

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

In the Matter of	)	
	)	
<b>IBFA ACQUISITION COMPANY, LLC</b>	)	
Transferor,	)	
and	)	
	)	
<b>TELAVA ACQUISITIONS, INC.</b>	)	
Transferee,	)	
	)	
Application Pursuant to Section 214 of the	)	IB File No. _____
Communications Act of 1934 and	)	
Section 63.24 of the Commission's Rules for	)	
Consent to the Transfer/Assignment of	)	
IBFA Acquisition Company, LLC, Transferor	)	
to	)	
Telava Acquisitions, Inc., Transferee	)	
	)	
Application Pursuant to Section 214 of the	)	WC Docket No. _____
Communications Act of 1934 and	)	
Section 63.04 of the Commission's Rules for	)	
Consent to the Transfer of	)	
IBFA Acquisition Company, LLC, Transferor	)	
to	)	
Telava Acquisitions, Inc., Transferee	)	

*Attention: International Bureau and Wireline Competition Bureau*

**COMBINED/JOINT**  
**INTERNATIONAL AND DOMESTIC**  
**APPLICATION FOR**  
**TRANSFER OF CONTROL**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), and sections 63.04 and 63.24 of the Commission's rules, this Application seeks Commission approval to transfer control of IBFA Acquisition Company, LLC ("IBFA") to Telava Acquisitions,

Inc. (“TAI”) (collectively referred to as “Applicants”). IBFA holds authority to provide domestic and international telecommunications services pursuant to Section 214 of the Act.<sup>1</sup>

Pursuant to the terms of a Membership Interest Purchase Agreement (“Agreement”) dated January 16, 2008, between TAI and IBFA and each of the following persons: James Grabowski and Casimir Wojciechowski, such persons being all of the Members of IBFA (collectively referred to herein as the “Members”). TAI will purchase from IBFA all of the membership interests of IBFA for cash (the “Transaction”). Following the consummation of the transaction, IBFA will become a direct, wholly-owned subsidiary of TAI. The assets being transferred do not include any Section 214 authorizations. While the authorizations will remain in IBFA’s name, the Acquisition will result in the transfer of control of IBFA’s 214 authorization to TAI.

TAI is solely owned by Telava Networks, Inc. which is a publicly traded company. The transfer of membership interest of the Sellers to TAI is in the public interest. The proposed Transaction does not involve the transfer of any operating authority, assets, or customers. Although IBFA’s ownership will change, its operations and customers likewise will not be affected by the Transaction. Immediately following the closing, IBFA will continue to offer to its customers the same services at the same rates, terms and conditions as at present pursuant to existing authorizations, tariffs, contracts, and published rates and charges. The only change will be that IBFA will be owned by TAI. The Transaction is not expected to result in any discontinuance of service for any customer.

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<sup>1</sup> IBFA holds international authority pursuant to Section 214 of the Act. Authority was granted in File No. ITC-214-20050425-00157 on May 13, 2005. IBFA holds blanket authority to provide domestic interstate service pursuant to Section 63.01 of the Commission’s Rules.

**I. INFORMATION REQUIRED BY SECTION 63.24**

This Application seeks authority to transfer control of IBFA, which holds authority pursuant to Section 214 of the Act to provide domestic interstate and international telecommunications service, to TAI. Section 63.24(e)(2) of the Commission's rules requires that an application for a substantial transfer of control of a carrier holding international Section 214 authority include the following information, as described in Section 63.18:

- (a) The name, address and contact number of the transferor is:

James Grabowski, Managing Member  
IBFA Acquisition Company, LLC  
1850 Howard Street, Unit C  
Elk Grove Village, IL 60007  
Telephone: (847) 685-8600  
Facsimile: (847) 685-8687

The name, address and contact number of the transferee is:

Chris Chen, Vice President  
Telava Acquisitions, Inc.  
353 Sacramento Street, Suite 1500  
San Francisco, CA 9411  
Telephone: (415) 321-3490  
Facsimile: (415) 321-3496

The name, address and contact number of the holder of Section 214 authority is:

James Grabowski, Managing Member  
IBFA Acquisition Company, LLC  
1850 Howard Street, Unit C  
Elk Grove Village, IL 60007  
Telephone: (847) 685-8600  
Facsimile: (847) 685-8687

- (b) IBFA is a Michigan limited liability company  
TAI is a Delaware corporation
- (c) Correspondence concerning this Application should be addressed to:

Patrick D. Crocker  
Early, Lennon, Crocker & Bartosiewicz, P.L.C.  
900 Comerica Building  
Kalamazoo, MI 49007  
Telephone: (269) 381-8844  
Facsimile: (269) 381-8822  
E-mail: [pcrocker@earlylennon.com](mailto:pcrocker@earlylennon.com)

With a copy to:

Maria A. Yuen, Esq.  
Law Office of Holden W. Stein  
One Embarcadero Center, Suite 1200  
San Francisco, CA 94111  
Telephone: (415) 732-3741  
Facsimile: (415) 520-0100  
E-mail: [myuen@holdenstein.com](mailto:myuen@holdenstein.com)

- (d) IBFA was granted authority in File No. ITC-214-20050425-00157.

Responses (e) through (g) are not applicable to this Application.

- (h) The following are the names, addresses, citizenship, and principal businesses of any person or entity that will directly or indirectly own at least ten percent of the equity of the applicants. There will be no interlocking directorates with any foreign carrier.

**IBFA Acquisition Company, LLC**

Name: Telava Acquisitions, Inc.  
Address: 353 Sacramento Street, Suite 1500  
San Francisco, CA 94111  
Citizenship: U.S.  
Principal Business: Telecom holding company  
Percent Ownership: 100%

No other person or entity, either directly or indirectly, owns ten percent or more of the equity of IBFA.

**Telava Acquisitions, Inc.**

The following entity directly owns ten percent or more of the equity of Telava Acquisitions, Inc.

Name: Telava Networks, Inc.  
Address: 353 Sacramento Street, Suite 1500  
San Francisco, CA 94111  
Citizenship: U.S.  
Principal Business: Telecom company  
Percent Ownership: 100%

No other person or entity, either directly or indirectly, owns ten percent or more of the equity of TAI.

The following individual or entity directly owns ten percent or more of the equity of Telava Networks, Inc.

Name: Carlington HK Limited  
Address: Mr. Lam Kam Hung  
16 Ice House Street  
Suite 1408  
Central, Hong Kong  
Citizenship: China  
Principal Business: Investment banking and trading  
Percent Ownership: 44.6%

No other person or entity, either directly or indirectly, owns ten percent or more of the equity of Telava Networks, Inc.

The following individual or entity directly owns ten percent or more of the equity of Carlington HK Limited

Name: Mr. Lam Kam Hung  
Address: 16 Ice House Street  
Suite 1408  
Central, Hong Kong  
Citizenship: China  
Principal Business: Investment banking and trading  
Percent Ownership: 100%

No other person or entity, either directly or indirectly, owns ten percent or more of the equity of the Applicants

- (i) Applicants certify that they are not, and following the proposed transaction will not be, affiliated with any foreign carrier within the meaning of Section 63.09(d) and (e).
- (j) The Applicants certify that they do not seek authority to provide service to any country described in paragraphs (1) through (4) of Section 63.18(j).
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) Applicants certify 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) Applicants certify that no party to the Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) This International Section 214 Application qualifies for streamlined processing pursuant to Section 63.12 because the applicants are not affiliated with any foreign carriers; are not affiliated with any dominant U.S. carriers whose international switched or private line services the applicant seeks authority to resell; and do 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. This Application therefore should be granted, pursuant to Section 63.12(a), fourteen days after the date of public notices listing this Application as accepted for filing.

## **II. ADDITIONAL INFORMATION REQUIRED BY § 63.04**

This Application seeks Commission consent to transfer control of IBFA, which hold authority to provide domestic and international services pursuant to Section 214 of the Act. Pursuant to Section 63.04(b) of the Commission's rules, the parties submit the following information in support of this Application in response to items 6 through 12 of Section 63.04(a):

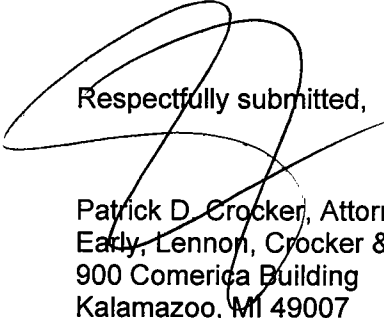
- 6) As set forth above, this Application seeks Commission consent to transfer control of IBFA to TAI. As a result of the transfer, IBFA will operate and provide service pursuant to the authority of IBFA, the transfer of control of which is being sought through this Application.
- 7) IBFA provides local, long distance, toll-free, UNE services. IBFA provides interstate interexchange services in 41 states. TAI is a holding company and does not provide telecommunications services.
- 8) This Application qualifies for streamlined processing under Section 63.03(b)(2)(I) because the transferee will have a market share in the interstate interexchange market of less than 10 percent, the transferee 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 proposed transaction, and no party to this Application is dominant with respect to any service.
- 9) The parties will file a slamming certification letter with the Commission, if necessary.
- 10) Only standard streamlined processing of this domestic Section 214 transfer of control application is sought pursuant to Section 63.03
- 11) No wavier requests are being filed in conjunction with the transaction.

- 12) As discussed above, grant of this Application will strengthen IBFA as the post-transaction company will become a competitor in the marketplace for interstate and international telecommunications services. The customer of IBFA will benefit from TAI's resources and assets, which will help ensure continuity of service and enhance the ability of IBFA to offer a broader range of innovative products and services to customers. Grant of this Application will promote competition in the domestic interexchange and international telecommunications markets and will serve the public interest.

### III. CONCLUSION

Based on the foregoing, Applicants respectfully request that the Commission consent to the transfer of control of IBFA to TAI.

Respectfully submitted,



Patrick D. Crocker, Attorney  
Early, Lennon, Crocker & Bartosiewicz, P.L.C.  
900 Comerica Building  
Kalamazoo, MI 49007

**VERIFICATION**

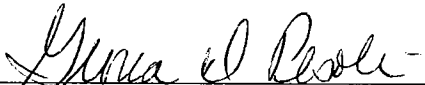
I, James Grabowski, Managing Member of IBFA ACQUISITION COMPANY, LLC, am authorized to make this verification on its behalf. I do hereby verify that I have read the foregoing Application and the statements made therein are true, correct, and complete to the best of my knowledge, information, and belief.

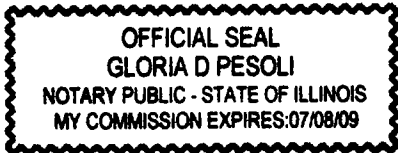
Executed on the 16 day of Jan 2008.

IBFA ACQUISITION COMPANY, LLC

  
\_\_\_\_\_  
James Grabowski

Subscribed and sworn before me this 16<sup>th</sup> day of JAN 2008.

  
\_\_\_\_\_  
Notary Public



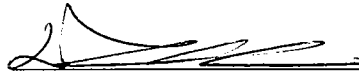


**VERIFICATION**

I, Chris Chen, Vice President of TELAVA ACQUISITIONS, INC., am authorized to make this verification on its behalf. I do hereby verify that I have read the foregoing Application and the statements made therein are true, correct, and complete to the best of my knowledge, information, and belief.


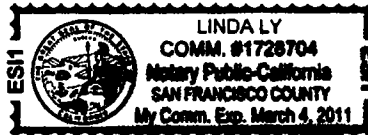
Executed on the 16<sup>th</sup> day of Jan 2008.

TELAVA ACQUISITIONS, INC.



Chris Chen

Subscribed and sworn before me this 16<sup>th</sup> day of January 2008.

  
Notary Public

State of California  
County of San Francisco

Subscribed and sworn to (or affirmed) before me on this 16<sup>th</sup> day of January, 2008 by Chris Chen aka Wuuhwei Chen, proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.