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Via Overnight Courier

May 23, 2019

Aida Camacho-Welch, Secretary
Office of the Secretary
New Jersey Board of Public Utilities
44 South Clinton Avenue, 3rd Floor
Trenton, NJ 08625

Re: NOTICE OF NON-CONSUMMATION

Docket No. TM19020217 – Verified Joint Petition of DSCI, LLC, U.S. TelePacific Holdings Corp., and Pensare Acquisition Corp. for Approval to Transfer Indirect Control of DSCI, LLC to Pensare Acquisition Corp.

Dear Ms. Camacho-Welch:

On behalf of U.S. TelePacific Holdings Corp. and DSCI, LLC ("TPX"), this letter notifies the Board that the transaction to transfer control to Pensare Acquisition Corp. will not be consummated. On March 29, 2019, the Board issued an order approving the proposed transfer of control to Pensare Acquisition Corp. effective April 8, 2019. On May 20, 2019, the Petitioners terminated by mutual agreement their Business Combination Agreement ("Agreement").¹ TPx thanks the Board for its review and consideration of the proposed transaction.

An original and eleven (11) copies of this letter are enclosed for filing. Please date-stamp the extra copy of this filing and return it in the envelope provided. Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,



Tamar E. Finn
Danielle Burt

Counsel for U.S. TelePacific Holdings Corp. and DSCI, LLC

cc (via email): Ms. Stephanie Brand (Division of Rate Counsel)
Dennis Linken, Esq.

¹ See Press Release available at
<https://www.sec.gov/Archives/edgar/data/1704760/000161577419008152/s118397-ex99-1.htm>

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