinad Capital LP, as follows:

Name: Robert S. Ellin  
Percentage of Ownership: 66.667% of Trinad Advisors GP, LLC (General Partner of Trinad Capital LP) and Trinad Management LLC (Manager of Trinad Capital LP)  
Percentage of Voting Rights: 66.667% of Trinad Advisors GP, LLC (General Partner of Trinad Capital LP) and Trinad Management LLC (Manager of Trinad Capital LP)  
Street Address: 1498 Moraga  
City/State/Zip: Bel Air, CA 90049  
Citizenship: USA  
Principal Business: Hedge Fund Portfolio Manager

**Does Trinad Capital Master Fund have a 10% or greater ownership interest another telecommunications carrier?**

Response: No. Trinad Capital Master Fund does not have any 10% or greater ownership interest in another telecommunications carrier.

**Does Trinad Capital LP have a 10% or greater ownership interest in another telecommunications carrier?**

Response: No. Trinad Capital LP does not have any 10% or greater ownership interest in another telecommunications carrier.

**Does Robert S. Ellin have a 10% or greater ownership interest in another telecommunications carrier?**

Response: No. Robert S. Ellin does not have any 10% or greater ownership interest in another telecommunications carrier.

**Does Dave Smith have a 10% or greater ownership interest in another telecommunications carrier?**

Response: No. Although, as clarified and corrected above, Dave Smith does not have a cognizable interest in StarVox, for the record, he does not have any 10% or greater ownership interest in another telecommunications carrier.

**CAPITAL TELECOMMUNICATIONS, INC.**

**Does CTI have a 10% or greater ownership interest in another telecommunications carrier?**

Response: To the extent the definition of "telecommunications carrier" under applicable Commission rules entails the "offering of telecommunications services," the answer is no, CTI does not have a 10% or greater ownership interest in another telecommunications carrier.

However, if the definition encompasses a corporate entity which previously offered telecommunications services, the answer is yes. CTI is 100% owner of Eastern Telephone Systems, Inc. However, Eastern Telephone Systems, Inc. is presently, and has been for several years, a non-operational, dormant shell corporation with no assets. Eastern Telephone Systems, Inc. has not offered telecommunications services for several years.

In the interests of full disclosure, the following information is provided with respect to Eastern Telephone Systems, Inc.:

Name: Eastern Telephone Systems, Inc.  
Address: 200 West Market Street  
York, PA 17401  
Telephone: 717-848-8800  
(same address/telephone as its parent, CTI)

**DOUGLAS ZORN**

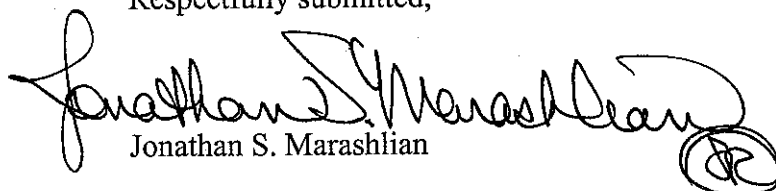
**Does Douglas Zorn have a 10% or greater ownership interest in another telecommunications carrier?**

Response: Douglas Zorn does not have a 10% or greater ownership interest in another telecommunications carrier.

An additional copy of this filing is also enclosed, to be date-stamped and returned in the envelope provided.

Should there be any questions regarding this filing, kindly contact the undersigned.

Respectfully submitted,

  
Jonathan S. Marashlian

Enclosures

cc via e-mail: Jodi Cooper (IB) – [Jodi.Cooper@fcc.gov](mailto:Jodi.Cooper@fcc.gov)  
David Krech (IB) – [David.Krech@fcc.gov](mailto:David.Krech@fcc.gov)  
Renee Crittendon (WCB) – [Renee.crittendon@fcc.gov](mailto:Renee.crittendon@fcc.gov)

**ATTACHMENT 1**

**Organizational Chart of Trinad Entities**

## Trinad Management, LLC

Trinad Management, LLC has an Investment Management Agreement (IMA) with Trinad Advisors GP, LLC and Trinad Capital Int'l, Ltd to manage both Domestic and Offshore feeders. The IMA delegates investment decisions and voting power to Trinad Management, LLC.

## Trinad Capital Master Fund, Ltd

Master Feeder Fund

-holds 16% ownership interest in StarVox Communications, Inc

## Trinad Capital LP

Domestic Feeder  
96% Ownership

## Trinad Capital International, Ltd

Offshore Feeder  
4 % Ownership

## Trinad Advisors GP, LLC

General Partner of Trinad Capital LP

Robert Elin, Managing Member, 66.667%  
Jay Wolf, Managing Director, 33.333%

## Dave Smith (Limited Partner)

45.2574% Ownership