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FILE

LEGAL INSIGHT. BUSINESS INSTINCT.

D7-664-TP-ACO

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May 30, 2007

Via FedEx

Renee J. Jenkins, Director of Administration
 Docketing Department
 Public Utilities Commission of Ohio
 180 E. Broad St.
 Columbus, OH 43215-3793

PUCO

2007 MAY 31 PM 12:16

RECEIVED-DOCKETING DIV

**Re: Application of Comtel Telecom Assets LP for the Indirect Change in
 Control of Comtel Telecom Assets LP**

Dear Ms. Jenkins:

On behalf of Comtel Telecom Assets LP ("Applicant"), enclosed for filing with the Commission are 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 envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact us.

Respectfully submitted,



Catherine Wang
 Brett P. Ferencak
 Jeffrey R. Strenkowski

Boston
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 Hong Kong
 London
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 New York
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 San Francisco
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The Public Utilities Commission of Ohio
TELECOMMUNICATIONS APPLICATION FORM

(Effective: 10/01/2004)

(Pursuant to Case Nos. 99-998-TP-COI and 99-563-TP-COI)

In the Matter of the Application of Comtel Telcom Assets LP)

for Approval of a Change in Indirect Control)

Case No. 07 - 664 - TP - ACO

Name of Registrant(s) Comtel Telcom Assets LP ("Comtel" or "Applicant")
DBA(s) of Registrant(s) Excel Telecommunications, VarTec Telecom and Clear Choice Communications
Address of Registrant(s) 433 Las Colinas Blvd, E., Suite 1300, Irving, TX 75039
Company Web Address www.excel.com
Regulatory Contact Person(s) Becky Gipson Phone 972-910-1453 Fax 888-418-9750
Regulatory Contact Person's Email Address becky.gipson@excel.com
Contact Person for Annual Report Becky Gipson Phone 972-910-1453
Consumer Contact Information 1-877-668-0808 (for Excel) and 1-800-708-7395 (for VarTec)

Date May 30, 2007 TRF Docket No. _____ - _____ - CT-TRF or _____ - _____ - TP-TRF

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

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

Company Type (check all applicable): ☒ CTS (IXC) ☐ ILEC ☒ CLEC ☐ CMRS ☐ AOS

☐ Other (explain) _____

NOTE: This form must accompany all applications filed by telecommunication service providers subject to the Commission's rules promulgated in Case No. 99-998-TP-COI, as well as by ILECs filing an ARB or NAG case pursuant to the guidelines established in Case No. 96-463-TP-UNC. *It is preferable NOT to combine different types of filings, but if you do so, you must file under the process with the longest applicable review period.*

I. Please indicate the reason for submitting this form (check one)

- ☐ 1 (AAC) Application to Amend Certificate by a CLEC to modify Serving Area (0-day notice, 7 copies)
- ☐ 2 (ABN) Abandonment of all Services
☐ a. CLEC (90-day approval, 10 copies) ☐ b. CTS (14-day approval, 10 copies) ☐ c. ILEC (NOT automatic, 10 copies)
- ☐ 3 (ACE) New Operating Authority for providers other than CMRS (30-day approval, 7 copies); *for CMRS, see item No. 15 on this page.*
☐ a. Switched Local ☐ b. Non-switched local ☐ c. CTS ☐ d. Local and CTS ☐ e. Other (explain) _____
- ☒ 4 (ACO) LEC Application to Change Ownership (30-day approval, 10 copies)
- ☐ 5 (ACN) LEC Application to Change Name (30-day approval, 10 copies)
- ☐ 6 (AEC) Carrier-to-Carrier Contract Amendment to an agreement approved in a NAG or ARB case (30-day approval, 7 copies)
NOTE: see item 25 (CTR) on page two of this form for all other contract filings.
- ☐ 7 (AMT) LEC Merger (30-day approval, 10 copies)
- ☐ 8 (ARB) Application for Arbitration (see 96-463-TP-COI for applicable process, 10 copies)
- ☐ 9 (ATA) Application for Tariff Amendment for Tier 1 Services, Application to Reclassify Service Among Tiers, or Change to Non-Tier Service
☐ a. Tier 1 (and Carrier-to-Carrier tariff filings as set forth in 95-845-TP-COI)
☐ i. Pre-filing submittal (30-day pre-filing submittal with Staff and OCC; **Do Not Docket**, 4 copies)
☐ ii. New End User Service which has been preceded by a 30-day pre-filing submittal with Staff for all submittals and also with OCC for Tier 1 residential services (0-day filing, 10 copies)
☐ iii. New End User Service (NOT preceded by a 30-day filing submittal, 30-day approval, 10 copies)
☐ iv. New Carrier-to-Carrier Service which has been preceded by a 30-day pre-filing with Staff (0-day filing, 10 copies)
☐ v. Change in Terms and Conditions, textual revision, correction of error, etc. (30-day approval, 10 copies)
☐ vi. Grandfather service (30-day approval, 10 copies)
☐ vii. Initial Carrier-to-Carrier Services Tariff subsequent to ACE approval (60-day approval, 10 copies)
☐ viii. *Withdrawal of Tier 1 service must be filed as an "ATW", not an "ATA" - see item 12, below*
☐ b. Reclassification of Service Among Tiers (NOT automatic, 10 copies)
☐ c. Textual revision with no effect on rates for non-specific or non-tier service (30-day approval, 10 copies)
- ☐ 10 (ATC) Application to Transfer Certificate (30-day approval, 7 copies)
- ☐ 11 (ATR) LEC Application to Conduct a Transaction Between Utilities (30-day approval, 10 copies)
- ☐ 12 (ATW) Application to Withdraw a Tier 1 Service
☐ a. CLEC (60-day approval, 10 copies) ☐ b. ILEC (NOT automatic, 10 copies)
- ☐ 13 (CIO) Application for Change in Operations by Non-LEC Providers (0-day notice, 7 copies)
- ☐ 14 (NAG) Negotiated Interconnection Agreement Between Carriers (0-day effective, 90-day approval, 8 copies)
- ☐ 15 (RCC) For CMRS providers only to Register or to Notify of a Change in Operations (0-day notice, 7 copies)
- ☐ 16 (SLF) Self-complaint Application
☐ a. CLEC only - Tier 1 (60-day automatic, 10 copies)
☐ b. Introduce or increase maximum price range for Non-Specific Service Charge (60-day approval, 10 copies)
- ☐ 17 (UNC) Unclassified (explain) _____ (NOT automatic, 15 copies)
- ☐ 18 (ZTA) Tariff Notification Involving only Tier 2 Services
NOTE: Notifications do not require or imply Commission Approval.
☐ a. New End User Service (0-day notice, 10 copies)
☐ b. Change in Terms and Conditions, textual revision, correction of error, etc. (0-day notice, 10 copies)

- ☐ c. Withdrawal of service (0-day notice, 10 copies)
☐ 19 Other (explain) _____ (NOT automatic, 15 copies)

THE FOLLOWING ARE TRF FILINGS ONLY, NOT NEW CASES (0-day notice, 3 copies)

- ☐ 20 Introduction or Extension of Promotional Offering
☐ 21 New Price List Rate for Existing Service
☐ a. Tier 1 ☐ b. Tier 2
☐ 22 Designation of Registrant's Process Agent(s)
☐ 23 Update to Registrant's Maps
☐ 24 Annual Tariff Option For Tier 2 Services - indicate which option you intend to adopt to maintain the tariff. NOTE, changing options is only permitted once per calendar year.
☐ Paper Tariff ☐ Electronic Tariff. If electronic, provide the tariff's web address: _____

THE FOLLOWING ARE CTR FILINGS ONLY, NOT NEW CASES (0-day notice, 7 copies)

- ☐ 25 Application to establish, revise, or cancel an end-user contract. (NOTE: see item 6 on page 1 of this form for carrier-to-carrier contract amendments)
CTR Docket No. _____ - _____ - TP - CTR (Use same CTR number throughout calendar year)

II. Please indicate which of the following exhibits have been filed. The numbers (corresponding to the list on page (1) and above) indicate, at a minimum, the types of cases in which the exhibit is required:

<input type="checkbox"/>	[all]	A copy of any motion for waiver of O.A.C. rule(s) associated with this filing. NOTE: the filing of a motion for waiver tolls any automatic timeframe associated with this filing.
<input type="checkbox"/>	[3]	Completed Service Requirements Form.
<input type="checkbox"/>	[3, 9(vii)]	A copy of registrant's proposed tariffs. (Carrier-to-Carrier resale tariff also required if facilities-based)
<input type="checkbox"/>	[3]	Evidence that the registrant has notified the Ohio Department of Taxation of its intent to conduct operations as a telephone utility in the State of Ohio.
<input type="checkbox"/>	[3]	Brief description of service(s) proposed.
<input type="checkbox"/>	[3a-b,3d]	Explanation of whether applicant intends to provide <input type="checkbox"/> resold services, <input type="checkbox"/> facilities-based services, or <input type="checkbox"/> both resold and facilities-based services.
<input type="checkbox"/>	[3a-b,3d]	Explanation as to whether CLEC currently offers CTS services under separate CTS authority, and whether it will be including those services within its CLEC filing, or maintaining such CTS services under a separate affiliate.
<input type="checkbox"/>	[3a-b,3d]	Explanation of how the proposed services in the proposed market area are in the public interest.
<input type="checkbox"/>	[3a-b,3d]	Description of the proposed market area.
<input type="checkbox"/>	[3a-b,3d]	Description of the class of customers (e.g., residence, business) that the applicant intends to serve.
<input type="checkbox"/>	[3a-b,3d]	Documentation attesting to the applicant's financial viability, including the following: 1) An executive Summary describing the applicant's current financial condition, liquidity, and capital resources. Describe internally generated sources of cash and external funds available to support the applicant's operations that are the subject of this certification application. 2) Copy of financial statements (actual and pro forma income statement and a balance sheet). Indicate if financial statements are based on a certain geographical area(s) or information in other jurisdictions 3) Documentation to support the applicant's cash and funding sources.
<input type="checkbox"/>	[3a-d]	Documentation attesting to the applicant's technical and managerial expertise relative to the proposed service offering(s) and proposed service area.
<input type="checkbox"/>	[3a-d]	Documentation indicating the applicant's corporate structure and ownership.
<input type="checkbox"/>	[3a-b,3d]	Information regarding any similar operations in other states. Also, if this company has been previously certified in the State of Ohio, include that certification number.
<input type="checkbox"/>	[3a-b,3d]	Verification that the applicant will maintain local telephony records separate and apart from any other accounting records in accordance with the GAAP.
<input type="checkbox"/>	[3a-b,3d]	Verification of compliance with any affiliate transaction requirements.
<input type="checkbox"/>	[3a-b,3d]	Explanation as to whether rates are derived through (check all applicable): <input type="checkbox"/> interconnection agreement, <input type="checkbox"/> retail tariffs, or <input type="checkbox"/> resale tariffs.
<input type="checkbox"/>	[1,3a-b,3d]	Explanation as to which service areas company currently has an approved interconnection or resale agreement.
<input type="checkbox"/>	[3a-b,3d, 9a(i-iii)]	Explanation of whether applicant intends to provide Local Services which require payment in advance of Customer receiving dial tone.
<input type="checkbox"/>	[3a,3b,3d, 9a(i-iii)]	Tariff sheet(s) listing the services and associated charges that must be paid prior to customer receiving dial tone (if applicable).
<input type="checkbox"/>	[3a-b,3d,8]	Letters requesting negotiation pursuant to Sections 251 and 252 of the Telecommunications Act of 1996 and a proposed timeline for construction, interconnection, and offering of services to end users.
<input checked="" type="checkbox"/>	[3-5,7,10-11,13]	Certification from Ohio Secretary of State as to party's proper standing (domestic or foreign corporation, authorized use of fictitious name, etc.). In transfer of certificate cases, the transferee's good standing must be established. <i>See Attachment C.</i>
<input checked="" type="checkbox"/>	[3-4,7,10-11,13]	List of names, addresses, and phone numbers of officers and directors, or partners. <i>See Attachment D.</i>
<input type="checkbox"/>	[3]	A sample copy of the customer bill and disconnection notice the applicant plans to utilize.
<input type="checkbox"/>	[1,4,9,10-13,16-21]	Copy of superseded tariff sheet(s) & price list(s), if applicable, marked as Exhibit A. <i>Not Applicable</i>
<input type="checkbox"/>	[1,4,9,10-13,16-21]	Copy of revised tariff sheets & price lists, marked as Exhibit B. <i>Not Applicable</i>
<input type="checkbox"/>	[3]	Provide a copy of any customer application form required in order to establish residential service, if applicable.
<input type="checkbox"/>	[1-2,4-7,9,12-13,16,18-23,25]	Description of and rationale for proposed tariff changes, including a complete description of the service(s) proposed or affected. Specify for each service affected whether it is <input type="checkbox"/> business; <input type="checkbox"/> residence; or <input type="checkbox"/> both. Also indicate whether it is a <input type="checkbox"/> switched or <input type="checkbox"/> dedicated service. Include this information in either the cover letter or Exhibit C. <i>Not Applicable</i>
<input type="checkbox"/>	[1,2,4,9a(v-vi),	Specify which notice procedure has been/will be utilized: <input type="checkbox"/> direct mail; <input type="checkbox"/> bill insert; <input type="checkbox"/> bill notation or <input type="checkbox"/> electronic mail.

	5,10,16,18(b-c), 21]	NOTE: <input type="checkbox"/> Tier 1 price list increases must be within an approved range of rates. <input type="checkbox"/> SLF Filings – Do NOT send customer notice until it has been reviewed and approved by Commission Staff Not Applicable: the change in control will be transparent to customers.
<input type="checkbox"/>	[2,4-5,9a(v), 9b, 10,12-13,16, 18(b-c),20-21]	Copy of real time notice which has been/will be provided to customers. NOTE: SLF Filings – Do NOT send customer notice until it has been reviewed and approved by Commission Staff Not Applicable: the change in control will be transparent to customers
<input type="checkbox"/>	[1,2,5,9a(v),11-13, 18, 21(increase only)]	Affidavit attesting that customer notice has been provided.
<input type="checkbox"/>	[2,12]	Copy of Notice which has been provided to ILEC(s).
<input type="checkbox"/>	[2,12]	Listing of Assigned (NPA) NXX's where in the LECs (NPA) NXX's would be reassigned.
<input checked="" type="checkbox"/>	[2,4,10,12-13,]	List of Ohio exchanges specifically involved or affected. The change in control will affect all exchanges where Comtel is authorized.
<input type="checkbox"/>	[14]	The interconnection agreement adopted by negotiation or mediation.
<input type="checkbox"/>	[15]	For commercial mobile radio service providers, a statement affirming that registrant has obtained all necessary federal authority to conduct operations being proposed, and that copies have been furnished by cellular, paging, and mobile companies to this Commission of any Form 401, 463, and / or 489 which the applicant has filed with the Federal Communications Commission.
<input type="checkbox"/>	[15]	Exhibits must include company name, address, contact person, service description, and evidence of registration with the Ohio Secretary of State.
<input type="checkbox"/>	[24]	Affidavit that total price of contract exceeds total cost of all regulated services.
<input type="checkbox"/>	[5,13]	New title sheet with proposed new company name.
<input type="checkbox"/>	[1,3,13]	For CLECs, List of Ohio Exchanges the applicant intends to serve (Use spreadsheet from: http://www.puc.state.oh.us/puco/forms/form.cfm?doc_id=357).
<input type="checkbox"/>	[1,3a-b,3d,7, 10,13, 23]	Maps depicting the proposed serving and calling areas of the applicant. If Mirroring Large ILEC exchanges for both serving area and local calling areas: • Serving area must be clearly reflected on an Ohio map attached to tariffs and textually described in tariffs by noting that it is reflecting a particular large ILEC/CLEC territory, and listing the involved exchanges. • Local calling areas must be clearly reflected on an Ohio map attached to the tariffs, and/or clearly delineated in tariffs, including a complete listing of each exchange being served and all exchanges to which local calls can be made from each of those exchanges. If Self-defining serving area and/or local calling area as an area other than that of the established ILEC exchange(s): • Serving Area must be clearly reflected on an Ohio map attached to the tariffs, and textually described in tariffs by listing the involved exchanges. • Local Calling Areas must be described in the tariff through textual delineation and clear maps. Maps for self-defined serving and local calling areas are required to be traced on United States Geological Survey topography maps. These maps are the Standard Topographic Quadrangle maps, 7.5 minute 1:24,000.
<input checked="" type="checkbox"/>		Other information requested by the Commission staff. See Attachment A which is a Description of the Transaction.
<input type="checkbox"/>	[3]	Initial certification that includes Tier 2 Services, indicate which option you intend to adopt to maintain the tariff: <input type="checkbox"/> Paper Tariff <input type="checkbox"/> Electronic Tariff - If electronic, provide the web address for the tariff:

III. Registrant hereby attests to its compliance with the following requirements in the Service Requirements Form, as well as all pertinent entries and orders issued by the Commission with respect to these issues. Further, registrant hereby affirms that it will maintain with its TRF docket an up-to-date, properly marked, copy of the Service Requirements Form available for public inspection.

MANDATORY REQUIREMENTS FOR ALL BASIC LOCAL EXCHANGE AND CTS PROVIDERS:

- ☒ Sales tax
- ☒ Minimum Telephone Service Standards (MTSS)
- ☒ Surcharges

MANDATORY REQUIREMENTS FOR ALL BASIC LOCAL EXCHANGE PROVIDERS:

- ☒ I+ IntraLATA Presubscription

SERVICE REQUIREMENTS FOR PROVISION OF CERTAIN SERVICES (CHECK ALL APPLICABLE):

- ☐ Discounts for Persons with Communication Disabilities and the Telecommunication Relay Service [Required if toll service provided]
- ☐ Emergency Services Calling Plan [Required if toll service provided]
- ☐ Alternative Operator Service (AOS) requirements [Required for all providing AOS (including inmate services) service]
- ☐ Limitation of Liability Language [Required for all who have tariff language that may limit their liability]
- ☐ Termination Liability Language [Required for all who have early termination liability language in their tariffs]
- ☐ Service Connection Assistance (SCA) [Required for all LECs]
- ☐ Local Number Portability and Number Pooling [Required for facilities-based LECs]
- ☐ Package Language [Required for tariffs containing packages or service bundles containing both local and toll and/or non-regulated services]

IV. List names, titles, phone numbers, and addresses of those persons authorized to respond to inquiries from the Consumer Services Department on behalf of the applicant regarding end-user complaints:

Becky Gipson
Sr. Director, Regulatory Affairs
Comtel Telcom Assets LP
433 E. Las Colinas Blvd., Suite 1300
Carrollton, Texas 75039.
(972) 910-1453 (Tel)
(866) 418-9750 (Fax)
becky.gipson@excel.com

V. List names, titles, phone numbers, and addresses of those persons authorized to make and/or affirm or verify filings at the Commission on behalf of the applicant:

Jonathan Dennis
Vice President, Legal Affairs
Comtel Assets Inc.
433 Las Colinas Blvd. E.
Suite 1300
Irving, TX 75039

(Comtel Assets Inc. is the sole general partner
of Comtel Telcom Assets LP)

Becky Gipson
Sr. Director, Regulatory Affairs
Comtel Telcom Assets LP
433. E. Las Colinas Blvd., Suite 1300
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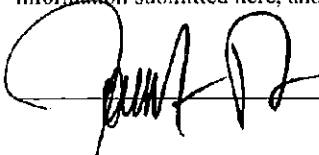
NOTE: An annual report is required to be filed with the Commission by each company on an annual basis. The annual report form will be sent for completion to the address and individual(s) identified in this Section unless another address or individual is so indicated.

VI. List Name(s), DBA(s) and PUCO Certification Number(s) of any affiliates you have operating in Ohio under PUCO authority, whether Telecommunication or other. (If needed, use a separate sheet and check here: ☐)

None

VERIFICATION

I, Jonathan Dennis verify that I have utilized, verbatim, the Commission's Telecommunications Application Form 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.



V.P., Legal Affairs of Comtel Assets Inc., G.P. of Comtel Telcom Assets LP

*(Signature and Title)

(Date)

**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.*

LIST OF ATTACHMENTS

Attachment A	Description of the Transaction
Attachment B	Pre- and Post-Change in Control Corporate Structure Chart
Attachment C	Certificate of Good Standing
Attachment D	Partners of Comtel Telcom Assets LP
Verification	

ATTACHMENT A

Description of Transaction

Comtel Telcom Assets LP (“Comtel” or “Applicant”) respectfully requests that the Public Utilities Commission of Ohio (“Commission”) grant approval, to the extent necessary, of an indirect change in control of Applicant. As described in more detail below, the indirect change in control results from a minority member acquiring a majority interest in and control of an upstream limited liability company four levels above Applicant.

Although there will be a change in the indirect control of Applicant, no assignment of authorizations, assets, or customers will occur as a consequence of the change. Applicant will continue to provide service to its existing customers pursuant to its authorizations under the same rates, terms and conditions. Accordingly, this change will be transparent to the customers of Applicant.

In support of this Application, Comtel provides the following information:

II. DESCRIPTION OF THE APPLICANT

Comtel is a limited partnership organized under the laws of the State of Texas. The principal office for Comtel is located at 433 Las Colinas Blvd. E., Suite 1300, Irving, TX 75039. Comtel is owned by (1) Comtel Assets Corp. as Comtel’s primary limited partner, (2) various current and former officers of Comtel Assets Inc. and employees of Comtel as limited partners, and (3) Comtel Assets Inc. as Comtel’s general partner. Comtel Assets Corp. is wholly owned by Sowood Fund III, and Comtel Assets Inc. is majority owned by Sowood Fund III. Sowood Fund III’s limited partner is Harvard Private Capital Holdings, Inc., a passive institutional investor that is wholly owned by the President and Fellows of Harvard College. The general partner of Sowood Fund III is Sowood Commodity Partners GP III LP (“Sowood GP III”). The general partner of Sowood GP III is Sowood GP III LLC, which is, in turn,

owned by the following members: Mr. Jeff Larson (the managing member), Mr. Stuart Porter, and Ms. Megan Kelleher. As a result of these various ownership interests, the majority of the equity of Comtel is ultimately owned by the President & Fellows of Harvard College through the limited partnership interests of Sowood Fund III, while ultimate control of Comtel is held by Mr. Jeff Larson through the successive general partners of Sowood Fund III. For the Commission's convenience, pre- and post-change in control corporate structure charts are provided as Exhibit A.

Comtel completed the acquisition of substantially all of the assets of VarTec Telecom, Inc. and certain of its subsidiaries in June 2006 and continues to operate those assets. Comtel provides intrastate, interstate and international long distance throughout the United States. Comtel is authorized to provide local exchange and exchange access services in every state except Alaska, Hawaii, and Virginia. In Ohio, Comtel is authorized to provide competitive local exchange and interexchange telecommunications services pursuant to Certificate Nos. 90-9031, 90-5630, 90-9211 and 90-5187 issued by the Commission in Case Nos. 06-597-TP-ATC, 06-607-TP-CIO and 06-598-TP-ATC, respectively.

III. CONTACTS

Questions or any correspondence, orders, or other materials pertaining to this Application should be directed to the following.

Catherine Wang
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Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006
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(202) 373-6001 (Fax)
catherine.wang@bingham.com
brett.ferencak@bingham.com

With copies to:

Becky Gipson
Comtel Telcom Assets LP
433. E. Las Colinas Blvd., Suite 1300
Irving, TX 75039
(972) 910-1453 (Tel)
(866) 418-9750 (Fax)
becky.gipson@excel.com

IV. REQUEST FOR APPROVAL OF THE INDIRECT CHANGE IN CONTROL

The proposed change in control is the result of certain management changes being made to Sowood's private equity funds, which include Sowood Fund III, and their successive general partners. As part of the change, two of the three members, including the current managing member, of Sowood GP III LLC will leave the limited liability company and Mr. Stuart Porter will become the managing member and will wholly own the only other member. (In addition, the name of the entity will be changed to Denham GP III LLC.) As a result of these changes, Mr. Stuart Porter ultimately will control (subject to certain protections for minority equity holders) the successive general partner interests of Sowood Fund III and, therefore, Comtel. Sowood Fund III and its successive general partners will be renamed "Denham." The limited partnership interests of Sowood Fund III, however, will not change. For the Commission's convenience, pre- and post-change in control corporate structure charts are provided as Exhibit A.

Following the change in control, Applicant will continue to offer service with no change in the rates or terms and conditions of service resulting from the change in control. Further, Applicant will continue to provide service to its customers under the same name, and will continue to be led by an experienced management team. Therefore, the change in control of Applicant will be seamless and transparent to consumers.

V. PUBLIC INTEREST STATEMENT

Applicant submits that the change in control will serve the public interest. The proposed structural and management changes to the ultimate controlling investment entity will enable the investing entities to implement an improved business, financial, and management structure. Applicant will continue to provide high-quality telecommunications services to consumers in Ohio. Further, Applicant will not change its name or its rates, terms or conditions of service as a

result of the change in ultimate control. The change in ultimate control, therefore, will be transparent to consumers.

For important business reasons, the general partner of the general partner of the fund that owns Applicant, Sowood Fund III, must make certain management changes to its structure by June 30, 2007. As part of these changes, only one of the three current members of the limited liability company that is the general partner of the limited partnership that is the general partner of Sowood Fund III will remain as an interest holder in such limited liability company and will become the managing member of the general partner that ultimately controls Applicant.

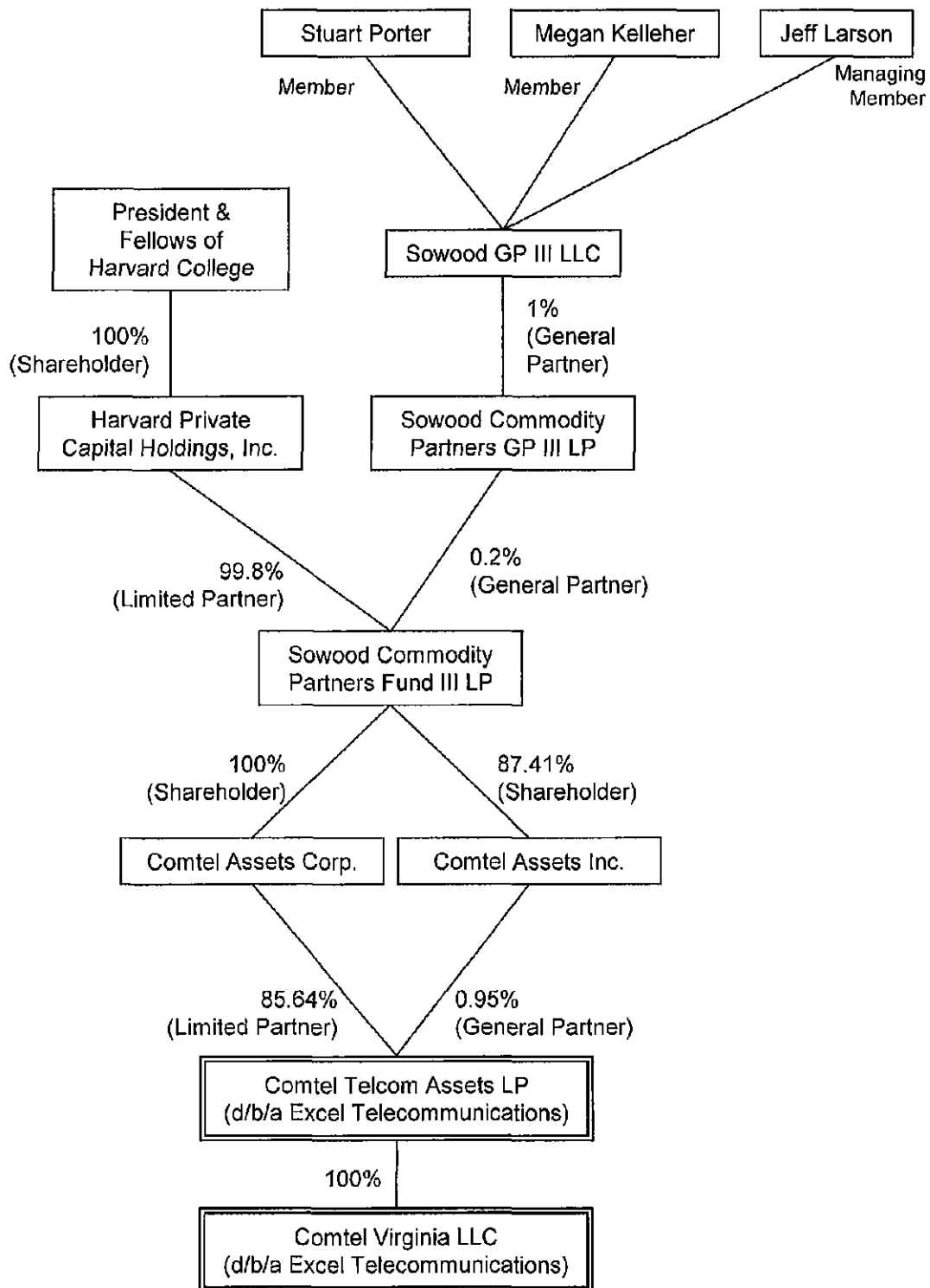
VI. CONCLUSION

For the reasons stated above, Applicant submits that the public interest, convenience, and necessity would be furthered by a grant of this Application. Applicant therefore respectfully requests that the Commission consider and approve this Application expeditiously to permit the consummation of the proposed indirect transfer of control as soon as possible.

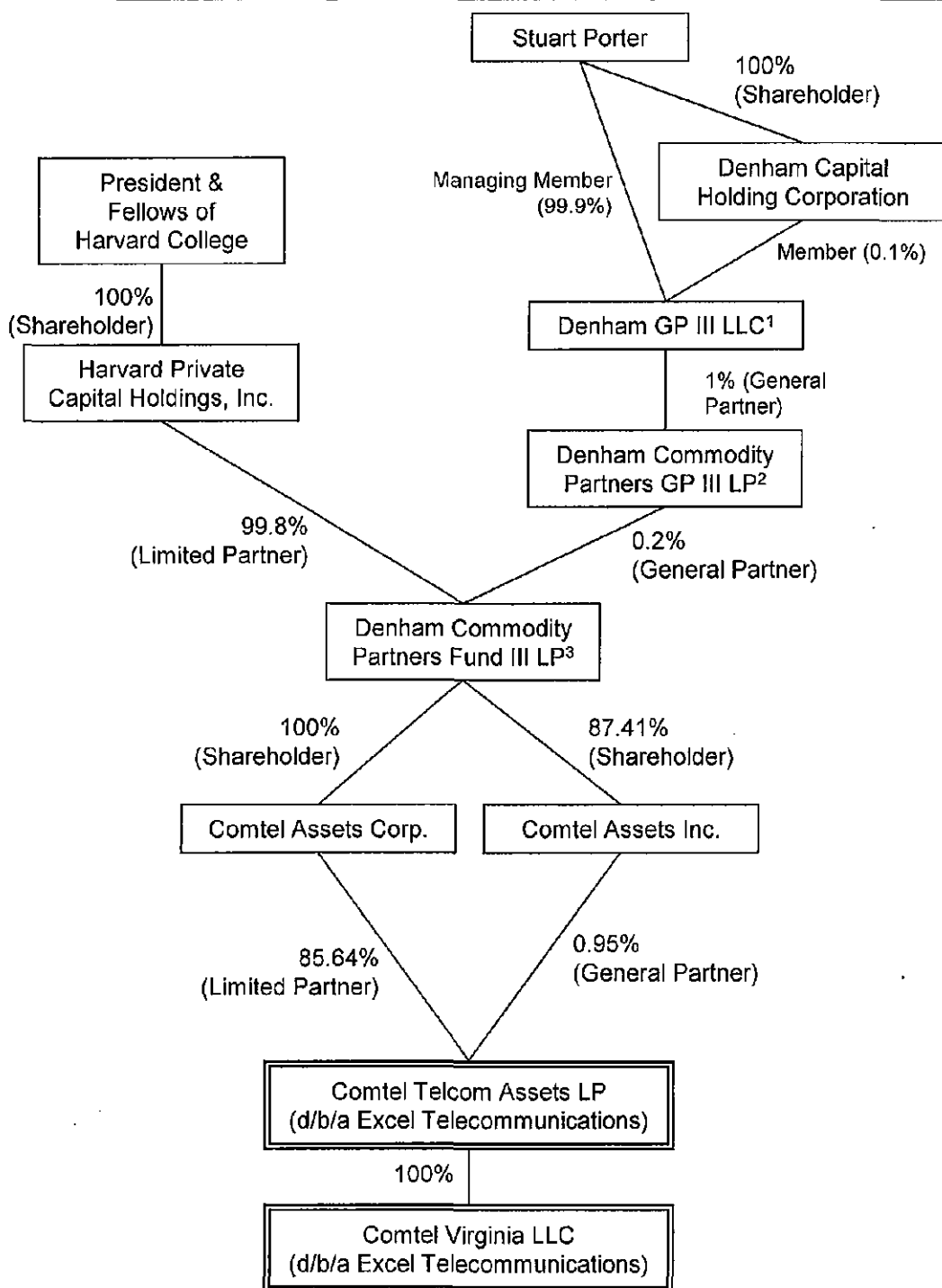
ATTACHMENT B

Pre- and Post-Change in Control Corporate Structure Charts

Pre-Change in Control Corporate Structure



Post-Change in Control Corporate Structure



¹ "Sowood GP III LLC" will change its name to "Denham GP III LLC."

² "Sowood Commodity Partners GP III LP" will change its name to "Denham Commodity Partners GP III LP."

³ "Sowood Commodity Partners Fund III LP" will change its name to "Denham Commodity Partners Fund III LP."

ATTACHMENT C

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 COMTEL TELCOM ASSETS LP, a Texas Limited Partnership, Registration Number 1578257, filed on October 28, 2005, is currently in FULL FORCE AND EFFECT upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 29th day of May, A.D. 2007*

A handwritten signature in cursive script, appearing to read "Jennifer Brunner".

Ohio Secretary of State

Validation Number: V2007149M25DCA

ATTACHMENT D

Partners of Comtel Telcom Assets LP

Comtel Telcom Assets LP's partners are:

General Partner:

Comtel Assets Inc.
433 East Las Colinas Boulevard, Suite 1300
Irving, TX 75039

Limited Partner:

Comtel Assets Corp.
c/o 500 Boylston Street, 17th Floor
Boston, MA 02116

Verification

VERIFICATION

STATE OF TEXAS

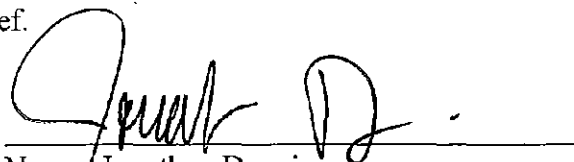
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DALLAS COUNTY

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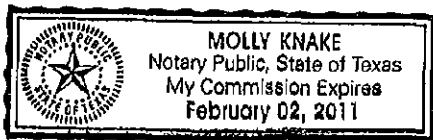
I, Jonathan Dennis, state that I am Vice President, Legal Affairs of Comtel Assets Inc., the sole general partner of Comtel Telcom Assets LP ("Comtel"); that I am authorized to make this Verification on behalf of Comtel; that the foregoing filing was prepared under my direction and supervision; and that the statements in the foregoing document are true and correct to the best of my knowledge, information, and belief.



Name: Jonathan Dennis

Title: Vice President, Legal Affairs
Comtel Assets Inc., the sole general partner
of Comtel Telcom Assets LP

SWORN TO AND SUBSCRIBED before me on the 24 day of May, 2007.


Notary Public

My commission expires: 02/02/2011