

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of the Joint Application of)	
)	
DSCI Holdings Corporation , Transferor)	
DSCI, LLC , Licensee)	File No. ITC-T/C-2016_____
)	
and)	WC Docket No. 16-_____
)	
U.S. TelePacific Corp. , Transferee)	
)	
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

DSCI Holdings Corporation (“Parent”), DSCI, LLC, 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 ownership and control of DSCI, LLC (“Transaction”). Applicants file this Application in connection with an Agreement and Plan of Merger (“Agreement”) dated March 1, 2016.¹ Although the Transaction will result in a change in the ultimate ownership of

¹ DSCI, LLC does not plan to transfer control of its two wireless radio authorizations (Call Signs WQMC627 and WQME768) and has sought cancellation of those licenses. See File Nos. 0007169383 and 0007169384.

DSCI, LLC, no assignment of licenses, assets, or customers will occur as a consequence of the proposed transaction. DSCI, LLC will continue to provide service to its existing customers under the same rates, terms and conditions. Accordingly, the Transaction will be virtually transparent to customers of DSCI, LLC. The Transaction also will not adversely affect competition for the provision of telecommunications services in the jurisdictions currently served by DSCI, LLC because the customers served by DSCI, LLC have, and following consummation of the Transaction will continue to have, access to competitive alternatives.

B. Request for Expedited Consideration

Applicants seek expedited consideration of this application. As set forth below, TelePacific has significant financial resources and substantial experience operating as a regulated telecommunications provider. Also, the Transaction is structured to ensure that existing DSCI, LLC customers continue to enjoy uninterrupted service, and, immediately following the Transaction, customers of DSCI, LLC 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 Transaction, Applicants seek expedited approval to allow Applicants to complete the Transaction as soon as possible.

C. Request for Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 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 Transaction) 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. DSCI Holdings Corporation and DSCI, LLC

Parent is a privately held Massachusetts corporation and DSCI, LLC is a privately held Delaware limited liability company. Both Parent and DSCI, LLC have their principal offices located at 303 Wyman Street, Suite 350, Waltham, MA 02451. DSCI, LLC is a competitive local exchange carrier and provider of hosted communications, managed IT and connectivity services.

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 Managed Services ("Merger Sub") is a California corporation and a wholly-owned subsidiary of TelePacific. TelePacific provides facilities-based business communications services, including local, long distance, data and Internet services to small-to-medium sized businesses in California, Nevada and Texas. TelePacific's affiliate Mpower Communications Corp. ("Mpower"), a Nevada

corporation, also serves customers in Nevada and California; TelePacific's its affiliate Arrival Communications, Inc. ("Arrival"), a Delaware corporation, serves customers in California; and TelePacific's affiliate TelePacific Communications Co. f/k/a Tel West Network Services Corporation ("TelePacific Communications"), a Washington corporation, serves customers in Texas. With thousands of customers, TelePacific is one of the largest telecommunications companies headquartered in California.

III. DESCRIPTION OF THE TRANSACTION

Pursuant to the Agreement, TelePacific will acquire ownership and control of DSCI, LLC by merging Merger Sub with and into DSCI, LLC, with DSCI, LLC surviving the merger as a wholly owned subsidiary of TelePacific. As a result, immediately following the consummation of the Transaction, DSCI, LLC will be a direct, wholly-owned subsidiary of TelePacific. Applicants therefore request authority for the transfer of control of DSCI, LLC to TelePacific. For the Commission's reference, pre- and post-Transaction organization charts are provided as Exhibit A.

Following the proposed transaction, DSCI, LLC's customers will remain customers of DSCI, LLC 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 Transaction will be virtually transparent to DSCI, LLC's customers. The only change resulting from the Transaction will be that DSCI, LLC will be a direct, wholly owned subsidiary of TelePacific, which is already well qualified to control the continuing operations of DSCI, LLC.

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 DSCI, LLC 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. DSCI, LLC will also have access to the financial, operational and managerial resources of TelePacific. Such support will strengthen the competitive position of DSCI, LLC 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 Tel West Network Services Corporation (now renamed TelePacific Communications Co.),² the 2011 acquisition of Nextweb, Inc. (“NextWeb”),³ the 2010 acquisition of assets from O1 Communications, Inc.,⁴ the 2007 acquisition of Arrival,⁵ and the 2006 acquisition of Mpower by U.S. TelePacific Holdings Corp. (“TPAC Holdings”), the parent of TelePacific.⁶ In the context of those prior transaction

² See Application for the Transfer of Control of Tel West Network Services Corporation to U.S. TelePacific Corp., WC Docket No. 11-112, DA 11-1747 and IB File No. ITC-T/C-20110628-00182, DA 11-1852.

³ 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.

⁴ 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.

⁵ 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.

⁶ See In the Matter of the Joint Application of Mpower Holding Corporation, Transferor, DB1/ 86610370

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 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. The proposed Transaction will not limit or in way change the commitments made by TPAC Holdings, including the October 18, 2011 Letter of Assurances filed with the Commission in IB File No. ITC-T/C-20110628-00182. TelePacific readily agrees to extend TelePacific's earlier commitments to include the DSCI, LLC operations upon 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:

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.

Transferor:

DSCI Holdings Corporation
303 Wyman Street, Suite 350
Waltham, MA 02451
781-861-4606 (Tel)

FRN: 0005059233

Licensee:

DSCI, LLC
303 Wyman Street, Suite 350
Waltham, MA 02451
781-861-4606 (Tel)

FRN: 0023549140

Transferee:

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

FRN: 0003733813

63.18 (b) Jurisdiction of Organizations:

Transferor: Parent is a Massachusetts corporation.

Licensee: DSCI, LLC is a Delaware limited liability company.

Transferee: TelePacific is a California corporation.

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

For TelePacific:

Andrew D. Lipman
Danielle Burt
Morgan, Lewis & Bockius LLP
2020 K Street, N.W.
Washington, DC 20006
202-373-6000 (Tel)
202-373-6001 (Fax)
andrew.lipman@morganlewis.com
danielle.burt@morganlewis.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 DSCI Holdings Corporation &
DSCI, LLC:

Michael P. Donahue
Marashlian & Donahue, PLLC
1420 Spring Hill Road, Suite 401

With a copy to:

Tim Battles
Senior Vice President
DSCI, LLC
1 Sundial Avenue, Suite 414

McLean, VA 22102
703-714-1319 (Tel)
703-563-6222 (Fax)
mpd@commlawgroup.com

Manchester, NH 03103
781-861-4606 (Tel)
781-861-4646 (Fax)
tbattles@dscicorp.com

63.18 (d) Section 214 Authorizations

Transferor: Transferor does not hold any Section 214 authority.

Licensee: DSCI, LLC holds blanket domestic Section 214 authority and holds international Section 214 authority granted in File No. ITC-214-20040309-00098 as assigned in File No. ITC-ASG-20140430-00138.

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's ownership attribution rules for wireline and international telecommunications carriers:⁷

Pre- Transaction Ownership of DSCI, LLC:

The following entities and individuals own or control 10% or more of **DSCI, LLC:**

Name: DSCI Holdings Corporation
Address: 303 Wyman Street, Suite 350
Waltham, MA 02451
Citizenship: U.S. (Massachusetts)
Principal Business: Holding Company
% Equity: 50.56% of voting stock

Name: McCarthy DSCI Investors, LLC
Address: 1601 Dodge Street, Suite 3800
Omaha, NE 68102
Citizenship: U.S. (Delaware)
Principal Business: Investing

⁷ 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.

% Equity: 35.78% of voting stock
 Name: Tim Battles
 Address: 99 Overlook Drive
 Groton, MA 01450
 Citizenship: U.S.
 Principal Business: Individual
 % Equity: 33.33% of non-voting stock
 Name: Sean Dandley
 Address: 12 Flanagan Road
 Bolton, MA 01740
 Citizenship: U.S.
 Principal Business: Individual
 % Equity: 33.33% of non-voting stock
 Name: James Maloney
 Address: 15 Washington Street
 Marblehead, MA 01740
 Citizenship: U.S.
 Principal Business: Individual
 % Equity: 33.33% of non-voting stock

The following individual owns or controls 10% or more of **DSCI Holdings Corporation:**

Name: Sean Dandley
 Address: 12 Flanagan Road
 Bolton, MA 01740
 Citizenship: U.S.
 Principal Business: Individual
 % Equity: 12.5%

None of the shareholders holding the remaining 87.5% of the stock of DSCI Holdings Corporation individually hold 10% or more.

The following entities and individuals own or control 10% or more of **McCarthy DSCI Investors, LLC:**

Name: McCarthy Capital Fund V, L.P.
 Address: 1601 Dodge Street, Suite 3800
 Omaha, NE 68102
 Citizenship: U.S. (Delaware)
 Principal Business: Investment
 % Equity: 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 Management, LLC, a Delaware limited liability company, whose principal business is investment fund management. McCarthy Partners Management, LLC is wholly owned by 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.

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. ⁸
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⁸ 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 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

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.⁹
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).

Name: Clarity GenPar, LLC
Address: 100 North Crescent Drive, Suite 300
Beverly Hills, CA 90210
Citizenship: U.S.

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.

⁹ 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.

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 (23.1% 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: 48.3% 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: 48%

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: 17.1%

- 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: 52.3%

- 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: 64.6%

- 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 Kannoo (Saudi Arabia citizen), Mr. Hussain Ibrahim Al-Fardan (Qatar citizen), Mr. Khalid Rashid Al Zayani (Bahrain citizen), Mr. Mohammed Bin Mahfoodh Alardhi (Oman 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 TelePacific Communications.

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 DSCI, LLC, or that controls TelePacific or DSCI, LLC, 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 DSCI, LLC 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)** DSCI, LLC is a competitive local exchange carrier and provider of hosted communications, managed IT and connectivity services in the following states: California, Connecticut, District of Columbia, Florida, Georgia, Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Texas, and Vermont. DSCI, LLC's direct subsidiary, DSCI Corporation of Virginia, Inc. is a competitive local exchange carrier in Virginia. All of the services provided by DSCI, LLC and its affiliates are competitive in nature and neither DSCI, LLC 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 TelePacific Communications, which provides telecommunications services in Texas. All of the services of TelePacific, Mpower, Arrival, and TelePacific Communications

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,

/s/ Danielle Burt
Andrew D. Lipman
Danielle Burt
MORGAN, LEWIS & BOCKIUS LLP
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Washington, DC 20006
(202) 373-6000 (Tel)
(202) 373-6001 (Fax)
andrew.lipman@morganlewis.com
danielle.burt@morganlewis.com

Counsel for U.S. TelePacific Corp.

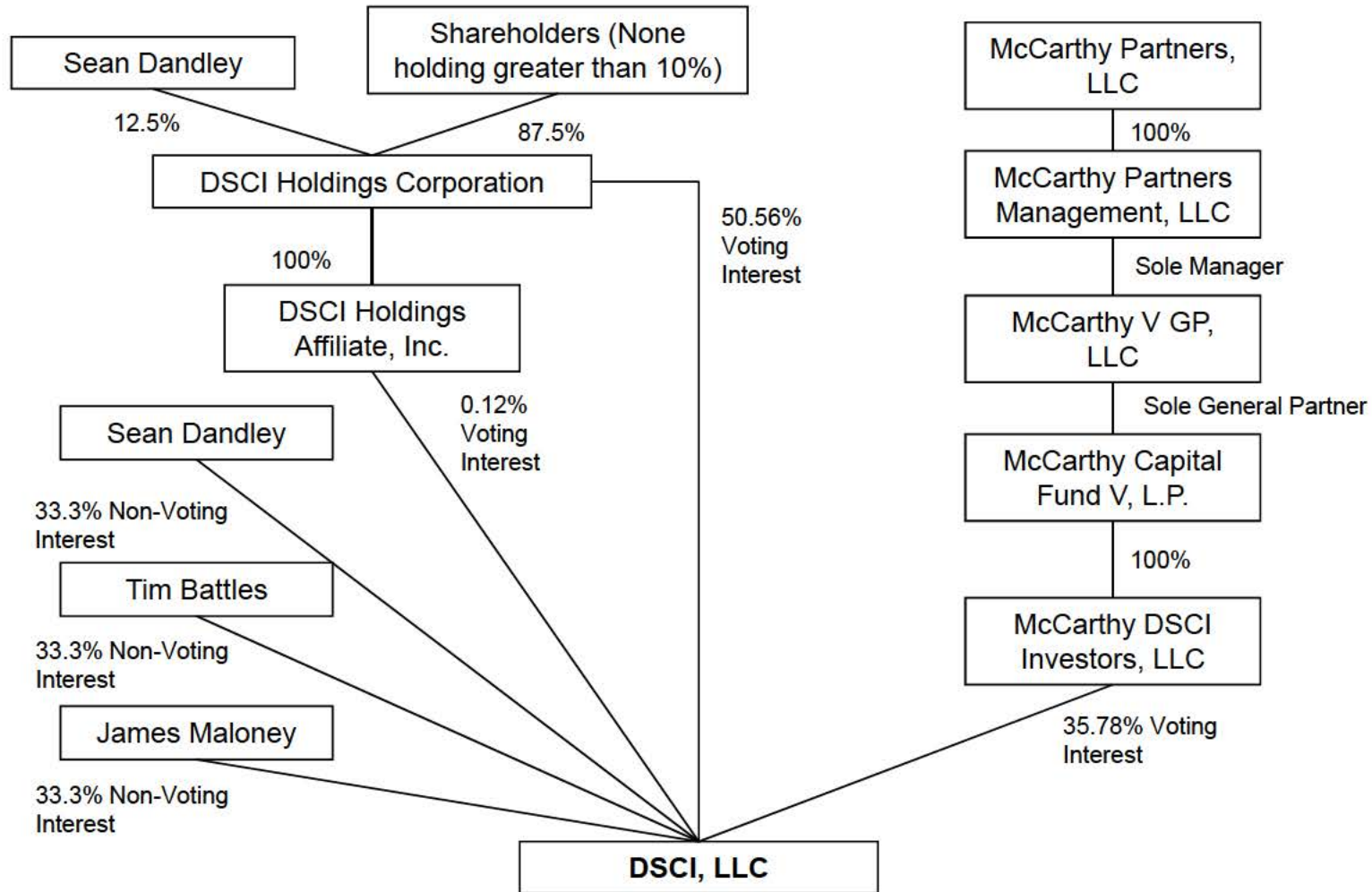
Dated: March 7, 2016

EXHIBIT A

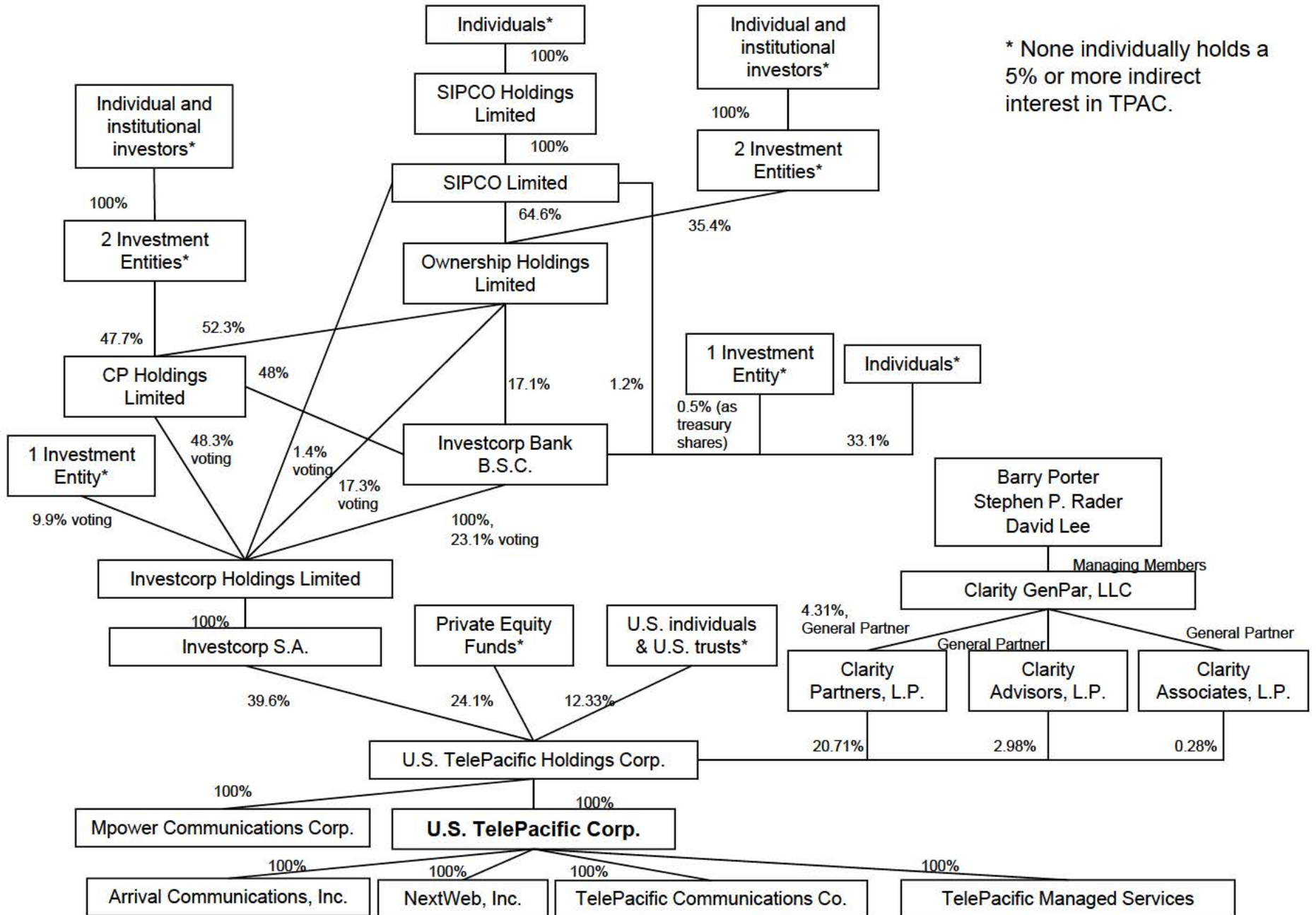
Pre-and Post-Transaction Organization Charts

DSCI, LLC

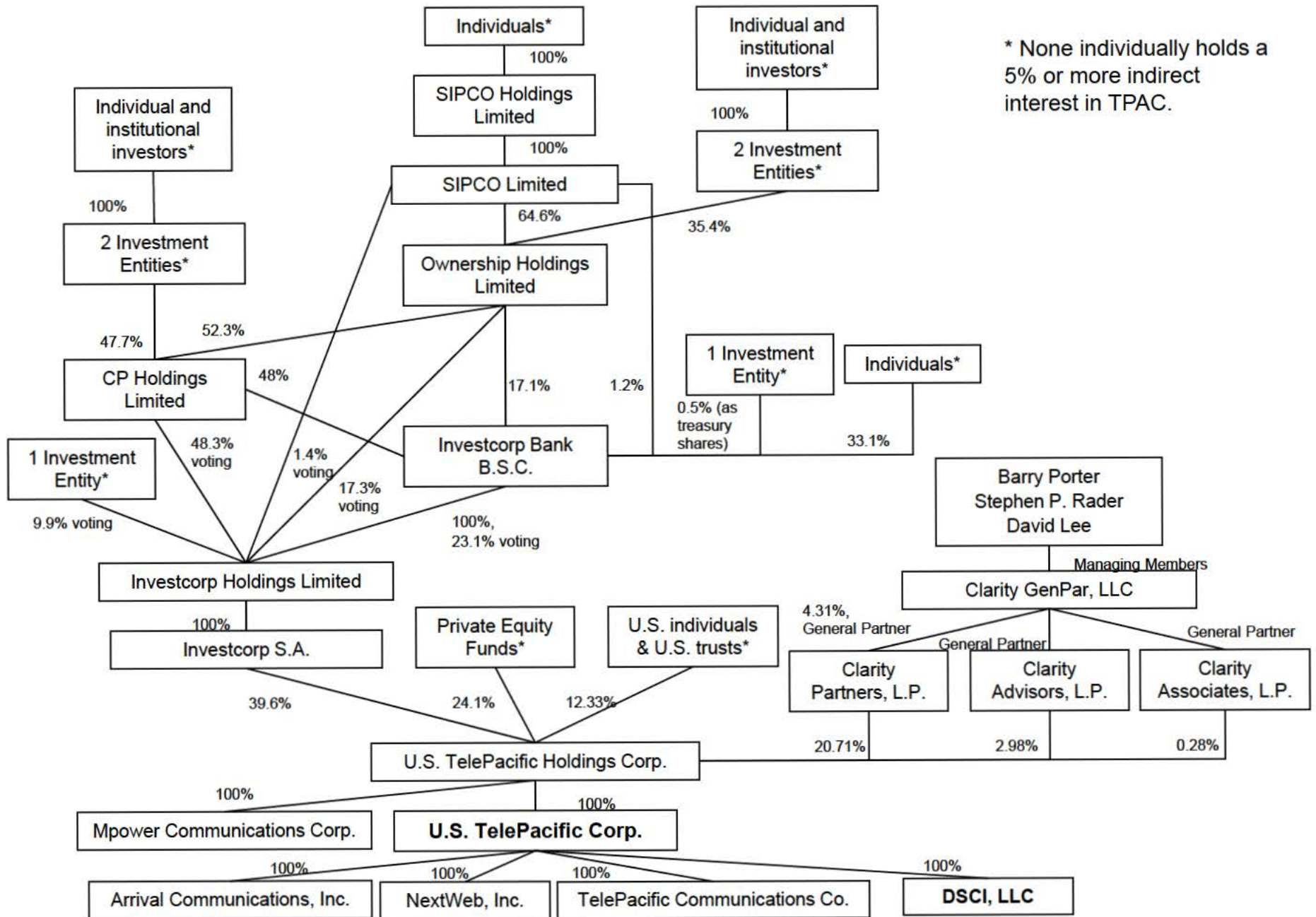
Pre-Transaction Ownership Chart



U.S. TelePacific Corp. Pre-Transaction Ownership Chart



U.S. TelePacific Corp. Post-Transaction Ownership Chart



VERIFICATION

I, Tim Battles, state that I am the Senior Vice President of DSCI Holdings Corporation and DSCI, LLC ("DSCI"); that I am authorized to make this Verification on behalf of DSCI; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to DSCI 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 7th day of March, 2016.

A handwritten signature in blue ink, appearing to read 'Tim Battles', is written over a horizontal line.

Tim Battles
Senior Vice President
DSCI Holdings Corporation and DSCI, LLC

VERIFICATION

I, Michael Cowan, state that I am the Secretary, Vice President & Acting 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 ___ day of March, 2016.



Michael Cowan
Secretary, Vice President & Acting General Counsel
U.S. TelePacific Corp.

APPROVED BY LEGAL
3/17/16