

Mikelle Morra

From: Mikelle Morra
Sent: Friday, June 23, 2006 3:32 PM
To: 'chilowski@mpowercom.com'; 'Jean.kiddoo@bingham.com'; 'Danielle.burt@bingham.com'
Cc: George Li; David Krech; Susan OConnell; Joann Ekblad; 'Myia Saldivar-Trotter'; 'jifer@leo.gov'; 'amy.jabloner@usdoj.gov'; 'Louis.Brenner@dhs.gov'; 'joseph.springsteen@usdoj.gov'
Subject: FCC Section 214 Removed from Streamlined

Mpower Communications Corp.
ITC-T/C-2006 051800282

The above referenced application was placed on Public Notice on June 16, 2006 for streamlined processing. Since the Public Notice was released, the Commission has been requested by the Executive Branch agencies of the United States that we remove the subject applications from streamlined processing because of foreign ownership issues. Therefore, pursuant to Section 63.12(c)(3) of the Commission's Rules, we have removed these applications from streamlined processing.

Please be advised that your company may not commence operations until the Section 214 authorization is granted. See Section 63.12(d) of the rules, 47 C.F.R. Section 63.12(d). The Executive Branch will contact you or the "Contact" listed on your application directly for further information. You can be assured that your application will be processed expeditiously upon completion of Executive Branch's review. We will notify you by e-mail when your application is granted.

The Public Notice Report No. TEL-01041S (released June 23, 2006), is attached. If you have any questions, please email: Mikelle.Morra@fcc.gov, JoAnn.Ekblad@fcc.gov, Susan.Oconnell@fcc.gov, David.Krech@fcc.gov, and George.Li@fcc.gov or fax to 202-418-2824.

Thank you,

Mikelle Morra
Federal Communications Commission
International Bureau/ Policy Division
202-418-7151

*** Non-Public: For Internal Use Only ***

Mikelle Morra

From: Veronica Garcia-Llloa
Sent: Friday, July 28, 2006 10:16 AM
To: 'gstaple@velaw.com'; 'jean.kiddoo@bingham.com'
Cc: George Li; Susan OConnell; David Krech; Joann Ekblad; 'msaldiva@leo.gov'; 'jpifer@leo.gov'; 'army.jabloner@usdoj.gov'; 'joseph.springsteen@usdoj.gov'; 'Louis.Brenner@dhs.gov'; Mikelle Morra; 'agrmsald@ic.fbi.gov'
Subject: Section 214 Application Granted

Nordia, Inc.
ITC-214-20060428-00258

Mpower Communications Corp.
ITC-T/C-20060518-00282

The above listed applications have been granted by Public Notice released July 27th; Report No. TEL-01051, DA 06-1526 (attached).

Thank You,
Veronica Garcia-Llloa
(202) 418-0481
Veronica.Garcia-Llloa@fcc.gov
International Bureau/Policy Division

Non-Public: For Internal Use Only

BINGHAM MCCUTCHEM

RECEIVED

JUN - 2 2006

Direct Phone: (202) 424-7500
Direct Fax: (202) 424-7647

Bingham McCutchen LLP
Suite 300

3000 K Street NW
Washington, DC

20007-5116
202.424.7500
202.424.7647 fax

bingham.com

Boston
Harford
London
Los Angeles
New York
Orange County
San Francisco
Silicon Valley
Tokyo
Walnut Creek
Washington

June 2, 2006

Federal Communications Commission
Office of Secretary

VIA COURIER

Marlene H. Dortch, Secretary
Federal Communications Commission
c/o Natek, Inc.
236 Massachusetts Avenue, N.E.
Suite 110
Washington, DC 20002

Re: **WC Docket 06-107; File No. **ICC-T/C-20060518-00282****
**SUPPLEMENT to Joint Application of Mpower Holding Corporation and
U.S. TelePacific Holdings Corp. for Section 214 Authority to Transfer
Control of Domestic and International Authorization**

Dear Ms. Dortch:

On behalf of Mpower Holding Corporation (“MPHC”) and U.S. TelePacific Holdings Corp. (“Holdings,” together “Applicants”), Applicants provide this supplement to the above-referenced Application. Applicants submit that TPMC Acquisition Corp. (“TPMC”), a wholly owned subsidiary of Holdings, was created with the purpose to merge with and into MPHC when Holdings acquires 100 percent of the stock of MPHC. Accordingly, the description of the transaction should be clarified to state that under the terms of the Agreement, TPMC and MPHC will merge, with MPHC surviving, and Holdings will then own 100 percent of the stock of MPHC. In addition, Holdings intends to immediately merge MPHC with and into Mpower Communications Corp. (“Mpower”), who will then be a direct subsidiary of Holdings and a “sister” corporation to U.S. TelePacific Corp. A chart showing the corporate organization of the merged entities following the transaction, including the MPHC and Mpower intended merger, is attached as Exhibit 1.

June 2, 2006
Page 2

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Applicants are simultaneously filing this Supplement with the International Bureau through the MyIBFS Filing System. If there are any questions regarding this filing, please contact the undersigned counsel.

Bingham McCutchen LLP
bingham.com

Respectfully submitted,

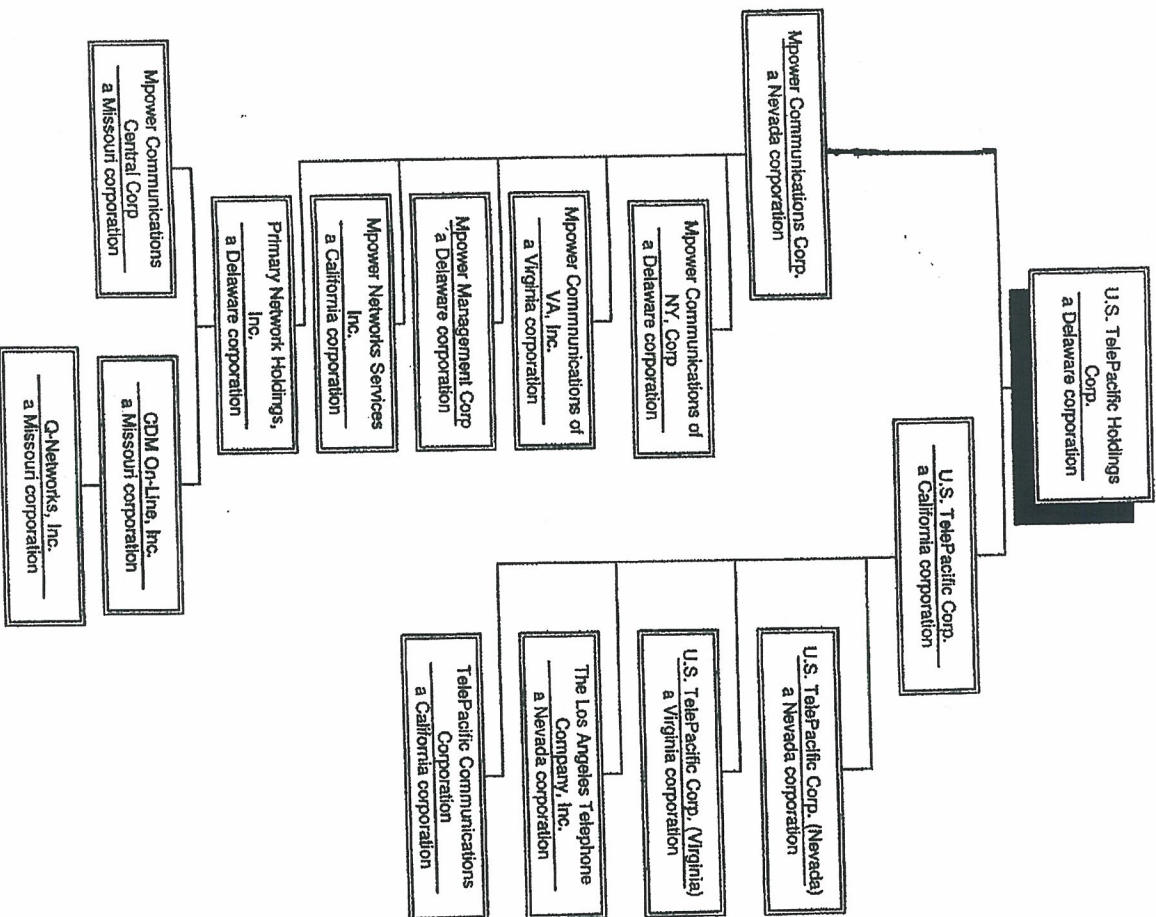
A handwritten signature in cursive script that reads "Danielle Burt".

Jean L. Kiddoo
Danielle C. Burt

cc: Adam Kirschenbaum (WCB)

EXHIBIT 1

After Merger





U.S. Department of Justice
Criminal Division

Washington, D.C. 20530

July 25, 2006

Ms. Marlene H. Dortch
Federal Communications Commission
445 12th St. SW, Room TW-B204
Washington, DC 20554

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

Dear Ms. Dortch:

The United States Department of Justice, including the Federal Bureau of Investigation, with the concurrence of the Department of Homeland Security (the "Agencies"), officially withdraws its prior request to defer action on the above-referenced application. Based on the information provided to the Agencies by the applicant and analysis by the Agencies of potential national security, law enforcement, and public safety issues, the Agencies hereby notify the Commission that they have no objection to the application. Thank you for your consideration.

Sincerely,

/s/ SIGAL MANDELKER

Sigal Mandelker
Deputy Assistant Attorney General

Jean L. Kiddoo
Best Copy and Printing, Inc.
Tracey Wilson-Parker
Adam Kirschenbaum



U.S. Department of Justice
Criminal Division

Washington, D.C. 20530

Susan O'Connell
James Bird



U.S. Department of Justice
Criminal Division

Washington, D. C. 20530

Ms. Marlene H. Dortch
Federal Communications Commission
445 12th St. SW, Room TW-B204
Washington, DC 20554

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

Dear Ms. Dortch:

The Department of Justice ("DOJ"), including the Federal Bureau of Investigation ("FBI"), with the concurrence of the Department of Homeland Security ("DHS"), requests that the Federal Communications Commission ("Commission") defer action on the above-referenced matters until such time as DOJ, FBI, and DHS (i) notify the Commission that any potential national security, law enforcement, and public safety issues raised by the matters have or have not been resolved, and (ii) request appropriate action by the Commission. DOJ, FBI, and DHS also request that the Commission remove the applications from streamlined processing.

After receiving notice of the matter, DOJ, FBI, and DHS have been in contact with the applicants to obtain information relating to national security, law enforcement, and public safety concerns. DOJ, FBI, and DHS will advise the Commission promptly upon completion of our review. Thank you for your consideration.

Sincerely,

/s/ BENTON CAMPBELL

Benton Campbell
Acting Deputy Assistant Attorney General

cc: Jean L. Kiddoo
Best Copy and Printing, Inc.
Tracey Wilson-Parker
Adam Kirschenbaum
Susan O'Connell
James Bird