

**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)	WC Docket No. 10-_____
Section 214 of the Communications Act)	
of 1934)	

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 63.04, 63.18 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.04, 63.18 & 63.24, respectfully request that the Commission grant such authority as may be necessary or required for Applicant to achieve the ownership structure described in this Application. As set forth in greater detail below, Applicant proposes to consummate a transaction whereby Ms. Brenda Alexander will become the largest ultimate shareholder of Liberty-Bell, LLC (“Liberty-Bell”), the immediate and ultimate corporate parent of Liberty-Bell Telecom. Liberty-Bell Telecom is a new entrant competitive local exchange reseller that provides service primarily in Colorado. Liberty-Bell Telecom holds international global resale authority and blanket authority to provide domestic services in the United States.

Liberty-Bell Telecom emphasizes that Ms. Alexander’s indirect ownership of Liberty-Bell Telecom will be completely transparent to customers. Furthermore, immediately following the completion of that transfer of control, Liberty-Bell Telecom will continue to provide service to its existing customers under the same rates, terms and conditions as those services are

currently being provided. Through this Application, Applicant does not seek authority to discontinue or change the service offerings of any of Liberty-Bell Telecom's customers. The change in ownership described herein will be transparent to customers and will not involve any changes to the management or day-to-day operations of Applicant. Applicant respectfully requests that the Commission grant any approvals required in connection with the information provided herein. Illustrative charts depicting the current and proposed ownership structure of Liberty-Bell Telecom are provided in Exhibit A.

Applicant respectfully requests that the Commission approve this Application expeditiously.

B. Request for Streamlined Processing.

Applicant respectfully submits that this Application qualifies for presumptive streamlined treatment. Specifically, immediately following the transaction, Applicant and its affiliates (as defined in Section 3(1) of the Communications Act – “Affiliates”): (a) will retain a market share in the interstate, interexchange market of substantially less than ten percent (10%); (b) will continue to provide competitive telephone exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not party to the transaction; and (c) will continue to be non-dominant with respect to any and all services. 47 C.F.R. § 63.03(b)(2)(i).

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 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), apply.

C. Statement of Public Interest.

Prompt Commission approval of this Application is consistent with the public interest. Specifically, the proposed-ownership structure will not cause any customer confusion and will not result in any customer discontinuance of service or changes to Applicant's management or day-to-day operations. At the same time, grant of the approval requested herein will permit Applicant to achieve its desired ownership structure. In sum, grant of the requested authority will ensure that Liberty-Bell Telecom can continue to provide high-quality telecommunications services which should invigorate competition and thereby benefit consumers of those telecommunications services.

D. Description of the Applicant.

Liberty-Bell is a limited liability company organized and existing under the laws of the State of Colorado with principal place of business located at 2460 West 26th Avenue, #380-C, Denver, Colorado 80211. Liberty-Bell is the holding company for Liberty-Bell Telecom. Liberty-Bell currently has no operations and therefore has no employees or customers.

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 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 each Applicant:

Liberty-Bell:

Liberty-Bell, LLC (FRN # 0019781053)
2460 West 26th Avenue, #380-C
Denver, Colorado 80211
Telephone: 303-831-1977

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 Organizations:**

Liberty-Bell:

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

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-214-20080219-00066.¹ Liberty-Bell Telecom also holds blanket domestic interstate Section 214 authority.
- (e) Applicant seeks authority to transfer the interests ultimately held by Nigel Alexander to Brenda Alexander and any other relief required to permit Applicant to achieve the ownership structure described herein. Liberty-Bell Telecom 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.

¹ Liberty-Bell Telecom initiated limited domestic operations in 2004. Although the company provided limited international services, the company did not become immediately aware of the need to obtain International Section 214 authority and did not obtain that authority until 2008. Recently, the company also discovered that International Section 214 companion applications were not filed in conjunction with the transactions approved by the Commission in WC Docket Nos. 08-195 & 09-155. Liberty-Bell Telecom emphasizes that those omissions were inadvertent and that its provision of service to international points was and remains highly limited, comprising less than one percent of the Company's revenues.

(h) Ownership information for Liberty-Bell Telecom is provided below.

Current Ownership Information of Liberty-Bell Telecom²

(1) The following entity owns or controls ten percent (10%) or more of **Liberty-Bell Telecom, LLC**:

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

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

Name:	Nigel Alexander 2460 West 26th Avenue, #380-C Denver, Colorado 80211
Citizenship:	United Kingdom ³
Equity/Voting Interest:	48%
Principal Business:	Individual

² In conjunction with a detailed review of its records, Applicant has identified that, in certain instances, filings historically made with the Commission contained partially inaccurate descriptions of Applicant's ownership. Specifically, Liberty-Bell (then known as Multi-Link Telecom, LLC, "MLT") acquired Liberty-Bell Telecom on September 13, 2006. Due in part to the limited nature of Liberty-Bell Telecom's operations at that time and because MLT provided no regulated service, the parties to that transaction inadvertently did not seek FCC approval. In June, 2008, Nigel Alexander sought to assign his interest in Liberty-Bell to his spouse, Brenda Alexander and, as a result, subsequent documents filed with the Commission (including in WC Docket Nos. 08-195 & 09-155) reflect that Ms. Alexander held a controlling interest in Liberty-Bell. Liberty-Bell recently discovered that the documents necessary to complete the assignment to Ms. Alexander were not validly executed – so that ownership of Liberty-Bell inadvertently remained with Mr. Alexander. Applicant files this application to complete that transfer now. Mr. Alexander's interest in Liberty-Bell has been reduced over time. Recently, Liberty-Bell issued certain small ownership interests that reduced that interest from 52% to 48%. Finally, Liberty-Bell Telecom's initial international Section 214 Application (filed in IB File No. ITC-214-20080219-00066) erroneously listed Mr. Jay Weber (the company employee in charge of regulatory issues) as its owner. Applicant respectfully requests that the Commission grant any approval required to effect the proposed ownership, such approval *nunc pro tunc*.

³ 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.

Name: Thomas G. Martino
2460 West 26th Avenue, #380-C
Denver, Colorado 80211
Citizenship: U.S.
Equity/Voting Interest: 11%
Principal Business: Individual

Other than the foregoing, no entity owns or controls a ten percent (10%) or greater direct or indirect interest in Liberty-Bell Telecom.

Post-Closing Ownership Information

Applicant emphasizes that following the completion of the Transaction, all of the 10% or greater ultimate owners of Liberty-Bell Telecom will be U.S. citizens as set forth below.

- (1) The following entity owns or controls ten percent (10%) or more of **Liberty-Bell Telecom, LLC**:

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

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

Name: Brenda Alexander
2460 West 26th Avenue, #380-C
Denver, Colorado 80211
Citizenship: U.S.
Equity/Voting Interest: 48%
Principal Business: Individual

Name: Thomas G. Martino
2460 West 26th Avenue, #380-C
Denver, Colorado 80211
Citizenship: U.S.
Equity/Voting Interest: 11%
Principal Business: Individual

No other entity will directly or indirectly own or control 10% or more of Liberty-Bell Telecom.

Applicant currently has no interlocking directorates with foreign carriers.

- (i) Applicant is not affiliated with any foreign carriers. Applicant will not become affiliated with any foreign carriers through the proposed transaction.
- (j) Applicant certifies that following the proposed transaction, Liberty-Bell Telecom will not be affiliated with any foreign carriers. Applicant certifies that it does not seek to provide international telecommunications services to any destination country where:
 - (1) Applicant is 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
 - (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 or international basic telecommunications services in the United States.
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) Applicant certifies that it has 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 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.

F. Other Information Required by Section 63.04(a).

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicant submits the following information in support of its request for domestic Section 214 approval in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

- (a)(6)** A description of the proposed ownership structure is set forth above.
- (a)(7)** Liberty-Bell Telecom provides local and long distance services to customers in Colorado, with limited operations in New Mexico and Utah. Applicant is not dominant with respect to any service.
- (a)(8)** Applicant and its affiliates (as defined in Section 3(1) of the Communications Act – “Affiliates”): (a) will retain a market share in the interstate, interexchange market of substantially less than ten percent (10%); (b) will continue to provide competitive telephone exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not party to the transaction; and (c) will continue to be non-dominant with respect to any and all services. 47 C.F.R. § 63.03(b)(2)(i).
- (a)(9)** Through this Application, Applicant seeks authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). No other applications are being filed with the Commission with respect to the matters set forth herein.
- (a)(10)** Applicant respectfully requests that the Commission approve this Application expeditiously in order to provide Applicant authority to consummate the transactions described herein.
- (a)(11)** Not applicable.
- (a)(12)** A statement showing how grant of this Application will serve the public interest, convenience and necessity is provided above.

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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 request that the Commission consider and approve this Application under streamlined processes and grant such other relief or authority as may be necessary to permit Applicant to achieve the ownership structure described herein.

Respectfully submitted,



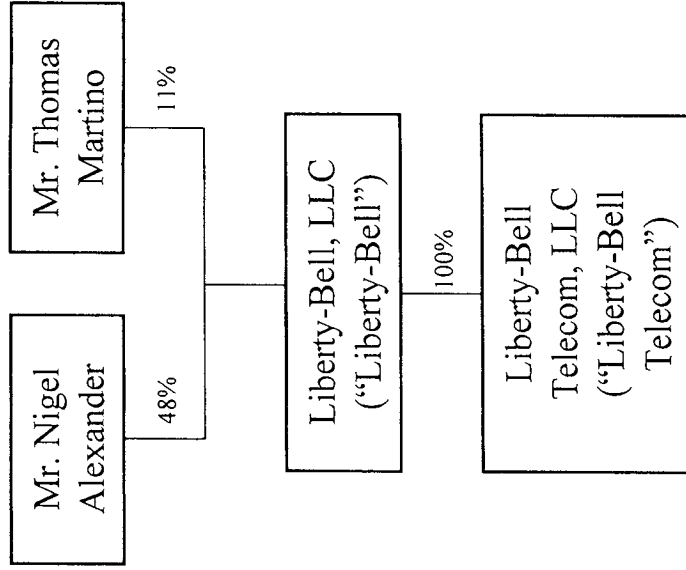
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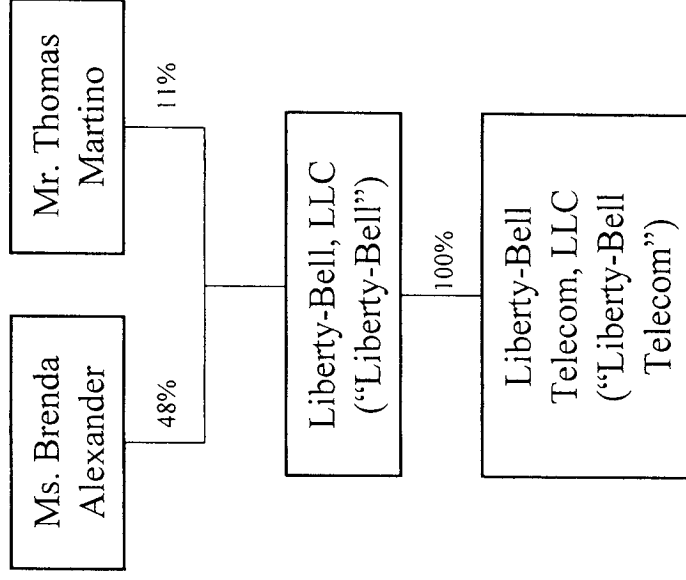
Dated: April 26, 2010

Illustrative Chart

Current Ownership



Proposed Ownership



STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

VERIFICATION


I, Nigel Alexander, state that I am the Manager of Liberty-Bell, LLC; that I am authorized to make this Verification on behalf of Liberty-Bell, 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.



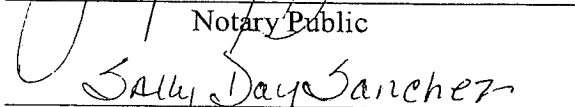
Nigel Alexander
Manager
Liberty-Bell, LLC

Sworn and subscribed before me this 26th day of April 2010

[Seal or Stamp]



Notary Public



[Printed Name]

My appointment expires December 14, 2013