



10-758-TP-A10

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May 24, 2010

Public Utilities Commission of Ohio
Attention: Docketing Division
180 East Broad Street
Columbus, OH 43215-3793

Re: Application for Transfer of Control of CloseCall America, Inc. from
MobilePro Corp. to New Earthshell Corporation

Dear Sir or Madam:

On behalf of CloseCall America, Inc. ("CloseCall"), we submit an original and
ten (10) copies of the above referenced application.

Please date-stamp the enclosed extra copy of this filing and return it in the
enclosed self-addressed, stamped envelope. Should you have any questions, please do not
hesitate to contact me.

Respectfully submitted,

C. Schroeder

Courtenay Schroeder
CloseCall America, Inc.
(410) 819-8082 - Phone
(410) 604-0031 - Fax
cschroeder@closecall.com

This is to certify that the pages appearing are an
accurate and complete reproduction of the file
document delivered in the regular course of business
Technician *[Signature]* Date Processed *6/2/10*

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS APPLICATION FORM for ROUTINE PROCEEDINGS
(Effective: 01/18/2008)

In the Matter of the Application of CloseCall America, Inc.)
to New Earthshell Corporation)

TRF Docket No. 90-_____

Case No. 10 - 758-TP - ACo

NOTE: Unless you have reserved a Case # or are filing a Contract, leave the "Case No" fields BLANK.

Name of Registrant(s) CloseCall America, Inc. ("CloseCall")

DBA(s) of Registrant(s) _____

Address of Registrant(s) 101A Log Canoe Circle Stevensville, MD 21666

Company Web Address www.closecall.com

Regulatory Contact Person(s) Courtenay Schroeder Phone (410) 819-8082 Fax (410) 604-0031

Regulatory Contact Person's Email Address cschroeder@closecall.com

Contact Person for Annual Report Courtenay Schroeder Phone (410) 819-8082

Address (if different from above) _____

Consumer Contact Information Courtenay Schroeder Phone (410) 819-8082

Address (if different from above) _____

Motion for protective order included with filing? ☐ Yes ☒ No

Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: Waivers may toll any automatic timeframe.]

Section I – Pursuant to Chapter 4901:11-6 OAC – Part I – Please indicate the Carrier Type and the reason for submitting this form by checking the boxes below. CMRS providers: Please see the bottom of Section II.

NOTES: (1) For requirements for various applications, see the identified section of Ohio Administrative Code Section 4901 and/or the supplemental application form noted.

(2) Information regarding the number of copies required by the Commission may be obtained from the Commission's web site at www.puco.ohio.gov under the docketing information system section, by calling the docketing division at 614-466-4095, or by visiting the docketing division at the offices of the Commission.

Carrier Type <input type="checkbox"/> Other (explain below)	<input type="checkbox"/> ILEC	<input checked="" type="checkbox"/> CLEC	<input type="checkbox"/> CTS	<input type="checkbox"/> AOS/IOS
Tier 1 Regulatory Treatment				
Change Rates within approved Range	<input type="checkbox"/> TRF 1-6-04(B) (0 day Notice)	<input type="checkbox"/> TRF 1-6-04(B) (0 day Notice)		
New Service, expanded local calling area, correction of textual error	<input type="checkbox"/> ZTA 1-6-04(B) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-04(B) (0 day Notice)		
Change Terms and Conditions, Introduce non-recurring service charges	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)		
Introduce or Increase Late Payment or Returned Check Charge	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)		
Business Contract	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)		
Withdrawal	<input type="checkbox"/> ATW 1-6-12(A) (Non-Auto)	<input type="checkbox"/> ATW 1-6-12(A) (Auto 30 days)		
Raise the Ceiling of a Rate	Not Applicable	<input type="checkbox"/> SLF 1-6-04(B) (Auto 30 days)		
Tier 2 Regulatory Treatment				
Residential - Introduce non-recurring service charges	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)		
Residential - Introduce New Tariffed Tier 2 Service(s)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	
Residential - Change Rates, Terms and Conditions, Promotions, or Withdrawal	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	
Residential - Tier 2 Service Contracts	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	
Commercial (Business) Contracts	Not Filed	Not Filed	Not Filed	
Business Services (see "Other" below)	Detariffed	Detariffed	Detariffed	
Residential & Business Toll Services (see "Other" below)	Detariffed	Detariffed	Detariffed	

Section I – Part II – Certificate Status and Procedural

Certificate Status	ILEC	CLEC	CTS	AOS/IOS
Certification (See Supplemental ACE form)		<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)
Add Exchanges to Certificate	<input type="checkbox"/> ATA 1-6-09(C) (Auto 30 days)	<input type="checkbox"/> AAC 1-6-10(F) (0 day Notice)	CLECs must attach a current CLEC Exchange Listing Form	
Abandon all Services - With Customers	<input type="checkbox"/> ABN 1-6-11(A) (Non-Auto)	<input type="checkbox"/> ABN 1-6-11(A) (Auto 90 days)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)
Abandon all Services - Without Customers		<input type="checkbox"/> ABN 1-6-11(A) (Auto 30 days)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)
Change of Official Name (See below)	<input type="checkbox"/> ACN 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ACN 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Change in Ownership (See below)	<input type="checkbox"/> ACO 1-6-14(B) (Auto 30 days)	<input checked="" type="checkbox"/> ACO 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Merger (See below)	<input type="checkbox"/> AMT 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> AMT 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Transfer a Certificate (See below)	<input type="checkbox"/> ATC 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ATC 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Transaction for transfer or lease of property, plant or business (See below)	<input type="checkbox"/> ATR 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ATR 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Procedural				
Designation of Process Agent(s)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)

Section II – Carrier to Carrier (Pursuant to 4901:1-7), CMRS and Other

Carrier to Carrier	ILEC	CLEC		
Interconnection agreement, or amendment to an approved agreement	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)		
Request for Arbitration	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)		
Introduce or change c-i-c service tariffs.	<input type="checkbox"/> ATA 1-7-14 (Auto 30 day)	<input type="checkbox"/> ATA 1-7-14 (Auto 30 day)		
Introduce or change access service pursuant to 07-464-TP-COI	<input type="checkbox"/> ATA (Auto 30 day)			
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC 1-7-04 or 1-7-05 (Non-Auto)	<input type="checkbox"/> UNC 1-7-04 or 1-7-05 (Non-Auto)		
Pole attachment changes in terms and conditions and price changes	<input type="checkbox"/> UNC 1-7-23(B) (Non-Auto)	<input type="checkbox"/> UNC 1-7-05 (Non-Auto)		
CMRS Providers See 4901:1-6-15	<input type="checkbox"/> RCC [Registration & Change in Operations] (0 day)		<input type="checkbox"/> NAG [Interconnection Agreement or Amendment] (Auto 90 days)	
Other* (explain) _____				

*NOTE: During the interim period between the effective date of the rules and an Applicant's Detariffing Filing, changes to existing business Tier 2 and all toll services, including the addition of new business Tier 2 and all new toll services, will be processed as 0-day TRF filings, and briefly described in the "Other" section above.

All Section I and II applications that result in a change to one or more tariff pages require, at a minimum, the following exhibits. Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see the 4901:1-6-14 Filing Requirements on the Commission's Web Page for a complete list of exhibits.

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s)
B	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin.
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s).

Section III. – Attestation

Registrant hereby attests to its compliance with pertinent entries and orders issued by the Commission.

AFFIDAVIT

Compliance with Commission Rules and Service Standards

I am an officer/agent of the applicant corporation, _____, and am authorized to make this statement on its behalf.
(Name)

I attest that these tariffs comply with all applicable rules, including the Minimum Telephone Service Standards (MTSS) Pursuant to Chapter 4901:1-5 OAC for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules, including the Minimum Telephone Service Standards, as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the state of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on (Date) _____ at (Location) _____

*(Signature and Title) _____ (Date) _____

- *This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

VERIFICATION

I, Greg Van Allen

verify that I have utilized the Telecommunications Application Form for Routine Proceedings provided by the Commission and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.

*(Signature and Title) [Signature] General Manager (Date) 05/19/2010

**Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

Send your completed Application Form, including all required attachments as well as the required number of copies, to:

**Public Utilities Commission of Ohio
Attention: Docketing Division
180 East Broad Street, Columbus, OH 43215-3793**

Or

Make such filing electronically as directed in Case No 06-900-AU-WVR

Exhibit A

OHIO SECRETARY OF STATE CERTIFICATE OF GOOD STANDING

**United States of America
State of Ohio
Office of the Secretary of State**

I, Jennifer Brunner, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show CLOSECALL AMERICA, INC., a Delaware corporation, having qualified to do business within the State of Ohio on May 16, 2008 under License No. 1781545 is currently in GOOD STANDING upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 7th day of May, A.D. 2010*

A handwritten signature in cursive script, reading "Jennifer Brunner".

Ohio Secretary of State

Validation Number: V2010127MA8D8C

Exhibit B

DESCRIPTION OF THE PARTIES

DESCRIPTION OF THE PARTIES

A. New Earthshell Corporation.

NEC is a privately held Delaware corporation with offices located at 101 Hudson Street, Suite 3700, Jersey City, NJ 07302. NEC is not authorized to provide competitive local or long distance telecommunication services within any jurisdiction of the United States.

B. CloseCall America, Inc.

CloseCall is a Delaware corporation with offices located at 101A Log Canoe Circle Stevensville, MD 21666. CloseCall is a wholly-owned subsidiary of MobilePro. MobilePro pledged the CloseCall Common Stock to the Secured Party to secure its obligations under the Financing Documents. As described above, events of default have occurred and are continuing under the Financing Documents and the Secured Party has elected to sell to NEC all of MobilePro's right, title and interest in and to the CloseCall Common Stock pursuant to a secured party sale conducted in accordance with Article 9 of the UCC. Upon the closing of the Sale Agreement, CloseCall shall become a wholly owned subsidiary of NEC.

Launched in 1999, CloseCall is a full service Telecommunications provider offering Local telephone service, Long Distance, Digital Phone, Cellular phone and data services, and Internet service to both the consumer and Business market. CloseCall can offer these services anywhere within the Continental US.

Exhibit C

DESCRIPTION OF TRANSACTION

DESCRIPTION OF TRANSACTION

New Earthshell Corporation ("NEC") and CloseCall America, Inc. ("CloseCall") (collectively, the "Parties"), hereby notify the Commission of a transaction which will result in a transfer of control of CloseCall to NEC. NEC has entered into a purchase and sale agreement (the "Sale Agreement") with YA Global Investments, L.P. ("Secured Party") to purchase all issued and outstanding shares of common stock of CloseCall (the "CloseCall Common Stock").

MobilePro Corp. ("MobilePro") and the Secured Party entered into certain financing arrangements evidenced by, among other documents, instruments and agreements, a secured convertible debenture (collectively, the "Financing Documents"). The obligations of MobilePro to the Secured Party under the Financing Documents are secured by, among other things, the CloseCall Common Stock. Events of default have occurred and are continuing under the Financing Documents and the Secured Party has elected to conduct a secured party sale of the CloseCall Common Stock in accordance with Article 9 of the Uniform Commercial Code (the "UCC"). The Secured Party held a public auction at which NEC made the highest and best bid. NEC and the Secured Party have entered into the Sale Agreement pursuant to which the Secured Party will, in accordance with Article 9 of the UCC, transfer to NEC all of MobilePro's right, title and interest in and to the CloseCall Common Stock. As a result, upon the closing of the Sale Agreement, CloseCall will become a wholly owned subsidiary of NEC.

The Parties shall complete a transaction through which CloseCall will become a wholly-owned subsidiary of NEC. The obligations of MobilePro to the Secured Party under the Financing Documents are secured by, among other things, the CloseCall Common Stock. Events of default have occurred and are continuing under the Financing Documents and the Secured Party has elected to sell to NEC all of MobilePro's right, title and interest in and to the CloseCall Common Stock pursuant to a secured party sale conducted in accordance with Article 9 of the UCC. The Secured Party held a public auction at which NEC made the highest and best bid and NEC and the Secured Party have entered into the Sale Agreement. Upon the closing of the sale agreement, CloseCall will become a wholly owned subsidiary of NEC.

Following the transaction, CloseCall's customers will continue to receive services under the same rates, terms and conditions as those services are currently provided. CloseCall will continue to provide service to its customers under the same name. The transaction will not cause any service interruptions or have any impact on CloseCall's day-to-day operations in Ohio. The Parties expect that the transaction will be seamless for CloseCall's customers. The transaction has been structured such that it will be seamless for CloseCall's customers in Ohio. Following the closing, CloseCall will continue as a going concern. The transaction will not affect the rates, terms or conditions under which CloseCall provides service in Ohio, and will not cause disruption in the services received by CloseCall customers in Ohio.

Although the transaction will not change the services provided to CloseCall's customers, the Parties expect that the transaction will improve their business operations. Specifically, CloseCall will benefit from the highly qualified and experienced management and financial resources provided by NEC. Furthermore, the Parties submit that the transaction will provide CloseCall access to significant additional resources which will benefit its customers.

Exhibit D

PUBLIC INTEREST CONSIDERATIONS

PUBLIC INTEREST CONSIDERATIONS

CloseCall will continue to provide local and long distance telecommunications services to the citizens of Ohio as it has to this date. NEC has experience in the operations and finances involving successful entities. CloseCall's operations will remain customer service oriented. The Parties believe the transaction will enhance the ability of CloseCall to expand its respective operations both in terms of service area coverage and offerings to customers of more products and services.

Exhibit E

POST CLOSING - OFFICERS AND DIRECTORS OF CLOSECALL AMERICA, INC.

President:

Douglas Bethell
9401 Indian Creek Parkway Suite 280
Overland Park, KS 66210

Secretary:

Robert Heath
9401 Indian Creek Parkway Suite 280
Overland Park, KS 66210

Treasurer:

Bob Innes
9401 Indian Creek Parkway Suite 280
Overland Park, KS 66210

Director:

Michael Schreck
101 Hudson Street Suite 3700
Jersey City, NJ 07302

Exhibit F

CUSTOMER NOTIFICATION BY DIRECT MAIL



May 19, 2010

[Customer Name]
[Customer Address]
[City, State, Zip]

Dear *[Customer Name]*:

Effective upon the Federal Communications Commission's approval, CloseCall America, Inc. will become a wholly-owned subsidiary of New Earthshell Corporation. The transaction has been structured so that it will be seamless for you. The CloseCall America name will still be used as it is today.

The transaction will not affect the rates, terms or conditions under which we provide service in Ohio, and will not cause disruption in the services to which you currently subscribe. CloseCall America will continue to provide its customers notice at least fifteen days in advance of any rate increases, changes in terms and conditions, and discontinuance of existing services.

Additionally, you will be able to view the company's future service offerings online at www.closecall.com or you can request a copy of this information by contacting us at 1.877.812.5673.

This agreement, whether verbal or written, will still be subject to consumer protections required and enforced by the PUC.

If you have any questions about this matter, please call CloseCall America at 1.877.812.5673 or visit www.closecall.com. You can also visit the consumer information page on the PUCO's website at www.puco.ohio.gov for further information.

Thank you for your continued service through the years!

Sincerely,
CloseCall America, Inc.

Exhibit E

AFFIDAVIT

CUSTOMER NOTICE AFFIDAVIT

STATE OF: MARYLAND

SS:

COUNTY OF: CAROLINE

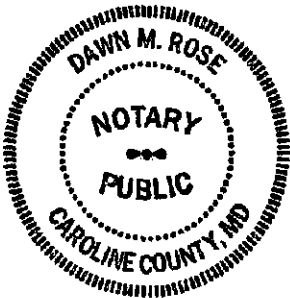
AFFIDAVIT

I Greg Van Allen, am an authorized agent of the applicant corporation,
CloseCall America, Inc., and am authorized to make this statement on its behalf.

I attest that the customer notice accompanying this affidavit will be sent to affected customers
through a direct mailing on May 19, 2010, in accordance with Rule 4901:1-6-16, Ohio
Administrative Code. I declare under penalty of perjury that the foregoing is true and corrected.

Executed on May 19, 2010
(Date)

101A Log Canoe Circle Stevensville, MD 21666
(Location)



/s/ [Signature] General Manager
(Signature and Title)

May 19, 2010
(Date)

Subscribed and sworn to before me this 20th day of May 2010
(Date)

[Signature: Dawn M. Rose]

DAWN M. ROSE
NOTARY PUBLIC STATE OF MARYLAND
MY COMMISSION EXPIRES AUGUST 23, 2013

Notary Public
My Commission Expires: