

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Joint Application of)	
)	
Utel, Inc.,)	
<i>Transferor,</i>)	WC Docket No. 15- ____
)	
and)	IB File No. ITC-T/C-2015__
)	
Oxford County Telephone & Telegraph Company,)	
<i>Transferee.</i>)	
)	
For Consent, pursuant to Section 214 of)	
the Communications Act of 1934,as amended, to)	
Transfer Indirect Control of Freedom Ring)	
Communications, LLC d/b/a BayRing)	
Communications, a Domestic and International)	
Carrier)	

**JOINT APPLICATION
FOR TRANSFER OF INDIRECT CONTROL OF A HOLDER OF
DOMESTIC AND INTERNATIONAL SECTION 214AUTHORIZATIONS**

Utel, Inc. (“Utel” or “Transferor”) and Oxford County Telephone & Telegraph Company (“Transferee” or “Oxford” and with Utel, the “Applicants”) hereby request authorization for the transfer of indirect control of Freedom Ring Communications, LLC d/b/a BayRing Communications (“BayRing” or “Licensee”), holder of domestic and international Section 214 authorizations from Utel to Oxford. Applicants submit that prompt grant of both applications will serve the public interest.

I. Background

Substantially all of Utel’s business is conducted by its operating subsidiary BayRing. BayRing has been a competitive telecommunications provider since 1996 and

provides local exchange, interexchange, data, colocation and Internet services to business and government customers primarily located in Maine, Massachusetts, and New Hampshire. BayRing is authorized to provide competitive intrastate telecommunications services in each of those states. BayRing also provides interstate and international telecommunications services pursuant to authorizations granted by the Commission. While BayRing provides services using primarily its own facilities, BayRing also leases facilities from other carriers, including ILECs, and in some cases provides services on a resale basis.

As set forth in greater detail in Section IV, below, Oxford and its subsidiaries provide their customers with various local exchange, exchange access, long distance and global resale services. Oxford is controlled by its sole shareholder, Oxford Networks Holdings, Inc. (“Holdings”), an entity that, as discussed below, is ultimately controlled by certain principals of Novacap Management, Inc. (“Novacap”).¹ Novacap is a leading North American-based private equity group founded in 1981 and has extensive experience purchasing, owning and operating diverse businesses. Other than its interest in Oxford, Novacap does not currently control any FCC-regulated telecommunications operations.

¹ In May 2014, Oxford and obtained FCC consent to the transfer of control of Oxford from its prior shareholders to Holdings. See IB File No. ITC-T/C-20140116-00023; WC Docket No. 14-12. At that time, Holdings was controlled by Novacap Technologies III, L.P., which held a 67% interest in Holdings. In connection with the transaction proposed herein, Novacap Management intends to restructure its interest in Holdings as described in greater detail below. Because the restructuring involves investment by a sister fund under common control with Novacap Technologies III, L.P., Oxford submits that the proposed restructuring constitutes a *pro forma* transaction under the Commission’s rules. At the appropriate time, Oxford intends to file a formal notice with the Commission pertaining to this *pro forma* change in ownership structure. See 47 C.F.R. § 63.24(f).

Oxford proposes to purchase 100% of the ownership interests of Utel, resulting in Utel becoming a direct, wholly-owned subsidiary of Oxford.

II. Description of the Transaction

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.

III. Transfer of Indirect Control of International Section 214 Authorization

BayRing is authorized to provide global facilities-based and resale telecommunications services pursuant to international Section 214 authority granted in IB File No. ITC-214-19961216-00630 (Old File No. ITC-96-678). As required under

Sections 63.18 and 63.24(e) of the Commission's rules, the Applicants submit the following information:

63.18(a) Name, address and telephone number of each applicant:

Transferor and Licensee:

Utel, Inc.
Freedom Ring Communications, LLC d/b/a BayRing Communications
359 Corporate Drive
Portsmouth, NH 03801
Phone: (603) 766-1000

Transferee:

Oxford County Telephone & Telegraph Company
491 Lisbon Street
Lewiston, ME 04240-7418
Phone: (207) 333- 6900
Fax: (207) 333- 3489

63.18(b) Government, state or territory under the laws of which each corporate or partnership applicant is organized

Utel, Inc. is a New Hampshire corporation.

BayRing is a Maine limited liability company.

Oxford is a corporation organized under the laws of the State of Maine.

63.18(c) Name, title, post office address, and telephone number of the officer or contact point to whom correspondence concerning the application is to be addressed.

For Transferor and Licensee:

Ulises R. Pin
Brett P. Ferenchak
Morgan Lewis & Bockius LLP
2020 K Street, N.W.
Washington, DC 20006
Phone: (202) 373-6000
Fax: (202) 373-6001
ulises.pin@morganlewis.com
brett.ferenchak@morganlewis.com

With a copy to:

Benjamin P. Thayer
Utel, Inc.
359 Corporate Drive
Portsmouth, NH 03801
Phone: (603) 766-1000
bthayer@bayring.com

For Oxford:

Dawna Hannan
Vice President, Regulatory Affairs
Oxford County Telephone & Telegraph Company
491 Lisbon Street
Lewiston, ME 04240-7418
Phone: (207) 333-3455
Fax: (207) 333-3489

With a copy to:

Sherrese M. Smith
Matthew L. Gibson
Paul Hastings LLP
875 15th Street, N.W.
Washington, DC 20005
Phone: (202) 551-1700
Fax: (202) 551-1705
sherresesmith@paulhastings.com
matthewgibson@paulhastings.com

63.18(d) Statement as to whether the applicants had previously received authority under Section 214 of the Act.

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.

63.18(h) Name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent of the equity of the applicant entities:

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

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

2. Oxford Networks Holdings, Inc.

Name and Address	Voting Interests	Equity Interests	Place of Incorporation	Principal Business
BSCP-OX Holdings, LLC ² 127 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. ³	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.

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

4. Novacap Partners Technologies III, L.P.

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

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

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

⁴ 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.

⁵ 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.

Name and Address	Voting Interests	Equity Interests	Citizenship	Position
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.

Name and Address	Voting Interests	Equity Interests	Place of Incorporation	Principal Business
Novacap Management, Inc.	100%	0.001 %	Québec	Investment
Limited Partners ⁶	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.

⁶ 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.

Name and Address	Voting Interests	Equity Interests	Place of Incorporation/ Citizenship	Principal Business / Position
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:

Name and Address	Voting Interests	Equity Interests	Citizenship	Position
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

63.18(i) Certification as to whether or not Transferee is, or is affiliated with, a foreign carrier.

BayRing certifies that it is not a foreign carrier in any country, nor is it affiliated with any foreign carrier.

Oxford certifies that it is not a foreign carrier in any country, nor is it affiliated with any foreign carrier.

63.18(j) Certification as to whether or not Transferee seeks to provide international telecommunications services to any country for which certain conditions are true.

BayRing certifies that it does not seek to provide international telecommunications services to any destination country to which 47 C.F.R. § 63.18(j)(1) through (j)(4) applies.

Oxford certifies that it does not seek to provide international telecommunications services to any destination country to which 47 C.F.R. § 63.18(j)(1) through (j)(4) applies.

63.18(k) Showing regarding provision of international telecommunications service to a country where the applicant is a foreign carrier or is affiliated with a foreign carrier.

N/A

63.18(m) Regulatory classification under Section 63.10 of the Rules for foreign-affiliated carrier.

N/A

63.18(n) Certification that applicant has not agreed to accept special concessions directly or indirectly from any foreign carrier.

Applicants certify that they (a) have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route

where the foreign carrier possesses market power on the foreign end of the route and
(b) will not enter into such agreements in the future.

63.18(o) Certification pursuant to 47 C.F.R. §§ 1.2001-1.2003 that no party to the application is subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583.

Applicants hereby certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of their knowledge, information, and belief, no party to this Application is subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583.

63.18(p) Qualification for streamlined processing.

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.

IV. Transfer of Control of Domestic Section 214 Authorizations

Pursuant to Section 63.04(b) of the Commission's Rules, Applicants submit information required pursuant to Sections 63.04(a)(6) through 63.04(a)(12) of the Commission's Rules:

63.04(a)(6) Description of the transaction

Please see Section II, above.

63.04(a)(7) Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area

Transferor and Licensee:

Utel and ACN, Inc. are holding companies that do not provide telecommunications services. BayRing provides competitive local exchange, interexchange, colocation and data services primarily in Maine, Massachusetts and New Hampshire. BayRing's services are primarily located within exchanges of the LEC operating territories of Fairpoint NNE (former Verizon territory within the State of Maine and New Hampshire) and Verizon (within the State of Massachusetts). BayRing does not provide telecommunications services in any of the Oxford ILEC territories.

Transferee:

Oxford and its subsidiaries provide the following domestic telecommunications services:

- **Oxford Telephone Company** ("Oxford Telephone") provides incumbent local exchange and exchange access services to approximately 3,621 access lines in the exchanges of Buckfield, Turner, North Turner, Sumner, Canton and West Paris, Maine.
- **Oxford West Telephone Company** ("Oxford West") provides incumbent local exchange and exchange access services to approximately 4,563

access lines in the exchanges of Hebron, Bryant Pond, Bethel, West Bethel, Roxbury Pond, Locke Mills, North Norway, Andover, and Upton, Maine.

- **Oxford County Telephone Service Company** (“Oxford Service”) provides competitive local exchange and exchange access services to approximately 15,280 access lines located within exchanges of the LEC operating territory of Fairpoint NNE (former Verizon territory within the State of Maine).
- **Revolution Networks, LLC** (“Revolution”) is certified to provide competitive local exchange service in New Hampshire and Maine. Neither Oxford Service nor Revolution offer competitive local exchange services within the certificated territory of any independent local exchange company (including within Oxford’s incumbent local exchange territory as described above). Each local exchange company also provides broadband services to its local exchange customers.
- **Oxford** (doing business as Oxford Long Distance and as Oxford Networks) offers IXC services (domestic and international) to the local service subscribers of Oxford Telephone, Oxford West, and Oxford Services. As an IXC, Oxford currently serves approximately 12,398 interstate customers (and 11,062 intrastate customers).
- **Northeast Competitive Access Providers, LLC** serves as a carrier’s carrier, offering transport services through its fiber facilities from Boston to Bangor and multiple points in between.

No other affiliate of Transferee provides domestic telecommunications services.

63.04(a)(8) Statement as to how the application fits into one or more of the presumptive streamlined categories in Section 63.03 of the Commission’s Rules or why it is otherwise appropriate for streamlined treatment

Applicants hereby submit that the proposed transaction is eligible for presumptive streamlined processing under Section 63.03(b)(2)(ii) of the Commission’s Rules for the following reasons: (1) both before and after the consummation of the proposed transaction, Oxford and its affiliates will have a market share in the interstate, interexchange market of substantially less than 10 percent; (2) BayRing provides competitive local exchange services in geographic areas served by a dominant local

exchange carrier (Fairpoint NNE and Verizon) that is not affiliated with a party to this Application, and (3) BayRing provides competitive local exchange services in areas exclusively outside the geographic areas in which Oxford's subsidiaries provide incumbent local exchange services.

63.04(a)(9) Identification of all other Commission applications related to the same transaction.

None.

63.04(a)(10) Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure.

Neither party to the transaction is facing imminent business failure. Therefore, Applicants are not requesting special consideration for this reason.

63.04(a)(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction.

No separately filed waiver requests are being sought in conjunction with the transaction.

63.04(a)(12) Statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets

Applicants submit that the proposed transaction is consistent with the public interest. The transaction will bring together two successful enterprises that have demonstrated a long-standing commitment to excellence in a highly competitive marketplace. Applicants expect that the transaction will enable the companies to better meet the local, national and global needs of residential, business, wholesale and other customers.

The Applicants believe that the Transaction will result in a stronger combined company and allow the combined company to offer new products and services and consumer choice for telecommunications and broadband services. The Applicants anticipate that the quality of service provided by the BayRing will improve not only as a result of enhanced access to capital and financial strengths of Oxford and its investors, but also the sharing and application of best practices along with the availability of additional management expertise following the acquisition of Utel by Oxford.

Moreover, the Transaction will be conducted in a manner that will be transparent to customers of BayRing. The Transaction will not result in any immediate change of carrier for customers or any assignment of authorizations, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers. Following consummation of the Transaction, BayRing will continue to provide high-quality communications services to its customers without interruption and without immediate change in rates, terms or conditions.

Moreover, last year the Commission confirmed the fitness of Oxford's owners to control domestic and international telecommunications services in connection with the acquisition of Oxford and its subsidiaries by Holdings (the "Oxford Transaction").⁷

For the foregoing reasons, Applicants submit that the proposed Transaction will serve the public interest.

⁷ See IB File No. ITC-T/C-20140116-00023; WC Docket No. 14-12.

VERIFICATION OF UTEL

I, Benjamin P. Thayer, state that I am President of Utel, Inc. ("Utel"); that I am authorized to make this Verification on behalf of Utel and its subsidiaries, including Freedom Ring Communications, LLC (collectively, the "Company"); that the foregoing filing was prepared under my direction and supervision; and that the statements made in the foregoing filing with respect to the Company are true and correct to the best of my knowledge, information and belief.

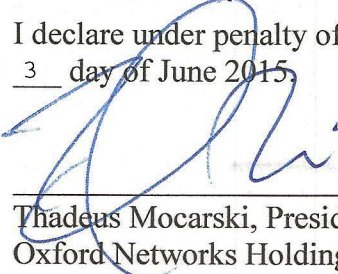
I declare under penalty of perjury that the foregoing is true and correct. Executed this 3rd day of JUNE 2015.

Benjamin P. Thayer, President
Utel, Inc.

VERIFICATION OF OXFORD

I, Thadeus MocarSKI, state that I am President of Oxford Networks Holdings, Inc., which is the sole shareholder of Oxford County Telephone & Telegraph Company ("Oxford"); that I am authorized to make this Verification on behalf of Oxford; that the foregoing filing was prepared under my direction and supervision; and that the statements made in the foregoing filing with respect to Oxford 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
3 day of June 2015.



Thadeus MocarSKI, President
Oxford Networks Holdings, Inc.