



Federal Communications Commission

The FCC Acknowledges Receipt of Comments From ...
DOJ/FBI/DHS

...and Thank You for Your Comments

Your Confirmation Number is: '2006621720069'

Date Received: Jun 21 2006

Docket: 06-107

Number of Files Transmitted: 1

DISCLOSURE

This confirmation verifies that ECFS has received and accepted your filing. However, your filing will be rejected by ECFS if it contains macros, passwords, redlining, read-only formatting, a virus or automated links to source documents that is not included with your filing. Filers are encouraged to retrieve and view their filing within 24 hours of receipt of this confirmation. For any problems contact the Help Desk at 202-418-0193.

[Initiate a Submission](#) | [Search ECFS](#) | [Return to ECFS Home Page](#)

[FCC Home Page](#) | [Search](#) | [Commissioners](#) | [Bureaus/Offices](#) | [Finding Info](#)

updated | 2/11/03

United States Department of Justice



FACSIMILE TRANSMISSION COVER SHEET

TO: *Martine Anthony* DATE: *6/21/06*

FAX: *202 418-2824* PHONE: _____

FROM: *Michael Starnes*
Computer Crime and Intellectual Property Section
Criminal Division
Department of Justice
Washington, D.C. 20530

FAX: (202) 514-6113 VOICE: *902514-1226*

TOTAL NUMBER OF PAGES (INCLUDING COVER SHEET): *2*

NOTES/COMMENTS:

IMPORTANT: This facsimile is intended only for the use of the individual or entity to which it is addressed. It may contain information that is privileged, sensitive, or otherwise protected from disclosure under applicable law. If the reader of this transmission is not the intended recipient or the employee or agent responsible for delivering the transmission to the intended recipient, you are hereby notified that any dissemination, distribution, copying or use of this transmission or its contents is strictly prohibited. If you have received this transmission in error, please notify us by telephoning and returning the original transmission to us at the address given above.



Federal Communications Commission
Washington, D.C. 20554

International Bureau

E-mail: James.Ball@fcc.gov
George.Li@fcc.gov

(202) 418-1462
(202) 418-2824 (fax)
June 7, 2006
Ref: 2006-36

Hillary Morgan	(703) 607-6092	Monique Roth	(202) 353-6200
Steven W. Lett	(202) 647-5835	Regina Hart	(202) 205-0497
Eric Werner	(202) 772-0908	Louis Brenner	(202) 692-4235
Edward T. Hand	(202) 514-2464	Richard Lamb	(202) 647-0965
Josephine Scarlett	(202) 482-5461	Tina Gabbrelli	(202) 282-8582
Helen Domenici	(202) 456-6085	Kenneth Schagrin	(202) 395-5663
Dominic Pastore	(202) 514-5607	Myla S. Trotter	(202) 324-1730
Laura Parsky	(202) 616-3928		

Re: Mpower Communications/ Mpower Holding/ U.S. TelePacific
WC Docket No. 06-107, DA 06-1225, Public Notice Released June 7, 2006
TTC-T/C-20060518-00282

Comments Due: **June 21, 2006**

Reply Comments Due: **June 28, 2006**

Dear Sir or Madam:

On May 18, 2006, Mpower Holding Corporation ("MPHC") and U.S. TelePacific Holdings Corp. ("Holdings") (collectively, the "Applicants"), filed an application requesting authority to transfer control of Mpower Communications Corp. ("Mpower"), a holder of **domestic** and **international** Section 214 authorizations, to Holdings.

Holdings is a Delaware corporation. The following entities own or control a 10% or greater interest in Holdings: Investcorp S.A., a **Luxembourg** investment company (45% but expected to decrease to approximately 44% upon conversion of certain financings to equity concurrent with closing of the transaction); and Clarity Partners, L.P., a U.S. investment company (19%).

Investcorp Holdings Limited, a **Cayman Islands** company, wholly owns Investcorp S.A. The following entities own or control a 10% or greater interest in Investcorp Holdings Limited: Investcorp Bank B.S.C., a **Bahrain** investment bank (100% equity and 20% voting control); and CP Holdings Limited, a **Cayman Islands** investment company (80% voting control). The following entities own or control a 10% or greater interest in Investcorp Bank B.S.C.: Ownership Holdings Limited, a **Cayman Islands** investment company (28%). The following entities own or control a 10% or greater interest in CP Holdings Limited: Ownership Holdings Limited, a **Cayman Islands** holding company (67%); and Investors Holdings Limited, a **Cayman Islands** holding company (33%). SPCO Limited, a **Cayman Islands** holding company, owns a 62% equity interest in Ownership Holdings Limited. No entity owns or controls more than 10% of SPCO Limited. No entity owns or controls more than 10% of Investors Holdings Limited.

In March 2005, Holdings (TelePacific) was authorized to acquire certain telecommunications assets from Pac-West Telecomm, Inc., under WC Docket No. 05-21 and TTC-ASG-20050105-00034. In the context of that proceeding, Holdings (TelePacific) disclosed that certain foreign investors hold a greater than 10 percent indirect interest in the Company and, in separate discussions with the Department of Justice, including the Federal Bureau of Investigation, and the Department of Homeland Security, the Company made specific ~~commitments~~ that addressed national security issues with respect to location of and access to billing records and other subscriber information and other law enforcement concerns. The investors who were disclosed in that application still hold interests in Holdings (TelePacific) and Holdings (TelePacific) agrees to extend its earlier commitments to include the Mpower operations following the transaction closing.

A Copy of Public Notice DA 06-1225 (rel. June 7, 2006) is attached. Should you have any national security, law enforcement, foreign policy or trade concerns with this proposed transaction, please file your comments by **June 21, 2006** and reply comments by **June 28, 2006**. Please see the General Information section of the Public Notice for WC Docket No. 06-107, DA 06-1225 (rel. June 7, 2006).

For further information on the domestic wireline application, please contact, **Tracey Wilson-Parker** at (202) 418-1394, or **Adam Kirschenbaum** (202) 418-7280.

Sincerely,



George Li, Deputy Chief
Policy Division