



PUBLIC NOTICE

Federal Communications Commission
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DA 11-927

Released: May 19, 2011

**DOMESTIC SECTION 214 APPLICATION FILED FOR THE ACQUISITION OF ASSETS OF
IXC HOLDINGS, INC. BY TELEPACIFIC MANAGED SERVICES**

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 11-85

Comments Due: June 2, 2011

Reply Comments Due: June 9, 2011

On May 10, 2011, IXC Holdings, Inc. (IXCH) and TelePacific Managed Services (TMS) (together, Applicants) filed an application pursuant to section 63.03 of the Commission's rules¹ to transfer certain assets from IXCH to TMS.

IXCH, a Delaware corporation, is authorized to provide competitive local exchange carrier (LEC) services and long distance services in California and Nevada. TMS, a California corporation formed for purposes of accomplishing the proposed transaction, is a wholly owned subsidiary of U.S. TelePacific Corp. (TelePacific). TelePacific provides competitive LEC and long distance services to business customers in Nevada and California. TelePacific's U.S. based affiliates, Mpower Communications Corp. and Arrival Communications, Inc., also provide competitive telecommunications services in Nevada and California.

U.S. TelePacific Holdings Corp. (TPAC Holdings), a U.S. based holding company, owns 100 percent of TelePacific. TPAC Holdings is owned by Investcorp S.A., a Cayman Islands investment entity (39.6 percent),² and Clarity Partners, L.P., a U.S. based investment entity (23.97 percent).³ Clarity

¹ 47 C.F.R. § 63.03; *see* 47 U.S.C. § 214. Applicants are also filing applications for transfer of control associated with authorization for international services. Any action on this domestic section 214 application is without prejudice to Commission action on other related, pending applications. Applicants filed supplements to their domestic section 214 application on May 17 and 18, 2011.

² Investcorp S.A.'s 39.6 percent interest is held indirectly through control of various corporations. Of these corporations, only TelePacific Equity Limited individually owns or controls more than 10 percent of TPAC Holdings. Applicants state that all of the intermediate corporations and the approximate magnitudes of their interests are as follows: Investcorp Properties Limited (2.1 percent); Investcorp International, Inc. (1.9 percent); Investcorp TPC L.P. (5.9 percent); and Investcorp Secondary Partners I, L.P. (7.4 percent). In addition, Investcorp S.A., or a wholly owned subsidiary of Investcorp S.A., has entered into revocable management agreements to direct the voting and disposition of the stock held by Aguanga Limited (2.3 percent); Cahuilla Limited (2.3 percent); Fallbrook Limited (2.3 percent); Palmas Limited (2.3 percent); TelePacific Holdings Limited (1.1 percent); TelePacific Equity Limited (11.9 percent). All of these entities are Cayman Islands companies, with the exception of Investcorp Properties Limited and Investcorp International, which were formed in Delaware.

GenPar, LLC owns 4.31 percent and is the general partner of Clarity Partners, L.P. The following U.S. citizens own or control 25 percent or more and are managing members of Clarity GenPar, LLC: Barry Porter, Stephen P. Rader, and David Lee. Investcorp Holdings Limited, a Cayman Islands entity, owns 100 percent of Investcorp S.A. Investcorp Bank B.S.C., a Bahrain investment bank, owns 100 percent of equity and 22.1 percent voting control in Investcorp Holdings Limited. CP Holdings Limited, a Cayman Islands investment entity, has 40.4 percent voting control in Investcorp Holdings Limited. CP Holdings Limited and Ownership Holdings Limited, also a Cayman Islands entity, own 40.4 and 19.8 percent, respectively, of Investcorp Bank B.S.C. Ownership Holdings Limited, in turn, owns 55.6 percent of CP Holdings Limited. SIPCO Limited, a Cayman Islands entity, owns 63.4 percent of Ownership Holdings Limited, and SIPCO Holdings Limited, a Cayman Islands entity, owns 100 percent of the voting stock of SIPCO Limited. Applicants state that no owner of SIPCO Holdings Limited holds a 10 percent or greater indirect interest in TMS. They further state that SIPCO Holdings Limited is managed by the following individuals: Mr. Nemir Kirdar (Great Britain citizenship), H.E. Abdul-Rahman Salim Al-Ateeqi (Kuwait citizenship), Mr. Abdul Aziz Jassim Kannoo (Saudi Arabia citizenship), Mr. Mustafa Jassim Boodai (Kuwait citizenship), Mr. Hussain Ibrahim Al-Fardan (Qatar citizenship), and Ms. Stephanie Bess (U.S. citizenship).

Pursuant to the terms of the proposed transaction, TMS will acquire certain assets of IXCH, including its customers and related network facilities. Applicants state they are not seeking to assign IXCH's existing section 214 authorizations. Applicants assert that the proposed transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(i) of the Commission's rules and that a grant of the application will serve the public interest, convenience, and necessity.⁴

Domestic Section 214 Application Filed for the Acquisition of Assets of IXC Holdings, Inc. by TelePacific Managed Services, WC Docket No. 11-85 (filed May 10, 2011).

GENERAL INFORMATION

The transfer of assets identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to section 63.03(a) of the Commission's rules, 47 CFR § 63.03(a), interested parties may file comments **on or before June 2, 2011**, and reply comments **on or before June 9, 2011**. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of this notice.⁵ Comments must be filed electronically using (1) the Commission's Electronic Comment Filing System (ECFS) or (2) the Federal Government's e-Rulemaking Portal. *See* 47 C.F.R. § 63.03(a) ("All comments on streamlined applications shall be filed electronically . . ."); *Electronic Filing of Documents in Rulemaking Proceedings*, 63 FR 24121 (1998).

- Comments may be filed electronically using the Internet by accessing the ECFS, <http://www.fcc.gov/cgb/ecfs/>, or the Federal e-Rulemaking Portal, <http://www.regulations.gov>. Filers should follow the instructions provided on the website for submitting comments.

³ Clarity Partners, L.P., a Delaware limited partnership, holds a 20.71 percent interest in TPAC Holdings. Two Delaware limited partnerships, Clarity Advisors, L.P. and Clarity Associates, L.P., hold 2.98 percent and 0.28 percent in TPAC Holdings, respectively. The general partner of each of these Delaware limited partnerships is Clarity GenPar, LLC, a Delaware limited liability company.

⁴ 47 C.F.R. § 63.03(b)(2)(i).

⁵ Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.

- For ECFS filers, if multiple docket or rulemaking numbers appear in the caption of this proceeding, filers must transmit one electronic copy of the comments for each docket or rulemaking number referenced in the caption. In completing the transmittal screen, filers should include their full name, U.S. Postal Service mailing address, and the applicable docket or rulemaking number. Parties may also submit an electronic comment by Internet e-mail. To get filing instructions, filers should send an e-mail to ecfs@fcc.gov and include the following words in the body of the message, "get form." A sample form and directions will be sent in response.

In addition, e-mail one copy of each pleading to each of the following:

- 1) The Commission's duplicating contractor, Best Copy and Printing, Inc., fcc@bcpiweb.com; phone: (202) 488-5300; fax: (202) 488-5563;
- 2) Tracey Wilson, Competition Policy Division, Wireline Competition Bureau, tracey.wilson@fcc.gov;
- 3) Jodie May, Competition Policy Division, Wireline Competition Bureau, jodie.may@fcc.gov;
- 4) David Krech, Policy Division, International Bureau, david.krech@fcc.gov; and
- 5) Jim Bird, Office of General Counsel, jim.bird@fcc.gov.

Filings and comments are available for public inspection and copying during regular business hours at the FCC Reference Information Center, Portals II, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554. They may also be purchased from the Commission's duplicating contractor, Best Copy and Printing, Inc., Portals II, 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554; telephone: (202) 488-5300; fax: (202) 488-5563; e-mail: fcc@bcpiweb.com; url: www.bcpiweb.com.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at (202) 418-0530 (voice), (202) 418-0432 (tty).

For further information, please contact Tracey Wilson at (202) 418-1394 or Jodie May at (202) 418-0913.

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