

**Before the
Federal Communications Commission
Washington, D.C. 20554**

In the Matter of)	
)	
The Billing Resource f/k/a Integretel, Incorporated,)	
Transferor)	
and Inmate Calling Solutions, LLC)	File No. ITC-T/C-_____
)	
and)	
)	WCB Docket No. _____
Michael R. Smith & Group, LLC, Transferee)	
)	
Consolidated Application for Authorization)	
to Transfer Control of Inmate Calling Solutions, LLC)	
Pursuant to Section 214 of the)	
Communications Act of 1934)	

To: International Bureau
Wireline Competition Bureau

**CONSOLIDATED APPLICATION FOR AUTHORIZATION TO TRANSFER CONTROL OF
INMATE CALLING SOLUTIONS, LLC**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), and Sections 63.03, 63.04 and 63.24 of the Commission’s Rules, The Billing Resource f/k/a Integretel, Incorporated (“TBR” or “Transferor”) along with Michael R. Smith & Group, LLC (“Smith” or “Transferee”) (together "Applicants"), hereby seek authority to transfer control of Inmate Calling Solutions, LLC d/b/a ICSolutions (“ICS” or “Licensee”) to Smith.

In Section IV of this application, the Applicants provide the information required by Sections 63.18 and 63.24 of the Commission’s Rules for transfer of control. As specified by Section 63.04(b) of the Commission’s Rules, the additional information required for the transfer of the domestic authorizations is provided in Section V.

Applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission’s Rules. As will be shown below, both the domestic and international components of this application qualify for streamlined processing.

I. DESCRIPTION OF THE APPLICANTS

A. Transferor (The Billing Resource f/k/a Integretel, Incorporated)

The Billing Resource is a California-based billing clearinghouse established in 1988 and serving providers who outsource their billing support functions. TBR's service offerings include billing through local exchange carriers, direct branded invoicing, major credit card clearing and direct account debit as well as complementary services such as customer care, validation and fraud control, pre-pay account management and internet reporting.

In September 2007, TBR voluntarily filed for protection under Chapter 11 of the U.S. bankruptcy laws (N.D. California, San Jose Division; Case No. 07-52890). As part of its plan of reorganization, TBR is pursuing a sale of substantially all of its assets including its operating subsidiaries. On September 4, 2008, the bankruptcy court approved the sale of ICS to Buyer subject to all required regulatory approvals.

B. Transferee (Michael R. Smith & Group, LLC)

Michael R. Smith and Group, LLC is a Texas Limited Liability Corporation formed in May 2008 for the purpose of acquiring ICS. Michael Smith is the managing director and sole officer. Mr. Smith has twenty-eight years in telecommunications and billing clearinghouse experience. He was founder and CEO of Operator Service Company ("OSC"), a nationwide operator services provider. After the acquisition of OSC by Billing Concepts, Inc., a billing clearinghouse, he was promoted to president of the merged firm. In 2000, Billing Concepts was sold to Platinum Equity, Inc. and he was named the senior Platinum executive managing Billing Concepts and three other Platinum subsidiaries. In 2004, Billing Concepts was sold and Mr. Smith left Platinum Equity and founded Merchant Clearing House, also a billing clearing house. Mr. Smith is also a shareholder in Value-Added Communications, Inc., a major inmate service provider. He is actively involved in an advisory capacity to the CEO and others at Value-Added with regulatory and billing process issues concerning the operations of the company. Mr. Smith is also member of the Advisory Council to the Board of Directors for VAC Holding, Inc., the parent of Value-Added Communications, Inc.

C. Licensee (Inmate Calling Solutions, LLC d/b/a ICSolutions)

Inmate Calling Solutions, LLC is a California Limited Liability Company headquartered in San Jose, California. ICS has been providing inmate calling services since 2003, and currently serves approximately 115 correctional facilities in thirty-four states. ICS' mission is to focus on advanced technology and proven resources into transforming the inmate calling arena. Its dedication to ongoing technology advances, market-specific solutions, and unsurpassed customer service has earned ICS a reputation as an emerging industry leader.

II. DESCRIPTION OF THE TRANSACTION

On August 28, 2008 (Order entered by Court on September 4, 2008), Buyer and Seller executed and entered into a purchase agreement whereby Buyer proposes to purchase all of Seller's ownership interests in ICS in return for a cash payment and release of certain trade payables. When the Transfer is consummated, ICS will be majority-owned and controlled by Buyer with no change in day-to-day management contemplated. The transaction is expected to be completed late fourth quarter 2008.

III. PUBLIC INTEREST STATEMENT

The transfer of control to Smith will serve the public interest. Smith's experience and success in operator services, inmate calling services and related industries make the company particularly well-qualified to acquire ownership of ICS. The sale of ICS to Smith has been approved by the court. The Transfer will be transparent to the users of ICS' services and will not have an adverse effect on them. There will be no change to services, rates, terms or conditions of service. ICS will continue its mission to develop and offer innovative solutions responding to the demands of the corrections market, serving the needs of inmates and their families as well as facility management personnel.

IV. ADDITIONAL INFORMATION REQUIRED BY SECTIONS § 63.18 AND 63.24 OF THE COMMISSION'S RULES

In accordance with Sections 63.18 and 63.24(e) of the Commission's Rules, the Applicants submit the following information in support of this application:

Information Provided for Transferor and Transferee

(a) Name, address and telephone number:

Transferor:

The Billing Resource
5883 Rue Ferrari
San Jose, CA 95138
Telephone: 408-362-4177

Transferee:

Michael R. Smith, Managing Director
14100 San Pedro, Suite 750
San Antonio, TX 78232
Telephone: 210-495-0404

(b) Corporate Organization:

Transferor: TBR is a corporation incorporated under the laws of California.

Transferee: Smith is a limited liability corporation organized under the laws of Texas.

Licensee: ICS is a limited liability corporation organized under the laws of California.

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

Transferor & Licensee:

Kenneth Dawson, President
The Billing Resource & Inmate Calling Solutions, LLC
5883 Rue Ferrari
San Jose, CA 95138
Telephone: 408-362-4177
Facsimile: 408-362-2798
E-mail: kdawson@icsolutions.com

Transferee:

Michael R. Smith, Managing Director
Michael R. Smith & Group, LLC
14100 San Pedro, Suite 750
San Antonio, TX 78232
Telephone: 210-495-0404
Facsimile: 214-495-0405
E-mail: Mike@mchmail.com

With a copy to:

Robin Norton, Consultant
Technologies Management, Inc.
2600 Maitland Center Parkway, Suite 300
Maitland, Florida 32751
Telephone: (407) 740-3004
Facsimile: (407) 740-0613
E-mail: rnorton@tminc.com

(d) International Section 214 Authorizations:

Transferor does not have international Section 214 authority.

Transferee does not have international 214 authority.

Licensee: ICS has international Section 214 global resale authority pursuant to FCC rules (ITC-214-20030312-00128).

Information Provided for Transferee

(h) Ten Percent or Greater Interest Holders:

Michael R. Smith and Group, LLC is a Texas Limited Liability Corporation formed in May 2008 for the purpose of acquiring ICS. Michael Smith, a United States citizen, is sole shareholder and may be reached at the location identified in (c) above. No other person or entity owns a ten percent (10%) or greater direct or indirect ownership in Smith. No officer or director of Smith is also an officer or director of any foreign carrier.

(i) Foreign Carrier Affiliation:

Smith certifies that it is not affiliated with any foreign carrier.

(j) Foreign Carrier and Destination Countries:

Smith certifies that it does not seek to provide international telecommunications service to any destination where: (1) Smith is a foreign carrier in that country; (2) Smith controls a foreign carrier in that country; (3) any entity that owns more than a 25% interest in Smith, or controls Smith, controls a foreign carrier in that country; or (4) two or more parties own, in the aggregate, more than 25% of Smith and are parties to, or the beneficiaries of, a contractual relationship that affects the provision or marketing of international basic telecommunications services in the United States.

(k) Showing of WTO Membership for Destination Countries:

Not applicable; Smith is not affiliated or otherwise related to any foreign carrier on any international route for which Smith provides service.

(l), (m) Showing of Non-Dominance/Regulatory Classifications:

Not applicable; Smith is not affiliated or otherwise related to any foreign carrier on any international route which Smith provides service.

(n) Concessions:

Smith certifies that it has not agreed and will not agree in the future to accept any direct or indirect special concessions from a foreign carrier or administration with regards to traffic or revenue flows between the United States and any foreign countries the company is authorized to serve.

(o) Federal Benefits:

Smith certifies pursuant to Sections 1.2001 through 1.2003 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. *See* 21 U.S.C. § 862.

(p) Streamlined Processing:

This application is entitled to streamlined processing pursuant to Section 63.12 of the Commission's Rules because the information provided herein clearly demonstrates: (1) Smith is not affiliated with a foreign carrier on any route for which authority is sought; (2) Smith is not affiliated with any dominant U.S. carrier whose international switched or private lines services it seeks to resell; and (3) Smith is not requesting authority to provide switched service over private lines to countries not previously authorized for service by the Commission.

V. ADDITIONAL INFORMATION REQUIRED BY SECTION § 63.04 OF THE COMMISSION'S RULES

Pursuant to Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04(b), the Applicants submit the following additional information in support of their application to transfer control under Section 214 of the Act, as attached hereto as Exhibit A.

VI. CONCLUSION

For these reasons, the grant of this Application is consistent with the public interest and Applicants respectfully request that the Commission grant this Application as expeditiously as possible through its streamlined procedures.

Respectfully submitted,

Robin Norton, Consultant
Technologies Management, Inc.
2600 Maitland Center Parkway, Suite 300
Maitland, FL 32751
Phone: 407-740-3004
E-mail: rnorton@tminc.com

Dated: September __, 2008

VERIFICATION

I, Kenneth Dawson, hereby declare under penalty of perjury, that I am President of Inmate Calling Solutions, LLC d/b/a ICSolutions (AICS@); that I am authorized to make this verification on behalf of ICS; that I have read the foregoing Application; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.

Kenneth Dawson, President
Inmate Calling Solutions, LLC d/b/a ICSolutions

Sworn to and subscribed before me this _____ day of _____, 2008.

Notary Public

My Commission expires:

VERIFICATION

I, Michael R. Smith, hereby declare under penalty of perjury, that I am Managing Director of Michael R. Smith & Group, LLC (“Smith”); that I am authorized to make this verification on Smith’s behalf; that I have read the foregoing Application; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.

Michael R. Smith, Managing Director
Michael R. Smith & Group, LLC

Sworn to and subscribed before me this _____ day of _____, 2008.

Notary Public

My Commission expires:

EXHIBIT A

INFORMATION REQUIRED BY RULE 63.04

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

The proposed transaction is described in Section II of the Application.

63.04(a)(7): Description of Geographic Service Areas

Transferor is a billing clearing house.

Transferee is not a telecommunications provider.

Licensee is an inmate service provider certificated, registered or otherwise authorized to provide service in all states except Alaska, Connecticut, Delaware, Hawaii, Nebraska, South Carolina and Vermont. Licensee currently provides inmate calling services in Alabama, Arizona, California, Colorado, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Nevada, New Hampshire, New Mexico, New York, Ohio, Oklahoma, Oregon, South Dakota, Tennessee, Texas, Utah, Virginia, Washington, Wisconsin, and Wyoming.

63.04(a)(8): Eligibility for Streamlined Processing

Applicants submit that the proposed transaction would result in Smith's market share in the inmate calling services market to be substantially less than ten percent. ICS provides competitive telecommunications services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to this transaction. No applicant is dominant with respect to any service. Therefore, this Application presumptively qualifies for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's rules.

63.04(a)(9): Other Related Applications

None.

63.04(a)(10): Statement of Imminent Business Failure

No party requests any special consideration as no party to the transaction is facing imminent business failure.

63.04(a)(11): Separately Filed Waiver Requests

None.

63.04(a)(12): Public Interest Statement

The public interest statement is provided in Section III of the Application.