

**ATTACHMENT 1 TO FCC ELECTRONIC FORM  
FOR PRO FORMA ASSIGNMENT OF  
INTERNATIONAL SECTION 214 AUTHORIZATION**

This filing notifies the Commission pursuant to Section 63.24(f) of the Commission's rules of the *pro forma* assignment of a Section 214 authorization from Freedom Ring Communications LLC d/b/a BayRing Communications ("Freedom Ring" or "Assignor") to BayRing Communications, Inc. ("BayRing" or "Assignee" and collectively, the "Parties").<sup>1</sup> Specifically, as of December 31, 2015, Freedom Ring was dissolved in a tax-free liquidation into its parent Utel, Inc., which was subsequently renamed BayRing Communications, Inc. This restructuring did not change the ultimate ownership or control of the international Section 214 authorization at issue. BayRing remains a wholly-owned subsidiary of Oxford County Telephone & Telegraph Company ("Oxford T&T"), and Oxford Networks Holdings, Inc. ("Holdings") continues to control Oxford T&T and the authorization at issue. Accordingly, the assignment was *pro forma* in nature.

**Answer to Question 10 – Section 63.18(c)-(d):**

Contact information for both Assignor and Assignee:

Contact Information:

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with a copy to:

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International Section 214 Authority:

Prior to December 2015, Freedom Ring, formerly a Maine limited liability company, held the following international Section 214 authorization that is the subject of this *pro forma* assignment

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<sup>1</sup> This filing is being made in response to a request from Commission staff for a formal electronic *pro forma* notification of the Freedom Ring restructuring which arose out of the Commission's review of the pending acquisition of Holdings by OHCP Northeastern Fiber Buyer, Inc. See IB File No. ITC-T/C-20160708-00189.

application: ITC-214-19961216-00630 (global facilities-based and resale telecommunications services)

Prior to December 2015, BayRing had not previously received Section 214 authority from the Commission.

**Answer to Question 11 – Section 63.18(h):**

The following entities hold, directly or indirectly, a ten percent (10%) or greater equity interest in Assignee:

**1. BayRing Communications, Inc.**

<b>Name and Address</b>	<b>Voting Interests</b>	<b>Equity Interests</b>	<b>Place of Incorporation</b>	<b>Principal Business</b>
Oxford County Telephone & Telegraph Company	100%	100%	Maine	Telecommunications Services

**2. Oxford County Telephone & Telegraph Company**

<b>Name and Address</b>	<b>Voting Interests</b>	<b>Equity Interests</b>	<b>Place of Incorporation</b>	<b>Principal Business</b>
Oxford Networks Holdings, Inc.	100%	100%	Delaware	Investment

**3. Oxford Networks Holdings, Inc.**

<b>Name and Address</b>	<b>Voting Interests</b>	<b>Equity Interests</b>	<b>Place of Incorporation</b>	<b>Principal Business</b>
BSCP-OX Holdings, LLC <sup>2</sup> 127 Pratt Street Providence, RI 02906	15.8%	15.8%	Delaware	Investment
Novacap Technologies III, L.P. 375 Roland-Therrien Blvd., Suite 210 Longueuil, Québec J4H 4A6, Canada	34.7%	34.7%	Québec	Investment
Novacap TMT IV, L.P. <sup>3</sup>	35.9%	35.9%	Québec	Investment
Other shareholders, each of whom holds less than a 10% interest	13.6%	13.6%	--	--

<sup>2</sup> BSCP-OX Holdings, LLC is controlled by its sole Managing Member, Thadeus Mocarski, a U.S. citizen.

<sup>3</sup> The address of all Novacap entities is 375 Roland-Therrien Blvd., Suite 210, Longueuil, Québec J4H 4A6, Canada.

**4. Novacap Technologies III, L.P.**

<b>Name and Address</b>	<b>Voting Interests</b>	<b>Equity Interests</b>	<b>Place of Incorporation</b>	<b>Principal Business</b>
Novacap Partners Technologies III, L.P.	100%	2.00%	Québec	Investment
Limited Partners <sup>4</sup>	0%	98.00%	--	--

**5. Novacap Partners Technologies III, L.P.**

<b>Name and Address</b>	<b>Voting Interests</b>	<b>Equity Interests</b>	<b>Place of Incorporation</b>	<b>Principal Business</b>
Novacap Management Technologies III Inc.	100%	0%	Québec	Investment
Limited Partners <sup>5</sup>	0%	100%	--	--

**6. Novacap Management Technologies III Inc.**

<b>Name and Address</b>	<b>Voting Interests</b>	<b>Equity Interests</b>	<b>Citizenship</b>	<b>Position</b>
Marc Beauchamp	18.95%	18.95%	Canada	Shareholder, Director, President
Pascal Tremblay	33.89%	33.89%	Canada	Shareholder, Director
Stéphane Tremblay	32.54%	32.54%	Canada	Shareholder, Director
Other shareholders, each of whom holds less than a 10% interest in Novacap Management Technologies III Inc.	14.62%	14.62%	--	--

**7. Novacap TMT IV, L.P.**

<b>Name and Address</b>	<b>Voting Interests</b>	<b>Equity Interests</b>	<b>Place of Incorporation</b>	<b>Principal Business</b>
Novacap Management Inc.	100%	0.001 %	Québec	Investment
Limited Partners <sup>6</sup>	0%	99.999%	--	--

<sup>4</sup> The limited partners of Novacap Technologies III, L.P. are passive investors, none of which holds an indirect interest in more than 10% of the equity of Oxford T&T.

<sup>5</sup> The limited partners of Novacap Partners Technologies III, L.P. are passive investors, none of which holds an indirect interest in more than 10% of the equity of Oxford T&T.

<sup>6</sup> The limited partners of Novacap TMT IV, L.P. are passive investors, none of which holds an indirect interest in more than 10% of the equity of Oxford T&T.

**8. Novacap Management Inc.**

For purposes of controlling Novacap TMT IV, L.P.'s interest in Holdings, the Board of Directors of Novacap Management Inc. has delegated to the TMT Investment Committee all decision-making authority in connection with its role as the general partner of Novacap TMT IV, L.P. in relation to its interest in Holdings. The members of the TMT Investment Committee are included in the following table, and the majority of the members are also shareholders of Novacap Fund Management Inc., the corporate parent of Novacap Management Inc., which holds 100% of the voting interests in Novacap Management Inc. Equity interests are indirectly held by the TMT Investment Committee members, as presented in the following table.

<b>Name and Address</b>	<b>Voting Interests</b>	<b>Equity Interests</b>	<b>Place of Incorporation/ Citizenship</b>	<b>Principal Business / Position</b>
Novacap Fund Management Inc.	100%	0%	Québec	Investment
Pascal Tremblay	0%	27.71%	Canada	Member of TMT Investment Committee
Stéphane Tremblay	0%	24.91%	Canada	Member of TMT Investment Committee
Thadeus Mocarski	0%	13.76%	US	Member of TMT Investment Committee
François Laflamme	0%	13.76%	Canada	Member of TMT Investment Committee
Other TMT Investment Committee Members, each of whom holds less than a 10% voting interest	0%	8.09%	--	--
Other non-TMT Investment Committee Members, each of whom holds less than a 10% equity interest	0%	11.76%	--	--

**9. Novacap Fund Management Inc.**

Voting interests expressed below relate to each individual's voting interest in Novacap Fund Management Inc. as such interest relates to Novacap Management Inc.'s role as the general partner of Novacap TMT IV, L.P. in relation to its interest in Holdings:

<b>Name and Address</b>	<b>Voting Interests</b>	<b>Equity Interests</b>	<b>Citizenship</b>	<b>Position</b>
Pascal Tremblay	50%	0%	Canada	Shareholder
Stéphane Tremblay	50%	0%	Canada	Shareholder

**Answer to Question 13:**

This filing hereby notifies the Commission pursuant to Section 63.24(f) of its rules, 47 C.F.R. § 63.24(f), of the *pro forma* assignment of an international Section 214 authorization previously held by Freedom Ring, ITC-214-19961216-00630, as part of an internal corporate restructuring. Specifically, as of December 31, 2015, Freedom Ring, a wholly-owned subsidiary of Utel, Inc., underwent a tax free liquidation into Utel, Inc., which was subsequently renamed BayRing Communications, Inc. This disposition did not result in a change in actual control of the licensee—BayRing remains a wholly-owned subsidiary of Oxford T&T.

This restructuring did not change the ultimate ownership or control of the international Section 214 authorizations, as Holdings, through Oxford T&T, continued to control Freedom Ring and BayRing both before and after the restructuring.<sup>7</sup> Accordingly, this assignment was *pro forma* in nature. The Commission has previously stated that “[r]egulatory review of [*pro forma*] transactions yields no significant public interest benefits, but may delay or hinder transactions that could provide substantial financial, operational, or administrative benefits for carriers.”<sup>8</sup>

The Parties hereby request a waiver of Section 63.24(f)(2) of the Commission’s rules, 47 C.F.R. 63(f)(2), which requires that the Commission be notified of a *pro forma* assignment within 30 days after the assignment is completed. The delay in filing the instant notice was inadvertent and the result of an administrative oversight. Grant of this waiver request serves the public interest by ensuring that the Commission’s records are complete and up to date. Furthermore, grant of this waiver request will not disadvantage consumers or any other party.

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<sup>7</sup> 47 C.F.R. § 63.24(d).

<sup>8</sup> 1998 *Biennial Review – Review of International Common Carrier Regulations*, Report and Order, 14 FCC Rcd 4909, para. 42 (1999).