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October 7, 2014

**Via IBFS**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Room TW-A325  
Washington, DC 20554  
Attn: International Bureau

**Re: Notification Regarding *Pro Forma* Change in Indirect Ownership of  
Lightower Fiber Networks II, LLC (f/k/a Sidera Networks, LLC)**

Dear Ms. Dortch:

Lightower Fiber Networks II, LLC (formerly known as Sidera Networks, LLC) (the “Company”), by undersigned counsel and pursuant to 47 C.F.R. § 63.24(f), notifies the Commission that effective October 1, 2014, Yankee Metro Partners, LLC (“Yankee-LLC” or “Transferor”) was eliminated as an intermediate holding company in the Company’s chain of ownership resulting in a *pro forma* intra transfer of indirect ownership of Sidera (the “*Pro Forma* Transfer”). Sidera’s ultimate parent, LTS Group Holdings LLC (“LTS Holdings”), did not change as a result of the *Pro Forma* Transfer. In addition, the Company changed its name to “Lightower Fiber Networks II, LLC”.

**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 Company:

Lightower Fiber Networks II, LLC  
80 Central Street  
Boxborough, MA 01719  
Tel: 978-264-6000

Sections 63.18(b): Organization of the Parties:

The Company is a New York limited liability company.

Beijing  
Boston  
Frankfurt  
Hartford  
Hong Kong  
London  
Los Angeles  
New York  
Orange County  
San Francisco  
Santa Monica  
Silicon Valley  
Tokyo  
Washington

Bingham McCutchen LLP  
2020 K Street NW  
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Yankee-LLC is a Delaware limited liability company.

LTS Buyer LLC (“Transferee”) is a Delaware limited liability company.

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

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Brett P. Ferenchak  
Bingham McCutchen LLP  
2020 K Street, N.W.  
Washington, DC 20006-1806  
202-373-6000 (Tel)  
202-373-6001 (Fax)  
catherine.wang@bingham.com  
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Section 63.18(d): The Company holds international Section 214 authority to provide (1) global or limited global facilities-based service granted in IB File No. ITC 214-20101019-00408 and (2) global or limited global facilities-based and resale service granted in IB File No. ITC-214-20001128-00698.

Sections 63.18(h): See **Attachment 1** for the ownership of the Company. See **Attachments 2** and **3**, respectively for pre-*Pro Forma* Transfer and current corporate structure of the Company.

The Company certifies that the *Pro Forma* Transfer described herein 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 Company or the Authorizations.

\* \* \* \*

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

Respectfully submitted,

/s/ *Brett P. Ferenchak*

Catherine Wang  
Brett P. Ferenchak

Counsel for Lightower Fiber Networks II, LLC

## 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<sup>1</sup> in the Company as calculated pursuant to the Commission ownership attribution rules for international telecommunications carriers:

**a) 100% Direct or Indirect Owners of the Company**

Name: Sidera Networks, Inc. (“Sidera”)  
Address: 80 Central Street  
Boxborough, MA 01719  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company  
% Interest: 100% (directly in the Company)

Name: Yankee Metro Parent, Inc. (“Yankee-Parent”)  
Address: 80 Central Street  
Boxborough, MA 01719  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company  
% Interest: 100% (indirectly in the Company as 100% owner of Sidera)

Name: LTS Buyer, LLC (“LTS Buyer”)  
Address: 80 Central Street  
Boxborough, MA 01719  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company  
% Interest: 100% (indirectly in the Company as 100% owner of Yankee-Parent)

Name: LTS Intermediate Holdings C LLC (“Holdings-C”)  
Address: 80 Central Street  
Boxborough, MA 01719  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company  
% Interest: 100% (indirectly in the Company as 100% owner of LTS Buyer)

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<sup>1</sup> Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

Name: LTS Intermediate Holdings B LLC (“Holdings-B”)  
Address: 80 Central Street  
Boxborough, MA 01719  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company  
% Interest: 100% (indirectly in the Company as 100% owner of Holdings-C)

Name: LTS Intermediate Holdings A LLC (“Holdings-A”)  
Address: 80 Central Street  
Boxborough, MA 01719  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company  
% Interest: 100% (indirectly in the Company as 100% owner of Holdings-B)

Name: LTS Group Holdings LLC (“LTS Holdings”)  
Address: 80 Central Street  
Boxborough, MA 01719  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company  
% Interest: 100% (indirectly in the Company as 100% owner of Holding- A)

**b) Ownership of LTS Holdings**

The ownership of LTS Holdings has not materially changed since the Commission last considered the ownership in IB File No. ITC-T/C-20130107-00005.

Certain investment funds and entities controlled and/or managed by Berkshire hold, in aggregate, 46.0 percent of the direct or indirect ownership interests of LTS Holdings, as follows:

<b>Name</b>	<b>Citizenship</b>	<b>General Partner</b>	<b>LTS Holdings Ownership Interest</b>
Berkshire Fund VII, L.P.	Delaware Limited Partnership	Seventh Berkshire Associates LLC	12.2%
Berkshire Fund VII-A, L.P.	Delaware Limited Partnership	Seventh Berkshire Associates LLC	2.3%
Berkshire Fund VIII, L.P.	Delaware Limited Partnership	Eighth Berkshire Associates LLC	20.72%
Berkshire Fund VIII-A, L.P.	Delaware Limited Partnership	Eighth Berkshire Associates LLC	8.61%
Berkshire Investors III LLC	Massachusetts Limited Liability Company	N/A	0.71%
Berkshire Investors IV LLC	Delaware Limited Liability Company	N/A	1.5%

Seventh Berkshire Associates LLC, Eighth Berkshire Associates LLC, Berkshire Investors III LLC and Berkshire Investors IV LLC all are directly controlled by the 17 Managing Directors of Berkshire, acting by a majority in voting interest. All the Managing Directors of Berkshire are U.S. citizens. The principal business of all the Berkshire entities described above is private equity, and all are located at 200 Clarendon Street, 35th Floor, Boston, MA 02116.

Certain investment funds and entities affiliated with ABRY Partners, LLC hold, in aggregate, 10.46 percent of the direct or indirect ownership interests of LTS Holdings, as follows:

Name: ABRY Partners VI, L.P.  
Principal Business: Private Equity  
Address: 111 Huntington Avenue, 29th Floor, Boston, MA 02199  
Citizenship: Delaware Limited Partnership  
Ownership Interest: 9.63%

The sole general partner of ABRY Partners VI, L.P. is ABRY VI Capital Partners, L.P., a Delaware limited partnership. The sole general partner of ABRY VI Capital Partners, L.P. is ABRY VI Capital Investors, LLC, a Delaware limited liability company. The sole owner of ABRY VI Capital Investors, LLC is Royce Yudkoff, a citizen of the United States.

Additional investment funds affiliated with ABRY Partners, LLC (the “Other ABRY Funds”) hold, in the aggregate, approximately 0.8 percent of the direct or indirect ownership interests in LTS Holdings. The sole owner of the ultimate general partner of

each of the Other ABRY Funds is Royce Yudkoff. The principal place of business for the Other ABRY Funds and for Mr. Yudkoff is c/o ABRY Partners, LLC, 111 Huntington Avenue, 29th Floor, Boston, Massachusetts 02199.

The following investment fund of Pamlico Capital holds direct and indirect ownership interests of LTS Holdings:

Name: Pamlico Capital II, L.P.  
Principal Business: Private Equity  
Citizenship: Delaware Limited Partnership  
Ownership Interest: 10.1 directly or indirectly in LTS Holdings

The general partner of Pamlico Capital II, L.P. is Pamlico Capital GP II, LLC, a Delaware limited liability company. Pamlico Capital GP II, LLC is controlled by a Board of Managers consisting of three Managing Partners of Pamlico Capital, all of whom are U.S. citizens. Pamlico Capital II, L.P. and Pamlico Capital GP II, LLC and its three Managers all are located at 150 N. College Street, Suite 2400, Charlotte, NC 28202.

Certain investment funds and entities affiliated with HarbourVest Partners, LLC hold, in aggregate, 8.46 percent of the direct or indirect ownership interests of LTS Holdings, as follows:

Name: HarbourVest Partners 2012 Direct Fund L.P.  
Principal Business: Private Equity  
Address: One Financial Center, 44th Floor, Boston MA 02111  
Citizenship: Delaware Limited Partnership  
Ownership Interest: 3.78%

The sole general partner of HarbourVest Partners 2012 Direct Fund L.P. is HarbourVest 2012 Direct Associates L.P., a Delaware limited partnership. The sole general partner of HarbourVest 2012 Direct Associates L.P. is HarbourVest 2012 Direct Associates LLC, a Delaware limited liability company. The managing member of HarbourVest 2012 Direct Associates LLC is HarbourVest Partners, LLC, a Delaware limited liability company.

Name: Sunvest LLC  
Principal Business: Private Equity  
Address: One Financial Center, 44th Floor, Boston MA 02111  
Citizenship: Delaware Limited Liability Company  
Ownership Interest: 2.33%

The manager of Sunvest LLC is HarbourVest 2012 Direct Associates L.P., a Delaware limited partnership. The sole general partner of HarbourVest 2012

Direct Associates L.P. is HarbourVest 2012 Direct Associates LLC, a Delaware limited liability company. The managing member of HarbourVest 2012 Direct Associates LLC is HarbourVest Partners, LLC, a Delaware limited liability company.

Name: HarbourVest Partners IX-Buyout Fund L.P.  
Principal Business: Private Equity  
Address: One Financial Center, 44th Floor, Boston MA 02111  
Citizenship: Delaware Limited Partnership  
Ownership Interest: 0.82%

The sole general partner of HarbourVest Partners IX-Buyout Fund L.P. is HarbourVest IX-Buyout Associates L.P., a Delaware limited partnership. The sole general partner of HarbourVest IX-Buyout Associates L.P. is HarbourVest IX-Buyout Associates LLC, a Delaware limited liability company. The managing member of HarbourVest IX-Buyout Associates LLC is HarbourVest Partners, LLC, a Delaware limited liability company.

Additional investment funds affiliated with HarbourVest Partners (the “Other HarbourVest Funds”) hold, in the aggregate, approximately 1.56 percent of the direct or indirect ownership interests in LTS Holdings. The majority of the ownership of the ultimate controlling entity of HarbourVest is held by 19 individuals (15 managing directors and four senior advisors). The principal place of business for the Other HarbourVest Funds and their respective general partners and managers is c/o HarbourVest Partners, LLC, One Financial Center, 44th Floor, Boston MA 02111.

HarbourVest and certain other beneficial holders of ownership interests in LTS Holdings (each of whose interest individually constitute less than 10 percent of the total equity ownership of Holdings) (i) granted irrevocable proxies to Berkshire or Pamlico or (ii) hold their interests through a co-investment vehicle controlled by Berkshire or Pamlico. Consequently, Berkshire controls 63.7 percent of the voting interests of LTS Holdings and Pamlico controls 18.3 percent of the voting interests of LTS Holdings.

To the Company’s knowledge, no other person or entity hold a direct or indirect 10 percent or greater ownership interest in LTS Holdings.

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

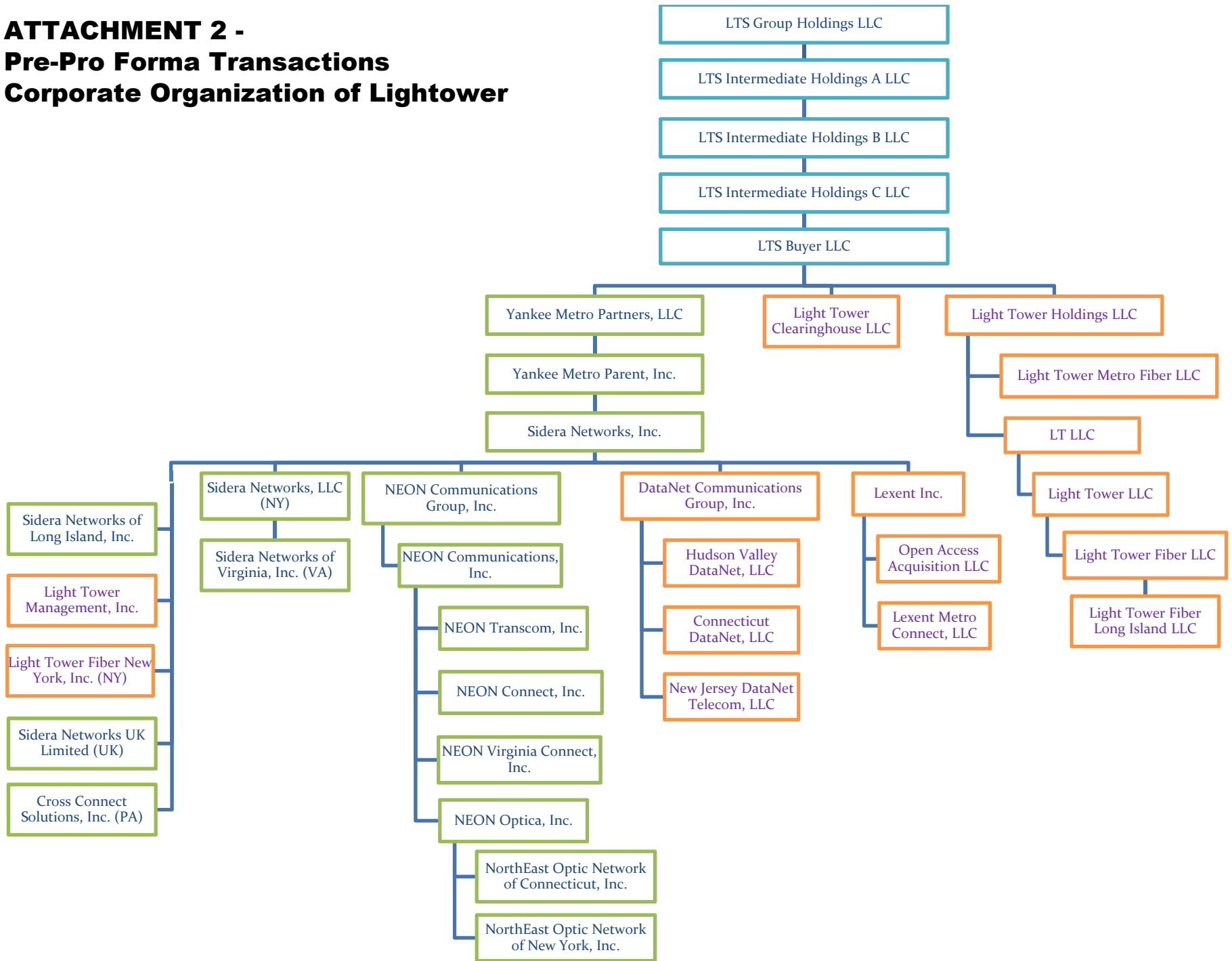
Except for an interlocking directorate with Sidera Networks UK Limited, which is a non-dominant foreign carrier in the United Kingdom providing telecommunications services pursuant to blanket authority, the Company does not have any interlocking directorates with a foreign carrier. The Company is a non-dominant foreign carrier in Canada holding a reseller registration and a license to provide basic international telecommunications services.

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

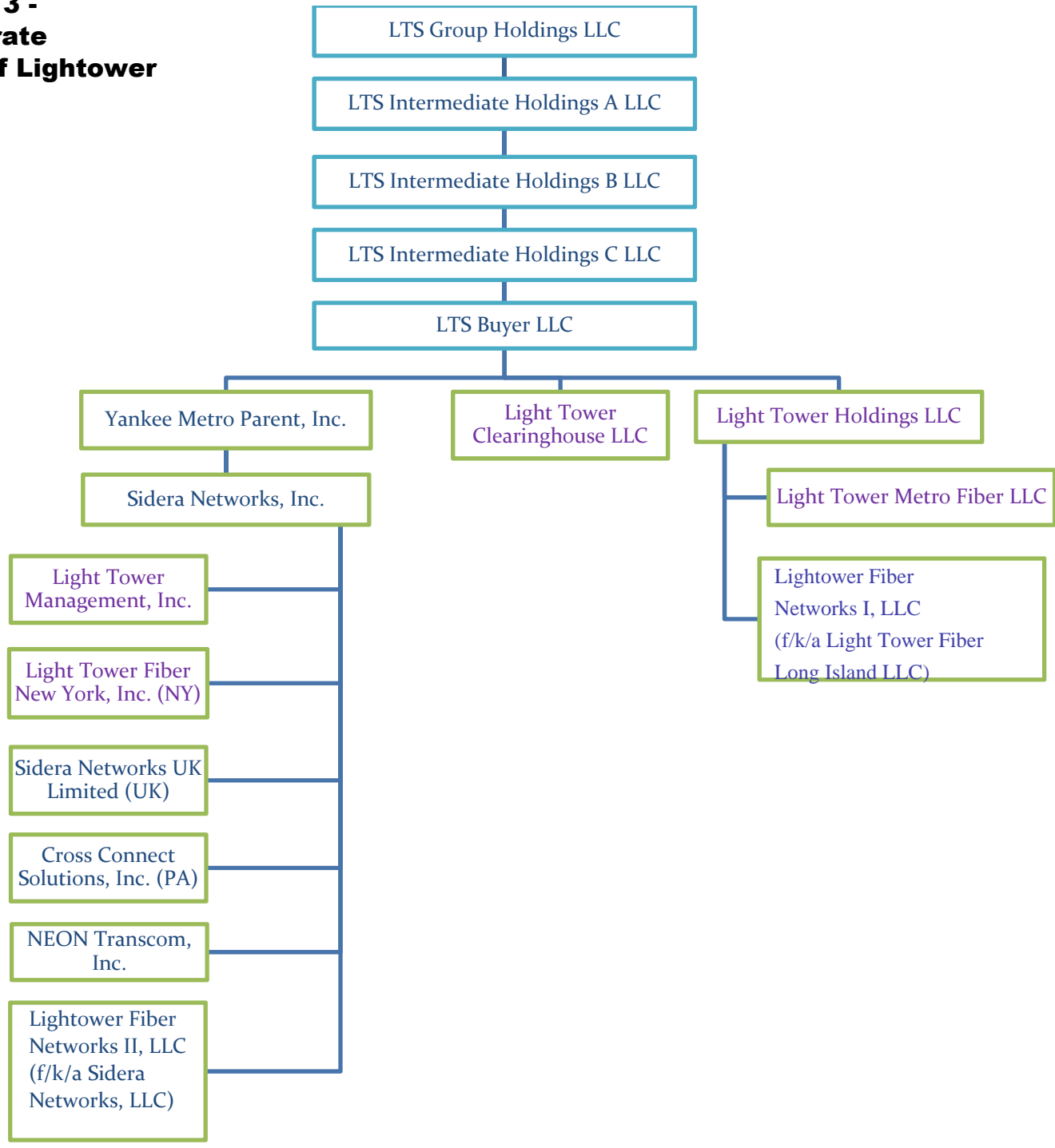
Effective October 1, 2014, Yankee-LLC merged with and into LTS Buyer LLC, whereupon the separate existence of Yankee-LLC ceased and LTS Buyer LLC was the surviving entity. As a result Yankee-LLC was eliminated as an intermediate holding company in the chain of ownership for the Company. Since the ultimate ownership of the Company did not change, this intra-company change was *pro forma* in nature. Concurrently with the *Pro Forma* Transfer, the Company changed its name to “Lightower Fiber Networks II, LLC”.



**ATTACHMENT 2 -  
Pre-Pro Forma Transactions  
Corporate Organization of Lighttower**




**ATTACHMENT 3 -  
Current Corporate  
Organization of Lightower**

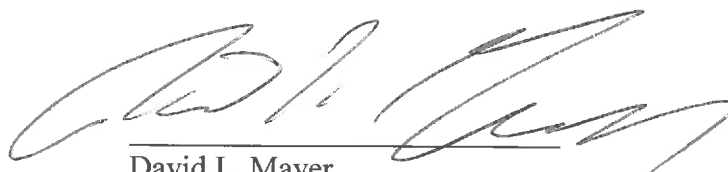


## VERIFICATION

I, David L. Mayer, am General Counsel, Executive Vice President and Secretary of LTS Group Holdings LLC and each of its subsidiaries, including Lighttower Fiber Networks II, LLC (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

 \_\_\_ day of October, 2014.

  
David L. Mayer  
General Counsel, Executive Vice President &  
Secretary  
LTS Group Holdings LLC