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December 4, 2006

VIA FEDERAL EXPRESS
(202) 694-1100

Federal Election Commission
999 E. Street, NW
Washington, DC 20463

Re: FEC ID No. C00332098

Ladies and Gentlemen:

Enclosed is an FEC Form 1, Statement of Organization, to change the name, address and Treasurer of the referenced Political Action Committee. Some time ago, the original connected organizer of the Political Action Committee, MGC Communications, Inc., changed its name to "Mpower Communications Corp." ("Mpower") but did not change the name of the Political Action Committee. On August 4, 2006, U.S. TelePacific Holdings Corp. ("Holdings"), a Delaware corporation, acquired all of the outstanding stock of the holding company of Mpower and that latter company became a subsidiary of Holdings; moving its headquarters from Pittsford, NY to Los Angeles, CA. The former Treasurer of the Political Action Committee left the employment of Mpower on October 31, 2006.

Please accept for filing the enclosed Form to change the name of the Political Action Committee to conform it to the current name of the company with which it is connected, to change the address of the Committee and to change the name of the Treasurer of the Committee. Please let me know if there is anything more we need to do to accomplish these ends.

Thank you for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to read 'E. Everbach', with a long horizontal line extending to the right.

Erich E. Everbach, Esq.
Secretary and General Counsel
Mpower Communications Corp.
515 S. Flower Street, 47th Floor
Los Angeles, CA 90071-2201
Telephone: (213) 213-3690
Facsimile: (213) 213-3691
E-mail: eeverbach@telepacific.com

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Office Use Only

FEC
FORM 1

STATEMENT OF ORGANIZATION

1. NAME OF
COMMITTEE (in full)

(Check if name
is changed)

Example: If typing, type
over the lines.

12FE4M5

M. POWER COMMUNICATIONS CORP. POLITICAL ACTION
COMMITTEE

ADDRESS (number and street)

515 S. FLOWER STREET, 47th FLOOR

(Check if address
is changed)

LOS ANGELES CA 90071-1201

CITY ▲

STATE ▲

ZIP CODE ▲

COMMITTEE'S E-MAIL ADDRESS

COMMITTEE'S WEB PAGE ADDRESS (URL)

COMMITTEE'S FAX NUMBER

213-213-3691

2. DATE

11 / 28 / 2006

3. FEC IDENTIFICATION NUMBER ▶

C00332098

4. IS THIS STATEMENT

NEW (N)

OR

AMENDED (A)

I certify that I have examined this Statement and to the best of my knowledge and belief it is true, correct and complete.

Type or Print Name of Treasurer

TIMOTHY MEDINA

Signature of Treasurer

Date

11 / 28 / 2006

NOTE: Submission of false, erroneous, or incomplete information may subject the person signing this Statement to the penalties of 2 U.S.C. §437g.

ANY CHANGE IN INFORMATION SHOULD BE REPORTED WITHIN 10 DAYS.

Office
Use
Only

For further information contact:
Federal Election Commission
Toll Free 800-424-9530
Local 202-694-1100

FEC FORM 1
(Revised 02/2003)

26039282201

5. TYPE OF COMMITTEE (Check One)

- (a) This committee is a principal campaign committee. (Complete the candidate information below.)
- (b) This committee is an authorized committee, and is NOT a principal campaign committee. (Complete the candidate information below.)

Name of Candidate _____

Candidate Party Affiliation Office Sought: House Senate President State District

- (c) This committee supports/opposes only one candidate, and is NOT an authorized committee.

Name of Candidate _____

- (d) This committee is a (National, State or subordinate) committee of the (Democratic, Republican, etc.) Party.
- (e) This committee is a separate segregated fund.
- (f) This committee supports/opposes more than one Federal candidate, and is NOT a separate segregated fund or party committee.

6. Name of Any Connected Organization or Affiliated Committee

IMPOWER COMMUNICATIONS CORP.

Mailing Address 515 S. FLOWER STREET, 47th FLOOR

LOS ANGELES CA 90071-2201

CITY ▲ STATE ▲ ZIP CODE ▲

Relationship CONNECTED

Type of Connected Organization:

- Corporation Corporation w/o Capital Stock Labor Organization
- Membership Organization Trade Association Cooperative

26039282202

Write or Type Committee Name

7. Custodian of Records: Identify by name, address (phone number - optional) and position of the person in possession of committee books and records.

Full Name TIMOTHY MEDINA

Mailing Address 515 S. FLOWER STREET, 47th FLOOR

LOS ANGELES CA 90071-2201

Title or Position CITY STATE ZIP CODE

CFO TREASURER

Telephone number 213-213-3200

8. Treasurer: List the name and address (phone number -- optional) of the treasurer of the committee; and the name and address of any designated agent (e.g., assistant treasurer).

Full Name of Treasurer TIMOTHY MEDINA

Mailing Address 515 S. FLOWER STREET, 47th FLOOR

LOS ANGELES CA 90071-2201

Title or Position CITY STATE ZIP CODE

CFO TREASURER

Telephone number 213-213-3200

Full Name of Designated Agent

Mailing Address

Title or Position CITY STATE ZIP CODE

Telephone number

26039282203

9. Banks or Other Depositories: List all banks or other depositories in which the committee deposits funds, holds accounts, rents safety deposit boxes or maintains funds.

Name of Bank, Depository, etc.

BANK OF AMERICA N.A.

Mailing Address

P.O. BOX 98600

LAS VEGAS

NY

89193

CITY ▲

STATE ▲

ZIP CODE ▲

Name of Bank, Depository, etc.

Mailing Address

CITY ▲

STATE ▲

ZIP CODE ▲

26039282204

Federal Election Commission
ENVELOPE REPLACEMENT PAGE FOR INCOMING DOCUMENTS
 The FEC added this page to the end of this filing to indicate how it was received.

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<input type="checkbox"/> Hand Delivered	Date of Receipt
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<input checked="" type="checkbox"/> Overnight Delivery Service (Specify): <i>Fed. Exp.</i>	Shipping Date <i>12-4-06</i>
Next Business Day Delivery <input type="checkbox"/>	
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<input type="checkbox"/> Received from Senate Public Records Office	Date of Receipt
<input type="checkbox"/> Received from Electronic Filing Office	Date of Receipt
<input type="checkbox"/> Other (Specify):	Date of Receipt or Postmarked

Jms
 PREPARER

12-5-06
 DATE PREPARED