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May 4, 2020

**VIA ELECTRONIC FILING**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12th Street, SW  
Washington, DC 20554

Re: WC Docket No. 19-188

Notice of Consummation of Applications Filed for the Transfer of Control of Certain Subsidiaries of Frontier Communications Corporation to Northwest Fiber, LLC; IBFS File Nos. ITC-T/C-20190628-00128, ITC-ASG-20190628-00129, and ITC-ASG-20190628-00130; ULS File Nos. 0008706469, 0008706476, and 0008706478

Dear Ms. Dortch:

Northwest Fiber, LLC ("Northwest Fiber"), by its undersigned counsel, hereby notifies the Federal Communications Commission ("Commission") that the parties to the above-captioned transfer of control and partial assignment applications consummated the transaction on May 1, 2020.<sup>1</sup>

Northwest Fiber respectfully notes that Appendix A to the Commission's *MO&O* provided the incorrect authorization number for the international Section 214 authorization held by Frontier Communications Online and Long Distance Inc. ("Frontier LD") that was partially assigned to Northwest Fiber as part of the transaction. The correct authorization number for the international Section 214 authorization held by Frontier LD that was partially assigned to Northwest Fiber is ITC-214-20090528-00565, not ITC-214-19981214-00867. Northwest Fiber's new authorization number for the international Section 214 authorizations that it was partially assigned as a result of the transaction is ITC-214-20191219-00208.

The post-closing ownership of Northwest Fiber is consistent with the approvals granted in the *MO&O* and accompanying declaratory ruling. As set forth in the applications, Northwest Fiber Holdco, LLC ("Holdco"), the parent of Northwest Fiber, was to be owned by (i) WaveDivision Capital VII, LLC ("WDC"), with an approximate 10% equity interest, and (ii) Searchlight II OPT, L.P. ("Searchlight Aggregator LP"), which was to hold the remaining approximate 90% equity interest in Holdco. Searchlight Aggregator LP, in turn, was to consist of five investment funds affiliated with Searchlight Capital Partners, L.P. ("Searchlight") and ultimately controlled by Eric Zinterhofer (a U.S. citizen), Erol Uzumeri (a Canadian citizen), and Oliver Haarmann (a German citizen).

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<sup>1</sup> See *Applications Filed for the Transfer of Control of Certain Subsidiaries of Frontier Communications Corporation to Northwest Fiber, LLC*, Memorandum Opinion and Order and Declaratory Ruling, WC Docket No. 19-188 (rel. Dec. 19, 2019) ("*MO&O*").

In addition to the entities described above and in the applications, at closing, three additional Searchlight funds acquired insulated interests in Holdco. Each of the additional funds, individually, holds less than 5% of the equity in Holdco, and, collectively, they hold slightly less than 10% of the total equity in Holdco. Specifically, (i) SC III OPT, L.P., a Delaware limited partnership ultimately controlled by Eric Zinterhofer, acquired an insulated equity interest in Holdco of approximately 4.9%; (ii) Searchlight Capital III (FC) AIV, L.P., a Delaware limited partnership ultimately controlled by Messrs. Zinterhofer, Uzumeri and Haarmann, acquired an insulated equity interest in Holdco of approximately 0.7%; and (iii) SC III PV OPT, L.P., a Delaware limited partnership also ultimately controlled by Messrs. Zinterhofer, Uzumeri and Haarmann, acquired an insulated equity interest in Holdco of approximately 4.4%.<sup>2</sup> Although these changes resulted in *pro rata* reductions to the direct or indirect interests in Holdco held by Searchlight Aggregator LP (which now holds an approximate 80% interest in Holdco), and certain of its limited partners, the aggregate equity under control of Messrs. Zinterhofer, Uzumeri and/or Haarmann did not change. Moreover, because the new entities hold insulated interests that total less than a 10% equity interest in Holdco, no additional specific approvals were needed pursuant to the terms of the declaratory ruling. These changes did not result in any change to WDC's approximate 10% interest in Holdco.

Additionally, Northwest Fiber notes that on April 30, 2020, Frontier Communications Corporation, Debtor-in-Possession ("Frontier"), notified the Commission of the *pro forma* assignment and/or transfer of control of the licenses and authorizations held by its subsidiaries Citizens Telecommunications Company of Idaho, Citizens Telecommunications Company of Montana, Citizens Telecommunications Company of Oregon, and Frontier Communications Northwest Inc. (collectively, the "Transferring Companies") as a result of Frontier's April 14, 2020 Chapter 11 bankruptcy filing, which converted the legal status of Frontier and each of the Transferring Companies to debtors-in-possession.<sup>3</sup> The Transferring Companies were dismissed from Frontier's bankruptcy proceeding and were deemed to no longer have debtor-in-possession status immediately prior to consummation of the transaction, which resulted in each of the Transferring Companies becoming a direct, wholly owned subsidiary of Northwest Fiber.

Finally, as described in the applications, the Transferring Companies were converted to limited liability companies at closing. Northwest Fiber will separately notify the Commission of the *pro forma* assignment of the authorizations and licenses held by the Transferring Companies as a result of their conversion to limited liability companies.

Should you have any questions regarding this filing, please do not hesitate to contact the undersigned.

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<sup>2</sup> The limited partners of each of the funds are also insulated in accordance with the Commission's rules.

<sup>3</sup> See Frontier Communications Corporation, *Notice of Pro Forma Transfer of Control of Certain Domestic Operating Subsidiaries of Frontier Communications Corporation, Debtor-in-Possession*, INBOX-63.04 (Apr. 30, 2020); IBFS File No. ITC-ASG-20200430-00066; ULS File Nos. 0009059880, 0009059883, and 0009059886.

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Sincerely,

*/s/ Wayne D. Johnsen*

Wayne D. Johnsen

*Counsel to Northwest Fiber, LLC*