



Agenda Date: 09/16/10

Agenda Item: IVC

STATE OF NEW JERSEY
Board of Public Utilities
Two Gateway Center, Suite 801
Newark, NJ 07102
www.nj.gov/bpu/

TELECOMMUNICATIONS

IN THE MATTER OF THE PETITION OF MOBILEPRO)
CORP., TRANSFEREE CLOSECALL AMERICA, INC.,)
LICENSEE AND NEW EARTHSHELL CORPORATION,)
TRANSFEREE, FOR THE TRANSFER OF CONTROL)
OF CLOSECALL AMERICA INC. TO NEW EARTHSHELL)
CORPORATION)

ORDER OF APPROVAL

DOCKET NO. TM10060392

Courtenay Schroeder, CloseCall America, Inc., 101A Log Canoe Circle, Stevensville, MD 21666

Tammy Martin, MobilePro Corp., 401 Professional Drive, Suite 128, Gaithersburg, MD 20879

BY THE BOARD:

On June 4, 2010, CloseCall America, Inc. ("CloseCall"), and New Earthshell Corporation ("NEC") (collectively, the "Parties" or "Petitioners"), filed a petition seeking the Board's approval for a transaction that will result in the 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 the issued and outstanding shares of common stock of CloseCall, which will result in a transfer of control. Following the transfer, CloseCall will continue to offer services at the same terms, rates and conditions on which it currently offers such services in the state.

BACKGROUND

CloseCall is a Delaware corporation with its principal offices located in Stevensville, Maryland. CloseCall is a wholly-owned subsidiary of MobilePro Corp. ("MobilePro"). According to the petitioner, CloseCall is a full service telecommunications provider offering local and interexchange telecommunications services in nineteen states. In New Jersey, CloseCall is authorized to provide local and interexchange telecommunications services. See Order I/M/O the Verified Petition of CloseCall America Inc. for Approval to Provide Local Exchange and Interexchange Telecommunications Services Within the State of New Jersey, Docket No. TE04030202, dated May 12, 2004. In New Jersey, CloseCall does not have any personnel and currently has 1,443 customers.

MobilePro is a Delaware corporation with its principal office located in Bethesda, Maryland. MobilePro is a publicly-traded corporation that offers telecommunications services through its subsidiaries, including CloseCall. NEC is a privately held Delaware corporation with offices located in Jersey City, New Jersey. NEC is not authorized to provide competitive local or long distance telecommunication services within any jurisdiction of the United States. NEC is a wholly owned subsidiary of YA Global Investments, L.P.

DISCUSSION

According to the petition, MobilePro and the YA Global Investments, L.P. entered into financing arrangements evidenced by, among other documents, instruments and agreements, a secured convertible debenture (collectively, the "Financing Documents"). The obligations of MobilePro to YA Global Investments, LP under the Financing Documents are secured by, among other things, the CloseCall common stock. Petitioners state that events of a default have occurred and are continuing under the Financing Documents and YA Global Investments, L.P. has elected to conduct a secured party sale of the CloseCall Common Stock in accordance with Article 9 of the Uniform Commercial Code. YA Global Investments, LP held a public auction at which NEC made the highest and best bid. NEC and YA Global Investments, LP have entered into the Sale Agreement pursuant to which YA Global Investments, LP will, in accordance with Article 9 of the UCC, transfer to NEC all of MobilePro's rights, title and interest in and to the CloseCall Common Stock. As a result, CloseCall will become a wholly owned subsidiary of NEC.

Petitioners state that following the transaction, CloseCall will continue to offer services at the same terms, rates and conditions on which they currently offer such services in the state and as a result, Petitioners claim that the transfer will be seamless and transparent to customers.

Petitioners state that the proposed transfer 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.

FINDINGS AND CONCLUSIONS

After a thorough review of the petition and all related documents, the Board concludes that there will be no negative impact on rates or service quality since CloseCall's New Jersey customers will continue to receive the same services at the same rates and under the same terms and conditions. Since CloseCall currently has no employees in New Jersey, there will be no impact on employees. Moreover, a positive benefit is likely as Petitioners expect the transaction to yield operational and financial benefits which will allow CloseCall to better compete in the marketplace.

Accordingly, after careful review of this matter, the Board FINDS that the change of control will have no negative impact on the rates of current customers. The Board also FINDS that the transfer will have no negative impact on the provision of safe, adequate and proper service, and will positively benefit competition because as discussed above, CloseCall will emerge as a stronger competitor. Therefore, after investigation, having considered the record and exhibits submitted in this proceeding, the Board FINDS that the proposed transfer is in accordance with the law and is in the public interest. The Board HEREBY ORDERS that the Petitioners shall

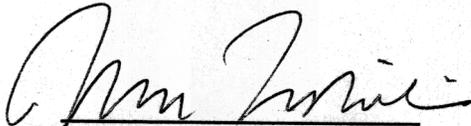
notify the Board of the closing of the proposed transactions within 7 days of the consummation of the transfer. The Board FURTHER ORDERS that this approval will expire if the transaction is not fully consummated on or before September 30, 2011.

DATED: 9/16/10

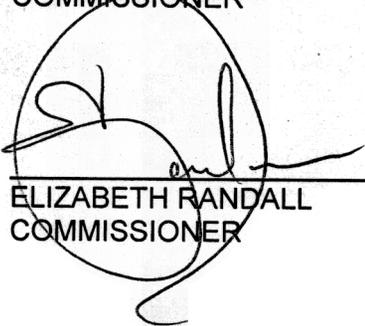
BOARD OF PUBLIC UTILITIES
BY:

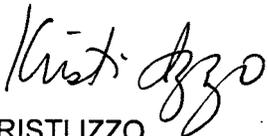

LEE A. SOLOMON
PRESIDENT

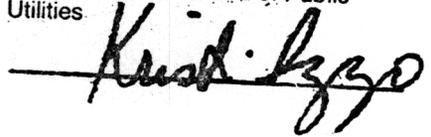

JEANNE M. FOX
COMMISSIONER


JOSEPH L. FIORDALISO
COMMISSIONER


NICHOLAS ASSELTA
COMMISSIONER


ELIZABETH RANDALL
COMMISSIONER

ATTEST:

KRISTI IZZO
SECRETARY

I HEREBY CERTIFY that the within document is a true copy of the original in the files of the Board of Public Utilities


Service List

Docket No. TM10060392

Courtney Schroeder
CloseCall America, Inc.
101A Log Canoe Circle
Stevensville, MD 21666
cschroeder@closecall.com

Robert E. Heath
CloseCall America, Inc.
9401 Indian Creek Parkway
Suite 280
Overland Park, KS 66210
rob.heath@afnlrf.com

Tammy Martin
MobilePro Corp.
401 Professional Drive
Suite 128
Gaithersburg, MD 20879
tmartin.mobileproo@yahoo.com

Troy Rillo
President
New Earthshell Corporation
101 Hudson Street
Suite 3700
Jersey City, NJ 07302
trillo@jerseyvilleadvisors.com

Stephanie A. Brand
Director, Division of Rate Counsel
Department of the Public Advocate
31 Clinton Street, 11th Floor
P.O. Box 46005
Newark, NJ 07101
njratepayer@advocate.state.nj.us

James F. Murphy
Rocco Della Serra
Board of Public Utilities
Division of Telecommunications
Two Gateway Center
Newark, NJ 07102
james.murphy@bpu.state.nj.us
rocco.della-serra@bpu.state.nj.us

Alex Moreau
Department of Law & Public Safety
Division of Law
124 Halsey Street – 5th Floor
P.O. Box 45029
Newark, New Jersey 07102
alex.moreau@dol.lps.state.nj.us