

July 23, 2014

Via IBFS

Marlene H. Dortch, Secretary
Federal Communications Commission
Office of the Secretary
445 12th Street, S.W.
Washington, D.C. 20554
Attn: International Bureau

**Re: DSCI Corporation (ITC-ASG-20140430-00138) Amendment to
Notice of Pro Forma Assignment**

Dear Ms. Dortch:

On behalf of DSCI Holdings Corporation ("DSCI"), enclosed herewith for filing is an amendment to DSCI's Notice of Pro Forma Assignment of an International Section 214 authorization (ITC-ASG-20140430-00138), filed on April 30, 2014.

At the request of International Bureau staff, DSCI is hereby amending the response to Question 11 in the Notice to include additional information regarding the pre- and post- transaction ownership of DSCI, LLC, including a pre- and post-transaction ownership chart. DSCI is also updating the response to Question 13 to provide additional details about the transaction.

Should you have any questions, please do not hesitate to contact the undersigned.

Respectfully Submitted,



Michael P. Donahue
Counsel for DSCI Holdings Corporation

cc: Sumita Mukhoty (via email)

MARASHLIAN & DONAHUE, LLC

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AMENDMENT

Answer to Question 11:

Pre- and Post-Transaction Ownership of DSCI Corporation (now DSCI Holdings Corporation):

The name, address, citizenship and principal business of the shareholder owning 10% or more of DSCI's common stock is as follows:

Sean M. Dandley
23 Flanagan Road
Bolton, MA 01740
Citizenship: U.S.
Principal Business: Telecommunications
Percentage of Ownership: 12.5%

Pre-Transaction Ownership of DSCI, LLC:

The name, address, citizenship and principal business of the individuals and/or entities owning 10% or more of DSCI, LLC's common stock are as follows:

DSCI Corporation
303 Wyman Street, Suite 350
Waltham, MA 02451
Citizenship: Massachusetts
Principal Business: Telecommunications
Percent of Ownership: 100%

Post-Transaction Ownership of DSCI, LLC:

DSCI Holdings Corporation¹
303 Wyman Street, Suite 350
Waltham, MA 02451
Citizenship: Massachusetts
Principal Business: Telecommunications
Percent of Ownership: 50.56% of voting stock

McCarthy DSCI Investors, LLC
1601 Dodge Street, Suite 3800
Omaha, Nebraska, 68102
Citizenship: Delaware
Principal Business: Telecommunications
Percent of Ownership: 35.78% of voting stock

¹ As noted below, upon completion of the transaction, DSCI Corporation changed its name to DSCI Holdings Corporation.

Tim Battles
99 Overlook Drive
Groton, Massachusetts 01450
Citizenship: United States
Principal Business: Telecommunications
Percent of Ownership: 33.33% of non-voting stock

Sean Dandley
12 Flanagan Road
Bolton, Massachusetts 01740
Citizenship: United States
Principal Business: Telecommunications
Percent of Ownership: 33.33% of non-voting stock

James Maloney
15 Washington Street
Marblehead, Massachusetts 01945
Citizenship: United States
Principal Business: Telecommunications
Percent of Ownership: 33.33% of non-voting stock

Ownership of McCarthy DSCI Investors, LLC

The name, address, citizenship and principal business of the entity holding a 10% or greater interest in McCarthy DSCI Investors, LLC is as follows:

McCarthy Capital Fund V, L.P.
1601 Dodge Street, Suite 3800
Omaha, Nebraska, 68102
Citizenship: Delaware
Principal Business: Investment
Percent Ownership: 100%

The sole general partner of McCarthy Capital Fund V, L.P. is McCarthy V GP, LLC, a Delaware limited liability company whose principal business is investment fund management. McCarthy V GP, LLC does not hold a 10% or greater ownership interest in DSCI, LLC and no limited partner of McCarthy Capital Fund V, L.P. holds a 10% or greater ownership interest in DSCI, LLC. The address of McCarthy V GP, LLC is 1601 Dodge Street, Suite 3800, Omaha, Nebraska 68102.

The sole manager of McCarthy V GP, LLC is McCarthy Partners, LLC, a Delaware limited liability company, whose principal business is investment fund management. McCarthy Partners, LLC is an employee owned vehicle with ten individual members, none of whom hold a 50% or greater ownership interest in McCarthy Partners, LLC. McCarthy Partners, LLC does not hold a 10% or greater ownership interest in DSCI, LLC. The address of McCarthy Partners is 1601 Dodge Street, Suite 3800, Omaha, Nebraska 68102.

To the best of DSCI, LLC's knowledge, no other person or entity holds a 10% or greater interest in DSCI, LLC.

A pre- and post-transaction ownership chart is attached hereto.

Answer to Question 13:

On or about March 28, 2014, pursuant to a Contribution Agreement between DSCI and DSCI, LLC, a Delaware limited liability company, DSCI contributed all of its assets, including its International Section 214 Authorization, and substantially all of its liabilities to DSCI, LLC. Under the terms of the Contribution Agreement, DSCI, LLC issued Class A and Class B Units (collectively, the "Voting Units") to DSCI and Class C Units ("Non-Voting Units")(together with the Voting Units the "Company Units") to the current shareholders of DSCI. Pursuant to a March 31, 2014 Unit Purchase Agreement ("Purchase Agreement"), DSCI sold approximately 35% of the Company Units, representing 35.78% of the Voting Units, to McCarthy DSCI Investors, LLC and approximately 13% of the Company Units, representing 13.54% of the Voting Units, to McCarthy DSCI Investors II, LLC. Immediately following the closing of the purchase of the Company Units by McCarthy Investors II, LLC from DSCI, LLC on March 31, 2014, McCarthy DSCI Investors II, LLC transferred approximately 8% of the Company Units, representing 8.96% of the Voting Units, to GMB Mezzanine Capital II, LP and retained the remaining 4.58% of Voting Units. As a result of these transactions, DSCI will continue to hold directly 50.56% of all outstanding Voting Units of DSCI, LLC. The remaining 0.12% of Voting Units will be held by DSCI Holdings Affiliate, Inc., a wholly-owned subsidiary of DSCI, and, therefore, indirectly held by DSCI. Upon completion of the transaction, DSCI changed its name to DSCI Holdings Corporation.

Following the transaction, DSCI continues to maintain its majority interest in DSCI, LLC and DSCI's current shareholders will continue to hold the same proportion of ownership interest vis-à-vis one another that they held prior to these pro forma transactions. DSCI's current management will continue to be responsible for the day-to-day operations of the business. DSCI, LLC will continue to provide service to customers through the International Section 214 Authorization granted to DSCI and assigned to DSCI, LLC under the Contribution Agreement at the same rates, terms and conditions. DSCI emphasizes that the transactions will not affect the ultimate control of DSCI or DSCI, LLC. DSCI's shareholders continue to hold 100% of the ownership of DSCI and a majority of the Voting Units of DSCI, LLC. Accordingly, the assignment does not result in a change in ultimate control of DSCI or DSCI's authorizations. The transition is therefore properly classified as a non-substantial *pro forma* transaction.

Pre -Transaction

Sean Dandley

DSCI Shareholders
(None holding greater than 10%)

12.5%

87.5%

DSCI Corporation

Post - Transaction

