



CROCKER & CROCKER, P.C.

ATTORNEYS AT LAW

PATRICK D. CROCKER
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October 11, 2010

Federal Communications Commission
Wireline Competition Bureau Applications
P.O. Box 979091
St. Louis, MO 63197-9000

RE: In the Matter of the Application of Shareholders of Billing Services of America, Inc., *Transferor*, and James A. Holmquist as Trustee of the James A. Holmquist Revocable Trust Agreement, *Transferee* For Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 63.24 and Section 63.04 of the Commission's Rules to Complete a Transfer of Control of Billing Services of America, Inc. to James A. Holmquist as Trustee of the James A. Holmquist Revocable Trust Agreement dated January 18, 2002

Dear Sir/Madame:

Enclosed for filing, on behalf of *Transferor* and *Transferee*, please find an original and six (6) copies of the above-identified application. This application requests approval for a Transfer of Control of Billing Services of America, Inc. to James A. Holmquist as Trustee of the James A. Holmquist Revocable Trust Agreement dated January 18, 2002.

Also enclosed is a completed Fee Remittance Form 159, along with a check in the amount of \$1,015.00 for filing fee.

Very truly yours,

CROCKER & CROCKER, P.C.



Patrick D. Crocker

PDC/tld

Copy to via e-mail: Dennis Johnson (WCB) Dennis.Johnson@fcc.gov

The Kalamazoo Building | 107 West Michigan Avenue, Fourth Floor | Kalamazoo, Michigan 49007

T 269.381.8893 | F 269.381.4855

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

In the Matter of)
)
Shareholders of Billing Services of America, Inc.)
Transferors,)
and)
)
James A Holmquist as Trustee of the James A.)
Holmquist Revocable Trust Agreement dated)
January 18, 2002)
Transferee,) **IB File No. _____**
)
Application Pursuant to Section 214 of the)
Communications Act of 1934 and)
Section 63.24 of the Commission’s Rules for)
Consent to the Transfer/Assignment of)
Billing Services of America, Inc. to the)
James A. Holmquist Revocable Trust)
) **WC Docket No. _____**
Application Pursuant to Section 214 of the)
Communications Act of 1934 and)
Section 63.04 of the Commission’s Rules for)
Consent to the Transfer of)
Billing Services of America, Inc. to)
the James A. Holmquist Revocable Trust)
)
)

Attention: International Bureau and Wireline Competition Bureau

COMBINED/JOINT
INTERNATIONAL AND DOMESTIC
APPLICATION FOR
TRANSFER OF CONTROL

NOW COMES Billing Services of America, Inc., a Nevada Company, (“BSAI” or “Company”), Kenneth Batten, Larry Correia (“Transferor”) and James A. Holmquist as Trustee of the James A. Holmquist Revocable Trust, under Agreement dated January 18, 2002 (“Transferee”), (collectively referred to as the “Applicants”) and hereby request 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, Commission approval to transfer control of BSAI to

Transferee. BSAI holds authority to provide domestic and international telecommunications service pursuant to Section 214 of the Act.¹

The Applicants have agreed to a transaction whereby the Transferee will acquire 100 percent of the shares in the Company from the Transferor. The transaction provides for the existing stockholder of Company to receive consideration in the form of cash. After regulatory approval, the shareholder shall sell his interest to the Buyer, and the Buyer shall purchase such shares from the shareholder in exchange for the foregoing consideration.

The transfer of shares of the Shareholders to Transferee is in the public interest. The proposed Transaction does not involve the transfer of any operating authority. Although BSAI's ownership will change, its operations and customers likewise will not be affected by the Transaction. Immediately following the closing, BSAI will continue to offer 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 BSAI will be owned by Transferee. The Transaction is not expected to result in any discontinuance of service for any customer.

I. INFORMATION REQUIRED BY SECTION 63.24

This Application seeks authority to transfer control of BSAI, which holds authority pursuant to Section 214 of the Act to provide domestic interstate and international telecommunications service, to Transferee. 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:

¹ BSAI holds international authority pursuant to Section 214 of the Act. Authority was granted in File No. ITC-214-20081022-00473 on November 7, 2008. BSAI holds blanket authority to provide domestic interstate service pursuant to Section 63.01 of the Commission's Rules.

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

Larry Correia
Kenneth Batten
Billing Services of America, Inc.
2050 Russet Way
Carson City, NV 89706
Phone Number (877) 773-2888
Facsimile Number (866) 293-6376

The names, addresses and contact numbers of the Transferee are:

James A. Holmquist Revocable Trust
Attn: James Holmquist, Trustee
31 Buckingham Way
Rancho Mirage, CA 92270
Phone Number: (651) 649-3575

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

Billing Services of America, Inc.
2050 Russet Way
Carson City, NV 89706
Phone Number (877) 773-2888
Facsimile Number (866) 293-6376

- (b) Transferors are individuals residing within the State of Nevada. Transferee is an individual residing within the State of California.

- (c) Correspondence concerning this Application should be addressed to:

Patrick D. Crocker
Crocker & Crocker, P.C.
The Kalamazoo Building
107 W Michigan Ave, 4th Floor
Kalamazoo, MI 49007
Telephone: (269) 381-8893
Facsimile: (269) 381-4855
E-mail: patrick@crockerlawfirm.com

- (d) BSAI was granted authority in File No. ITC-214-20081022-00473 to provide global or limited global facilities-based and resale service. Transferors are individuals and therefore do not hold FCC authorizations. Transferee is a trust and holds no FCC authorizations. The Trustee individually maintains greater than 10% ownership in the following companies licensed by the Commission:

Discount Long Distance, LLC	ITC-214-20100309-00098
Inmark, Inc. d/b/a Preferred Billing	ITC-214-19960201-00049
Online Savings, Inc.	ITC-214-20051020-00425

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.

Billing Services of America, Inc.

Name:	James A. Holmquist Revocable Trust
Address:	31 Buckingham Way Rancho Mirage, CA 92270
Citizenship:	USA
Principal Business:	Telecommunications
Percent Ownership:	100%
Beneficiary:	James A. Holmquist

No other person or entity, either directly or indirectly, will own ten percent or more of the equity of BSAI.

- (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

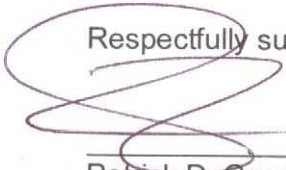
This Application seeks Commission consent to transfer control of BSAI, which hold authority to provide domestic and international services pursuant to Section 214 of the Act. Pursuant to Section 63.04(b) of the Commission's rules, the parties submit the following information in support of this Application 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 BSAI to Transferee. As a result of the transfer, BSAI will continue to operate and provide service pursuant to the authority of BSAI, the transfer of control of which is being sought through this Application.
- 7) BSAI is authorized as a reseller of interexchange services in Indiana, Massachusetts, Michigan, New Jersey, New York, Ohio, Pennsylvania, Texas, Virginia and Wyoming. Transferors are individuals and therefore do not currently provide telecommunications services. Transferee is an individual and therefore does not currently provide telecommunications services.
- 8) This Application qualifies for streamlined processing under Section 63.03(b)(1) because the transferee is not a telecommunications service provider.
- 9) A Section 63.24 international transfer of control application is being filed concurrently with the application.
- 10) The Parties are not requesting special consideration because one or more of the Parties is facing imminent business failure.
- 11) No waiver requests are being filed in conjunction with the transaction.
- 12) As discussed above, grant of this Application will strengthen BSAI as the post-transaction company will continue to be a competitor in the marketplace for interstate and international telecommunications services. The customers of BSAI will benefit from Transferee's resources and assets, which will help ensure continuity of service and enhance the ability of BSAI 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 BSAI to Transferee.

Respectfully submitted,




Patrick D. Crocker, Attorney
Crocker & Crocker, P.C.
The Kalamazoo Building
107 W Michigan Ave., 4th Floor
Kalamazoo, MI 49007

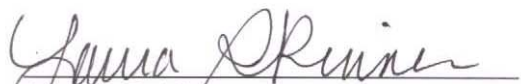
VERIFICATION

I, Larry Correia, do hereby verify that I have read the foregoing Petition and the statements made therein are true, correct, and complete to the best of my knowledge, information, and belief.

Executed on the 31ST day of AUGUST 2010.


Larry Correia

Subscribed and sworn before me this 31ST day of AUGUST, 2010.

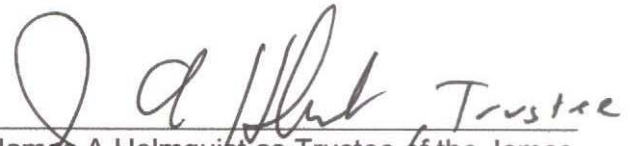

Notary Public



VERIFICATION

I, James A Holmquist, as Trustee of the James A. Holmquist Revocable Trust, under Agreement dated January 18, 2002, do hereby verify that I have read the foregoing Petition and the statements made therein are true, correct, and complete to the best of my knowledge, information, and belief.

Executed on the 31 day of August 2010.

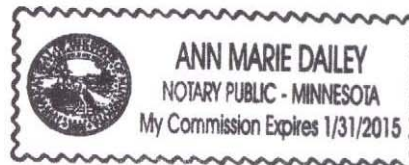


James A Holmquist as Trustee of the James A. Holmquist Revocable Trust, under Agreement dated January 18, 2002

Subscribed and sworn before me this 31st day of August 2010.



Notary Public

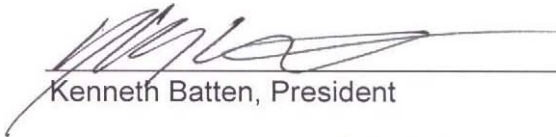


VERIFICATION

I, Kenneth Batten, President of BILLING SERVICES OF AMERICA, INC., am authorized to make this verification on its behalf. I do hereby verify that I have read the foregoing Petition and the statements made therein are true, correct, and complete to the best of my knowledge, information, and belief.

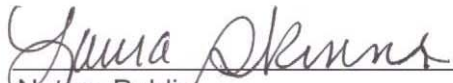
Executed on the 31ST day of AUGUST 2010.

BILLING SERVICES OF AMERICA, INC.



Kenneth Batten, President

Subscribed and sworn before me this 31ST day of AUGUST, 2010.




Notary Public



VERIFICATION

I, Kenneth Batten, do hereby verify that I have read the foregoing Petition and the statements made therein are true, correct, and complete to the best of my knowledge, information, and belief.

Executed on the 31st day of Aug, 2010.


Kenneth Batten

Subscribed and sworn before me this 31st day of Aug, 2010.


Notary Public

