

# BINGHAM

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June 28, 2011

**Via Electronic Filing**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
International Bureau Applications  
P.O. Box 979093  
St. Louis, MO 63197-9000

**Re: *In the Matter of the Joint Application of Tel West Network Services Corporation and U.S. TelePacific Corp. for Grant of Authority to Complete a Transfer of Control of an Authorized International Section 214 Carrier***

Dear Ms. Dortch:

On behalf of Tel West Network Services Corporation ("Tel West") and U.S. TelePacific Corp. ("TelePacific") enclosed for filing is an application for approval of a transfer of control of Tel West from Jeff Swickard to TelePacific.

This filing and the applicable credit card payment in the amount of \$1,050.00, which satisfies the filing fee required for this Combined Application under line 2.b of Section 1.1105 of the Commission's Rules, are being submitted electronically through the MyIBFS.

Applicants are simultaneously filing the Application with the Wireline Competition Bureau, in accordance with the Commission's rules.

Respectfully submitted,



Jean L. Kiddoo  
Danielle Burt

Counsel for U. S. TelePacific Corp.

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Hartford  
Hong Kong  
London  
Los Angeles  
New York  
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**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, DC 20554**

	)	
In the Matter of the Joint Application of	)	
	)	
<b>Tel West Network Services Corporation</b>	)	File No. ITC-T/C-2011_____
	)	
and	)	WC Docket No. 11-_____
	)	
<b>U.S. TelePacific Corp.</b>	)	
	)	
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 a	)	
Transfer of Control of an Authorized	)	
Domestic and International Section 214 Carrier	)	
	)	

**JOINT APPLICATION**

**I. INTRODUCTION**

**A. Summary of Transaction**

Tel West Network Services Corporation (“Tel West”) and U.S. TelePacific Corp. (“TelePacific”) (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 TelePacific will acquire control of Tel West. Applicants file this Application in connection with a Stock Purchase Agreement (“Agreement”) dated June 22, 2011. Although the proposed transaction will result in a change in the ultimate ownership of Tel West, no assignment of licenses, assets or customers will occur as a consequence of the proposed transaction. Tel West will continue to provide service to its existing customers under the same rates, terms and

conditions. Accordingly, the proposed transaction will be virtually transparent to customers of Tel West.

**B. Request for Expedited Consideration**

As set forth below, TelePacific has significant financial resources and substantial experience operating as a regulated telecommunications provider. Also, the proposed transaction is structured to ensure that existing Tel West customers continue to enjoy uninterrupted service, and immediately following the proposed transaction, customers of Tel West will continue to receive services under the same rates, terms and conditions as those services are presently provided. In light of the substantial benefits that the Applicants expect from the proposed transaction, Applicants seek expedited approval to allow Applicants to complete the proposed transaction as soon as possible.

**C. 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 served by dominant local exchange carriers (none of which is a 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. Tel West Network Services Corporation**

Tel West is a privately-held Washington corporation with its principal offices located at 11501 Domain Dr., Austin, Texas 78758. Tel West is a facilities-based Internet, data and voice communications provider in Texas that specializes in dedicated circuits for small, medium, and enterprise businesses.

### **B. U.S. TelePacific Corp.**

TelePacific is a California corporation with its headquarters located at 515 S. Flower Street, 47th Floor, Los Angeles, California 90071-2201. TelePacific provides facilities-based business communications services, including local, long distance, data and Internet services to small-to-medium sized businesses in Nevada and California. TelePacific's affiliate Mpower Communications Corp. ("Mpower"), a Nevada corporation, also serves customers in Nevada and California, and its affiliate Arrival Communications, Inc. ("Arrival"), a Delaware corporation, serves customers in California. TelePacific's wholly-owned subsidiary TelePacific Managed Services ("TMS"), a California corporation, has an application pending to acquire assets to provide services to customers in California and Nevada.<sup>1</sup> With thousands of customers, TelePacific is one of the largest telecommunications companies headquartered in California.

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<sup>1</sup> See IXC Holdings, Inc., Assignor, and TelePacific Managed Services, Assignee, for Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 63.04 and 63.24 of the Commission's Rules to Complete an Assignment of Assets of

### **III. DESCRIPTION OF THE TRANSACTION**

Applicants propose to complete a transaction (“Transaction”), pursuant to the Agreement, through which TelePacific will acquire control of Tel West. The transfer of control will occur as a result of TelePacific acquiring 100 percent of the stock of Tel West from Jeff Swickard, an individual who can be reached at Tel West’s principal place of business, for cash. As a result, immediately following the consummation of the proposed Transaction, Tel West will be a direct, wholly-owned subsidiary of TelePacific. Applicants therefore request authority for the transfer of control of Tel West to TelePacific. For the Commission’s reference, pre- and post-Transaction organization charts are provided as Exhibit A.

Following the proposed transaction, Tel West’s customers will remain customers of Tel West and will continue to receive services under the same rates, terms and conditions as those services are presently provided to them. As a result, the proposed Transaction will be virtually transparent to Tel West’s customers. The only change resulting from the Transaction will be that Tel West will be a direct, wholly-owned subsidiary of TelePacific, which is already well qualified to control the continuing operations of Tel West.

### **IV. PUBLIC INTEREST STATEMENT**

The proposed Transaction will serve the public interest in promoting competition among telecommunications providers. The proposed Transaction will enhance the ability of TelePacific and Tel West to expand their respective operations both in terms of service area coverage and through the ability of each entity to offer customers an expanded line of products and services. As a result, Applicants believe the combined companies will be able to compete more effectively against incumbent carriers and larger competitive carriers. Tel West will also have access to the

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an Authorized Domestic and International Section 214 Carrier, WC Docket No. 11-85 and File No. ITC-ASG-20010509-00130 (filed May 9, 2011).

financial, operational and managerial resources of TelePacific. Such support will strengthen the competitive position of Tel West to the benefit of the telecommunications marketplace.

Moreover, the fitness of TelePacific to own a licensee of common carrier fixed point-to-point microwave services as well as domestic and international telecommunications services was confirmed by the Commission in connection with the 2011 acquisition of Nextweb, Inc. (“NextWeb”),<sup>2</sup> the 2010 acquisition of assets from O1 Communications, Inc.,<sup>3</sup> the 2007 acquisition of Arrival,<sup>4</sup> and the 2006 acquisition of Mpower by U.S. TelePacific Holdings Corp. (“TPAC Holdings”), the parent of TelePacific.<sup>5</sup> In the context of those prior transaction approval proceedings, TelePacific disclosed that certain foreign investors hold a greater than 10 percent indirect interest in TPAC Holdings and, in separate discussions with the Department of Justice, including the Federal Bureau of Investigation, and the Department of Homeland Security, TPAC Holdings made specific commitments that addressed national security issues with respect to

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<sup>2</sup> See In the Matter of Covad Communications Group, Inc., Transferor, NextWeb, Inc., Licensee, and U.S. TelePacific Corp., Transferee, Petition of Declaratory Ruling Under Section 310(b)(4) of the Communications Act, as Amended, IB File No. ISP-PDR-20110106-0001, DA No. 11-544. See also, WB File Nos. 0004550716, 0004555335, and 0004600142.

<sup>3</sup> See In the Matter of the Joint Application of O1 Communications, Inc., Assignor, and U.S. TelePacific Corp., Assignee, for grant of authority pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 63.04 of the Commission’s Rules to complete an assignment of assets of an authorized U.S. domestic section 214 carrier, WC Docket No. 10-156, DA 10-1515.

<sup>4</sup> See In the Matter of the Joint Application of Arrival Communications, Inc., Transferor, and U.S. TelePacific Corp., Transferee, for authority pursuant to Section 214 of the Communications Act of 1934, as amended, for the transfer of control of an authorized U.S. domestic and international Section 214 carrier, WC Docket No. 06-232, DA 07-721 and IB File No. ITC-T/C-20061211-00554, DA No. 07-676.

<sup>5</sup> See In the Matter of the Joint Application of Mpower Holding Corporation, Transferor, and U.S. TelePacific Holdings Corp., Transferee, for authority pursuant to Section 214 of the Communications Act of 1934, as amended, for the transfer of control of an authorized U.S. domestic and international Section 214 carrier, WC Docket No. 06-107, DA 06-1556 and IB File No. ITC-T/C-20060518-00282, DA No. 06-1526.

location of and access to billing records and other subscriber information and other law enforcement concerns. The investors who were disclosed in those transactions still hold interests in TelePacific and are disclosed below. TelePacific readily agrees to extend TelePacific's earlier commitments to include the Tel West operations following the Transaction closing.

Given the increasingly competitive nature of the telecommunications market, Applicants are seeking to complete the proposed transaction as soon as possible to ensure that customers can obtain rapidly the benefits of the proposed transaction. Accordingly, Applicants respectfully request that the Commission process, consider, and approve this Application as expeditiously as possible.

**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:**

Transferor:

Jeff Swickard  
11501 Domain Dr.  
Austin, TX 78758  
512-735-7300 (Tel) **FRN: 0020965174**

Licensee:

Tel West Network Services Corporation **FRN: 0012635231**  
11501 Domain Dr.  
Austin, TX 78758  
512-735-7300 (Tel)

Transferee:

U.S. TelePacific Corp. **FRN: 0003733813**  
515 S. Flower Street, 47th Floor  
Los Angeles, CA 90071-2201  
(213) 213-3000 (Tel)

**63.18 (b) Jurisdiction of Organizations:**

Licensee: Tel West is a corporation formed under the laws of the State of Washington.

Transferee: TelePacific is a corporation formed under the laws of the State of California.

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

For TelePacific:

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 Tel West:

Jeff Swickard, President  
Tel West Network Services Corporation  
11501 Domain Dr.  
Austin, TX 78758  
512-735-7300 (Tel)

**63.18 (d) Section 214 Authorizations**

Licensee: Tel West holds blanket domestic Section 214 authority and holds international Section 214 authority granted in File No. ITC-ASG-20050214-00077.

Transferee: TelePacific holds blanket domestic Section 214 authority and holds international Section 214 authority granted in File No. ITC-214-19970828-00514.



**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:<sup>6</sup>

Pre- Transaction Ownership of Tel West:

The following individual owns or controls 10% or more of **Tel West Network Services Corporation:**

Name:	Jeff Swickard
Address:	11501 Domain Dr. Austin, TX 78758
Citizenship:	U.S.
Principal Business:	Individual
% Equity:	100%

Pre- and Post-Transaction Ownership of TelePacific:

- 1) The following entity owns or controls 10% or more of **U.S. TelePacific Corp.**

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%

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

Name:	Investcorp S.A. <sup>7</sup>
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<sup>6</sup> 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.

<sup>7</sup> 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

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.<sup>8</sup>

Address: 100 North Crescent Drive, Suite 300  
Beverly Hills, CA 90210

Citizenship: U.S. (Delaware)

Principal Business: Investing

% Equity: 23.97%

- 3) 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%

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

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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.

<sup>8</sup>

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.

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

- 5) 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

- 6) 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

- 7) 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%

- 8) 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%

- 9) 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%

- 10) 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

- 11) 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), and Ms. Stephanie Bess (U.S. citizen).

No other individual or entity owns or controls more than 10% directly or indirectly of **TelePacific**. Also, the only interest in FCC licensees currently held by the owners of TelePacific are their interests in TelePacific, Arrival, Mpower, NextWeb, and TMS.

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 TelePacific or Tel West, or that controls TelePacific or Tel West, 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 TelePacific or Tel West and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of 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)** Tel West provides competitive telecommunications services in Texas. Tel West is the general partner of ICG ChoiceCom, L.P., which provides intrastate competitive telecommunications services in Texas. All of the services provided by Tel West and its affiliates are competitive in nature and neither Tel West nor any affiliated company holds a dominant position in any market.
- TelePacific provides business communications services, including local, long distance, data and Internet services to thousands of small-to-medium sized businesses in Nevada and California. TelePacific is affiliated with Mpower, which provides telecommunications services in California and Nevada; Arrival, which provides telecommunications services in California; and TMS, which will provide telecommunications services in California and Nevada upon completion of an asset transaction pending before the Commission. All of the services of TelePacific, Mpower, Arrival, and TMS are competitive and neither TelePacific nor any affiliate holds a dominant position in any market.
- (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,



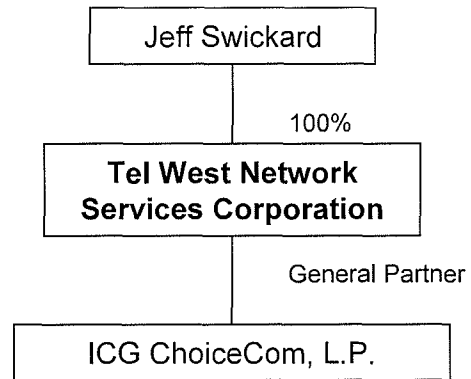
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Counsel for U.S. TelePacific Corp.

Dated: June 28, 2011

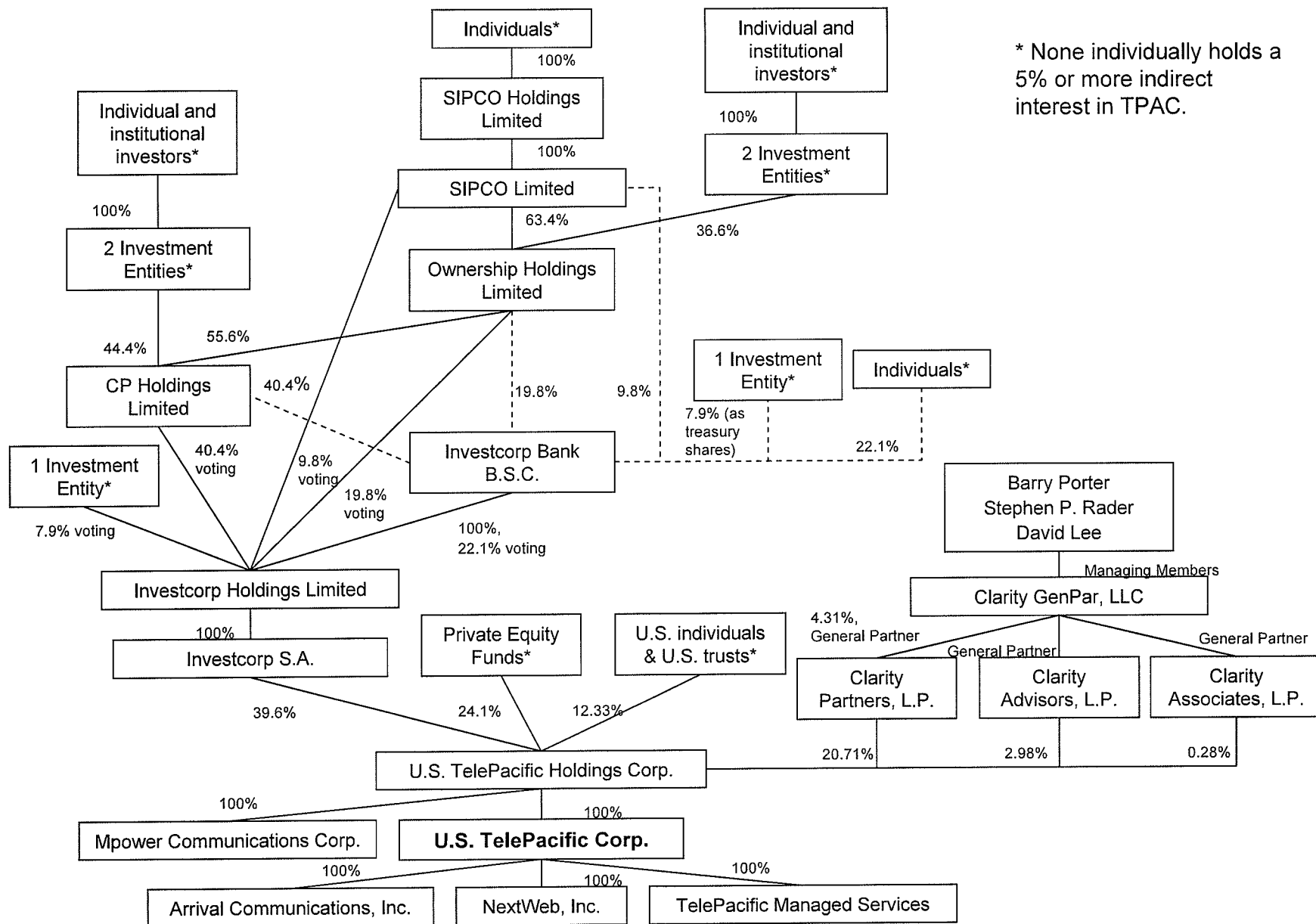


# Tel West Network Services Corporation Pre-Transaction Ownership Chart

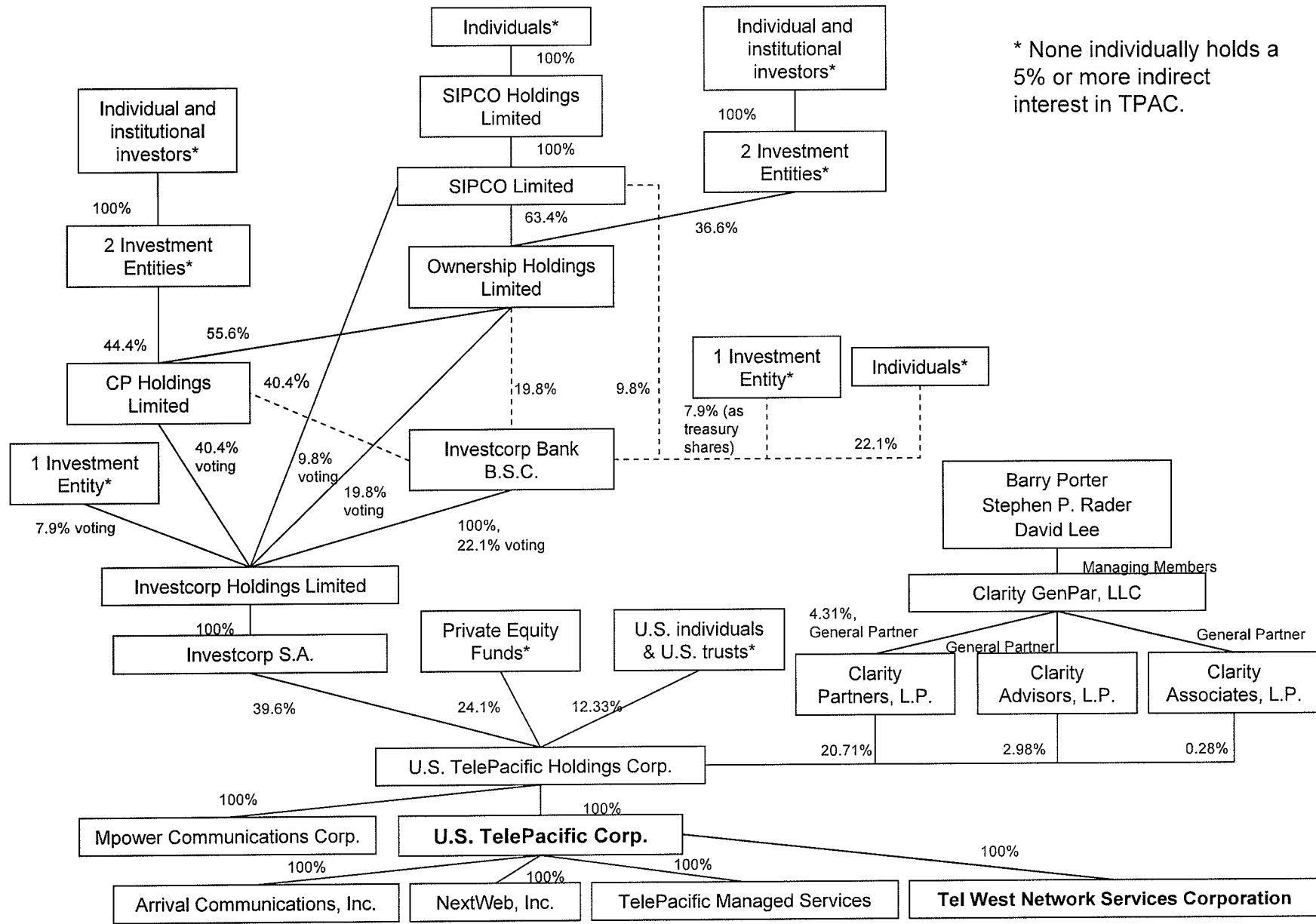


**U.S. TelePacific Corp. ("TPAC") Pre-Transaction Ownership Chart**

\* None individually holds a 5% or more indirect interest in TPAC.



**U.S. TelePacific Corp. ("TPAC") Post-Transaction Ownership Chart**



\* None individually holds a 5% or more indirect interest in TPAC.

## VERIFICATION

I, Jeff Swickard, state that I am the President of Tel West Network Services Corporation ("Tel West"); that I am authorized to make this Verification on behalf of Tel West; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to Tel West 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 23<sup>rd</sup> day of June, 2011.



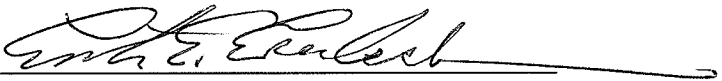
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Jeff Swickard  
President  
Tel West Network Services Corporation

## VERIFICATION

I, Erich E. Everbach, state that I am the Senior Vice President and General Counsel of U.S. TelePacific Corp. ("TelePacific"); that I am authorized to make this Verification on behalf of TelePacific; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to TelePacific 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 23rd day of June, 2011.

  
Erich E. Everbach  
Senior Vice President and General Counsel  
U.S. TelePacific Corp.