

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

In the Matter of the Joint Application of)	
)	
)	
U.S. TelePacific Holdings Corp , Transferor)	
Arrival Communications, Inc. , Licensee)	File No. ITC-T/C-2019 _____
DSCI, LLC , Licensee)	File No. ITC-T/C-2019 _____
Mpower Communications Corp. , Licensee)	File No. ITC-T/C-2019 _____
TPx Communications Co. , Licensee)	File No. ITC-T/C-2019 _____
U.S. TelePacific Corp. , Licensee)	File No. ITC-T/C-2019 _____
)	
and)	WC Docket No. 19- _____
)	
Tango Private Holdings II, LLC , 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 Authorized)	
Domestic and International Section 214 Carriers)	

JOINT APPLICATION

I. INTRODUCTION

A. Summary of Transaction

U.S. TelePacific Holdings Corp. (“Transferor” or “TPx Holdings”), Arrival Communications, Inc. (“Arrival”), DSCI, LLC (“DSCI”), Mpower Communications Corp. (“Mpower”), TPx Communications Co. (“TCC”), U.S. TelePacific Corp. (“TelePacific” and jointly with Arrival, DSCI, Mpower, and TCC, the “Licensees”) and Tango Private Holdings II, LLC (“Transferee” or “Tango”) (and jointly with the Licensees, 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, request authority to complete a transaction that will result in the transfer of control of Licensees to Tango (the "Transaction").

The Transaction will result in a change in the ultimate control of Transferor and Licensees to Transferee, a U.S. investor. Upon closing, Transferor's current equity holders will collectively and indirectly hold a class of junior equity in an indirect parent company of Transferee through Tango Qualified Stockholder Holdings, LLC, with no right to a board seat, no special or redemption rights, and no individual or entity holding a 10% or greater indirect interest in Transferor.

The Transaction will not adversely affect competition for the provision of telecommunications services in the jurisdictions currently served by Licensees because the customers served by Licensees have, and following consummation of the Transaction will continue to have, access to competitive alternatives. Moreover, no assignment of licenses, assets, or customers will occur as a consequence of the proposed Transaction. Immediately after the closing, Licensees' customers will receive services from Licensees at the same rates, terms and conditions.

B. Request for Streamlined Processing

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 Transaction, (1) Applicants and their affiliates, as defined in Section 3(1) of the Communications Act ("Affiliates"), combined will hold less than ten percent (10%) of the interstate, interexchange market; (2) Applicants and their Affiliates will continue to 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). Applicants request streamlined processing pursuant to 47 C.F.R. §63.12(c)(1)(ii) as they qualify for a presumption of non-dominance based on a non-dominant affiliation with a Canadian foreign carrier as described herein.

In support of this Application, Applicants provide the following information:

II. DESCRIPTION OF THE APPLICANTS

A. Transferor and Licensees

TPx Holdings, a Delaware corporation, has its headquarters at 515 S. Flower Street, 45th Floor, Los Angeles, California, 90071-2201. Licensees are wholly owned subsidiaries of Transferor and provide facilities-based business communications services, including local, long distance, data and Internet services to small-to-medium sized businesses. TPx Holdings, Licensees and their controlled affiliates are collectively referred to as "TPx."

Below is a brief description of each Licensee and its Section 214 authority:

1. TelePacific, a California corporation, provides business communications services, including local, long distance, data and Internet services to thousands of small-to-medium sized businesses in California, Nevada and New Mexico. TelePacific holds blanket domestic Section 214 authority and holds international Section 214 authority granted in File Nos. ITC-214-19970828-00514 and ITC-214-19970210-00076.

2. Arrival, a Delaware corporation, provides telecommunications services in California. Arrival holds blanket domestic Section 214 authority and holds international Section 214 authority granted in File No. ITC-214-19950920-00031.

3. DSCI, a Delaware limited liability company, provides telecommunications services in California, Connecticut, District of Columbia, Florida, Georgia, Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Texas and Vermont. DSCI 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.

4. Mpower, a Nevada corporation, provides telecommunications services in California and Nevada. Mpower holds blanket domestic Section 214 authority and holds international Section 214 authority granted in File Nos. ITC-214-19970731-00440.

5. TCC, a Washington corporation, provides telecommunications services in Texas. TCC holds blanket domestic Section 214 authority and holds international Section 214 authority granted in File No. ITC-214-20050214-00568.

B. Transferee

Tango is a Delaware limited liability company with principal offices at c/o Siris Capital Group, LLC, 601 Lexington Avenue, 59th Floor, New York, New York 10022. Tango is an affiliate of Siris Capital Group, LLC, a leading investment equity firm focused on driving value creation in technology and telecommunications companies. Tango was formed for the purpose of acquiring TPx Holdings. For the purpose of accomplishing the Transaction, Tango has created a merger subsidiary, Tango Private Merger Sub, Inc. (“Merger Sub”), a Delaware corporation and direct wholly owned subsidiary of Tango. Tango is ultimately controlled—through intermediary entities—on a day-to-day basis by Frank Baker, Peter Berger, and Jeffrey Hendren, all of whom are U.S. citizens. The investment vehicles that indirectly invested in Tango are structured with numerous limited partners holding most of the equity, none of whom ultimately own more than 10% of the indirect equity of Tango.

III. DESCRIPTION OF THE TRANSACTION

TPx Holdings, Tango, Merger Sub, and Investcorp International, Inc. (as Stockholder Representative) entered into an Agreement and Plan of Merger (“Agreement”) on August 17, 2019. Pursuant to the Agreement, Merger Sub will be merged with and into TPx Holdings, at which time Merger Sub will cease to exist with TPx Holdings surviving the merger. As a result, immediately following the consummation of the Transaction, TPx Holdings will be a direct, wholly owned subsidiary of Tango and Licensees will be indirect, wholly owned subsidiaries of Tango. Applicants therefore request authority for the transfer of control of Licensees to Tango. For the Commission’s reference, the pre and post-Transaction structure charts are attached as **Exhibit A**.

The Transaction will be seamless to Licensees’ customers. Following the proposed Transaction, Licensees’ customers will receive services from Licensees pursuant to existing authorizations as well as existing tariffs and contracts. The Applicants intend to maintain the Licensees’ managerial, technical and operational standards.

IV. PUBLIC INTEREST STATEMENT

The proposed Transaction will serve the public interest in promoting competition among telecommunications providers. The proposed Transaction is expected to enhance the financial conditions and prospects of Licensees, increase their liquidity and accelerate the introduction of new communications technologies, products and services to their customers. These enhancements will allow Licensees to strengthen their competitive positions to the benefit of their customers and the telecommunications marketplace. The Transaction will allow TPx to pursue growth strategies and to expand its operations both in terms of service area coverage and through the ability of each TPx entity to offer customers an expanded line of products and services. As a result, Applicants believe Licensees will be able to compete more effectively against incumbent carriers and larger competitive carriers.

In prior proceedings, TPx Holdings made commitments (“Commitments”) to the Department of Justice, Department of Homeland Security, and the Department of Defense that addressed national security issues with respect to the location of and access to billing records and other subscriber information, as well as other law enforcement concerns, and the FCC made the Commitments a condition of approval of each prior transaction.¹ The proposed Transaction will not limit or in any way change the Commitments made by TPx Holdings. Although no foreign equity holder will individually own 10% or more of Licensees upon the Transaction closing, the Applicants agree to retain and comply with the Commitments.

Given the competitive nature of the telecommunications market, Applicants seek to complete the proposed Transaction as soon as possible to ensure that customers can promptly obtain the benefits of the proposed Transaction. Accordingly, Applicants request that the Commission process, consider, and approve this Application as expeditiously as possible.

¹ See e.g., Application for the Transfer of Control of DSCI, LLC to U.S. TelePacific Corp., WC Docket No. 16-67, DA 16-1028 and IB File No. ITC-T/C-20160307-00115, DA No. 16-1042; 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; 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, and WB File Nos. 0004550716, 0004555335, and 0004600142; 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; 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.

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:

U.S. TelePacific Holdings Corp. **FRN: 0015063829**
515 S. Flower Street, 45th Floor
Los Angeles, CA 90071-2201
(213) 213-3000 (Tel)

Licensees:

U.S. TelePacific Corp. **FRN: 0003733813**
Arrival Communications, Inc. **FRN: 0003774536**
DSCI, LLC **FRN: 0023549140**
Mpower Communications Corp. **FRN: 0003733102**
TPx Communications Co. **FRN: 0012635231**
515 S. Flower Street, 45th Floor
Los Angeles, CA 90071-2201
(213) 213-3000 (Tel)

Transferee:

Tango Private Holdings II, LLC **FRN: 0028747988**
c/o Siris Capital Group, LLC
601 Lexington Avenue, 59th Floor
New York, NY 10022

63.18 (b) Jurisdiction of Organizations:

Transferor: TPx Holdings is a Delaware corporation.

Licensees: Arrival is a Delaware corporation.
DSCI is a Delaware limited liability company.
Mpower is a Nevada corporation.
TCC is a Washington corporation.
TelePacific is a California corporation.

Transferee: Tango is a Delaware limited liability company.

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

For Transferor and Licenses:

Tamar Finn
Danielle Burt
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Ave, N.W.
Washington, DC 20006
202-739-3000 (Tel)
202-739-3001 (Fax)
tamar.finn@morganlewis.com
danielle.burt@morganlewis.com

With a copy to:

William Hunt
Senior Vice President, General Counsel,
and Secretary
U.S. TelePacific Holdings Corp.
515 S. Flower Street, 45th Floor
Los Angeles, CA 90071-2201
Tel: 303-268-5420
william.hunt@tpx.com

For Transferee:

Marc A. Korman
Gabrielle Whitehall
Sidley Austin LLP
1501 K Street, N.W.
Washington, DC 20005
Tel: 202-736-8000
Fax: 202-736-8711
mkorman@sidley.com
gwhitehall@sidley.com

With a copy to:

Peter Berger
Tango Private Holdings II, LLC
c/o Siris Capital Group, LLC
601 Lexington Avenue, 59th Floor
New York, New York 10022
Tel: (212) 231-0095
berger@siris.com

63.18 (d) Section 214 Authorizations

Transferor: TPx Holdings does not hold any Section 214 authority.

Licensee: Arrival holds blanket domestic Section 214 authority and holds international Section 214 authority granted in File No. ITC-214-19950920-00031.

DSCI 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.

Mpower holds blanket domestic Section 214 authority and holds international Section 214 authority granted in File Nos. ITC-214-19970731-00440.

TCC holds blanket domestic Section 214 authority and holds international Section 214 authority granted in File No. File No. ITC-214-20050214-00568.

TelePacific holds blanket domestic Section 214 authority and holds international Section 214 authority granted in File Nos. ITC-214-19970828-00514 and ITC-214-19970210-00076.

Transferee: Tango does not currently hold any Section 214 authority.

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:²

Pre-Transaction Ownership:

- 1) The following entity wholly owns **Arrival Communications, Inc., DSCI, LLC** and **TPx Communications Co.:**

Name: U.S. TelePacific Corp.
Address: 515 S. Flower Street, 45th Floor
Los Angeles, California 90071-2201
Citizenship: U.S.
Principal Business: Telecommunications
% Equity: 100% (directly)

- 2) The following entity wholly owns **Mpower Communications Corp.:**

Name: Mpower Holding Corporation
Address: 515 S. Flower Street, 45th Floor
Los Angeles, California 90071-2201
Citizenship: U.S.
Principal Business: Holding Company
% Equity: 100% (directly)

- 3) The following entity wholly owns or controls **U.S. TelePacific Corp.** and **Mpower Holding Corporation.**

Name: U.S. TelePacific Holdings Corp. (“TPx Holdings”)
Address: 515 S. Flower Street, 45th Floor
Los Angeles, California 90071-2201
Citizenship: U.S.

² 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.

Principal Business: Holding Company
% Equity: 100% (directly)

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

Name: Investcorp S.A.³
Address: c/o Paget-Brown Trust Company Ltd.
Century Yard, Cricket Square
P.O. Box 1111, Cricket Square
Grand Cayman, KY1-1102, Cayman Islands
Citizenship: Cayman Island
Principal Business: Investing
% Equity: 41.7%

Name: Clarity Partners, L.P.⁴
Address: 100 North Crescent Drive, Suite 300
Beverly Hills, CA 90210
Citizenship: U.S. (Delaware)
Principal Business: Investing
% Equity: 23.97%

³ Investcorp S.A. does not hold a direct interest in TPx Holdings. Instead, Investcorp S.A.'s 41.7% interest is held indirectly through control of various corporations. Of these corporations, only TelePacific Equity Limited individually owns or controls more than 10% of TPx Holdings. All of the intermediate corporations and the approximate magnitudes of their interests are as follows: Investcorp Properties Limited (2.3%); Investcorp International, Inc. (2.3%); Investcorp TPC L.P. (6.0%); and Investcorp Secondary Partners I, L.P. (8.1%). 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 (2.4%); Cahuilla Limited (2.4%); Fallbrook Limited (2.4%); Palmas Limited (2.4%); TelePacific Holdings Limited (0.9%); and TelePacific Equity Limited (12.5%). 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, Century Yard, Cricket Square, P.O. Box 1111, Cricket Square, George Town, Grand Cayman KY1-1102, 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.

⁴ Clarity Partners, L.P., a Delaware limited partnership, holds 20.71% in TPx Holdings. Two Delaware limited partnerships, Clarity Advisors, L.P. and Clarity Associates, L.P., hold 2.98% and 0.28% in TPx 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.

- 5) The following entity owns or controls 25% or more of **Investcorp S.A.** (and indirectly owns or controls 10% or more of Transferor).

Name: Investcorp Holdings Limited
Address: c/o Paget-Brown Trust Company Ltd.
Century Yard, Cricket Square
P.O. Box 1111, Cricket Square
Grand Cayman, KY1-1102, Cayman Islands
Citizenship: Cayman Islands
Principal Business: Holding Company
% Equity: 100%

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

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

- 7) The following entities own or control 25% or more of **Investcorp Holdings Limited** (and indirectly own or control 10% or more of Transferor).

Name: Investcorp Holdings B.S.C. (f/k/a Investcorp Bank B.S.C.)
Address: Investcorp House
P.O. Box 5430
Manama, Bahrain
Citizenship: Bahrain
Principal Business: Investment Bank
% Equity: 100% of equity (21.00% voting control)

Name: CP Holdings Limited
Address: c/o Paget-Brown Trust Company Ltd.
Century Yard, Cricket Square
P.O. Box 1111, Cricket Square
Grand Cayman, KY1-1102, Cayman Islands
Citizenship: Cayman Islands
Principal Business: Investing
% Equity: 71.40% voting control

- 8) The following individuals own or control 25% or more of **Clarity GenPar, LLC** (and indirectly owns or controls 10% or more of Transferor).

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

- 9) The following entities own or control more than 25% of **Investcorp Holdings B.S.C.** (and indirectly own or control 10% or more of Transferor).

Name: CP Holdings Limited
Address: c/o Paget-Brown Trust Company Ltd.
Century Yard, Cricket Square
P.O. Box 1111, Cricket Square
Grand Cayman, KY1-1102, Cayman Islands
Citizenship: Cayman Islands
Principal Business: Investing
% Equity: 41.64%

Name: Ownership Holdings Limited
Address: c/o Paget-Brown Trust Company Ltd.
Century Yard, Cricket Square
P.O. Box 1111, Cricket Square
Grand Cayman, KY1-1102, Cayman Islands
Citizenship: Cayman Islands
Principal Business: Holding Company
% Equity: 9.79%

- 10) The following entity owns or controls more than 25% of **CP Holdings Limited** (and indirectly owns or controls 10% or more of Transferor).

Name: Ownership Holdings Limited
Address: c/o Paget-Brown Trust Company Ltd.
Century Yard, Cricket Square
P.O. Box 1111, Cricket Square
Grand Cayman, KY1-1102, Cayman Islands
Citizenship: Cayman Islands
Principal Business: Holding Company
% Equity: 64.43%

- 11) The following entities own or control more than 25% of **Ownership Holdings Limited** (and indirectly own or control 10% or more of Transferor).

Name: SIPCO Limited
Address: c/o Paget-Brown Trust Company Ltd.
Century Yard, Cricket Square
P.O. Box 1111, Cricket Square
Grand Cayman, KY1-1102, Cayman Islands
Citizenship: Cayman Islands
Principal Business: Holding Company
% Equity: 35.52%

- 12) The following entities own or control more than 25% of **SIPCO Limited** (and indirectly own or control 10% or more of Transferor).

Name: SIPCO Holdings Limited
Address: c/o Paget-Brown Trust Company Ltd.
Century Yard, Cricket Square
P.O. Box 1111, Cricket Square
Grand Cayman, KY1-1102, Cayman Islands
Citizenship: Cayman Islands
Principal Business: Holding Company
% Equity: 100% of the voting stock

- 13) The following individuals manage **SIPCO Holdings Limited**: Mr. Hussain Ibrahim Al-Fardan (Qatar citizen), Mr. Khalid Rashid Al Zayani (Bahrain citizen), Mr. Mohammed Bin Mahfoodh Alardhi (Oman citizen), Ms. Rasha Sabkar (Bahrain citizen), Dr. Yousef Hamad Al-Ebraheem (Kuwait citizen), Ghassan Abdulaal (Bahrain citizen), and Mark Horncastle (UK citizen).

No other individual or entity owns or controls more than 10% directly or indirectly of Licensees. In addition to Licensees, TPx Holdings owns or controls a 10 percent or greater, direct or indirect, ownership interest in NextWeb, Inc. (which holds FCC wireless authorizations) and ICG ChoiceCom L.P. (a competitive provider in Texas).

Post-Transaction Ownership:

The following entities will own or control ten percent (10%) or more of the equity of **TPx Holdings:**

Name: Tango Private Holdings II, LLC
Address: c/o Siris Capital Group, LLC
601 Lexington Avenue, 59th Floor
New York, NY 10022
Citizenship: U.S. (Delaware)
Principal Business: Investing
Ownership Interest: 100% of TPx Holdings

Name: Tango Private Holdings I, LLC
Address: c/o Siris Capital Group, LLC
601 Lexington Avenue, 59th Floor
New York, NY 10022
Citizenship: U.S. (Delaware)
Principal Business: Investing
Ownership Interest: 100% of Transferee

Name: Tango Private Investments, LLC
Address: c/o Siris Capital Group, LLC
601 Lexington Avenue, 59th Floor
New York, NY 10022
Citizenship: U.S. (Delaware)
Principal Business: Investing
Ownership Interest: 100% of Tango Private Holdings I, LLC

The following entities will own or control ten percent (10%) or more of the equity of **Tango Private Investments, LLC:**⁵

Name: Siris Partners III, L.P.
Address: c/o Siris Capital Group, LLC
601 Lexington Avenue, 59th Floor
New York, NY 10022
Citizenship: U.S. (Delaware)
Principal Business: Investing

⁵ The ownership percentages held by the individual investors in Tango Private Investments, LLC may change slightly prior to closing but will not result in any additional 10% or greater direct or indirect owner other than those identified in this Application. Moreover, no entity will have 50% or greater control.

Ownership Interest: 41.33% of Tango Private Investments, LLC

Name: Siris Partners III Parallel, L.P.
Address: c/o Siris Capital Group, LLC
601 Lexington Avenue, 59th Floor
New York, NY 10022
Citizenship: U.S. (Delaware)
Principal Business: Investing
Ownership Interest: 8.25% of Tango Private Investments, LLC

Name: Siris Partners IV, L.P.
Address: c/o Siris Capital Group, LLC
601 Lexington Avenue, 59th Floor
New York, NY 10022
Citizenship: U.S. (Delaware)
Principal Business: Investing
Ownership Interest: 33.61% of Tango Private Investments, LLC

Name: Siris Partners IV Parallel, L.P.
Address: c/o Siris Capital Group, LLC
601 Lexington Avenue, 59th Floor
New York, NY 10022
Citizenship: U.S. (Delaware)
Principal Business: Investing
Ownership Interest: 16.07% of Tango Private Investments, LLC

Name: Siris Partners GP III, L.P.
Address: c/o Siris Capital Group, LLC
601 Lexington Avenue, 59th Floor
New York, NY 10022
Citizenship: U.S. (Delaware)
Principal Business: Investing
Ownership Interest: General Partner of Siris Partners III, L.P.

Name: Siris Partners GP IV, L.P.
Address: c/o Siris Capital Group, LLC
601 Lexington Avenue, 59th Floor
New York, NY 10022
Citizenship: U.S. (Delaware)
Principal Business: Investing
Ownership Interest: General Partner of Siris Partners IV, L.P. and Siris Partners IV Parallel, L.P.

Name: Siris GP Holdco III, LLC
Address: c/o Siris Capital Group, LLC
601 Lexington Avenue, 59th Floor
New York, NY 10022
Citizenship: U.S. (Delaware)
Principal Business: Investing
Ownership Interest: General Partner of Siris Partners GP III, L.P.

Name: Siris GP Holdco IV, LLC
Address: c/o Siris Capital Group, LLC
601 Lexington Avenue, 59th Floor
New York, NY 10022
Citizenship: U.S. (Delaware)
Principal Business: Investing
Ownership Interest: General Partner Siris Partners GP IV, L.P.

Name: Frank Baker
Address: c/o Siris Capital Group, LLC
601 Lexington Avenue, 59th Floor
New York, NY 10022
Citizenship: U.S.
Ownership Interest: Member of Siris GP Holdco III, LLC and Siris GP Holdco IV, LLC

Name: Peter Berger
Address: c/o Siris Capital Group, LLC
601 Lexington Avenue, 59th Floor
New York, NY 10022
Citizenship: U.S.
Ownership Interest: Member of Siris GP Holdco III, LLC and Siris GP Holdco IV, LLC

Name: Jeffrey Hendren
Address: c/o Siris Capital Group, LLC
601 Lexington Avenue, 59th Floor
New York, NY 10022
Citizenship: U.S.
Ownership Interest: Member of Siris GP Holdco III, LLC and Siris GP Holdco IV, LLC⁶

⁶ The members of Siris GP Holdco III, LLC and Siris GP Holdco IV, LLC also control the entities that serve as investment managers to Siris Partners III, L.P., Siris Partners III Parallel, L.P., Siris Partners IV, L.P. and Siris Partners IV Parallel, L.P. Those investment managers are

No other individual or entity is expected to hold a 10% or greater direct or indirect interest in the Applicants.

To Applicants' knowledge, other than shared directors and managers between TPx Holdings and its subsidiaries, including DSCI which is a non-dominant foreign carrier in Canada, there are no interlocking directorates with a foreign carrier.

- 63.18 (i)** Transferee certifies that it is not a foreign carrier, is not affiliated with a foreign carrier, and upon completion of the Transaction, Transferee will indirectly own DSCI which is a non-dominant foreign carrier in Canada.
- 63.18 (j)** Transferee certifies that upon consummation of the Transaction, (1) it will not be a foreign carrier in any foreign country; (2) it will control DSCI which is a non-dominant foreign carrier in Canada; and (3) no entity that indirectly owns more than 25 percent of Transferee controls a foreign carrier in any foreign country.
- 63.18 (k)** No response is required, as Transferee did not identify any non-World Trade Organization markets in response to 47 C.F.R. § 63.18(j).
- 63.18 (l)** Not applicable.
- 63.18 (m)** DSCI satisfies the requirement of 47 C.F.R. § 63.10(a)(3) as it holds significantly less than a 50-percent market share in the international transport and local access markets in Canada. Moreover, it does not have any ability to discriminate against unaffiliated U.S. international carriers through the control of bottleneck services or facilities in its respective international market or appear on the Commission's list of foreign telecommunications carriers presumed to possess market power in foreign telecommunications markets.⁷ Accordingly, this foreign-carrier affiliate is presumed to lack sufficient market power on the international end of the route to affect competition adversely in the U.S. market.
- 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.

party to management agreements that are terminable at will on 24 hours' notice of the General Partners or by 75% of the limited partners in Siris Partners III, L.P., Siris Partners III Parallel, L.P., Siris Partners IV, L.P. and Siris Partners IV Parallel, L.P.

⁷ See *International Bureau Revises and Reissues the Commission's List of Foreign Telecommunications Carriers that Are Presumed to Possess Market Power in Foreign Telecommunications Markets*, Public Notice, 22 FCC Rcd. 945 (Int'l Bur. 2007).

- 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). Applicants request streamlined processing pursuant to 47 C.F.R. §63.12(c)(1)(ii) as they qualify for a presumption of non-dominance based on a non-dominant affiliation with a Canadian foreign carrier as described herein.

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)** Licensees are each a competitive carrier. A list of the states where each Licensee provides telecommunications services is provided in **Section II** above. In addition, ICG ChoiceCom L.P. is a competitive telecommunications provider in Texas whose only customer is TCC. All of the services provided by Licensees and their affiliates are competitive in nature and none of the Licensees nor any affiliated company holds a dominant position in any market.
- Transferee does not provide and is not currently affiliated with any provider of telecommunications services.
- (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 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)).

(a)(10) Prompt completion of the proposed Transaction is critical to ensure that Applicants can obtain the benefits described above. 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 submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the above-described Transaction. Applicants 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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Dated: September 5, 2019

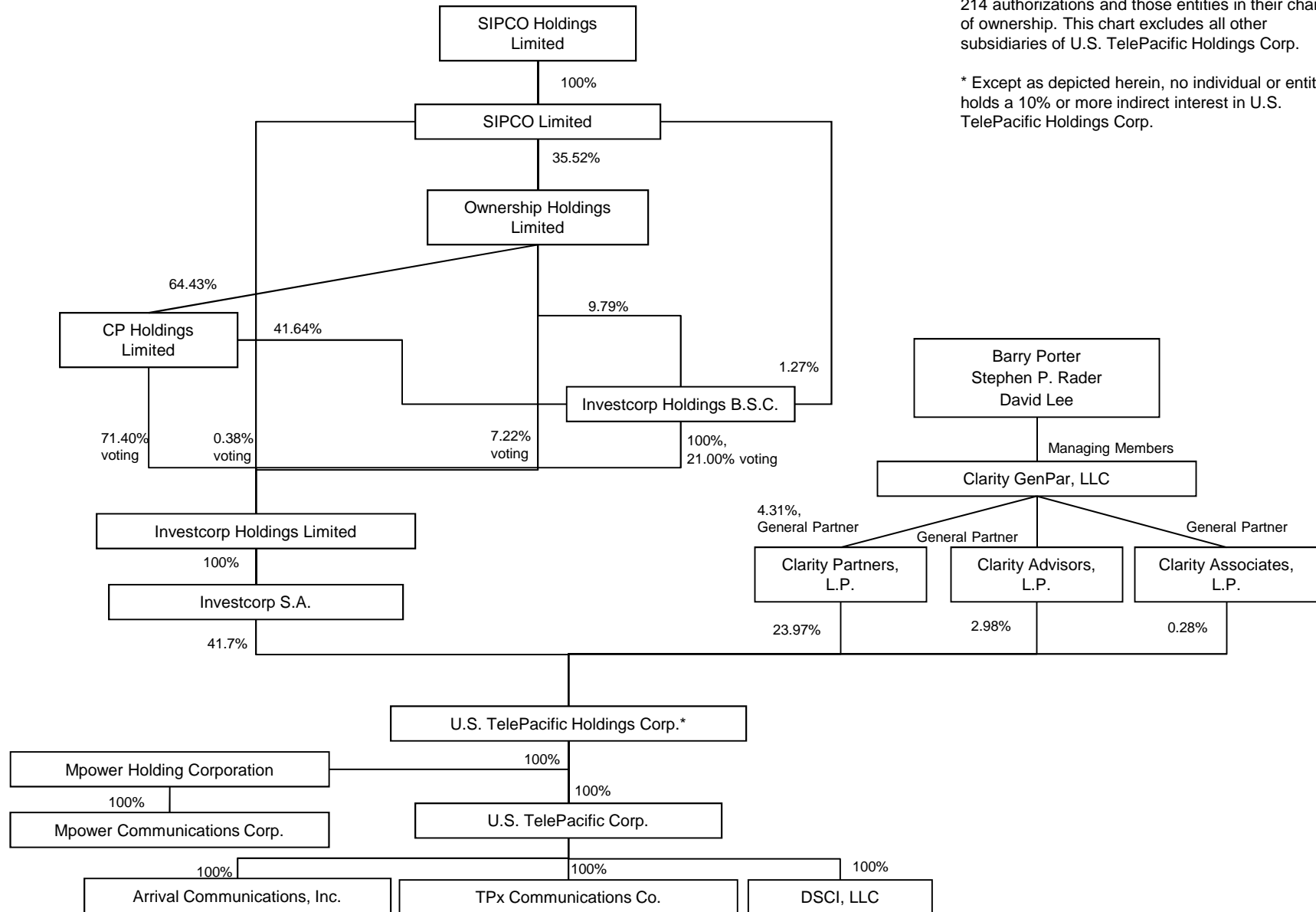
EXHIBIT A

Pre- and Post- Transaction Corporate Structure Charts

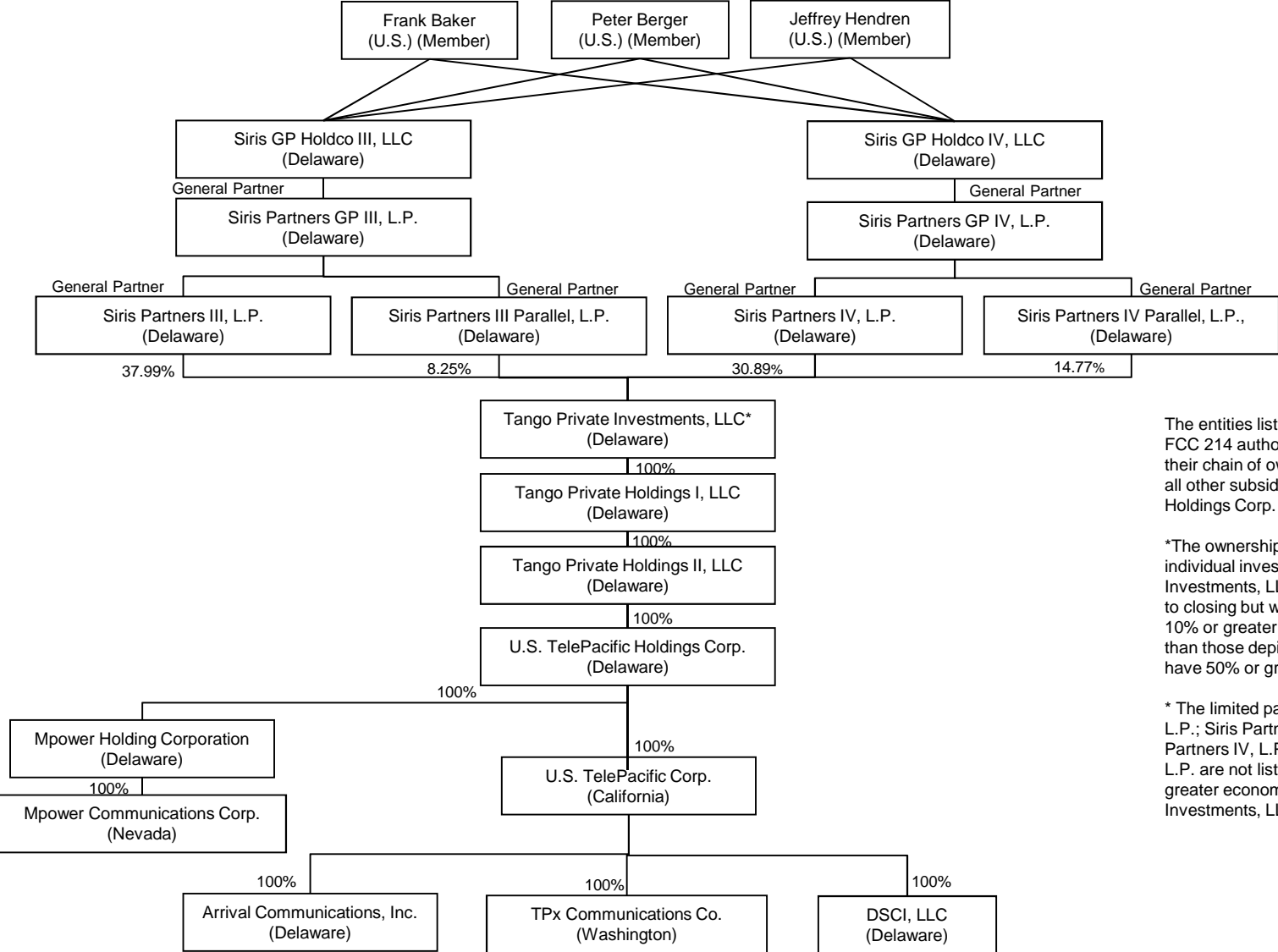
Pre-Transaction Structure of U.S. TelePacific Holdings Corp.

The entities listed include only the holders of FCC 214 authorizations and those entities in their chain of ownership. This chart excludes all other subsidiaries of U.S. TelePacific Holdings Corp.

* Except as depicted herein, no individual or entity holds a 10% or more indirect interest in U.S. TelePacific Holdings Corp.



Post-Transaction Corporate Structure of U.S. TelePacific Holdings Corp.



The entities listed include only the holders of FCC 214 authorizations and those entities in their chain of ownership. This chart excludes all other subsidiaries of U.S. TelePacific Holdings Corp.

*The ownership percentages held by the individual investors in Tango Private Investments, LLC may change slightly prior to closing but will not result in any additional 10% or greater direct or indirect owner other than those depicted. Moreover, no entity will have 50% or greater control.

* The limited partners of Siris Partners III, L.P.; Siris Partners III Parallel, L.P.; Siris Partners IV, L.P.; Siris Partners IV Parallel, L.P. are not listed but none have a 10% or greater economic interest in Tango Private Investments, LLC.