

GOODIN,
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March 29, 2010

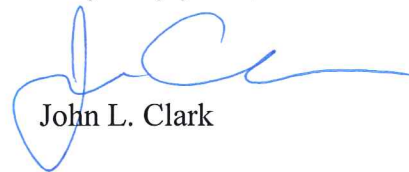
Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
Office of the Secretary
9300 East Hampton Drive
Capitol Heights, MD 20743

Attn: David Krech (International Bureau)

Re: ITC-T/C-20100309-00095

Telenational Communications, Inc., FRN 0005044672, (the Transferor) and John Jenkins, FRN 0019580976, (the Transferee) submit the attached supplement to their joint application in this file.

Very truly yours,



John L. Clark

3390/003/X117805.v1

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

_____)
In the Matter)
)
Telenational Communications, Inc.)
)
Transferor) ITC-T/C-20100309-00095
and)
)
John Jenkins, an individual, Transferee)
)
Joint Application for Grant of Authority Pursuant)
to Section 214 of the Communications Act of 1934,)
as amended, and Sections 63.04 and 63.24 of the)
Commission’s Rules for a Transfer Control of)
Telenational Communications, Inc. to John)
Jenkins, an individual.)

SUPPLEMENT TO JOINT APPLICATION

Telenational Communications, Inc., FRN 0005044672, (“Telenational” or “Transferor”) and John Jenkins, an individual, FRN 0019580976, (“Jenkins” or “Transferee”), collectively “Joint Applicants,” respectfully submit this supplement to their Joint Application to:

- (1) Revise ownership information to reflect pro forma changes that have taken place since the original date of the application; and
- (2) Provide clarification regarding carrier affiliations of Transferor and Transferee.

I. REVISED OWNERSHIP INFORMATION

Following the original date of the Joint Application, which was February 16, 2010, the relative ownership interests in Rapid Link, Inc. (“Rapid Link”), which held 100% direct ownership of the Transferee (Telenational), changed as the result of the exercise of conversion or

similar rights by Rapid Link shareholders. Most importantly, the ownership interest of John A. Jenkins was decreased from a 26% interest to a 15% interest; and the interest of Chris Canfield, who held an attributable 18% interest in RapidLink (through his 70%-owned subsidiary, Apex Acquisitions, Inc. [“Apex”])¹, was increased to 29% (through Apex).

Subsequently, all of the shares of stock in Telenational were transferred to a new corporation named RP LIQ CO, Inc. (“RP LIQ”). RP LIQ’s ownership structure is substantially the same as that of Rapid Link immediately prior to the transfer: Mr. Jenkins holds a 30% ownership interest; Mr. Canfield (through Apex) holds an attributable 40% ownership interest; and Michael Prachar (through his 30% interest in Apex) holds an attributable 12% interest.

Further, it should be noted that Mr. Jenkins, whose fully-diluted interest in Rapid Link (i.e., the interest that would have been held by him assuming the exercise of all options and conversion rights) exceeded 80% immediately prior to the restructuring, now holds an interest in RP LIQ that exceeds 80%, on a fully-diluted basis.

These transactions did not result in any change in the board of directors of Telenational or the number of shares required to elect board members (which is a majority), and there are no agreements or other arrangements through which any person or group of persons has acquired ultimate control or negative control (i.e., veto power) over Telenational.

Below is a statement of the current ownership structure in simplified form:

¹ The intermediate ownership interest held by Apex was inadvertently omitted from the Joint Application. Instead, only the ultimate interest attributable to Chris Canfield was shown.

The following persons own or control a 10% or greater direct equity or voting interest in

RP LIQ:

Name and Address	Citizenship	Principal Business	Percentage Ownership/Controlling Interest
RP LIQ CO, Inc., a Delaware corporation, 16767 Bollinger Drive Pacific Palisades, CA 90272	United States	Telecom Investment	100%

The following persons own or control a 10% or greater direct equity or voting interest in

RP LIQ:

Name and Address	Citizenship	Principal Business	Percentage Ownership/Controlling Interest
John A. Jenkins, an individual, 16767 Bollinger Drive Pacific Palisades, CA 90272	United States	Telecom Management	30%
Apex Acquisitions, Inc., a Delaware corporation, 52 Marks Lane P.O. Box 8658 Breckenridge, CO 80424.	United States	Telecom Investment	40%
Robert Esenten, an individual 5567 Reseda Blvd., Suite 330 Tarzana, CA 91356	United States	Attorney	12%

No other individual or entity owns or controls a 10% or greater direct equity or voting interest in

RP LIQ.

The following persons own or control a 10% or greater direct equity or voting interest in Apex Acquisitions, Inc.:

Name and Address	Citizenship	Principal Business	Percentage Ownership/Controlling Interest
Chris Canfield, an individual, 52 Marks Lane P.O. Box 8658 Breckenridge, CO 80424.	United States	Telecom Management	70%
Michael Prachar, an individual, 5408 N. 99th Street Omaha, NE 68134	United States	Telecom Management	30%

Thus, under the Commission's rules for determining ownership interests, Mr. Canfield's attributable ownership interest in RP LIQ is 40%, and Mr. Prachar's attributable ownership interest in RP LIQ is 12% (30% x 40%).

This restructuring does not affect the authorization sought by the Joint Application; however, rather than propose to hold his interests through the corporation identified as New Rapid Link, Inc., Mr. Jenkins would hold his interests through RP LIQ. Thus, following consummation of the transaction for which authority is sought herein, RP LIQ would continue to hold a direct 100% ownership interest in Telenational, and Mr. Jenkins would hold a direct 100% ownership interest in RP LIQ.

Attached hereto are organization charts showing the ownership structures before the pro forma change in control, following the pro forma change in control, and as proposed.

II. AFFILIATIONS

RP LIQ does not, directly or indirectly, hold any interest in any telecommunications carrier other than Telenational. Telenational does not, directly or indirectly, hold any interest in any telecommunications carrier. Mr. Jenkins continues to hold a 3% ownership interest in Rapid Link and holds a 100% ownership interest in One Ring Networks, Inc. ("One Ring"). One Ring,

formerly a subsidiary of Rapid Link, holds various common carrier microwave and other radio licenses, but provides no wireline telecommunications services. Prior to the spin-off of Telenational and One Ring, Rapid Link provided telecommunications and related services through those two operating subsidiaries, which operated largely on a consolidated basis. Such services included wholesale and retail international and domestic long distance telephone service, prepaid calling platforms, broadband internet access and data services, local exchange services, or IP-based voice services to customers in 47 states, including the District of Columbia (not all services were provided in every state). States in which the companies have no telecommunications service customers include Tennessee, Maine, Hawaii, and Alaska. Those same services are now being provided by Telenational and One Ring Networks, Inc.; however, these two companies are no longer operating on a consolidated basis. Rapid Link has reported in filings with the U.S. Securities and Exchange Commission that it currently provides, through its wholly-owned subsidiary, prepaid telecommunication and transaction based point of sale activation solutions through approximately 1,000 independent retailers in the Eastern United States and that it markets prepaid cellular telephones.

CONCLUSION

Joint Applicants submit that the changes in the Joint Application set forth in this amendment are minor in nature and request that the Commission accept this amendment, issue public notice of the Joint Application as so amended, and approve the transfer of control as requested therein under the Commission's streamlined procedures.

Respectfully submitted this 29th day of March 2010.

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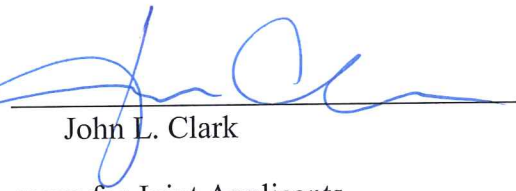
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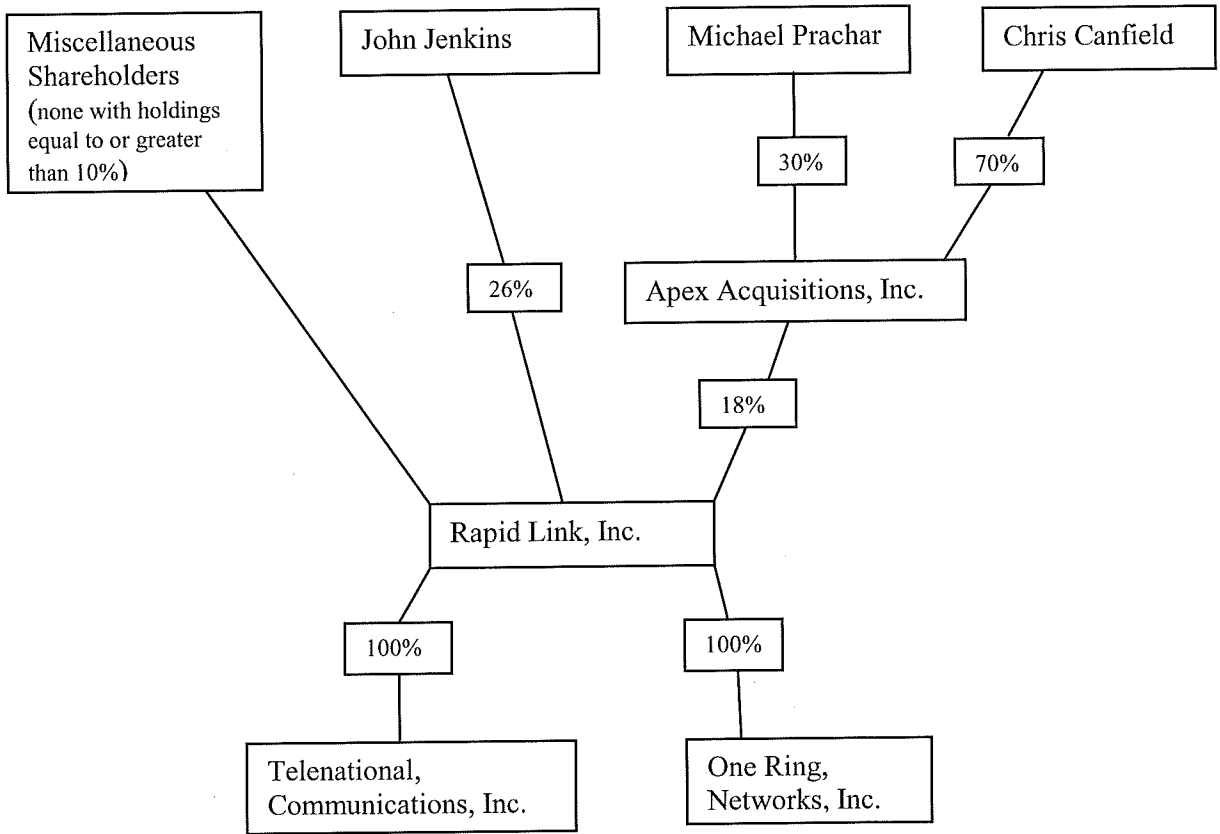
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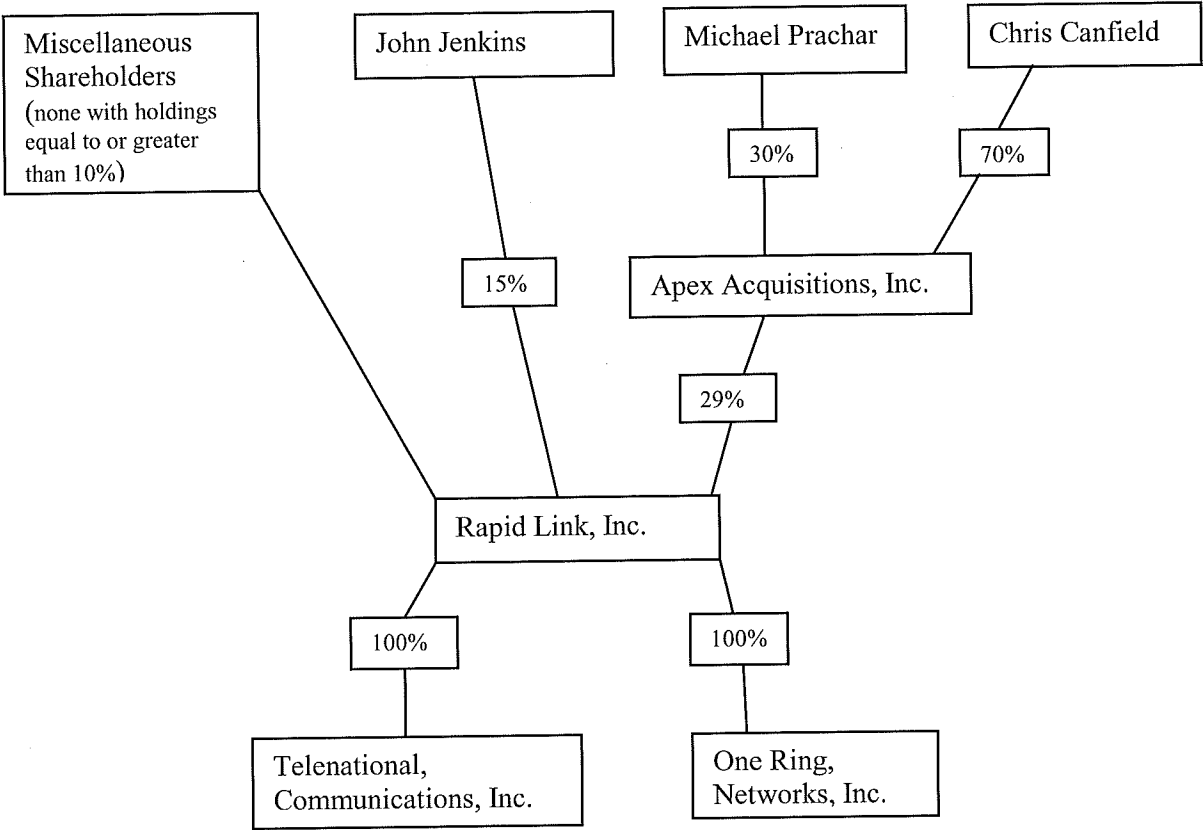
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Attorneys for Joint Applicants

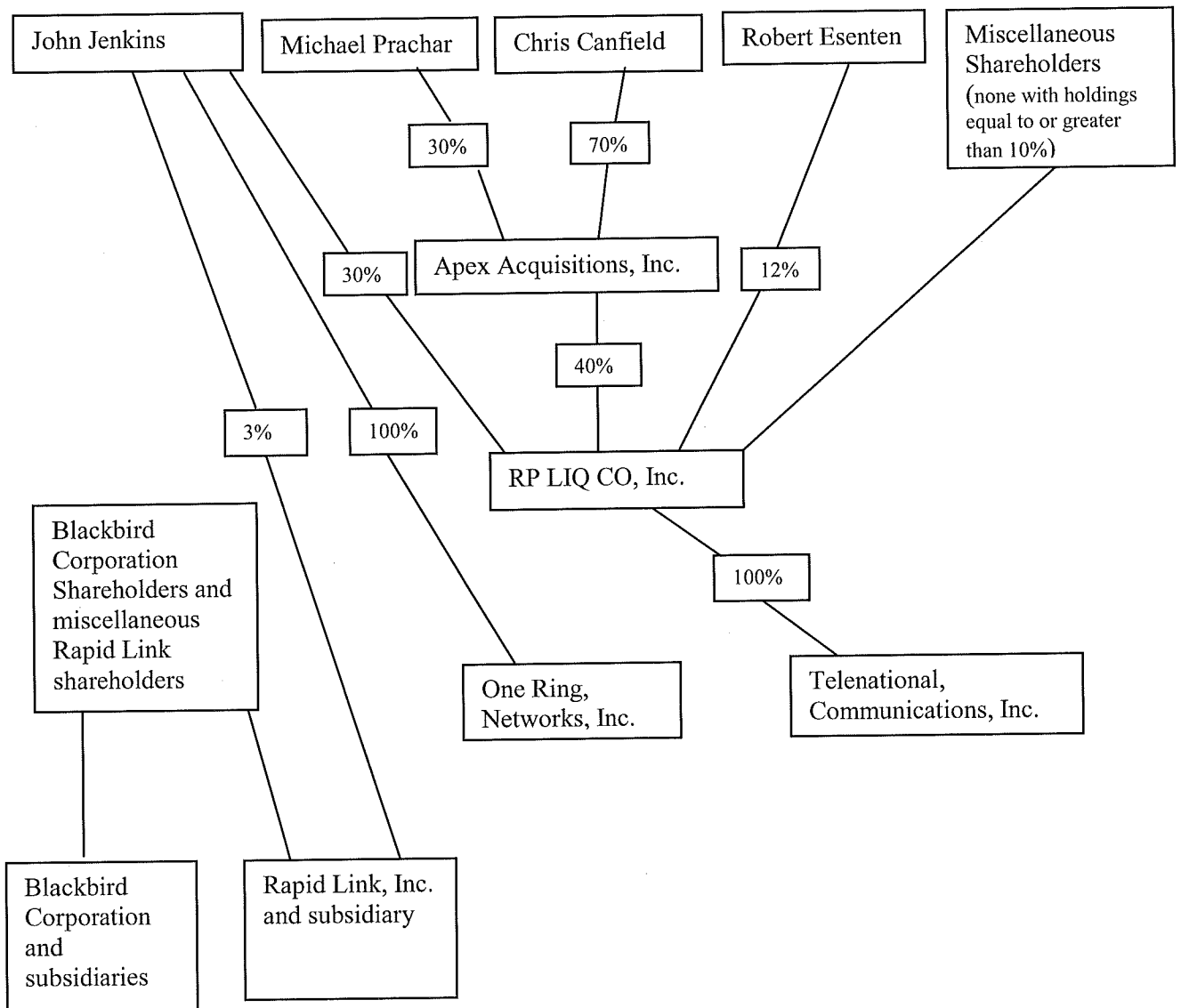
Original Structure



Structure Immediately Prior to Pro Forma Change in Control



Structure Following Pro Forma Change in Control



Proposed Structure

