



March 7, 2011

Mr. Todd Hinnen
Acting Assistant Attorney General
National Security Division
U.S. Department of Justice
950 Pennsylvania Avenue, N.W.
Washington, DC 20530
ttelecom@usdoj.gov

Mr. David Heyman
Assistant Secretary for Policy
United States Department of Homeland Security
3801 Nebraska Avenue, N.W.
Washington, DC 20528
ip-fcc@dhs.gov

Dear Assistant Secretary Heyman and Assistant Attorney General Hinnen:

By letters dated March 2, 2005 (the "2005 Commitment Letter"), July 24, 2006 (the "2006 Commitment Letter"), and February 6, 2007 (the "2007 Commitment Letter"), and the August 25, 2010 amendment to a then-pending FCC transfer application in WC Docket 10-156 (the "2010 Amendment") (together, the "Commitment Documents") (all attached hereto), U.S. TelePacific Corp., a wholly owned subsidiary of U.S. TelePacific Holdings Corp. ("Company"), and the Company made certain commitments to the U.S. Department of Justice ("DOJ"), including the Federal Bureau of Investigation ("FBI"), and to the U.S. Department of Homeland Security ("DHS"). Those commitments addressed national security, law enforcement and public safety concerns raised with regard to the Company's application to the Federal Communications Commission ("FCC") regarding the transfer of certain assets from Pac-West Telecomm, Inc. to U.S. TelePacific Corp., transfers of control of Mpower Communications Corp. and Arrival Communications, Inc., to U.S. TelePacific Holdings Corp., and the transfer of certain assets from O1 Communications, Inc. to U.S. TelePacific Corp., respectively.

By this letter, the Company agrees to extend the commitments made in the Commitment Documents to address any national security, law enforcement and public safety concerns that may be raised with regard to the application filed at the FCC for authority pursuant to Section 310(b)(4) of the Communications Act of 1934, as amended, for the transfer of control of multiple FCC wireless licenses, to wit, the transfer of control of NextWeb, Inc., to the Company.

March 7, 2011

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In particular, this letter is being submitted for the purpose of extending the commitments made in the Commitment Documents by U.S. TelePacific Holdings Corp., to the operations of NextWeb, Inc. following its acquisition by the Company. As a result, following the acquisition, the commitments as set forth in the Commitment Documents will apply with full force and effect to the Company's wholly owned telecommunications operating subsidiaries: U.S. TelePacific Corp., Mpower Communications Corp., Arrival Communications, Inc., and NextWeb, Inc.

In addition, on March 9, 2005, U.S. TelePacific Corp. designated a point of contact to hold authority and responsibility for accepting and overseeing compliance with a wiretap order, pen/trap order, subpoena or other lawful demand by U.S. law enforcement authorities for the content of communications or U.S. records, in accordance with the 2005 Commitment Letter. The Company hereby confirms that Mr. Erich Everbach, the designated contact set forth in U.S. TelePacific Corp.'s March 9, 2005 letter and affirmed in its subsequent Commitment Documents, will also serve as the designated contact for NextWeb, Inc. following its acquisition by the Company. The Company also agrees that it will promptly notify DOJ and DHS of any change in such designation or any additional designees.

Mr. Everbach has his office in the United States, is a citizen of the United States, is resident in the United States, and already has a security clearance to accept and process National Security Letters. Mr. Everbach's contact information is:

Erich E. Everbach
Senior Vice President and General Counsel
Office Address: 515 S. Flower Street, 47th Floor
Los Angeles, CA 90071-2201
Telephone: (213) 213-3690
Facsimile: (213) 213-3691
Email: eeverbach@telepacific.com

Home Address: 19322 Winged Foot Circle
Northridge, CA 91326-1454
Telephone: (818) 368-6987
Email: everbach@earthlink.net

All correspondence to DOJ and DHS under this LOA will be directed to the addressees at the addresses provided on the first page of the LOA. In addition, a courtesy electronic copy of all notices and communications will be forwarded to ttelecom@usdoj.gov.

March 7, 2011

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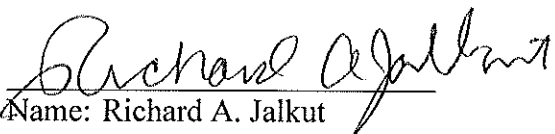
We understand that, upon execution of this letter by an authorized representative or attorney for the Company, the DOJ, FBI, and DHS shall notify the FCC that the DOJ, FBI, and DHS have no objection to the FCC's grant of the Company's application filed with the FCC.

Sincerely,

U.S. TelePacific Holdings Corp.

U.S. TelePacific Corp.

By:



Name: Richard A. Jalkut

Title: President & Chief Executive Officer

Date: March 7, 2011

Attachments:

2005 Commitment Letter

2006 Commitment Letter

2007 Commitment Letter

2010 Amendment



March 2, 2005

Laura W. Parsky
Deputy Assistant Attorney General
Office of the Assistant Attorney General
Criminal Division – Room 2113
United States Department of Justice
950 Pennsylvania Avenue, N.W.
Washington, D.C. 20530

Patrick W. Kelley
Deputy General Counsel
Federal Bureau of Investigation
935 Pennsylvania Avenue, N.W.
Washington, D.C. 20535

Tina W. Gabbrielli
Director of Intelligence Coordination and
Special Infrastructure Protection Programs
Office of Infrastructure Protection
United States Department of Homeland Security
Washington, DC 20528

Dear Ms. Parsky, Ms. Gabbrielli, and Mr. Kelley:

This letter outlines the commitments made by U.S. TelePacific Corp. ("the Company"), to the U.S. Department of Justice ("DOJ"), including the Federal Bureau of Investigation ("FBI"), and to the U.S. Department of Homeland Security ("DHS"), in order to address national security, law enforcement and public safety concerns raised with regard to the Company's application to the Federal Communications Commission ("FCC") for authority pursuant to Section 214 of the Communications Act of 1934, as amended, for the transfer of assets of an authorized U.S. international and domestic common carrier, to wit, the transfer of certain customer accounts from Pac-West Telecomm, Inc. to the Company.

The Company agrees that, for all customer billing records, subscriber information, or any other related information used, processed, or maintained in the ordinary course of business relating to communications services offered to U.S. persons, but not including subscriber listing information that the Company makes available for publication in public telephone books and public directory assistance in the normal course of business, ("U.S. records"), the Company will

store such U.S. records exclusively in the United States. For these purposes, U.S. records shall include information disclosable to a U.S. federal or state governmental entity under the procedures specified in Sections 2703(c) and (d) and Section 2709 of Title 18 of the United States Code. The Company agrees to ensure that U.S. records are not made subject to mandatory destruction under any foreign laws. The Company agrees to take all practicable measures to prevent unauthorized access to or disclosure of the content of communications or U.S. records, in violation of any U.S. federal, state, or local laws or of the commitments set forth in this letter.

The Company agrees that it will not, directly or indirectly, knowingly disclose or permit disclosure of or access to U.S. records, or to any information (including the content of communications) pertaining to an order to intercept communications, an order for a pen register or a trap and trace device, a subpoena or other lawful demand by a U.S. law enforcement agency for U.S. records, to any person if the purpose of such disclosure or access is to respond to the legal process or request on behalf of a non-U.S. government without first satisfying all pertinent requirements of U.S. law and obtaining the express written consent of the DOJ and DHS or the authorization of a court of competent jurisdiction in the United States. The term "non-U.S. government" means any government, including an identified representative, agent, component or subdivision thereof, that is not a local, state or federal government in the United States. Any such requests or legal process submitted by a non-U.S. government to the Company shall be referred to the DOJ and DHS as soon as possible, and in no event later than five (5) business days after such request or legal process is received by and known to the Company, unless the disclosure of the request or legal process would be in violation of U.S. law or an order of a court in the U.S.

The Company also agrees that it will, within ten (10) days from the date of this letter, designate one or more points of contact within the United States with the authority and responsibility for accepting and overseeing compliance with a wiretap order, pen/trap order, subpoena or other lawful demand by U.S. law enforcement authorities for the content of communications or U.S. records. The points of contact will be assigned to an office of the Company located in the United States. Upon designation, the Company will notify the FBI, DOJ and DHS in writing of the points of contact, and thereafter shall promptly notify the FBI, DOJ and DHS of any change in such designation. The points of contact shall be resident U.S. citizens, and the Company shall cooperate with any request by a U.S. government authority that a background check or security clearance process be completed for a designated point of contact.

The Company agrees that it will notify the FBI, DOJ and DHS promptly if there are material changes in any of the facts as represented in this letter or in the event that the Company acquires, directly or indirectly, by ownership in fee, indefeasible right of use, or lease, any significant new facility, including, without limitation, a switch, an international communications transmission facility, or other major transmission facility. All notices to be provided to the FBI, DOJ or DHS shall be directed to the named addressees of this letter.

The Company agrees that, in the event the commitments set forth in this letter are breached, in addition to any other remedy available at law or equity, the DOJ, FBI or DHS may request that the FCC modify, condition, revoke, cancel, or render null and void any relevant license, permit, or other authorization granted by the FCC to the Company or any successor-in-

interest to the Company. Nothing herein shall be construed to be a waiver by the Company of, or limitation on, its right to oppose or comment on any such request.

We understand that, upon execution of this letter by an authorized representative or attorney for the Company, the DOJ, FBI and DHS shall notify the FCC that the DOJ, FBI and DHS have no objection to the FCC's grant of the Company's application filed with the FCC.

Sincerely,

U.S. TelePacific Corp.

Date: March 2, 2005

By: 

Printed Name: Richard A. Jalkut

Title: President and Chief Executive Officer



July 24, 2006

Benton J. Campbell
Acting Deputy Assistant Attorney General
Criminal Division
United States Department of Justice
950 Pennsylvania Avenue, N.W.
Washington, D.C. 20530

Elaine N. Lammert
Deputy General Counsel
Federal Bureau of Investigation
935 Pennsylvania Avenue, N.W.
Washington, D.C. 20535

Stewart Baker
Assistant Secretary for Policy
United States Department of Homeland Security
3801 Nebraska Avenue, N.W.
Washington, D.C. 20528

Dear Ms. Lammert, Mr. Baker, and Mr. Campbell:

By letter dated March 2, 2005 (the "2005 Commitment Letter"), U.S. TelePacific Corp., a wholly owned subsidiary of U.S. TelePacific Holdings Corp. (the "Company"), made certain commitments to the U.S. Department of Justice ("DOJ"), including the Federal Bureau of Investigation ("FBI"), and to the U.S. Department of Homeland Security ("DHS"). Those commitments addressed national security, law enforcement and public safety concerns raised with regard to an application to the Federal Communications Commission ("FCC") regarding the transfer of certain assets from Pac-West Telecomm, Inc. to U.S. TelePacific Corp. By this letter, the Company agrees to extend the commitments made in the 2005 Commitment Letter to address any national security, law enforcement and public safety concerns that may be raised with regard to the application filed at the FCC for authority pursuant to Section 214 of the Communications Act of 1934, as amended, for the transfer of control of an authorized U.S. international and domestic common carrier, to wit, the transfer of control of Mpower Communications Corp., through the acquisition of the stock of its parent, Mpower Holding Corporation, by the Company.

July 24, 2006
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In particular, this letter is being submitted for the purpose of extending the commitments made in the 2005 Commitment Letter by U.S. TelePacific Corp., to the operations of Mpower Communications Corp. following its acquisition by the Company. As a result, following the acquisition, the commitments as set forth in the 2005 Commitment Letter will apply with full force and effect to both of the Company's wholly owned telecommunications operating subsidiaries: U.S. TelePacific Corp. and Mpower Communications Corp.

In addition, on March 9, 2005, U.S. TelePacific Corp. designated a point of contact to hold authority and responsibility for accepting and overseeing compliance with a wiretap order, pen/trap order, subpoena or other lawful demand by U.S. law enforcement authorities for the content of communications or U.S. records, in accordance with the 2005 Commitment Letter. The Company hereby confirms that Mr. Erich E. Everbach, the designated contact set forth in U.S. TelePacific Corp.'s March 9, 2005 letter for U.S. TelePacific Corp., including the customers acquired from Pac-West Telecomm, Inc., will also serve as the designated contact for Mpower Communications Corp. following its acquisition by the Company. The Company also agrees that it will promptly notify the FBI, DOJ, and DHS of any change in such designation or any additional designees.

Mr. Everbach has his office in the United States, is a citizen of the United States, is resident in the United States, and already has a security clearance to accept and process National Security Letters. Mr. Everbach's contact information is:

Erich Everbach
Secretary and General Counsel
Office Address: 515 S. Flower Street, 47th Floor
Los Angeles, CA 90071-2201
Telephone: (213) 213-3690
Facsimile: (213) 213-3691
Email: eeverbach@telepacific.com

Home Address: 19322 Winged Foot Circle
Northridge, CA 91326-1454
Telephone: (818) 368-6987
Email: everbach@earthlink.net

We understand that, upon execution of this letter by an authorized representative or attorney for the Company, the DOJ, FBI, and DHS shall notify the

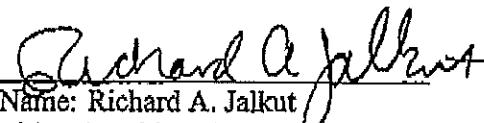
July 24, 2006
Page 3

FCC that the DOJ, FBI, and DHS have no objection to the FCC's grant of the Company's application filed with the FCC.

Sincerely,

U.S. TelePacific Holdings Corp.

By:



Name: Richard A. Jalkut
Title: President & Chief Executive
Officer

Date: July 24, 2006

cc: Michael J. Stawasz, Esq.
U.S. Department of Justice
950 Pennsylvania Avenue, N.W.
Criminal Division
Computer Crime and Intellectual Property Section
John C. Keeney Building, Suite 600
Washington, D.C. 20530-0001



February 6, 2007

Sigal P. Mandelker
Deputy Assistant Attorney General
Criminal Division
United States Department of Justice
950 Pennsylvania Avenue, N.W.
Washington, D.C. 20530

Elaine N. Lammert
Deputy General Counsel
Federal Bureau of Investigation
935 Pennsylvania Avenue, N.W.
Washington, D.C. 20535

Stewart Baker
Assistant Secretary for Policy
United States Department of Homeland Security
3801 Nebraska Avenue, N.W.
Washington, D.C. 20528

Dear Ms. Lammert, Mr. Baker, and Ms. Mandelker:

By letter dated March 2, 2005 (the "2005 Commitment Letter") and letter dated July 24, 2006 (the "2006 Commitment Letter") (together, the "Commitment Letters"), U.S. TelePacific Corp. ("Company"), a wholly owned subsidiary of U.S. TelePacific Holdings Corp., made certain commitments to the U.S. Department of Justice ("DOJ"), including the Federal Bureau of Investigation ("FBI"), and to the U.S. Department of Homeland Security ("DHS"). Those commitments addressed national security, law enforcement and public safety concerns raised with regard to the Company's application to the Federal Communications Commission ("FCC") regarding the transfer of certain assets from Pac-West Telecomm, Inc. to U.S. TelePacific Corp. and transfer of control of Mpower Communications Corp. to U.S. TelePacific Holdings Corp. respectively. By this letter, the Company agrees to extend the commitments made in the Commitment Letters to address any national security, law enforcement and public safety concerns that may be raised with regard to the application filed at the FCC for authority pursuant to Section 214 of the Communications Act of 1934, as amended, for the transfer of control of an authorized U.S. international and domestic common carrier, to wit, the transfer of control of Arrival Communications, Inc. to the Company.

In particular, this letter is being submitted for the purpose of extending the commitments made in the Commitment Letters by U.S. TelePacific Holdings Corp., to the operations of

Arrival Communications, Inc. following its acquisition by the Company. As a result, following the acquisition, the commitments as set forth in the Commitment Letters will apply with full force and effect to the Company's wholly owned telecommunications operating subsidiaries: U.S. TelePacific Corp., Mpower Communications Corp. and Arrival Communications, Inc.

In addition, on March 9, 2005, U.S. TelePacific Corp. designated a point of contact to hold authority and responsibility for accepting and overseeing compliance with a wiretap order, pen/trap order, subpoena or other lawful demand by U.S. law enforcement authorities for the content of communications or U.S. records, in accordance with the 2005 Commitment Letter. The Company hereby confirms that Mr. Erich Everbach, the designated contact set forth in U.S. TelePacific Corp.'s March 9, 2005 letter and affirmed in its July 24, 2006 letter for U.S. TelePacific Corp., including the customers acquired from Pac-West Telecomm, Inc. and U.S. TelePacific's Corp.'s affiliate Mpower Communications Corp., will also serve as the designated contact for Arrival Communications, Inc. following its acquisition by the Company. The Company also agrees that it will promptly notify the FBI, DOJ, and DHS of any change in such designation or any additional designees.

Mr. Everbach has his office in the United States, is a citizen of the United States, is resident in the United States, and already has a security clearance to accept and process National Security Letters. Mr. Everbach's contact information is:

Erich E. Everbach
Secretary and General Counsel
Office Address: 515 S. Flower Street, 47th Floor
Los Angeles, CA 90071-2201
Telephone: (213) 213-3690
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Northridge, CA 91326-1454
Telephone: (818) 368-6987
Email: everbach@earthlink.net


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February 6, 2007
Page 3

We understand that, upon execution of this letter by an authorized representative or attorney for the Company, the DOJ, FBI, and DHS shall notify the FCC that the DOJ, FBI, and DHS have no objection to the FCC's grant of the Company's application filed with the FCC.

Sincerely,

U.S. TelePacific Holdings Corp.,
U.S. TelePacific Corp.

By: 
Name: Richard A. Jalkut
Title: President & Chief Executive Officer
Date: February 6, 2007

cc: Joseph Springsteen, Esq.
U.S. Department of Justice
950 Pennsylvania Avenue, N.W.
Criminal Division
Computer Crime and Intellectual Property Section
John C. Keeney Building, Suite 600
Washington, D.C. 20530-0001

Jean L. Kiddoo
Brett P. Ferenchak
jean.kiddoo@bingham.com
brett.ferenchak@bingham.com

August 25, 2010

Via ECFS

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Room TW-A325
Washington, DC 20554

**Re: WC Docket No. 10-156 - In the Matter of the Joint Application of O1
Communications, Inc., Assignor, and U.S. TelePacific Corp., Assignee, for
Grant of Authority Pursuant to Section 214 of the Communications Act of
1934, as amended, and Section 63.04 of the Commission's Rules to Complete an
Assignment of Assets of an Authorized Domestic Section 214 Carrier**

AMENDMENT

Dear Ms. Dortch:

Pursuant to the request of Team Telecom, U.S. TelePacific Corp. files the attached
Amendment to the Application. Please direct any questions regarding this filing to us.

Respectfully submitted,



Jean L. Kiddoo
Brett P. Ferenchak

Counsel for U.S. TelePacific Corp.

cc: Richard Sofield (DOJ) (Richard.Sofield2@usdoj.gov)
Joanne Ongman (DOJ) (Joanne.Ongman@usdoj.gov)
Richard Hagar (DHS) (richard.hagar@dhs.gov)
Glenn Kaminsky (DHS) (glenn.kaminsky@dhs.gov)

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Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

In the Matter of the Joint Application of)	
O1 COMMUNICATIONS, INC.,)	
Assignor,)	
and)	WC Docket No. 10-156
U.S. TELEPACIFIC CORP.,)	
Assignee,)	
For Grant of Authority Pursuant to)	
Section 214 of the Communications Act of 1934,)	
as amended, and Section 63.04 of the)	
Commission's Rules to Complete an)	
Assignment of Assets of an Authorized)	
Domestic Section 214 Carrier)	
)	

AMENDMENT TO APPLICATION

U.S. TelePacific Corp. ("TelePacific") and O1 Communications, Inc. ("O1" and together with TelePacific, "Applicants"), hereby amend the above-referenced Application to make express Applicants' request that the Commission's grant of authority pursuant to section 214 of the Communications Act of 1934, as amended, and Section 63.04 of the Commission's Rules be conditioned on the continued compliance of TelePacific and U.S. TelePacific Holdings Corp. ("Holdings") with the terms of the Commitment Letter between TelePacific, Holdings., the U.S. Department of Justice, including the Federal Bureau of Investigations, and the U.S. Department of Homeland Security, dated February 6, 2007, a copy of which is attached hereto.

Applicants further request that the Commission maintain the Streamlined Pleading Cycle established for the Application and approve the Application with the condition requested by this Amendment.

Respectfully submitted,



Jean L. Kiddoo
Brett Ferenchak
BINGHAM MCCUTCHEN LLP
2020 K Street, N.W.
Washington, DC 20006-1806
202-373-6000 (Tel)
202-373-6001 (Fax)
jean.kiddoo@bingham.com
brett.ferenchak@bingham.com

Counsel for U.S. TelePacific Corp.

Dated: August 25, 2010



February 6, 2007

Sigal P. Mandelker
Deputy Assistant Attorney General
Criminal Division
United States Department of Justice
950 Pennsylvania Avenue, N.W.
Washington, D.C. 20530

Elaine N. Lammert
Deputy General Counsel
Federal Bureau of Investigation
935 Pennsylvania Avenue, N.W.
Washington, D.C. 20535

Stewart Baker
Assistant Secretary for Policy
United States Department of Homeland Security
3801 Nebraska Avenue, N.W.
Washington, D.C. 20528

Dear Ms. Lammert, Mr. Baker, and Ms. Mandelker:

By letter dated March 2, 2005 (the "2005 Commitment Letter") and letter dated July 24, 2006 (the "2006 Commitment Letter") (together, the "Commitment Letters"), U.S. TelePacific Corp. ("Company"), a wholly owned subsidiary of U.S. TelePacific Holdings Corp., made certain commitments to the U.S. Department of Justice ("DOJ"), including the Federal Bureau of Investigation ("FBI"), and to the U.S. Department of Homeland Security ("DHS"). Those commitments addressed national security, law enforcement and public safety concerns raised with regard to the Company's application to the Federal Communications Commission ("FCC") regarding the transfer of certain assets from Pac-West Telecomm, Inc. to U.S. TelePacific Corp. and transfer of control of Mpower Communications Corp. to U.S. TelePacific Holdings Corp., respectively. By this letter, the Company agrees to extend the commitments made in the Commitment Letters to address any national security, law enforcement and public safety concerns that may be raised with regard to the application filed at the FCC for authority pursuant to Section 214 of the Communications Act of 1934, as amended, for the transfer of control of an authorized U.S. international and domestic common carrier, to wit, the transfer of control of Arrival Communications, Inc. to the Company.

In particular, this letter is being submitted for the purpose of extending the commitments made in the Commitment Letters by U.S. TelePacific Holdings Corp., to the operations of

Arrival Communications, Inc. following its acquisition by the Company. As a result, following the acquisition, the commitments as set forth in the Commitment Letters will apply with full force and effect to the Company's wholly owned telecommunications operating subsidiaries: U.S. TelePacific Corp., Mpower Communications Corp. and Arrival Communications, Inc.

In addition, on March 9, 2005, U.S. TelePacific Corp. designated a point of contact to hold authority and responsibility for accepting and overseeing compliance with a wiretap order, pen/trap order, subpoena or other lawful demand by U.S. law enforcement authorities for the content of communications or U.S. records, in accordance with the 2005 Commitment Letter. The Company hereby confirms that Mr. Erich Everbach, the designated contact set forth in U.S. TelePacific Corp.'s March 9, 2005 letter and affirmed in its July 24, 2006 letter for U.S. TelePacific Corp., including the customers acquired from Pac-West Telecomm, Inc. and U.S. TelePacific's Corp.'s affiliate Mpower Communications Corp., will also serve as the designated contact for Arrival Communications, Inc. following its acquisition by the Company. The Company also agrees that it will promptly notify the FBI, DOJ, and DHS of any change in such designation or any additional designees.

Mr. Everbach has his office in the United States, is a citizen of the United States, is resident in the United States, and already has a security clearance to accept and process National Security Letters. Mr. Everbach's contact information is:

Erich E. Everbach
Secretary and General Counsel
Office Address: 515 S. Flower Street, 47th Floor
Los Angeles, CA 90071-2201
Telephone: (213) 213-3690
Facsimile: (213) 213-3691
Email: eeverbach@telepacific.com

Home Address: 19322 Winged Foot Circle
Northridge, CA 91326-1454
Telephone: (818) 368-6987
Email: everbach@earthlink.net


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February 6, 2007
Page 3

We understand that, upon execution of this letter by an authorized representative or attorney for the Company, the DOJ, FBI, and DHS shall notify the FCC that the DOJ, FBI, and DHS have no objection to the FCC's grant of the Company's application filed with the FCC.

Sincerely,

U.S. TelePacific Holdings Corp..
U.S. TelePacific Corp.

By: 
Name: Richard A. Jalkut
Title: President & Chief Executive Officer
Date: February 6, 2007

cc: Joseph Springsteen, Esq.
U.S. Department of Justice
950 Pennsylvania Avenue, N.W.
Criminal Division
Computer Crime and Intellectual Property Section
John C. Keeney Building, Suite 600
Washington, D.C. 20530-0001