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March 6, 2014

VIA OVERNIGHT DELIVERY

Florida Public Service Commission
Office of Commission
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850

RECEIVED - FPSC
14 MAR 10 AM 9:50
COMMISSION
CLERK

Re: DSCI Corporation Notification of *Pro Forma* Transactions

DSCI Corporation ("DSCI" or the "Company"), hereby notifies the Florida Public Service Commission ("Commission") of its participation in a series of proposed *pro forma* transactions whereby DSCI intends to: (1) create a wholly-owned subsidiary, DSCI, LLC ("DSCI, LLC"); (2) assign all of DSCI's assets and certain liabilities to DSCI, LLC; and (3) sell a minority interest in DSCI, LLC to one or more commonly owned and managed private investment funds described more fully below (the "Transactions"). The Transactions are being undertaken to improve DSCI's capitalization structure, and thus its competitive position, while permitting DSCI to take advantage of additional experiences, perspectives and strategies to complement current management's capabilities and accelerate the growth of the Company. DSCI anticipates completing these transactions on or about March 31, 2014.

It is DSCI's understanding that Commission approval is not required to complete the *pro forma* transactions described herein. Accordingly, DSCI submits this Notification for the Commission's information and requests that it be retained by the Commission in the appropriate file. DSCI will file any necessary tariff revisions after the Transactions close.

In support, DSCI further states as follows:

I. Description of DSCI Corp.

DSCI is a privately held corporation organized pursuant to the laws of Massachusetts, with its principal place of business located at 303 Wyman Street, Suite 350, Waltham, Massachusetts 02451. DSCI provides integrated business communications services, including facilities-based and resold local and long distance voice and data services; hosted unified communications and collaboration; network connectivity; Internet and IP-based services; and network integration, monitoring and server backup services. In Florida, DSCI was authorized by the Commission to provide competitive local exchange and interexchange services on 11/18/2008 in DOCKET NO. 080524-TX.

In addition to the services provided by DSCI in Florida, DSCI is authorized by the Federal Communications Commission ("FCC") to provide international and domestic interstate telecommunications services. See File No. ITC-214-20040309-00098. DSCI is also authorized to provide interexchange telecommunications services and competitive local exchange services, pursuant to certification, registration or tariff requirements, or on a deregulated basis in California, District of Columbia, Georgia, Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont and Virginia.

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II. Designated Contacts

Inquiries or copies of any correspondence, orders, or other materials pertaining to this filing should be directed to:

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 DSCI Corporation
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 Marashlian & Donahue, LLC
 The *CommLaw* Group
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 McLean, Virginia 22102
 Tel: 703-714-1319
 Fax: 703-714-1330
 E-Mail: mpd@CommLawGroup.com

III. Description of the *Pro Forma* Intra-Corporate Transactions

DSCI intends to complete a series of *pro forma* intra-corporate transactions. First, DSCI will create a wholly-owned limited liability subsidiary, DSCI, LLC. DSCI, LLC will be formed in Delaware. Second, DSCI will transfer 100% of its assets, including its customers and licenses, and certain liabilities into DSCI, LLC in exchange for a 100% ownership interest in DSCI, LLC. As a result, DSCI, LLC will be the operating company. The current shareholders of DSCI will continue to hold 100% of the ownership of DSCI. Finally, DSCI will sell a minority interest in DSCI, LLC to one or more private investment funds or other investment vehicles owned and managed by McCarthy Partners Management, LLC ("McCarthy"). DSCI will continue to hold its majority interest in DSCI, LLC and DSCI's current shareholders will continue to hold the same proportion of ownership interest vis-à-vis one another that they held prior to the Transactions. DSCI anticipates completing the Transactions on or about March 31, 2014.

DSCI's current management will continue to be responsible for the day-to-day operations of the business. McCarthy will have the right to appoint two of the five members to DSCI's Board of Directors and will have limited minority approval rights in connection with certain significant, non-routine corporate activities.

DSCI emphasizes that the proposed Transactions will not affect the ultimate control of DSCI or DSCI, LLC. DSCI's current shareholders will continue to hold 100% of the ownership of DSCI and a majority of the ownership interests of DSCI, LLC. Likewise, the assignment of assets and certain liabilities to DSCI, LLC will be undertaken in a way that is seamless to customers. DSCI and DSCI's current management will continue to operate those assets through DSCI's majority-owned subsidiary, DSCI, LLC. Because the rates, terms and conditions of the services received by DSCI customers will not change as a result of the proposed Transactions, the Transactions will be transparent to DSCI's customers. The ultimate ownership of DSCI and its assets will not change as a result of the Transactions. As such, the proposed Transactions are entirely *pro forma* in nature.

As a result of the proposed Transactions, DSCI will remain well-qualified to provide service to its customers. DSCI's operations will continue to be overseen by the same well-qualified management team with substantial telecommunications experience and technical expertise and DSCI will be able to recapitalize in a manner that minimizes transaction complexity and optimizes the outcome for DSCI and its shareholders.

IV. Public Interest Considerations

Consummation of the proposed Transactions will serve the public interest in promoting competition among telecommunications carriers by providing DSCI with the opportunity to strengthen its competitive position through a revised capitalization structure and to leverage the experience, perspectives, and resources of McCarthy in order to accelerate the growth of the business. Customers will continue to receive uninterrupted services, and the Transactions will not change the ultimate ownership of DSCI or its assets. Customers will continue to be served by a carrier with significant technical, managerial and financial resources. The Transactions are intended solely to provide operational flexibility to DSCI, and to allow the company to better manage its operations.

V. Conclusion

For the reasons stated above, DSCI respectfully submits that the public interest, convenience, and necessity would be furthered by the proposed Transactions. Accordingly, DSCI respectfully advises the Commission of its participation in the Transaction as described above.

An original and additional copy of this filing are enclosed. Please date stamp the enclosed extra copy of this filing and return it in the attached self-addressed envelope. If there are any questions regarding this filing, please do not hesitate to the individuals identified above.

Respectfully submitted,



CHART 1

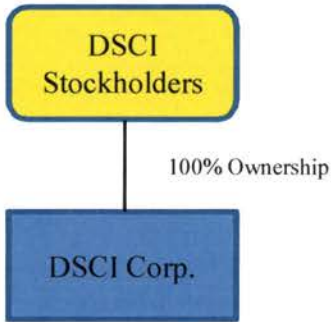


CHART 2

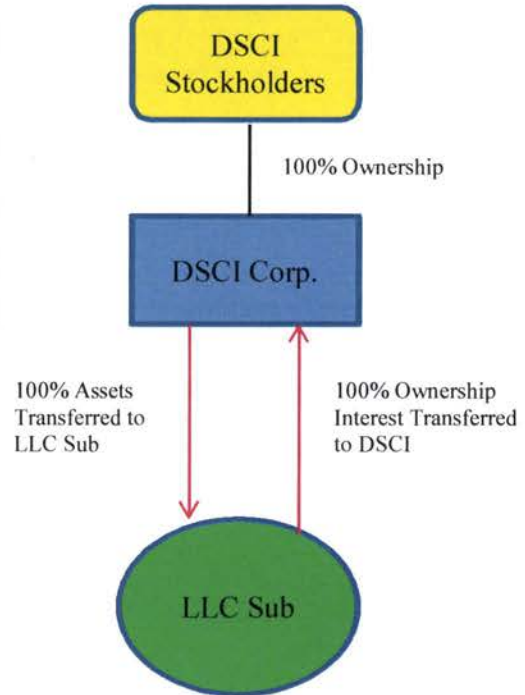


CHART 3

