

Jean L. Kiddoo
Danielle C. Burt
jean.kiddoo@bingham.com
danielle.burt@bingham.com

May 7, 2013

Via Electronic Filing

Marlene H. Dortch, Secretary
Federal Communications Commission
International Bureau Applications
P.O. Box 979093
St. Louis, MO 63197-9700

Re: *In the Matter of the Joint Application of Mpower Communications Corporation, (“Assignor” and “Licensee”) and Cox Communications, Inc. (“Assignee”) for Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, to Complete an Assignment of Assets*

Dear Ms. Dortch:

On behalf of Mpower Communications Corporation, (“Mpower”) and Cox Communications, Inc. (“Cox”), (collectively, “Applicants”), enclosed please find an application for approval to assign certain assets and customers from Mpower to Cox.

Pursuant to Section 63.04(b) of the Commission’s rules, Applicants submit this filing as a combined domestic section 214 transfer application and international section 214 transfer applications (“Combined Application”). Applicants are simultaneously filing the Combined Application with the Wireline Competition Bureau, in accordance with the Commission’s rules.

This filing and the applicable credit card payments in the amount of \$1,050.00 which satisfy the filing fees required for the applications under line 2.b of Section 1.1105 of the Commission’s rules, are being submitted electronically through the MyIBFS.

Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,



Jean L. Kiddoo
Danielle C. Burt

Counsel for Applicants

Beijing
Boston
Frankfurt
Hartford
Hong Kong
London
Los Angeles
New York
Orange County
San Francisco
Santa Monica
Silicon Valley
Tokyo
Washington

Bingham McCutchen LLP
2020 K Street NW
Washington, DC
20006-1806

T +1.202.373.6000
F +1.202.373.6001
bingham.com

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of the Joint Application of)	
Mpower Communications Corp.,)	File No. ITC-ASG-2013 _____
Assignor,)	
and)	WC Docket No. 13- _____
Cox Communications, Inc.,)	
Assignee)	
For Grant of Authority Pursuant to)	
Section 214 of the Communications Act of 1934,)	
as amended, and Sections 63.04 and 63.24 of the)	
Commission’s Rules to Complete an)	
Assignment of Assets of an Authorized)	
Domestic and International Section 214 Carrier)	

JOINT APPLICATION

I. INTRODUCTION

A. Summary of Transaction

Mpower Communications Corp. (“Mpower” or “Assignor”) and Cox Communications, Inc., on behalf of itself and its wholly owned subsidiary, Cox Nevada Telecom LLC (collectively, “Cox” or “Assignee”) (together, the “Applicants”), pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.04, 63.24, respectfully request authority to complete a transaction whereby Cox will acquire approximately 118 customers at multiple-dwelling units in Nevada (“Customers”) from Mpower. As a result, Cox will become the local and long distance telephone service provider for these Customers.

B. Request for Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 & 63.12. With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions, (1) Applicants and their affiliates, as defined in Section 3(1) of the Communications Act ("Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas also served by a dominant local exchange carrier not party to the proposed transactions; and (3) none of the Applicants or their Affiliates is dominant with respect to any service.

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is a foreign carrier, or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

In support of this Application, Applicants provide the following information:

II. DESCRIPTION OF THE APPLICANTS

A. Mpower Communications Corp.

Mpower is a Nevada corporation with its headquarters located at 515 S. Flower Street, 47th Floor, Los Angeles, California 90071-2201. Mpower serves customers in Nevada and California. Mpower is affiliated with (i) U.S. TelePacific Corp., which provides business communications services including local, long distance, data and Internet services to small and medium sized businesses in Nevada and California; (ii) Arrival Communications, Inc., which

provides telecommunications services in California; (iii) TelePacific Communications Co., which provides telecommunications services in Texas; and (iv) NextWeb, Inc., which provides high-speed Internet access in California and Nevada pursuant to FCC fixed wireless licenses. Mpower holds authorizations to provide domestic and international common carrier services.¹

B. Cox Communications, Inc.

Cox provides domestic and international telecommunications services, broadband service and video service in nineteen states, serving more than 6 million customers in the residential, small and medium business and enterprise markets. In Nevada, Cox provides domestic telecommunications services through its indirect wholly-owned subsidiary Cox Nevada Telcom, LLC, which holds a certificate of public convenience and necessity from the Nevada Public Service Commission. Cox is a nondominant carrier in both the domestic and international service markets across its footprint, and it is not affiliated with any dominant carrier. Cox holds authorizations from the Commission to provide domestic and international common carrier services.²

III. DESCRIPTION OF THE TRANSACTION

Applicants propose to complete a transaction through which Cox will acquire approximately 118 local and long distance Customers of Mpower that reside in multiple dwelling

¹ See File Nos. ITC-214-19970731-00440 (granting authority to provide global resale service), ITC-T/C-20060518-00282 (transfer of control of Mpower international authorization to U.S. TelePacific Holdings Corp.); Public Notice, “Domestic Authorization Granted, Application for Transfer of Control of Mpower Communications Corp. from Mpower Holding Corporation to U.S. TelePacific Holdings Corp.,” WC Docket No. 06-107, DA 06-1556 (rel. Jul. 31, 2006) (granting authorization for transfer of control of Mpower domestic authorization to U.S. TelePacific).

² See File Nos. ITC-97-485 (granting authority to provide global resale service), ITC-214-19991207-00764 (granting authority to provide facilities-based services between the U.S. and Mexico). Cox holds a blanket Section 214 authorization to provide domestic services.

units in Nevada. Cox will offer domestic interstate services to such customers pursuant to its blanket 214 authority and will offer international services pursuant to its two international Section 214 authorizations, one for global resale and one for facilities-based services between the United States and Mexico, granted under FCC File Nos. ITC-97-485 and ITC-214-19991207-00764, respectively.³ As a result, Cox will replace Mpower as the service provider to Mpower's Customers. The Customers will continue to receive service from Cox under the comparable rates, terms and conditions of services immediately following the proposed transaction as they do today. Future changes in the rates, terms and conditions of service for Customers will be undertaken pursuant to applicable federal and state notice and tariff requirements.

IV. PUBLIC INTEREST STATEMENT

Applicants respectfully submit that the proposed transaction will serve the public interest. The transaction will result in the assignment of Customers to Cox, which will continue to provide high-quality telecommunications service to Customers without interruption and will allow the Customers to take advantage of the greater resources that support Cox's services. The proposed transaction also will assure an orderly transition of Customers from Mpower to Cox. In accordance with the Commission rules, Customers will be properly notified of the proposed transaction and the change in their telecommunications provider. Prior to consummation of the transaction, Cox will separately file a certification that it is complying with the Commission's procedures set forth in Section 64.1120(e) of the Commission Rules regarding the acquisition of customers, along with the sample customer notification letter.

³ Because Mpower will continue to offer services to other customers, it will retain its Section 214 authorizations and Cox will provide services to the Customers pursuant to its existing Section 214 authority.

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(3) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

63.18 (a) Name, address and telephone number of each Applicant:

Assignor:

Mpower Communications Corp.
515 S. Flower Street, 47th Floor
Los Angeles, CA 90071-2201
(213) 213-3000 (Tel)

Assignee:

Cox Communications, Inc.
1400 Lake Hearn Drive, N.E.
Atlanta, GA 30319
(404) 269-5750 (Tel)

63.18 (b) Jurisdiction of Organizations:

Assignor: Mpower is a corporation formed under the laws of the State of Nevada.

Assignee: Cox is a corporation formed under the laws of the State of Delaware.

63.18 (c) Correspondence concerning this Application should be sent to:

For Mpower:

Jean L. Kiddoo
Danielle Burt
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006
202-373-6000 (Tel)
202-373-6001 (Fax)
jean.kiddoo@bingham.com
danielle.burt@bingham.com

With a copy to:

Nancy Lubamersky
VP, Public Policy and Strategic Initiatives
U.S. TelePacific Corp.
515 S. Flower Street, 47th Floor
Los Angeles, CA 90071-2201
510-995-5602 (Tel)
510-995-5603 (Fax)
nlubamersky@telepacific.com

For Cox:

J.G. Harrington
Dow Lohnes PLLC
1200 New Hampshire Ave., NW
Suite 800
Washington, DC 20036
202-776-2818 (Tel)
202-776-2222 (Fax)
jharrington@dowlohn.com

With a copy to:

Douglas Nelson, Esq.
Cox Communications, Inc.
1400 Lake Hearn Drive, N.E.
Atlanta, GA 30319
404-269-5750 (Tel)
douglas.nelson@cox.com

63.18 (d) Section 214 Authorizations

Licensee: Mpower holds blanket domestic Section 214 authority and holds international Section 214 authority granted in File Nos. ITC-214-19970731-00440 and ITC-T/C-20060518-00282.

Assignee: Cox holds blanket domestic Section 214 authority and holds international Section 214 authority granted in File Nos. ITC-97-485 and ITC-214-19991207-00764.

63.18 (h) Ownership

The following entities hold, directly or indirectly a 10% or greater interest in Applicants as calculated pursuant to the Commission ownership attribution rules for wireline and international telecommunications carriers:⁴

Pre- and Post-Transaction Ownership of Mpower:

- 1) The following entity owns or controls 10% or more of **Mpower Communications Corp.**

Name: Mpower Holding Corporation
Address: 515 S. Flower Street, 47th Floor
Los Angeles, California 90071-2201
Citizenship: U.S.
Principal Business: Holding Company
% Equity: 100%

- 2) The following entity owns or controls 10% or more of **Mpower Holding Corporation**

⁴ While the Commission's rules for combined domestic and international applications require this information only for the assignee/transferee, *see* 47 C.F.R. §§ 63.04(b), 63.24(3)(2), Applicants are providing ownership information for both parties.

Name: U.S. TelePacific Holdings Corp.
Address: 515 S. Flower Street, 47th Floor
Los Angeles, California 90071-2201
Citizenship: U.S.
Principal Business: Holding Company
% Equity: 100%

3) The following entities own or control 10% or more of **U.S. TelePacific Holdings Corp.**

Name: Investcorp S.A.⁵
Address: c/o Paget-Brown Trust Company Ltd.
P.O. Box 1111, Boundary Hall, Cricket Square
Grand Cayman, KY1-1102, Cayman Islands
Citizenship: Cayman Island
Principal Business: Investing
% Equity: 39.6%

Name: Clarity Partners, L.P.⁶
Address: 100 North Crescent Drive, Suite 300

⁵ Investcorp S.A. does not hold a direct interest in TPAC Holdings. Instead, Investcorp S.A.'s 39.6% interest is held indirectly through control of various corporations. Of these corporations, only TelePacific Equity Limited individually owns or controls more than 10% of TPAC Holdings. All of the intermediate corporations and the approximate magnitudes of their interests are as follows: Investcorp Properties Limited (2.1%); Investcorp International, Inc. (1.9%); Investcorp TPC L.P. (5.9%); and Investcorp Secondary Partners I, L.P. (7.4%). In addition, Investcorp S.A., or a wholly-owned subsidiary of Investcorp S.A., has entered into revocable management agreements to direct the voting and disposition of the stock held by Aguanga Limited (2.3%); Cahuilla Limited (2.3%); Fallbrook Limited (2.3%); Palmas Limited (2.3%); TelePacific Holdings Limited (1.1%); TelePacific Equity Limited (11.9%). All of these entities are Cayman Islands companies, with the exception of Investcorp Properties Limited and Investcorp International, which were formed in Delaware, and have their principal places of business in Delaware and New York, respectively. All of the Cayman Islands companies can be reached at c/o Paget Brown Trust Company Limited, P.O. Box 1111, West Wind Building, Harbour Drive, George Town, Grand Cayman, Cayman Islands, except for Aguanga Limited, Cahuilla Limited, Fallbrook Limited and Palmas Limited, which can be reached at: c/o Martonemere Services Ltd., P.O. Box 2197, West Wind Building, Harbour Drive, George Town, Grand Cayman, Cayman Islands.

⁶ Clarity Partners, L.P., a Delaware limited partnership, holds 20.71% in TPAC Holdings. Two Delaware limited partnerships, Clarity Advisors, L.P. and Clarity Associates, L.P., hold 2.98% and 0.28% in TPAC Holdings, respectively. The general partner of each of these Delaware limited partnerships is Clarity GenPar, LLC, a Delaware limited liability company. All of these entities are can be reached at 100 North Crescent Drive, Suite 300, Beverly Hills, CA 90210.

Citizenship: Beverly Hills, CA 90210
U.S. (Delaware)
Principal Business: Investing
% Equity: 23.97%

- 4) The following entity owns or controls 25% or more of **Investcorp S.A.** (and indirectly owns or controls 10% or more of TelePacific).

Name: Investcorp Holdings Limited
Address: c/o Paget-Brown Trust Company Ltd.
P.O. Box 1111, Boundary Hall, Cricket Square
Grand Cayman, KY1-1102, Cayman Islands
Citizenship: Cayman Islands
Principal Business: Holding Company
% Equity: 100%

- 5) The following entity owns or controls 25% or more of **Clarity Partners, L.P.** (and indirectly owns or controls 10% or more of TelePacific).

Name: Clarity GenPar, LLC
Address: 100 North Crescent Drive, Suite 300
Beverly Hills, CA 90210
Citizenship: U.S.
Principal Business: Investing
% Equity: 4.31%, General Partner

- 6) The following entities own or control 25% or more of **Investcorp Holdings Limited** (and indirectly own or control 10% or more of TelePacific).

Name: Investcorp Bank B.S.C.
Address: Investcorp House
P.O. Box 5430
Manama, Bahrain
Citizenship: Bahrain
Principal Business: Investment Bank
% Equity: 100% of equity (22.1% voting control)

Name: CP Holdings Limited
Address: c/o Paget-Brown Trust Company Ltd.
P.O. Box 1111, Boundary Hall, Cricket Square
Grand Cayman, KY1-1102, Cayman Islands
Citizenship: Cayman Islands
Principal Business: Investing
% Equity: 40.4% voting control

- 7) The following individuals own or control 25% or more of **Clarity GenPar, LLC** (and indirectly owns or controls 10% or more of TelePacific).

Name: Barry Porter
Address: 100 North Crescent Drive, Suite 300
Beverly Hills, CA 90210
Citizenship: U.S.
Principal Business: Individual
Ownership Interest: Managing Member

Name: Stephen P. Rader
Address: 100 North Crescent Drive, Suite 300
Beverly Hills, CA 90210
Citizenship: U.S.
Principal Business: Individual
Ownership Interest: Managing Member

Name: David Lee
Address: 100 North Crescent Drive, Suite 300
Beverly Hills, CA 90210
Citizenship: U.S.
Principal Business: Individual
Ownership Interest: Managing Member

- 8) The following entities own or control more than 25% of **Investcorp Bank B.S.C.** (and indirectly own or control 10% or more of TelePacific).

Name: CP Holdings Limited
Address: c/o Paget-Brown Trust Company Ltd.
P.O. Box 1111, Boundary Hall, Cricket Square
Grand Cayman, KY1-1102, Cayman Islands
Citizenship: Cayman Islands
Principal Business: Investing
% Equity: 40.4%

Name: Ownership Holdings Limited
Address: c/o Paget-Brown Trust Company Ltd.
P.O. Box 1111, Boundary Hall, Cricket Square
Grand Cayman, KY1-1102, Cayman Islands
Citizenship: Cayman Islands
Principal Business: Holding Company
% Equity: 19.8%

- 9) The following entity owns or controls more than 25% of **CP Holdings Limited** (and indirectly owns or controls 10% or more of TelePacific).

Name: Ownership Holdings Limited

Address: c/o Paget-Brown Trust Company Ltd.
P.O. Box 1111, Boundary Hall, Cricket Square
Grand Cayman, KY1-1102, Cayman Islands
Citizenship: Cayman Islands
Principal Business: Holding Company
% Equity: 55.6%

- 10) The following entities own or control more than 25% of **Ownership Holdings Limited** (and indirectly own or control 10% or more of TelePacific).

Name: SIPCO Limited
Address: c/o Paget-Brown Trust Company Ltd.
P.O. Box 1111, Boundary Hall, Cricket Square
Grand Cayman, KY1-1102, Cayman Islands
Citizenship: Cayman Islands
Principal Business: Holding Company
% Equity: 63.4%

- 11) The following entities own or control more than 25% of **SIPCO Limited** (and indirectly own or control 10% or more of TelePacific).

Name: SIPCO Holdings Limited
Address: c/o Paget-Brown Trust Company Ltd.
P.O. Box 1111, Boundary Hall, Cricket Square
Grand Cayman, KY1-1102, Cayman Islands
Citizenship: Cayman Islands
Principal Business: Holding Company
% Equity: 100% of the voting stock

- 12) The following individuals manage **SIPCO Holdings Limited**: Mr. Nemir Kirdar (Great Britain citizen), H.E. Abdul-Rahman Salim Al-Ateeqi (Kuwait citizen), Mr. Abdul Aziz Jassim Kanno (Saudi Arabia citizen), Mr. Mustafa Jassim Boodai (Kuwait citizen), Mr. Hussain Ibrahim Al-Fardan (Qatar citizen), Ms. Stephanie Bess (U.S. citizen), and Michael L. Merritt (U.S. citizen).

No other individual or entity owns or controls more than 10% directly or indirectly of **Mpower**.

Other than the interests in Mpower and its affiliates U.S. TelePacific Corp., Arrival Communications, Inc., TelePacific Communications Co. and NextWeb, Inc., none of the entities or individuals listed above with ownership in Mpower holds an attributable interest in any entity that provides telecommunications services.

Pre- and Post-Transaction Ownership of Cox:

- 1) The following entity owns or controls 10% or more of **Cox Communications, Inc.**

Name: Cox Enterprises, Inc.
Address: 6205 Peachtree Dunwoody Road
Atlanta, GA 30328
Citizenship: U.S.
Principal Business: Holding Company
% Equity: 100%

- 2) The following entities own or control 10% or more of **Cox Enterprises, Inc.**

Name: Dayton-Cox Trust A
Address: 6205 Peachtree Dunwoody Road
Atlanta, GA 30328
Citizenship: U.S.
Principal Business: Trust
% Equity: 43.4%

Name: Atlanta Trust
Address: 6205 Peachtree Dunwoody Road
Atlanta, GA 30328
Citizenship: U.S.
Principal Business: Trust
% Equity: 30.6%

Name: Trailsend Ventures, LLC
Address: 6205 Peachtree Dunwoody Road
Atlanta, GA 30328
Citizenship: U.S. (Delaware)
Principal Business: Investments
% Equity: 25.8%

- 3) The following is the sole owner of 10 percent or more of **Trailsend Ventures, LLC**

Name: The Anthony Descendants Trust
Address: 6205 Peachtree Dunwoody Road
Atlanta, GA 30328
Citizenship: U.S.
Principal Business: Trust
% Equity: 98.3%

- 4) The following are the trustees of the trusts listed above:

Name: Anne Cox Chambers
Address: 6205 Peachtree Dunwoody Road
Atlanta, GA 30328
Citizenship: U.S.
Principal Business: Investing

Name: James C. Kennedy
Address: 6205 Peachtree Dunwoody Road
Atlanta, GA 30328
Citizenship: U.S.
Principal Business: Communications

Name: Jimmy W. Hayes
Address: 6205 Peachtree Dunwoody Road
Atlanta, GA 30328
Citizenship: U.S.
Principal Business: Communications

Ms. Chambers and Mr. Hayes are trustees of Dayton-Cox Trust A and The Anthony Descendants Trust. Mr. Kennedy is a trustee of Dayton-Cox Trust A and The Anthony Descendants Trust and the sole trustee of the Atlanta Trust.

Other than the interests in Cox, none of the entities or individuals listed above with ownership in Cox holds an attributable interest in any entity that provides telecommunications services.

Applicants do not have any interlocking directorates with a foreign carrier.

63.18 (i) Applicants certify that they are not foreign carriers, nor are they affiliated with foreign carriers, nor will they become affiliated with foreign carriers as a result of this transaction.

63.18 (j) Applicants certify that they do not seek to provide international telecommunications services to any destination country where:

- (1) An Applicant is a foreign carrier in that country; or
- (2) An Applicant controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of Mpower or Cox, or that controls Mpower or Cox, controls a foreign carrier in that country; or
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of Mpower or Cox and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing or international basic telecommunications services in the United States.

- 63.18 (k)** Not applicable.
- 63.18 (l)** Not applicable.
- 63.18 (m)** Not applicable.
- 63.18 (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.
- 63.18 (o)** Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.
- 63.18 (p)** Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

VI. INFORMATION REQUIRED BY SECTION 63.04

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12), 47 C.F.R. § 63.04(a)(6)-(12):

- (a)(6)** A description of the proposed Transaction is set forth in **Section III** above.
- (a)(7)** Mpower provides competitive telecommunications services in California and Nevada. Mpower is affiliated with U.S. TelePacific Corp., which provides business communications services including local, long distance, data and Internet services to thousands of small-to-medium sized businesses in Nevada and California, Arrival Communications, Inc., which provides telecommunications services in California, TelePacific Communications Co., which provides telecommunications services in Texas. All of the services of Mpower, U.S. TelePacific Corp., Arrival Communications, Inc., and TelePacific Communications Co. are competitive and neither Mpower nor any affiliate holds a dominant position in any market.

Cox provides domestic and international telecommunications services, broadband service and video service in nineteen states, serving more than 6 million customers in the residential, small and medium business and enterprise markets. In Nevada, Cox provides domestic telecommunications services through its indirect wholly-owned subsidiary Cox Nevada Telcom, LLC, which holds a certificate of public convenience and necessity from the Nevada Public Service Commission. Cox is a nondominant carrier in both the domestic and international service markets across its footprint, and it is not affiliated with any dominant carrier.

- (a)(8)** Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission’s Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, (1) Applicants and their affiliates (as defined in Section 3(1) of the Communications Act – (“Affiliates”)) combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transaction) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service.
- (a)(9)** By this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations. (This Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). No other applications are being filed with the Commission with respect to this transaction.
- (a)(10)** Prompt completion of the proposed transaction is critical to ensure that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transaction as soon as possible.
- (a)(11)** Not applicable.
- (a)(12)** A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV** above.

VII. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Applicants therefore respectfully request that the Commission consider and approve this Application expeditiously to permit Applicants to consummate the proposed transaction as soon as possible.

Respectfully submitted,



<p>J.G. Harrington DOW LOHNES PLLC 1200 New Hampshire Avenue, NW Suite 800 Washington, DC 20036 (202) 776-2818 (Tel) (202) 776-2222 (Fax) jharrington@dowlohn.com Counsel for Cox Communications, Inc.</p>	<p>Jean L. Kiddoo Danielle Burt BINGHAM MCCUTCHEN LLP 2020 K Street, N.W. Washington, DC 20006 (202) 373-6000 (Tel) (202) 373-6001 (Fax) jean.kiddoo@bingham.com danielle.burt@bingham.com Counsel for Mpower Communications Corp.</p>
--	---

Dated: May 7, 2013

VERIFICATION

I, Erich E. Everbach, state that I am the Senior Vice President and General Counsel of Mpower Communications Corp. ("Mpower"); that I am authorized to make this Verification on behalf of Mpower; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to Mpower and its affiliates are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 2nd day of May, 2013.

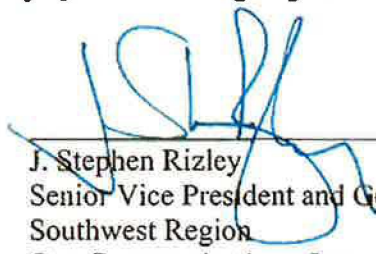


Erich E. Everbach
Senior Vice President and General Counsel
Mpower Communications Corp.

VERIFICATION

I, J. Stephen Rizley, state that I am the Senior Vice President and General Manager Southwest Region of Cox Communications, Inc.; that I am authorized to make this Verification on behalf of Cox Communications, Inc. and its wholly owned subsidiary, Cox Nevada Telcom LLC (collectively, "Cox"); that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to Cox and its affiliates are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 6 day of May, 2013.



J. Stephen Rizley
Senior Vice President and General Manager
Southwest Region
Cox Communications, Inc.