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June 2, 2006

Federal Communications Commission  
Office of Secretary

**VIA COURIER**

Marlene H. Dortch, Secretary  
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**Re: WC Docket 06-107; File No. ITC-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  
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Respectfully submitted,

A handwritten signature in black ink that reads "Danielle Burt". The signature is written in a cursive, flowing style.

Jean L. Kiddoo  
Danielle C. Burt

cc: Adam Kirschenbaum (WCB)

**EXHIBIT 1**

# After Merger

