

Utel, Inc. (“Utel” or “Transferor”), Freedom Ring Communications, LLC d/b/a BayRing Communications (“BayRing” or “Licensee”) and Oxford County Telephone & Telegraph Company (“Transferee” or “Oxford” and with Utel and BayRing, the “Applicants”) hereby submit this Form 214TC in connection with the Joint Application for Transfer of Indirect Control of a Holder of Domestic and International Section 214 Authorizations (the “Joint Application”), which is filed as Attachment 2.

For the convenience of the staff of the International Bureau, relevant portions of the Joint Application are reproduced below as responses to specific questions on FCC Form 214TC.

**Answer to Question 10**, providing contact information pursuant to Section 63.18(c):

**Transferor and Licensee:**

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**Transferee:**

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**Answer to Question 10**, providing information regarding other Section 214 authorizations, pursuant to Section 63.18(d):

Oxford resells switched international long distance toll service to residential and business customers pursuant to an international Section 214 authorization granted by the Commission under File No. ITC-214-19970902-00523. Oxford also provides domestic interstate telecommunication services pursuant to blanket Section 214 authority.

**Answer to Question 11**, providing ownership information pursuant to Section 63.18(h):

**Licensee and Transferor:**

ACN, Inc., a New Hampshire corporation, owns 100% of the membership interests of BayRing. ACN, Inc. is a wholly owned direct subsidiary of Utel and is located at the same address. The following individuals and trust each own 25% of Utel: Jennifer E. Thayer, Jasper C. Thayer, David S. Thayer, and the Benjamin P. Thayer Revocable Trust of 2004 (“BPT Trust”). Benjamin P. Thayer is the Trustee of the BPT Trust. Each of these individuals are U.S. citizens and can be reached through Utel’s place of business.

**Transferee:**

The following tables set forth the entities that, at closing of the proposed transaction, will hold a 10% or greater equity interest in Oxford:

**1. 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

**2. 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>1</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>2</sup>	35.9%	35.9%	Québec	Investment
Other shareholders, each of whom holds less than a 10% interest	13.6%	13.6%	--	--

**3. 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>3</sup>	0%	98.00%	--	--

**4. 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>4</sup>	0%	100%	--	--

<sup>1</sup> BSCP-OX Holdings, LLC is controlled by its sole Managing Member, Thadeus Mocarski, a U.S. citizen.

<sup>2</sup> The address of all Novacap entities is 375 Roland-Therrien Blvd., Suite 210, Longueuil, Québec J4H 4A6, Canada.

<sup>3</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.

<sup>4</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.

**5. 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	14.01%	14.01%	Canada	Shareholder, Director, President
Alain Bélanger	25.06%	25.06%	Canada	Shareholder, Director
Pascal Tremblay	25.06%	25.06%	Canada	Shareholder, Director
Stéphane Tremblay	24.06%	24.06%	Canada	Shareholder, Director
Other shareholders, each of whom holds less than a 10% interest in Novacap Management Technologies III Inc.	11.81%	11.81%	--	--

**6. 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>5</sup>	0%	99.999%	--	--

**7. 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. 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.

<sup>5</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.

<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%	21.65%	Canada	Member of TMT Investment Committee
Alain Bélanger	0%	20.06%	Canada	Member of TMT Investment Committee
Stéphane Tremblay	0%	19.40%	Canada	Member of TMT Investment Committee
Thadeus Mocarski	0%	10.56%	US	Member of TMT Investment Committee
François Laflamme	0%	10.56%	Canada	Member of TMT Investment Committee
Other TMT Investment Committee Members, each of whom holds less than a 10% voting interest	0%	7.24%	--	--
Other non-TMT Investment Committee Members, each of whom holds less than a 10% equity interest	0%	10.53%	--	--

### 8. 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	14.29%	0%	Canada	Shareholder
Alain Bélanger	14.29%	0%	Canada	Shareholder
Stéphane Tremblay	14.29%	0%	Canada	Shareholder
Thadeus Mocarski	14.29%	0%	US	Shareholder
François Laflamme	14.29%	0%	Canada	Shareholder
Stéphane Blanchet	14.29%	0%	Canada	Shareholder
Marc Beauchamp	14.29%	0%	Canada	Shareholder

**Answer to Question 13**, providing information regarding the proposed means of transfer:

This application seeks approval for the transfer of indirect control of BayRing and its domestic and international Section 214 authorizations, from Utel to Oxford, which will result from Oxford's planned purchase of 100% of the ownership interests in Utel. As a result of the proposed transaction, Utel will be a direct, wholly-owned subsidiary of Oxford, while BayRing will be an indirect, wholly-owned subsidiary of Oxford. The Applicants will also make necessary filings with state telecommunications regulators with respect to this transaction.

After the proposed transaction, BayRing will continue to operate in the same service territory, and under the same trade name. BayRing will continue to provide services to its customers under the same rates and on the same terms and conditions following the transaction as it currently does today. None of BayRing's customers will be transferred to a new carrier, and no customer service or billing contact information will change as a result of the transaction. Accordingly, the proposed transaction will be transparent to consumers.

**Answer to Question 20**, providing information regarding streamlined processing pursuant to Section 63.18(p):

This Application qualifies for streamlined processing under Sections 63.12(a) and (b) of the Commission's rules. No party to this Application is affiliated with any foreign carrier in any destination market. No party to this Application has an affiliation with a dominant US carrier whose international switched or private line services the applicants seek authority to resell, and none is anticipated as a result of the public offering which likely will result in widely held interests. No party to this application seeks authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines. Authorization is sought to complete a transaction that would continue BayRing's current operations as a non-dominant provider of global facilities-based and resale telecommunications services.