

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

WC 06-232
Approved by OMB
3060-0589
Page 1 of 2

(1) LOCKBOX # 358145	SECTION A - PAYER INFORMATION	
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Bingham McCutchen LLP	(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00	
(4) STREET ADDRESS LINE NO. 1 c/o Danielle Burt		
(5) STREET ADDRESS LINE NO. 2 3000 K Street, N.W., Suite 300		
(6) CITY Washington	(7) STATE DC	(8) ZIP CODE 20007-5116
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-424-7530	(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(11) PAYER (FRN) 0004-3539-00		
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(13) APPLICANT NAME Arrival Communications, Inc.		
(14) STREET ADDRESS LINE NO. 1 1807 19th Street		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Bakersfield	(17) STATE CA	(18) ZIP CODE 93301
(19) DAYTIME TELEPHONE NUMBER (include area code) 661-716-6002	(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0003-7745-36		
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1
(26A) FEE DUE FOR (PTC) \$965.00	(27A) TOTAL FEE \$965.00	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23b) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
SECTION D - CERTIFICATION		
CERTIFICATION STATEMENT I, Danielle C. Burt, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.		
SIGNATURE <u>Danielle Burt</u>		DATE <u>12/08/2006</u>
SECTION E - CREDIT CARD PAYMENT INFORMATION		
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____		
ACCOUNT NUMBER _____		EXPIRATION DATE _____
I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described.		
SIGNATURE _____		DATE _____

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)
 Page No 2 of 2

SPECIAL USE
 FCC ONLY

**USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
 SECTION BB - ADDITIONAL APPLICANT INFORMATION**

(13) APPLICANT NAME U.S. TelePacific Corp.		
(14) STREET ADDRESS LINE NO. 1 515 S. Flower Street		
(15) STREET ADDRESS LINE NO. 2 47th Floor		
(16) CITY Los Angeles	(17) STATE CA	(18) ZIP CODE 90071
(19) DAYTIME TELEPHONE NUMBER (include area code) 213-213-3337	(20) COUNTRY CODE (if not in U.S.A.)	

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN) 0003-7338-13	(22) FCC USE ONLY
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COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

December 8, 2006

VIA COURIER

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau – CPD – 214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

Bingham McCutchen LLP
Suite 300
3000 K Street NW
Washington, DC
20007-5116
202.424.7500
202 424 7647 fax

bingham.com

Re: Application for Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, to Complete a Transfer of Assets of an Authorized Domestic and International Section 214 Carrier

Dear Ms. Dortch:

On behalf of Arrival Communications, Inc. (“Arrival”) and U.S. TelePacific Corp. (“TelePacific”), enclosed please find an original and six (6) copies of an application for authority to complete a transaction whereby TelePacific will acquire control of Arrival.

Pursuant to Section 63.04(b) of the Commission’s rules, Applicants submit this filing as a combined international and domestic section 214 transfer of control application (“Combined Application”). Applicants have filed the Application with the International Bureau through the MyIBFS Filing System, IB Submission No. 2006003258.

Also enclosed is a check in the amount of \$965.00 made payable to the Federal Communications Commission, which satisfies the filing fee required for this Application under line 2.b of Section 1.1105 of the Commission’s rules.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,


Jean L. Kiddoo
Danielle Burt

Enclosures

with Arrival being the surviving corporation. As a result, following the transaction, Arrival will be a direct-wholly owned subsidiary of TelePacific.

B. Request for Expedited Consideration

As set forth below, TelePacific has significant financial resources and substantial experience operating as a regulated telecommunications provider. As a result, the proposed transaction is structured to ensure that existing Arrival customers will continue to enjoy uninterrupted service, and immediately following the proposed transaction, customers of Arrival 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. Arrival Communications, Inc. (Transferor)

Arrival is a privately-held Delaware corporation with its headquarters located at 1800 19th Street, Bakersfield, California 93301. Arrival is a facilities-based communications provider offering an integrated bundle of voice and data services to business customers. Arrival delivers a full range of telephone, high-speed data, and Web hosting solutions to customers in central California.

B. U.S. TelePacific Corp. (Transferee)

TelePacific is a California corporation with its headquarters located at 515 S. Flower Street, 47th Floor, Los Angeles, CA 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. It also serves customers in Illinois through its affiliate, Mpower Communications Corp. With thousands of customers, TelePacific is one of the largest telecommunications companies headquartered in California.

III. DESCRIPTION OF THE TRANSACTION

Applicants propose to complete a transaction through which Arrival will become a wholly owned subsidiary of TelePacific. In particular, TelePacific and Arrival have entered into an Agreement, dated December 1, 2006, for TelePacific to acquire 100 percent of the stock of Arrival for cash. Under the terms of the agreement, Arrival will be merged with TPAC Merger, a wholly-owned subsidiary of TelePacific created for this transaction, with Arrival being the

surviving corporation. As a result, following the transaction, Arrival will be a direct-wholly owned subsidiary of TelePacific.

Following the proposed transaction, Arrival's customers will continue to receive services under the same rates, terms and conditions as those services are currently provided to them. Applicants therefore expect that the proposed transaction will be virtually transparent to Arrival's customers in terms of the services that those customers receive. TelePacific is already well qualified to control the continuing operations of Arrival.

A chart illustrating the "before and after" corporate organization of the merged entities is attached as Exhibit A.

IV. PUBLIC INTEREST STATEMENT

The proposed transaction described above serves the public interest in promoting competition among telecommunications providers. In particular, the proposed transaction will combine the strengths of TelePacific and Arrival which the Applicants believe will allow the combined companies to compete more effectively against incumbent carriers and larger competitive carriers which have substantial resources and can offer a wide range of facilities-based service offerings.

The operations of Applicants are highly complementary. Applicants believe the proposed transaction will enhance the ability of the entities 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. In addition, Applicants expect that the proposed transaction will yield substantial operational and financial benefits to the combined companies.

Moreover, the fitness of TelePacific to offer domestic and international telecommunications services was recently confirmed by the Commission in connection with 2006 acquisition of Mpower Communications Corp. by U.S. TelePacific Holdings Corp.

("Company"), the parent of TelePacific.¹ In the context of that proceeding, TelePacific disclosed that certain foreign investors hold a greater than 10 percent indirect interest in the Company and, in separate discussions with the Department of Justice, including the Federal Bureau of Investigation, and the Department of Homeland Security, the Company 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 that application still hold interests in TelePacific and are disclosed below,² and TelePacific readily agrees to extend its earlier commitments to include the Arrival 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:

¹ 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, Docket No. WC 06-107.

² The only changes in the ownership of the foreign investors are that Investcorp S.A.'s aggregate holdings in TelePacific are now 42% instead of 45%, and some of the individual ownership percentages of intermediate Investcorp S.A. investment companies have changed and a new intermediate investment company, Investcorp Properties Limited, a Cayman Islands entity, now holds 2%. In addition, Clarity Partners, L.P., and two related investment funds, all U.S. entities, holds an aggregate interest of 22.75% in TelePacific. The ownership of all entities with more than 10% ownership are disclosed in response to §63.18(h) below.

63.18 (a) Name, address and telephone number of each Applicant:

Arrival Communications, Inc.
1800 19th Street
Bakersfield, CA 93301
(661) 716-2100 (Tel)

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

63.18 (b) Jurisdiction of Organizations:

Arrival is a corporation formed under the laws of the State of Delaware.
TelePacific is a corporation formed under the laws of the State of California.

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

Jean L. Kiddoo
Danielle C. Burt
BINGHAM MCCUTCHEM LLP
3000 K Street, N.W., Suite 300
Washington, DC 20007
(202) 424-7500 (Tel)
(202) 424-7647 (Fax)
jean.kiddoo@bingham.com
danielle.burt@bingham.com

63.18 (d) Arrival holds international Section 214 authority granted in File No. ITC-T/C-20000310-00195 and holds blanket domestic Section 214 authority. TelePacific holds international Section 214 authority granted in File No. ITC-214-19970828-00514 and holds blanket domestic Section 214 authority.

63.18 (h) In accordance with 63.24(e)(3), items (h)-(p) are provided for the transferee.

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.³
Address: 6 rue Aldolph Fischer
L-1520 Luxembourg
Citizenship: Luxembourg
Principal Business: Investing
% Equity: 42%

Name: Clarity Partners, L.P.⁴
Address: 100 North Crescent Drive, Suite 300
Beverly Hills, CA 90210
Citizenship: U.S.
Principal Business: Investing
% Equity: 22.75%

- 3a) The following entity owns or controls 25% or more of **Investcorp S.A.**

Name: Investcorp Holdings Limited
Address: c/o Paget Brown & Company Limited
P.O. Box 1111, West Wind Building, Harbour Drive
George Town, Grand Cayman, Cayman Islands
Citizenship: Cayman Islands
Principal Business: Holding Company
% Equity: 100%

- 3b) The following entity owns or controls 25% or more of **Clarity Partners, L.P.**

Name: Clarity GenPar, LLC
Address: 100 North Crescent Drive, Suite 300

³ Investcorp S.A. does not hold a direct interest in U.S. TelePacific Holdings Corp. Instead, Investcorp S.A.'s interest is held indirectly through control of various corporations. Of these corporations, only TelePacific Equity Limited individually owns or controls more than 10% of U.S. TelePacific Holdings Corp. All of the intermediate corporations and the approximate magnitudes of their interests are as follows: Aguanga Limited (4%); Cahuilla Limited (4%); Fallbrook Limited (4%); Palmas Limited (4%); Investcorp Properties Limited (2%); TelePacific Holdings Limited (1%), TelePacific Equity Limited (16%) and New TelePacific IIP Limited (1%). In addition, Investcorp S.A. owns 100% of TelePacific Investments Limited, the general partner of Investcorp TPC Limited Partnership. Investcorp TPC Limited Partnership owns approximately 8% of U.S. TelePacific Holdings Corp. All of these entities are Cayman Islands companies, with the exception of Investcorp TPC Limited Partnership, which is a Cayman Islands exempted limited partnership, and all of them 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.

⁴ Clarity Partners, L.P.'s interest is held through three entities: Clarity Partners, L.P. (14.56%), Clarity TPAC, GP (5.86%), Clarity Advisors, L.P. (2.14%), and Clarity Associates, L.P. (0.20%). All of these entities are can be reached at 100 North Crescent Drive, Suite 300, Beverly Hills, CA 90210.

Citizenship: Beverly Hills, CA 90210
U.S.
Principal Business: Investing
% Equity: 0.034% (General Partner)

Name: Pennsylvania Public School Employees' Retirement System
Address: 5 North Fifth Street
Harrisburg, PA 17101-199
Citizenship: U.S.
Principal Business: Investing
% Equity: 29.029%

4) The following entities own or control 25% or more of **Investcorp Holdings Limited**

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 (20% voting control)

Name: CP Holdings Limited
Address: c/o Paget Brown & Company Limited
P.O. Box 1111, West Wind Building, Harbour Drive
George Town, Grand Cayman, Cayman Islands
Citizenship: Cayman Islands
Principal Business: Investing
% Equity: 80% voting control

5a) The following entities own or control 25% or more of **Clarity GenPar, LLC**

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: R. Rudolph Reinfrank
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

5b) No entity owns or controls a majority interest in **Pennsylvania Public School Employees' Retirement System**.

6a) The following entity owns or controls more than 25% of **Investcorp Bank B.S.C.**⁵

Name: Ownership Holdings Limited
Address: c/o Paget Brown & Company Limited
P.O. Box 1111, West Wind Building, Harbour Drive
George Town, Grand Cayman, Cayman Islands
Citizenship: Cayman Islands
Principal Business: Holding Company
% Equity: 46%

Name: CP Holdings Limited
Address: c/o Paget Brown & Company Limited
P.O. Box 1111, West Wind Building, Harbour Drive
George Town, Grand Cayman, Cayman Islands
Citizenship: Cayman Islands
Principal Business: Investing
% Equity: 28%

6b) The following entities own or control more than 25% of **CP Holdings Limited**:

Name: Ownership Holdings Limited
Address: c/o Paget Brown & Company Limited
P.O. Box 1111, West Wind Building, Harbour Drive
George Town, Grand Cayman, Cayman Islands

⁵ As a result of a recent securities transaction, the precise percentage ownership amounts may vary slightly from the percentage amounts indicated in 6a), 6b), and 8 in this filing. Applicant is in the process of verifying the exact correct amounts, and will provide such corrected percentages as soon as practicable. No new 25% shareholders were created as a result of the referenced transaction.

Citizenship: Cayman Islands
Principal Business: Holding Company
% Equity: 67%

Name: Investors Holdings Limited
Address: c/o Paget Brown & Company Limited
P.O. Box 1111, West Wind Building, Harbour Drive
George Town, Grand Cayman, Cayman Islands

Citizenship: Cayman Islands
Principal Business: Holding Company
% Equity: 33%

- 7) No entity owns or controls more than 25% of **Investors Holdings Limited**.
- 8) The following entity owns or controls more than 25% of **Ownership Holdings Limited**:

Name: SIPCO Limited
Address: c/o Paget Brown & Company Limited
P.O. Box 1111, West Wind Building, Harbour Drive
George Town, Grand Cayman, Cayman Islands

Citizenship: Cayman Islands
Principal Business: Holding Company
% Equity: 62%

- 9) No entity owns or controls more than 25% of **SIPCO Limited**. No other entity owns or controls more than 10% directly or indirectly of **U.S. TelePacific Corp**.

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 Arrival, or that controls TelePacific or Arrival, 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 Arrival 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) Arrival is authorized to provide competitive local and long distance telecommunications services as well as competitive access service in California. Arrival has no affiliated companies that provide telecommunications services. All of the services provided by Arrival are competitive in nature and neither Arrival 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 Communications Corp., which provides telecommunications services in California, Illinois, and Nevada. All of TelePacific's and Mpower's services 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.

VI. 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,



Jean L. Kiddoo
Danielle C. Burt
BINGHAM MCCUTCHEN LLP
3000 K Street, N.W., Suite 300
Washington, DC 20007
(202) 424-7500 (Tel)
(202) 424-7645 (Fax)
jean.kiddoo@bingham.com
danielle.burt@bingham.com

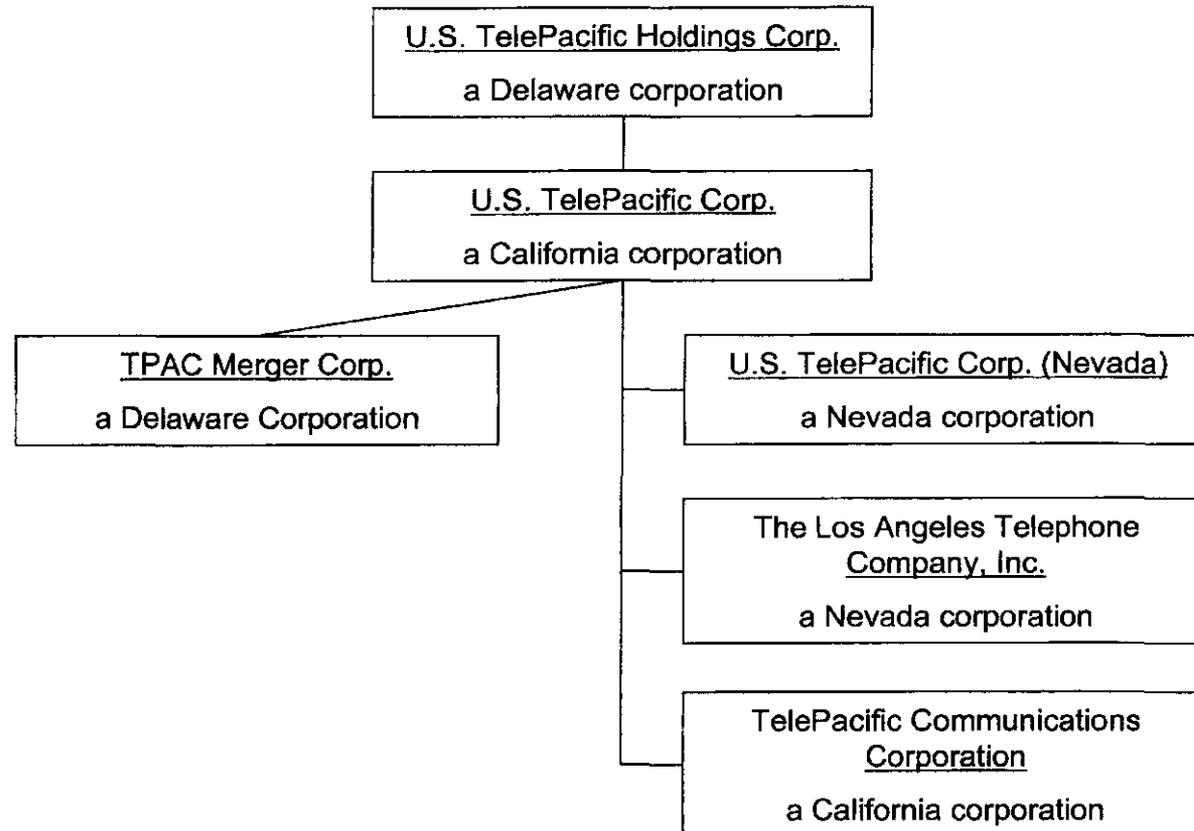
Dated: December 8, 2006

EXHIBIT A

Corporate Organization Charts

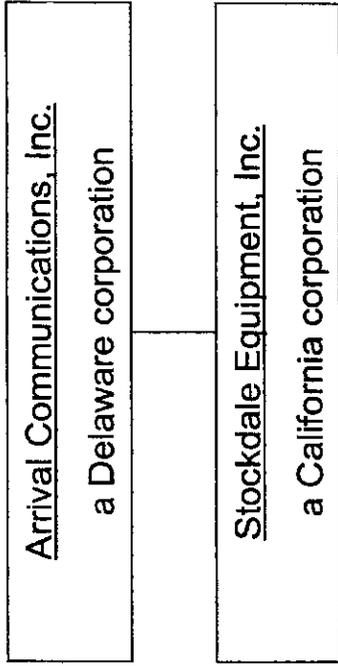
TelePacific

Before Merger

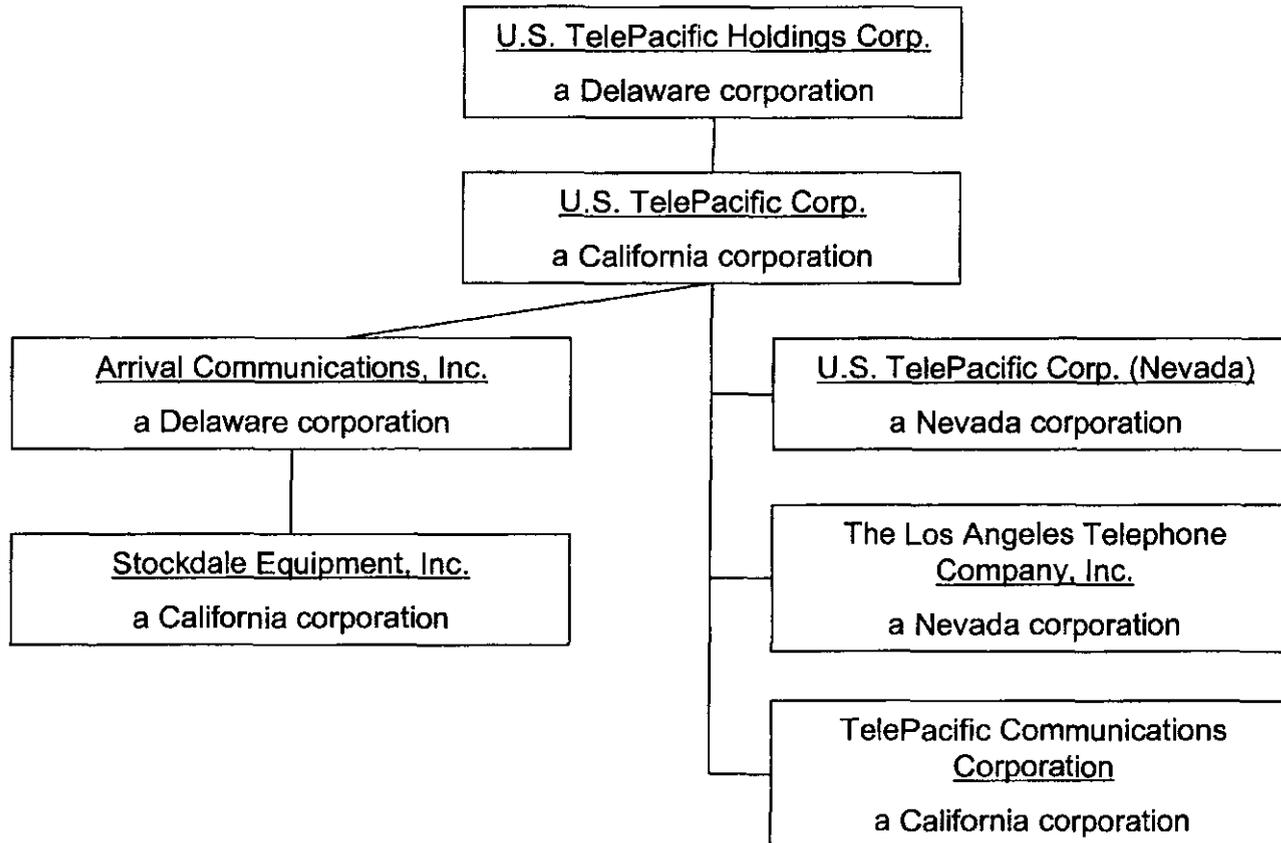


Arrival

Before Merger



After Merger



VERIFICATION

I, Erich E. Everbach, state that I am Secretary for U.S. TelePacific Corp., an Applicant in the foregoing Application; that I am authorized to make this Verification on behalf of U.S. TelePacific Corp.; that the foregoing Application was prepared under my direction and supervision; and that the statements in the foregoing document with respect to U.S. TelePacific Corp. 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 on December 7, 2006, at Los Angeles, California.



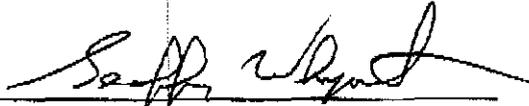
Name: Erich E. Everbach
Title: Secretary
U.S. TelePacific Corp.

VERIFICATION

I, Geoffrey Whynot, state that I am Chief Financial Officer for Arrival Communications, Inc., an Applicant in the foregoing Application; that I am authorized to make this Verification on behalf of Arrival Communications, Inc.; that the foregoing Application was prepared under my direction and supervision; and that the statements in the foregoing document with respect to Arrival Communications, Inc. 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 on December 8, 2006, at Bakersfield, California.



Name: Geoffrey Whynot
Title: Chief Financial Officer
Arrival Communications, Inc.