

# Morgan Lewis

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January 29, 2019

## **VIA IBFS**

Marlene Dortch, Secretary  
Federal Communications Commission  
Office of the Secretary  
445 12th Street, S.W.  
Washington, DC 20554  
Attn: International Bureau

**Re: Notice of a *Pro Forma* Consolidation of BayRing Communications, Inc., ION Holdco, LLC, National Mobile Communications Corporation, and Oxford County Telephone and Telegraph Company into TVC Albany, Inc.**

Dear Secretary Dortch:

TVC Albany, Inc. d/b/a FirstLight Fiber ("TVC Albany"), pursuant to 47 C.F.R. § 63.24(f), notifies the Commission of the *pro forma* consolidation of BayRing Communications, Inc., ION Holdco, LLC, National Mobile Communications Corporation, and Oxford County Telephone and Telegraph Company (collectively, the "FirstLight Entities") and their international Section 214 authorizations (the "Authorizations") into TVC Albany (the "*Pro Forma* Consolidation"). TVC Albany and the FirstLight Entities are collectively referred to as the "Parties." Since the FirstLight Entities were indirect, wholly owned subsidiaries of TVC Albany, the consolidation was *pro forma* in nature.

### **Information Required by Section 63.24(f)(2)**

As required by Section 63.24(f)(2), the Parties provide the following information required by 63.18(a) through (d) and (h):

Sections 63.18(a): Name, address and telephone number of the Parties:

BayRing Communications, Inc.  
ION Holdco, LLC  
National Mobile Communications Corporation  
Oxford County Telephone and Telegraph Company  
TVC Albany, Inc.  
41 State Street, 10th Floor  
Albany, NY 12207  
518-598-0900

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Sections 63.18(b): Organization of the Parties:

BayRing Communications, Inc. was a New Hampshire corporation.

ION Holdco, LLC was a Delaware limited liability company.

National Mobile Communications Corporation was a Massachusetts corporation.

Oxford County Telephone and Telegraph Company was a Maine corporation.

TVC Albany is a Delaware corporation.

Section 63.18(c): Correspondence concerning this filing should be sent to the Parties' counsel:

Catherine Wang  
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Morgan, Lewis & Bockius LLP  
1111 Pennsylvania Ave, N.W.  
Washington, DC 20004  
202-739-3000 (Tel)  
202-739-3001 (Fax)  
[catherine.wang@morganlewis.com](mailto:catherine.wang@morganlewis.com)  
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Section 63.18(d): The Parties hold or held the following Authorizations:

BayRing Communications, Inc. held international Section 214 authority to provide global facilities-based and resale services granted in IB File No. ITC-214-19961216-00630.

ION Holdco, LLC held international Section 214 authority to provide global or limited global resale services granted in IB File No. ITC-214-20070426-00164.

National Mobile Communications Corporation held international Section 214 authority to provide global or limited global resale services granted in IB File No. ITC-214-20050422-00566.

Oxford County Telephone and Telegraph Company held international Section 214 authority to provide global resale services granted in IB File No. ITC-214-19970902-00523.

TVC Albany holds international Section 214 authority to provide global or limited global facilities-based and resale services granted in IB File Nos. ITC-214-1990825-00538 and ITC-214-20010209-00086.

Sections 63.18(h): See **Attachment 1** for the ownership of the Parties. See **Attachment 2** for pre- and post-*Pro Forma* Consolidation corporate structure of the Parties.

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The Parties certify that the *Pro Forma* Consolidation was *pro forma* and that, together with all previous *pro forma* transactions, did not result in a change in the actual controlling party of the Parties or their Authorizations.

\* \* \* \*

This notification letter is being filed electronically via MyIBFS. Please direct any questions to the undersigned.

Respectfully submitted,

*/s/ Danielle Burt*

Catherine Wang  
Danielle Burt

Counsel for the Parties

## **ATTACHMENT 1**

### **Answer to Question 11 - Section 63.18(h) Ownership Information**

The following entities currently hold, directly or indirectly, a 10% or greater interest in TVC Albany, Inc. d/b/a FirstLight Fiber ("TVC Albany"), as calculated pursuant to the Commission ownership attribution rules for international telecommunications carriers:

#### **FirstLight Holdco, Inc.<sup>1</sup>**

*Address:* 1114 Avenue of the Americas, New York, New York 10036

*Place of Organization:* Delaware

*Principal Business:* holding company

*Interest Held:* Flight Bidco Inc. holds a 100% voting and economic interest in TVC Albany.

#### **Flight Intermediate Holdco Inc. ("FIH")**

*Address:* 1114 Avenue of the Americas, New York, New York 10036

*Place of Organization:* Delaware

*Principal Business:* holding company

*Interest Held:* 100% voting and economic interest in Flight Bidco Inc.

#### **Flight Holdco Inc. ("Flight Holdco")**

*Address:* 1114 Avenue of the Americas, New York, New York 10036

*Place of Organization:* Delaware

*Principal Business:* holding company

*Interest Held:* Flight Holdco holds a 100% voting and economic interest in FIH.

#### **Flight Group Holdings LP ("Flight Group Holdings")**

*Address:* 1114 Avenue of the Americas, New York, New York 10036

*Place of Organization:* Delaware

*Principal Business:* holding company

*Interest Held:* Flight Group Holdings holds a 100% voting and economic interest in Flight Holdco.

#### **Flight Group Holdings GP LLC ("Flight Group LLC")**

*Address:* 1114 Avenue of the Americas, New York, New York 10036

*Place of Organization:* Delaware

*Principal Business:* holding company

*Interest Held:* Flight Group LLC holds a 100% voting interest and no economic interest in Flight Group Holdings as its general partner.

#### **Flight Co-Invest LP ("Flight Co-Invest")**

*Address:* 14 St. George Street, W1S 1FE London, United Kingdom

*Place of Organization:* United Kingdom

*Principal Business:* investments

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<sup>1</sup> As of January 8, 2019, Flight Bidco Inc. changed its name to FirstLight Holdco, Inc.



*Interest Held:* Flight Co-Invest LP holds a 30.1% equity interest in Flight Group Holdings. None of its limited partners has a 10% or greater interest in Flight Group Holdings.

**Antin Infrastructure Partners III, FPCI (“Antin III France”)**

*Address:* 374 Rue Saint Honoré, 75001 Paris, France

*Place of Organization:* France

*Principal Business:* investments

*Interest Held:* Antin III France holds a 39.1% equity interest in Flight Group Holdings. None of its limited partners has a 10% or greater interest in Flight Group Holdings. Antin III France holds a 57.51-percent economic interest in Flight Group LLC and a 57.51-percent economic interest in Flight Group Holdings as a limited partner. Jointly with Antin III UK, Antin III France holds a 100-percent voting interest in Flight Group LLC.<sup>2</sup> None of its limited partners has a 10% or greater interest in Flight Group Holdings.

**Antin Infrastructure Partners III, L.P. (“Antin III UK”)**

*Address:* 14 St. George Street, W1S 1FE London, United Kingdom

*Place of Organization:* United Kingdom

*Principal Business:* investments

*Interest Held:* Antin III UK holds a 28.9% equity interest in Flight Group Holdings. None of its limited partners has a 10% or greater interest in Flight Group Holdings. Antin III UK holds a 42.49-percent economic interest in Flight Group LLC and a 42.49-percent economic interest in Flight Group Holdings as a limited partner. Jointly with Antin III France, Antin III UK holds a 100-percent voting interest in Flight Group LLC.<sup>3</sup> None of its limited partners has a 10% or greater interest in Flight Group Holdings.

Control of Antin III France, Antin III UK and Flight Co-Invest is vested in the following entities:

**Antin Infrastructure Partners S.A.S. (“Antin France”)**

*Address:* 374 Rue Saint Honoré, 75001 Paris, France

*Place of Organization:* France

*Principal Business:* fund management

*Interest Held:* Antin France holds a controlling interest in Antin III as general partner of Antin III France, which control is exercised pursuant to governance, management

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<sup>2</sup> The voting rights of Antin III France and Antin III UK in each of Flight Group LP and Flight Group LLC result from the following facts: (i) the business and affairs of Flight Group LP are managed by its general partner, Flight Group LLC; (ii) the business and affairs of Flight Group LLC are managed by a board of managers (the “Flight Group Board”), which consists of two managers; (iii) decisions of the Flight Group Board are made with the consent of a majority of the members (i.e., unanimous consent); and (iv) members of the Flight Group Board may be appointed with the unanimous consent of the members of Flight Group LLC, which appointments therefore require the consent of both Antin III France and Antin III UK.

<sup>3</sup> See footnote 2 regarding the voting control of Antin III France and Antin III UK in Flight Group LP and Flight Group LLC.

and advisory agreements. Antin France has a 0-percent equity interest in Antin III and Flight Group Holdings.

**Antin Infrastructure Partners Luxembourg GP Sarl ("Antin Luxembourg GP")**

*Address:* 37a Avenue JF Kennedy, Luxembourg, Grand Duchy of Luxembourg, L-1855

*Place of Organization:* Luxembourg

*Principal Business:* fund management

*Interest Held:* Antin Luxembourg GP holds a controlling interest in Antin III UK as general partner of Antin III UK, which control is exercised pursuant to a management agreement. Antin Luxembourg GP holds one (1) general partner share in Antin III UK and 0-percent equity interest in Antin III UK and Flight Group Holdings. This share only ensures the payment of an annual fixed fee incurred for its General Partner services. This share does not entitle Antin Luxembourg to any dividend rights or other equity rights and Antin Luxembourg should therefore be regarded as holding a 0-percent equity interest in Antin III UK.

Antin Luxembourg GP also holds a controlling interest in Flight Co-Invest as general partner of Flight Co-Invest.

**Antin Infrastructure Partners UK Limited ("Antin UK")**

*Address:* 14 St. George St., London W1S 1FE, United Kingdom

*Place of Organization:* United Kingdom

*Principal Business:* fund management

*Interest Held:* Antin UK holds a 100-percent equity interest in Antin Luxembourg GP. Antin UK holds a controlling interest in Antin III as authorized manager of Antin III UK, which control is exercised pursuant to governance, management and advisory agreements. Antin UK holds a 0-percent equity interest in Antin III and Flight Group Holdings.

Antin UK also holds a controlling interest in Flight Co-Invest as authorized manager of Flight Co-Invest, which control is exercised pursuant to governance, management and advisory agreements

Economic interest in Antin III UK and Antin III France (Antin III) is broadly held through institutional investors, including pension funds, insurance companies, and asset managers. No single individual or entity has a 10-percent or greater economic or voting interest in Antin III and, indirectly, in Flight Group Holdings.

As indicated above, Antin UK and Antin France (Antin Infrastructure Partners) jointly exercise control of Antin III and therefore indirectly jointly control Flight Group Holdings through governance, management and advisory agreements. Pursuant to such agreements, all investments decisions in relation to Antin III (including with respect to Flight Group Holdings and Flight Bidco Inc. and its

subsidiaries) are made by Antin UK and Antin France's respective investment committees (together the "Antin Investment Committee"), which are both composed of the same eleven (11) individual members and must act in concert with respect to matters for both Antin UK and Antin France. All the Antin Investment Committee's decisions are made by majority vote, with the vote of each Antin Investment Committee member having equal weight, which majority vote must also have the vote of two founding members and individual shareholders of Antin Infrastructure Partners, Mark Crosbie and Alain Rauscher. Mr. Crosbie, a British citizen, has a 25.59-percent interest in Antin France and a 27.62-percent interest in Antin UK. His address is White Waltham House, Waltham Road-White Waltham, Maidenhead, Berkshire SL6 3SH, United Kingdom. Mr. Rauscher, a French citizen, has a 41.87-percent interest in Antin France and a 45.18-percent interest in Antin UK. His address is 37 Rue Victor Hugo, 92700 Colombes, France.

No other individual or entity has the ability to exercise affirmative or negative control over Antin III or, indirectly, TVC Albany.

**Answer to Question 12 - Section 63.18(h) Interlocking Directorates**

TVC Albany has no interlocking directorates with any foreign carrier.

TVC Albany certifies that it is not a foreign carrier in any country, and is affiliated with the following foreign carriers:

- Eurofiber Nederland is an independent and non-dominant provider of fixed telecommunications services to enterprise customers in the Netherlands.
- Eurofiber N.V. is an independent and non-dominant provider of fixed telecommunications services to enterprise customers in Belgium.

**Answer to Question 13 - Description of Transfer of Control**

Prior to December 31, 2018, BayRing Communications, Inc., ION Holdco, LLC, National Mobile Communications Corporation, and Oxford County Telephone and Telegraph Company (collectively, the

"FirstLight Entities") were subsidiaries of TVC Albany. As a result of a series of intra-company mergers completed on December 31, 2018 as part of the *Pro Forma* Consolidation, TVC Albany survived the mergers and the separate existence of BayRing Communications, Inc., ION Holdco, LLC, National Mobile Communications Corporation, and Oxford County Telephone and Telegraph Company ceased. Charts depicting the corporate organizational structure of the TVC Albany before and after the *Pro Forma* Consolidation are attached hereto as **Attachment 2**.



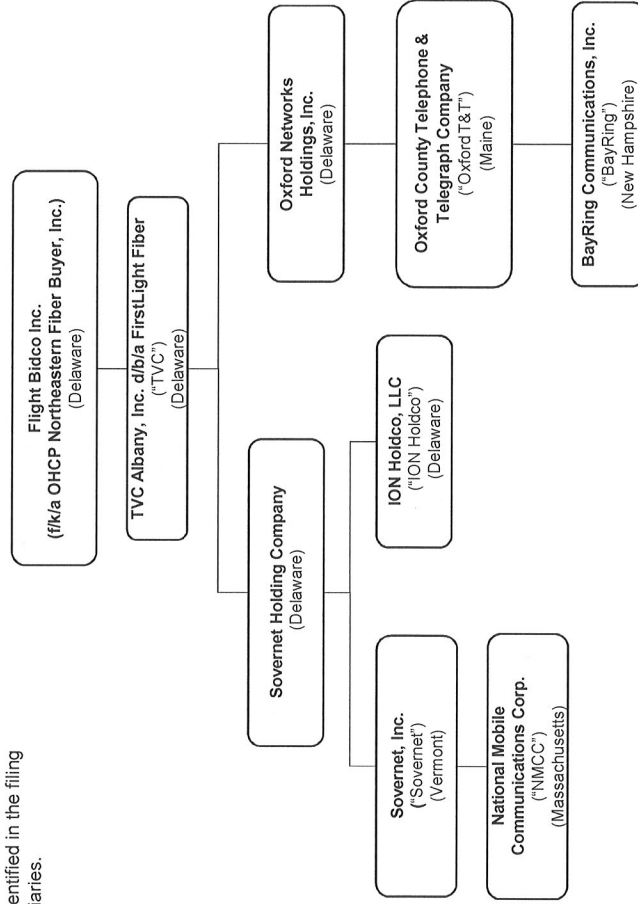
**ATTACHMENT 2**

**Pre- and Post-*Pro Forma* Consolidation Corporate Ownership Structure Charts**

## Attachment 2 FirstLight Pre-Consolidation Structure

Unless indicated, all ownership percentages are 100%.

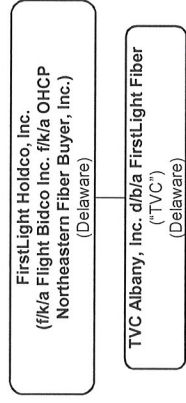
This depiction includes only the entities identified in the filing and not all of the TVC Albany, Inc. subsidiaries.



**Attachment 2**  
**FirstLight Post-Consolidation Structure**

Unless indicated, all ownership percentages are 100%.

This depiction includes only the entities identified in the filing and not all of the TVC Albany, Inc. subsidiaries.



## VERIFICATION

I, Jill Sandford, hereby declare that I am General Counsel of TVC Albany, Inc. d/b/a FirstLight Fiber and its subsidiaries (collectively, the “Company”); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 28th day of January, 2019.

A handwritten signature in black ink, appearing to read "Jill Sandford", written over a horizontal line.

Jill Sandford  
General Counsel  
TVC Albany, Inc. d/b/a FirstLight Fiber