

US BANK/FCC AUG 03 2010

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE  
FORM 159

Approved by OMB  
3060-0589  
Page No. 1 of 2

(1) LOCKBOX # 979091		SPECIAL USE ONLY	
		FCC USE ONLY	
<b>SECTION A - PAYER INFORMATION</b>			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>Bingham McCutchen LLP</b>		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$1,015.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>2020 K Street, NW</b>			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY <b>Washington</b>		(7) STATE <b>DC</b>	(8) ZIP CODE <b>20006-1806</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>202-373-6000</b>		(10) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(11) PAYER (FRN) <b>0004-3539-00</b>		SPECIAL USE ONLY	
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 <b>O1 Communications, Inc.</b>			
(14) STREET ADDRESS LINE NO. 1 <b>1515 K Street, Suite 100</b>			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY <b>Sacramento</b>		(17) STATE <b>CA</b>	(18) ZIP CODE <b>95814</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>916-554-2100</b>		(20) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(21) APPLICANT (FRN) <b>0004-3121-38</b>		SPECIAL USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE <b>CUT</b>	(25A) QUANTITY <b>1</b>	
(26A) FEE DUE FOR (PTC) <b>\$1,015.00</b>	(27A) TOTAL FEE <b>\$1,015.00</b>		
(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		SPECIAL USE ONLY
(28B) FCC CODE 1		(29B) FCC CODE 2	
<b>SECTION D - CERTIFICATION</b>			
<p><b>CERTIFICATION STATEMENT</b>  <b>I, M. Renee Britt</b>, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.</p>			
SIGNATURE <i>M. Renee Britt</i>		DATE <b>8/2/2010</b>	

WC 10-156

DOCKET FILE COPY ORIGINAL

BINGHAM

US BANK/FCC AUG 03 2010

Jean L. Kiddoo  
Brett P. Ferenchak  
jean.kiddoo@bingham.com  
brett.ferenchak@bingham.com  
Our file no. 4158260001

**Please Date Stamp & Return**

August 2, 2010

Via Overnight Delivery

Marlene H. Dortch, Secretary  
Federal Communications Commission  
Wireline Competition Bureau Applications  
P.O. Box 979091  
St. Louis, MO 63197-9000

**Re: 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 Domestic Section 214 Carrier**

Dear Ms. Dortch:

On behalf of O1 Communications, Inc. ("O1") and U.S. TelePacific Corp. ("TelePacific") enclosed please find an original and six (6) copies of an application for approval to transfer certain assets and customers of O1 to TelePacific.

Also enclosed is a completed Fee Remittance Form 159 containing a valid credit card number and expiration date for payment, in the amount of \$1,015.00, 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  
Brett P. Ferenchak

Counsel for U.S. TelePacific Corp.

Boston  
Hartford  
Hong Kong  
London  
Los Angeles  
New York  
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A/73453961.1

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE (CONTINUATION SHEET)  
FORM 159-C

Page No 2 of 2

SPECIAL USE  
FCC USE 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. Flowers Street, 47th Floor**

(15) STREET ADDRESS LINE NO. 2

(16) CITY **Los Angeles** (17) STATE **CA** (18) ZIP CODE **90071-2201**

(19) DAYTIME TELEPHONE NUMBER (include area code) **213-213-3000** (20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN) **0003-7338-13**

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

(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

(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

(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

(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

(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

(28F) FCC CODE 1 (29F) FCC CODE 2



California assets, including the customer base served by its retail competitive local exchange carrier and data center business (the “Customers”) and related network facilities. As a result of the transaction, the Customers will be transferred to TelePacific, which will become the service provider for those Customers. As described below, the proposed transaction will be virtually transparent to customers of O1 in terms of the services that those customers receive and the rates and terms of those services.

**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 O1 customers will continue to enjoy uninterrupted service, and immediately following the proposed transaction, customers of O1 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 of the Commission’s Rules, 47 C.F.R. § 63.03. 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.

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

## **II. DESCRIPTION OF THE APPLICANTS**

### **A. O1 Communications, Inc. (Assignor)**

O1 is a privately-held California corporation with its headquarters located at 1515 K Street, Suite 100, Sacramento, California 95814. O1 is a facilities-based communications provider offering voice and data services to business customers.

### **B. U.S. TelePacific Corp. (Assignee)**

TelePacific is a California corporation with its headquarters located at 515 S. Flower Street, 47th Floor, Los Angeles, California 90071-2201. TelePacific provides facilities-based business communications services, including local, long distance, data and Internet services to small-to-medium sized businesses in Nevada and California. Its affiliate Mpower Communications Corp., a Nevada corporation, also serves customers in Nevada and California, and its affiliate Arrival Communications, Inc., a Delaware corporation, serves customers in California. With thousands of customers, TelePacific is one of the largest telecommunications companies headquartered in California.

### **C. Section 214 Authorizations**

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

O1 holds blanket domestic Section 214 authority. O1 does not provide international telecommunications services or hold international Section 214 authority.

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

Applicants propose to complete a transaction (“Transaction”), pursuant to the Agreement, through which TelePacific will acquire certain assets of O1, including the customer base served by its retail competitive local exchange carrier and data center business (the “Customers”). As a result of the proposed Transaction, TelePacific will replace O1 as the service provider to the Customers. O1 will continue to offer services in California to other existing customers of its wholesale business.<sup>1</sup>

Applicants emphasize that although the proposed Transaction will involve a transfer of customers, following the proposed Transaction those customers will continue to receive service from TelePacific under the same rates, terms and conditions as the services currently provided. As a result, the proposed Transaction will be virtually transparent to the Customers in terms of the services that they currently receive. In addition, all of the affected customers will receive notice in compliance with the Commission’s Rules.<sup>2</sup> Moreover, because TelePacific is acquiring operating assets of O1 necessary to provide service to the transferred customers, TelePacific will have all of the assets required to continue to provide high-quality services to the customers it acquires. TelePacific is already well qualified to provide service to customers of O1.

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

The proposed Transaction described above will serve the public interest by ensuring that the O1 Customers enjoy continuity of high-quality telecommunications service. In particular, the assignment of the O1 Customers, together with the transfer of other assets required to serve those

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<sup>1</sup> Applicants note that they are not seeking to assign O1’s existing Section 214 authorizations. TelePacific will offer domestic interstate services pursuant to its blanket 214 authority.

<sup>2</sup> TelePacific will file the required certificate of compliance under separate cover.

Customers, will ensure that the customers continue to receive uninterrupted interstate and international services. Also, the proposed Transaction will not cause customer confusion. Because the rates, terms and conditions of service will not change as a result of the transfer, the proposed Transaction will be virtually transparent to customers in terms of the services those customers receive.

Moreover, the fitness of TelePacific to offer domestic and international telecommunications services was confirmed by the Commission in connection with the 2007 acquisition of Arrival Communications, Inc.<sup>3</sup> and the 2006 acquisition of Mpower Communications Corp. by U.S. TelePacific Holdings Corp. ("Company"), the parent of TelePacific.<sup>4</sup> In the context of those proceedings, 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, and TelePacific readily agrees to extend its earlier commitments to include the assets being acquired from OI following the Transaction closing.

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<sup>3</sup> See In the Matter of the Joint Application of Arrival Communications, Inc., Transferor, and U.S. TelePacific Corp., Transferee, for authority pursuant to Section 214 of the Communications Act of 1934, as amended, for the transfer of control of an authorized U.S. domestic and international Section 214 carrier, WC Docket No. WC 06-232, DA 07-721.

<sup>4</sup> See In the Matter of the Joint Application of Mpower Holding Corporation, Transferor, and U.S. TelePacific Holdings Corp., Transferee, for authority pursuant to Section 214 of the Communications Act of 1934, as amended, for the transfer of control of an authorized U.S. domestic and international Section 214 carrier, WC Docket No. WC 06-107, DA 06-1556.

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 Commission Rule 63.04(a), 47 C.F.R. § 63.04(a), Applicants submit the following information in support of their request for domestic Section 214 authority:

**(a)(1) Name, address and telephone number of each Applicant:**

Assignor:

O1 Communications, Inc.                      **FRN: 0004312138**  
1515 K Street, Suite 100  
Sacramento, CA 95814  
(916) 554-2100 (Tel)

Assignee:

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

**(a)(2) Jurisdiction of Organizations:**

Assignor:            O1 is a corporation formed under the laws of the State of California.

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

**(a)(3) Correspondence concerning this Application should be sent to:**

**For TelePacific:**

Jean L. Kiddoo  
Brett P. Ferenchak  
Bingham McCutchen LLP  
2020 K Street, N.W.  
Washington, DC 20006  
202-373-6697 (Tel)  
202-373-6001 (Fax)  
jean.kiddoo@bingham.com  
brett.ferenchak@bingham.com

**With copies to:**

Nancy Lubamersky  
VP, Public Policy and Strategic Initiatives  
TelePacific Communications  
515 S. Flower Street, 47th Floor  
Los Angeles, CA 90071-2201  
510-995-5602 (Tel)  
510-995-5603 (Fax)  
nlubamersky@telepacific.com

**For O1:**

Jim Beausoleil  
Chief Financial Officer  
O1 Communications, Inc.  
1515 K Street Ste 100  
Sacramento CA 95814  
888-444-1111 (Tel)  
916-554-2180 (Fax)  
jbeausoleil@o1.com

**(a)(4) Ownership**

The following entities hold, directly or indirectly a 10% or greater interest in Applicants as calculated pursuant to the Commission ownership attribution rules for wireline and international telecommunications carriers:

**Pre- and Post-Transaction Ownership of O1:**

- 1) **The following person owns or controls 10% or more of O1 Communications, Inc.**

Name:	Bradley L. Jenkins
Address:	1515 K Street, Suite 100 Sacramento CA 95814
Citizenship:	U.S.
Principal Business:	Individual
% Equity:	73%

Name: Max Seely  
Address: 1515 K Street, Suite 100  
Sacramento CA 95814  
Citizenship: U.S.  
Principal Business: Individual  
% Equity: 10%

- 2) No other person or entity directly or indirectly, owns or controls, 10% ore more of **O1 Communications, Inc.**

Pre- and Post-Transaction Direct Ownership of TelePacific:

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

Name: U.S. TelePacific Holdings Corp.  
Address: 515 S. Flower Street, 47th Floor  
Los Angeles, California 90071-2201  
Citizenship: U.S.  
Principal Business: Holding Company  
% Equity: 100%

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

Name: Investcorp S.A.<sup>5</sup>  
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: 42%

Name: Clarity Partners, L.P.<sup>6</sup>  
Address: 100 North Crescent Drive, Suite 300  
Beverly Hills, CA 90210  
Citizenship: U.S.  
Principal Business: Investing  
% Equity: 23.5%

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<sup>5</sup> 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 Ltd., P.O. Box 1111, Boundary Hall, Cricket Square, 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, Boundary Hall, Cricket Square, Grand Cayman, KY1-1102, Cayman Islands.

<sup>6</sup> Clarity Partners, L.P.'s interest is held through three entities: Clarity Partners, L.P. (20.24%), Clarity Advisors, L.P. (2.98%), and Clarity Associates, L.P. (0.28%). All of these entities are can be reached at 100 North Crescent Drive, Suite 300, Beverly Hills, CA 90210.

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

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%

3b) The following entities own or control 25% or more of **Clarity Partners, L.P.:**

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)

Name: Pennsylvania Public School Employees' Retirement  
System  
Address: 5 North Fifth Street  
Harrisburg, PA 17101-199  
Citizenship: U.S.  
Principal Business: Investing  
% Equity: 25.00%

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 (40.3% voting control)

Name: CP Holdings Limited  
Address: c/o Paget-Brown Trust Company Ltd.  
P.O. Box 1111, Boundary Hall, Cricket Square  
Grand Cayman, KY1-1102, Cayman Islands  
Citizenship: Cayman Islands  
Principal Business: Investing  
% Equity: 40.4% voting control

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 entities own or control more than 25% of **Investcorp Bank B.S.C.**:

Name: CP Holdings Limited  
Address: c/o Paget-Brown Trust Company Ltd.  
P.O. Box 1111, Boundary Hall, Cricket Square  
Grand Cayman, KY1-1102, Cayman Islands  
Citizenship: Cayman Islands  
Principal Business: Investing  
% Equity: 40.4%

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

Name: Ownership Holdings Limited  
Address: c/o Paget-Brown Trust Company Ltd.  
P.O. Box 1111, Boundary Hall, Cricket Square  
Grand Cayman, KY1-1102, Cayman Islands  
Citizenship: Cayman Islands  
Principal Business: Holding Company  
% Equity: 55.4%

7) The following entities own or control more than 25% of **Ownership Holdings Limited**:

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: 53.3%

Name: New Investors Holding 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: 25.6%

9) No entity owns or controls more than 25% of **SIPCO Limited** or **New Investors Holding Limited**.

To the knowledge of TelePacific, no other entity owns or controls more than 10% directly or indirectly of **U.S. TelePacific Corp.**

(a)(6) A description of the proposed Transaction is set forth in **Section III** above.

(a)(7) O1 is authorized to provide competitive local and long distance telecommunications services as well as competitive access service in California. O1 has no affiliated companies that provide telecommunications services. All of the services provided by O1 are competitive in nature and neither O1 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 and Nevada, and Arrival Communications, Inc., which provides telecommunications services in California. All of the services of TelePacific, Mpower, and Arrival 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)** 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  
Brett Ferenchak  
BINGHAM MCCUTCHEN LLP  
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jean.kiddoo@bingham.com  
brett.ferenchak@bingham.com

Counsel for U.S. TelePacific Corp.

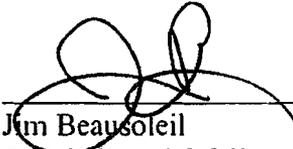
Jim Beausoleil  
Chief Financial Officer  
O1 Communications, Inc.  
1515 K Street Ste 100  
Sacramento CA 95814  
888-444-1111 (Tel)  
916-554-2180 (Fax)  
jbeausoleil@o1.com

Dated: August 2, 2010

## VERIFICATION

I, Jim Beausoleil, state that I am the Chief Financial Officer of OI Communications, Inc. (the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company 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 2 day of August, 2010.



---

Jim Beausoleil  
Chief Financial Officer  
OI Communications, Inc.

## VERIFICATION

I, Erich E. Everbach, state that I am the Senior Vice President and General Counsel of U.S. TelePacific Corp. (the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company 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 2<sup>nd</sup> day of August, 2010.



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