

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

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**In the Matter of**  
**OPTIC ACCESS, LLC**

**Transferor,**

**INTEGRA TELECOM HOLDINGS,  
INC.**

**Transferee,**

**Joint Application for Consent to Transfer  
Pursuant to Section 214 of the  
Communications Act of 1934, as Amended**

**File No. ITC-T/C-2015\_\_\_\_\_**

**WC Docket No. 15-\_\_\_\_\_**

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**JOINT INTERNATIONAL AND DOMESTIC APPLICATION  
FOR STREAMLINED CONSENT TO TRANSFER CONTROL**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”),<sup>1</sup> and Sections 63.04 and 63.24 of the Commission’s rules,<sup>2</sup> this Application seeks the consent of the Federal Communications Commission (“Commission”) to the proposed transfer of ultimate control of opticAccess, LLC (“opticAccess”) to Integra Telecom Holdings, Inc. (“Integra”). Integra and opticAccess are non-dominant carriers authorized by the Commission to provide international<sup>3</sup> and domestic telecommunications services.

A Domestic Supplement, containing the information required by 47 C.F.R. §63.04,

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<sup>1</sup> 47 U.S.C. §214.

<sup>2</sup> 47 C.F.R. §§63.04(b), 63.24(e).

<sup>3</sup> Integra provides international telecommunications services pursuant to International Section 214 authorization granted by the Commission in File No. ITC-214-19970820-00500 on October 29, 1997. The Commission granted opticAccess International Section 214 authorization in File No. ITC-214-20140922-00266 on October 10, 2014. Integra and opticAccess are referred to collectively as the “Applicants.”

is attached hereto as Exhibit A.

Applicants seek streamlined processing of this Joint International and Domestic Application pursuant to Sections 63.03 and 63.12 of the Commission's Rules.<sup>4</sup> Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules, because after the proposed transaction, Integra and its affiliates (as defined in Section 3(1) of the Communications Act) ("affiliates"), combined will: (1) hold less than ten percent (10%) of the interstate, interexchange market; (2) will provide competitive services exclusively in areas served by dominant local carriers that are not parties to the transaction; and (3) none of the Applicants or their Affiliates are dominant with respect to any domestic service, and will not become dominant with respect to any domestic service after consummation of the proposed transaction. This Application also qualifies for streamlined treatment under Section 63.12 because: (a) Applicants are not affiliated with a dominant foreign carrier; (b) Integra will not become affiliated with any foreign carrier as a result of the proposed transaction; and (c) none of the other provisions contained in Section 63.12(c) of the Commission's Rules, 47 C.F.R. §63.12, apply.

Applicants seek to complete the proposed transaction on an expedited basis, and therefore request expedited treatment and consideration of this Application, so that Applicants' business plans, which contemplate consummation of the proposed transfer on or about October 1, 2015, can be implemented.

In support of this Application, Applicants submit the following information:

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<sup>4</sup> 47 C.F.R. §§63.03 and 63.12.

## **I. APPLICANTS**

### **(a) opticAccess, LLC (FRN # 0022842124)**

This applicant, opticAccess, LLC (“opticAccess”), is a privately-owned limited-liability company organized under the laws of the state of Nevada. The company is located at 533 Airport Blvd. Suite 400, Burlingame, CA 94010. The company is authorized to provide resold and facilities-based local exchange service, including access service, in the territories of the five Uniform Regulatory Framework companies, and interexchange service throughout the State of California. The company is also authorized as a competitive telecommunications provider for intraexchange service in select local exchanges and interexchange service statewide in Oregon. The company currently operates an expansive network on the west coast, offering metro and regional high-capacity fiber-based connectivity solutions to its customers.

A Section 214 authorization for opticAccess was obtained from the Commission to provide domestic and international facilities-based and resale services.<sup>5</sup> Under Commission rules, opticAccess is considered a non-dominant carrier. X2 Telecom, LLC is majority owned by opticAccess. X2 Telecom, LLC does not itself provide interstate telecommunication services. Neither opticAccess nor X2 Telecom, LLC have an affiliation, within the meaning of Section 63.09(e) of the Commission’s Rules (47 C.F.R. §63.09(e)), with a dominant U.S. or foreign facilities-based carrier.

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<sup>5</sup>

*See Footnote 3, supra.*

**(b) INTEGRA TELECOM HOLDINGS, INC. (FRN #0004257010)**

Integra Telecom Parent, Inc. is a corporation organized under the laws of the state of Delaware. Integra Telecom Holdings, Inc. (“Integra”) is an Oregon corporation that functions as a holding company, which in turn is a direct, wholly-owned subsidiary of Integra Telecom, Inc.<sup>6</sup> Integra’s principal place of business is located at 18110 SE 34<sup>th</sup> St., Building One, Suite 100, Vancouver, WA 98683. Integra has several direct, wholly-owned subsidiaries that offer telecommunications services primarily in 11 states.<sup>7</sup> Integra and its subsidiaries are headquartered at the above address, and provide voice, data, Internet services and business telephone systems to approximately 50,000 customers. As permitted by Section 63.21 of the Commission’s Rules (47 C.F.R. §63.21), Integra’s subsidiaries currently provide resold international switched telecommunications services pursuant to Integra’s international Section 214 authorization.<sup>8</sup>

As part of the proposed transaction, opticAccess will continue as a wholly-owned subsidiary of Integra Telecom Holdings, Inc.

**II. DESCRIPTION OF THE TRANSACTION**

On August 17, 2015, Integra and opticAccess signed an Equity Purchase Agreement (“Agreement”) providing for the purchase of opticAccess by Integra. Pursuant to the terms of the Agreement, Integra will purchase the equity of opticAccess and opticAccess will become a wholly-owned subsidiary of Integra. Thus, following the completion of the transaction, opticAccess will be wholly-owned by Integra Telecom Holdings, Inc., which

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<sup>6</sup> Integra Telecom Holdings, Inc. is a wholly-owned subsidiary of Integra Telecom, Inc., an Oregon corporation. Integra Telecom, Inc. is a wholly-owned subsidiary of Integra Telecom Parent, Inc., a Delaware corporation. A complete list of subsidiaries and current (pre-closing) organization chart of Integra Telecom Parent, Inc., is included as Exhibit C. A post-closing organization chart is included as Exhibit D.

<sup>7</sup> The 11 states are Arizona, California, Colorado, Idaho, Minnesota, Montana, Nevada, North Dakota, Oregon, Utah, and Washington.

<sup>8</sup> See Footnote 3, *supra*.

will continue to be wholly-owned by Integra Telecom, Inc., which will continue to be wholly-owned by Integra Telecom Parent, Inc. Closing of the transaction is contingent upon, among other things, receipt of necessary regulatory approvals from the Commission and other governmental authorities.

Applicants emphasize that the proposed transaction will be entirely transparent to customers of opticAccess. Because of the nature of this merger, the transfer of control will not result in a change of carrier for any opticAccess customers. Immediately after consummating the transaction, opticAccess will continue to provide the identical end user telecommunications and other services to the affected customers and will continue to provide these services at the rates, and pursuant to the terms and conditions of service, these customers currently receive from opticAccess. Any future changes in the rates, terms and conditions of service will be made consistent with applicable law. The transaction will not result in any discontinuance of service for any opticAccess customers. In sum, consummation of the transaction will result in no perceivable changes to opticAccess' customers.

### **III. PUBLIC INTEREST**

The Applicants respectfully submit that the transaction serves the public interest. After consummation of the transaction, opticAccess will continue to operate under its current operating authorities. The transaction involves no change in the entity providing service directly to customers or the end user services, rates, terms and conditions of such services. The transfer of control will be entirely transparent to opticAccess customers and will not have any adverse impact on them. The only immediate change will be in the ultimate ownership of opticAccess.

The Applicants expect that the transaction will enhance competition in the telecommunications market by strengthening Integra's position as an effective and multifaceted facilities-based telecommunications carrier and strengthening Integra's western fiber network footprint. The transaction will allow Integra to combine its financial, technical, sales and market resources and expertise with that of opticAccess, thereby enhancing its ability to provide reliable, differentiated, competitively-priced services to customers. By permitting Integra to strengthen its competitive position, the proposed transaction will make Integra a more financially secure, competitive alternative to the incumbents, and further enable Integra to enter additional markets, thus expanding competitive choices for customers.

As operator of a fiber, facilities-based network, opticAccess focuses on delivering reliable metro and regional high-capacity fiber-based connectivity solutions to its customers. Customers currently served by opticAccess fall squarely within Integra's market niche and therefore make an ideal fit with Integra's long-term expansion goals.

Consummation of the proposed transaction will allow Integra to make its technical, product development, and service resources available to help support and service opticAccess customers. The transaction will extend Integra's capabilities, breadth and reach to additional customers. Integra is committed to exceeding customer expectations and understands that service and support are just as important as having the latest technology at competitive prices. That is why Integra supports its products and services with dedicated and skilled account teams. After consummation of the transaction opticAccess customers can expect the same dedicated attention.

The transfer of control of opticAccess to Integra does not result in any anticompetitive effects. The combined market share, post-closing, in the interstate,

interexchange market in the relevant markets, will not exceed ten percent (10%). In all instances where opticAccess and Integra provide services, the incumbent local exchange carrier (“ILEC”) has a presence, and this transaction will not diminish the ILEC’s dominant market position. Furthermore, other competitive carriers are participants in these markets. Accordingly, the transfer of control of opticAccess to Integra will increase, not degrade, the competitiveness of these markets.

For each of the foregoing reasons, the Applicants respectfully submit that grant of the proposed transaction is in the public interest.

#### **IV. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE RULES**

As required by Section 63.24(e) (2) of the Commission’s Rules, Applicant submits the following information:

**(a) Names, addresses and telephone numbers of Applicants:**

Transferee

Integra Telecom Holdings, Inc., 18110 SE 34th Street  
Building One, Suite 100 Vancouver, WA 98683  
Telephone: (360) 558-6900

Transferor

opticAccess, LLC  
533 Airport Blvd. Suite 400 Burlingame, CA 94010  
Telephone: (650) 401-2230

**(b) The Government, State or Territory under the laws of which each of the Applicants is organized:**

Applicant

State of Organization

Integra Telecom Holdings, Inc.

Oregon

opticAccess, LLC

Nevada

**(c) Correspondence concerning this Application should be addressed to**

Douglas Denney  
Vice President, Costs & Policy  
Integra Telecom Holdings, Inc. 18110 SE 34th St.  
Building One, Suite 100 Vancouver, WA 98683  
Telephone: (360) 558-4318  
E-mail: [dkdenney@integratelecom.com](mailto:dkdenney@integratelecom.com)

Laura Mayhook  
Counsel for opticAccess  
Mayhook Law, PLLC  
34808 NE 14<sup>th</sup> Avenue  
La Center, WA 98629  
Telephone: (360) 263-4340  
[laura@mayhooklaw.com](mailto:laura@mayhooklaw.com)

With a copy to:

Karen Clauson General Counsel  
Integra Telecom Holdings, Inc.  
6160 Golden Hills Dr.  
Golden Valley, MN 55416  
Telephone: (763) 745-8461  
E-mail: [klclauson@integratelecom.com](mailto:klclauson@integratelecom.com)

Brady Adams  
Chief Executive Officer  
opticAccess, LLC  
533 Airport Blvd, Suite 400  
Burlingame, CA 94010  
Telephone (650) 401 2230  
E-mail: [brady.adams@opticaccess.com](mailto:brady.adams@opticaccess.com)

**(d) Statement as to previous Section 214 authorization**

Integra received its international authorization to provide resale telecommunications services on October 29, 1997 in ITC-214-19970820-00500. Integra's subsidiaries provide

Global Facilities-Based/Global Resale Service pursuant to the parent's Section 214 authorization.

International authorization to provide Global or Limited Global Facilities-Based/Global or Limited Global Resale Service was received by opticAccess on October 10, 2014, in File No. ITC-214-20140922-00266.

**(e) Not applicable.**

**(f) Not applicable.**

**(g) Not applicable.**

**(h) The following persons or entities hold a 10% or greater direct ownership interest in the Transferee:**

**Transferee (Integra)**

The following entities hold a 10% or greater direct ownership interest in Integra.

Upon consummation of the transaction, opticAccess will become a wholly-owned subsidiary of Integra Telecom Holdings, Inc., which in turn is the wholly-owned subsidiary of Integra Telecom, Inc., which is the wholly-owned subsidiary of Integra Telecom Parent, Inc. Thus, Integra Telecom Parent, Inc. will be the new ultimate parent corporation and indirectly own 100% of the equity interest in opticAccess. Integra Telecom Parent, Inc. is a Delaware corporation with its principal offices located at 18110 SE 34th St., Building One, Suite 100, Vancouver, WA 98683. Integra Telecom Holdings, Inc. is an Oregon corporation, also located at 18110 SE 34th St., Building One, Suite 100, Vancouver, WA 98683 and functions as a holding company. Integra and its subsidiaries primarily provide

local and/or long distance telecommunications services in the states of Arizona, California, Colorado, Idaho, Minnesota, Montana, Nevada, North Dakota, Oregon, Utah and Washington.

None of Integra Telecom Parent, Inc.'s officers or directors sits on the boards of any foreign telecommunications carriers.

The following entities own a ten percent (10%) or greater direct or indirect interest in Integra Telecom Parent, Inc. Other than as identified below, no other person or entity has either direct or indirect ownership of Integra of ten percent (10%) or greater.

**(1) Searchlight**

Name:	Searchlight Capital Partners GP, LP ("Searchlight")
Address:	27th Floor 745 Fifth Ave New York, NY 10151
Citizenship:	US – Delaware LP
Principal business:	Investments
Percent of ownership:	36.3%

Searchlight, a Delaware limited partnership, is the General Partner to the Searchlight Funds, which include the following funds: Searchlight Capital (FC) AIV, LP ("SCAIV") a Delaware limited partnership; Searchlight Capital, LP ("SC") a Delaware limited partnership; Searchlight Capital PV, LP ("SCPV"), a Delaware limited partnership; and Searchlight/SIP Holdco SPV III (BLZ), LP ("S/SIP SPV III"), a Delaware limited partnership (collectively, "Searchlight Funds").

The individual Searchlight Funds hold the following percentage equity interests in Integra Telecom Parent, Inc.: SCAIV, 7.4%; SC, 9.8%; SCPV, 17.3%; and S/SIP SPV III, 1.9%. In the aggregate, the Searchlight Funds hold 36.3% of the common stock of Integra Telecom Parent, Inc. The address for each of the Searchlight Funds is c/o Searchlight

Capital Partners GP, LP, 745 Fifth Ave, 27thFloor, New York, NY 10151.

No equity holder in any of the Searchlight Funds has or will have a ten percent (10%) or greater ownership interest in Integra on a look-through basis.

Searchlight, through affiliated entities, indirectly owns forty percent (40%) of Liberty Cablevision of Puerto Rico, LLC (“LCPR”). LCPR is a broadband communications provider operating in Puerto Rico. LCPR and Integra do not compete.

Searchlight, through affiliated entities, indirectly holds (i) an unsecured promissory note issued by General Communications Inc. (“GCI”) in the principal amount of \$75 million, (ii) GCI common stock and (iii) GCI stock appreciation rights (“SARs”) which are not exercisable before February 2019. Upon exercise, these SARs entitle Searchlight to value that is payable at GCI’s option in cash or shares of GCI common stock. In addition, the coupon on the promissory note can be paid in cash or in kind at GCI’s option with an in kind payment requiring the issuance of SARs. As of the date of this letter, on a pro-forma fully diluted basis, Searchlight, through affiliated entities, would indirectly own less than 10% of GCI. GCI and Integra do not compete.

None of the Searchlight Funds has interlocking directorates with a foreign carrier.

## **(2) Tennenbaum**

Name:	Tennenbaum Capital Partners, LLC (“Tennenbaum”)
Address:	2951 28 <sup>th</sup> Street, Suite 100
	Santa Monica, CA 90405
Citizenship:	US – Delaware LLC
Principal business:	Investments
Percent of ownership:	21.8%

Tennenbaum is the Investment Manager to the Tennenbaum Funds, which include the following funds: Special Value Continuation Partners, LP (“SVCP”) a Delaware limited partnership with principal business as a business development company; Special Value

Expansion Fund, LLC (“SVEF”) a Delaware limited liability company with principal business as a registered investment company; Special Value Opportunities Fund, LLC (“SVOF”) a Delaware limited liability company with principal business as a registered investment company; and Tennenbaum Opportunities Partners V, LP (“TOPV”) a Delaware limited partnership with principal business as a registered investment company.

The individual Tennenbaum Funds will hold the following percentage equity interests in Integra Telecom Parent, Inc.: SVCP, 1.3%; SVEF, 4.8%; SVOF, 5.7%; and TOPV, 10.1%. In the aggregate, the Tennenbaum Funds will hold 21.8% of the common stock of Integra Telecom Parent, Inc.

Tennenbaum Opportunities Fund V, LLC (“TOF V”), a Delaware limited liability company, owns 100% of the limited partnership interests in TOPV which owns 10.1% of Integra. No single owner of TOF V is large enough to have more than ten percent (10%) or greater ownership in Integra.

The address for each of the Tennenbaum Funds is 2951 28th Street, Suite 1000, Santa Monica, CA, 90405.

No other equity holders in any of the Tennenbaum Funds will have in aggregate a ten percent (10%) or greater ownership interest in Integra.

Tennenbaum does not have a ten percent (10%) or greater stake in any other telecom entity.

None of the Tennenbaum Funds has interlocking directorates with a foreign carrier.

### **(3) Farallon**

Name:	Farallon Capital Management, LLC (“Farallon”)
Address:	One Maritime Plaza, Suite 2100
Citizenship:	San Francisco, CA 94111
Principal business:	US – Delaware LLC
Percent of ownership:	Investments
	17.7%

Farallon is the investment manager to the Farallon Funds, which include the following funds: Farallon Capital AA Investors, LP (“FCAAI”), a Delaware limited partnership; Farallon Capital AM Investors LP (“FCAMI”), a Delaware limited partnership; Farallon Capital Institutional Partners, LP (“FCIP”), a California limited partnership; Farallon Capital Institutional Partners II, LP (“FCIP II”), a California limited partnership; Farallon Capital Institutional Partners III, LP (“FCIP III”), a Delaware limited partnership; Farallon Capital Offshore Investors II, LP (“FCOI II”), a Cayman, B.W.I. exempted limited partnership; Farallon Capital Partners, LP (“FCP”), a California limited partnership; and Noonday Offshore, Inc. (“Noonday”), a Cayman Islands corporation.

The individual Farallon Funds will hold the following percentage equity interests in Integra Telecom Parent, Inc.: FCAAI, 0.8%; FCAMI, 0.3%; FCIP, 4.7%; FCIP II, 0.4%; FCIP III, 0.3%; FCOI II, 7.3%; FCP, 3.7%; and Noonday, 0.2%. In the aggregate, the Farallon Funds will hold 17.7% of the common stock of Integra Telecom Parent, Inc.

Farallon AA GP, LLC, a Delaware limited liability company, is the sole general partner for FCAAI. Farallon Partners, LLC., a Delaware limited liability company, is the sole general partner for FCAMI, FCIP, FCIP II, FCIP III, FCOI II, and FCP.

The address for each of the Farallon Funds is One Maritime Plaza, Suite 2100, San Francisco, CA 94111.

No equity holders in any of the Farallon Funds will have a ten percent (10%) or greater ownership interest in Integra.

Farallon, through affiliated entities, indirectly owns fifteen percent (15%) of TX Communications, LLC d/b/a Affiniti. Affiniti provides wireless and broadband communications network services in primarily rural areas nationwide. Farallon’s stake in

Affiniti is completely passive and Farallon has no role in the management of Affiniti.

Affiniti and Integra rarely compete.

None of the Farallon Funds has interlocking directorates with a foreign carrier.

**(i) Certification that Integra is not a foreign carrier and is not affiliated with a foreign carrier.**

As evidenced by the signatures to this Application, Integra certifies that following consummation of the proposed transaction, Integra will not be a foreign carrier and will not be affiliated with any foreign carriers. As evidenced by the signatures to this Application, opticAccess certifies that following consummation of the proposed transaction, opticAccess will not be a foreign carrier and will not be affiliated with any foreign carriers.

**(j) Certification that Integra does not intend to provide international telecommunications services to a destination country for which any of Sections 63.18(j)(1)-(4) of the Commission's Rules, 47 C.F.R. §63.18(j)(1)-(4) is true.**

As evidenced by the signatures to this Application Integra certifies that it does not intend to provide international telecommunications services to a destination country for which any of Sections 63.18(j)(1)-(4) of the Commission's Rules, 47 C.F.R. §63.18(j)(1)-(4) is true.

**(k) Not applicable (see response to item (j)).**

**(l) Not applicable (see response to item (j)).**

**(m) Not applicable.**

Integra qualifies for a presumption of non-dominance under Section 63.10(a)(1) as

it is not a foreign carrier, nor is it affiliated with a foreign carrier. Following the transaction, Integra and opticAccess will continue to be presumptively classified as non-dominant carriers.

- (n) Certification that Integra has 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 will not enter into such agreements in the future.**

As evidenced by the signatures to this Application, Integra certifies that it has 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 will not enter into such agreements in the future.

- (o) Certifications by Parties that no party to this Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. §853(a).**

As evidenced by the signatures to this Application, Applicants certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules (implementing the Anti-Drug Abuse Act of 1988, 21 U.S.C. §3301), that they are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Act of 1988.

**(p) Streamlined Processing.**

Applicants request streamlined processing of this application pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. §63.12. This Application is eligible for streamlined processing pursuant to Section 63.12 of the Commission's Rules because: (1) Integra, the transferee, is not affiliated with a foreign carrier; (2) Integra is not affiliated with a dominant U.S. carrier; and (3) Integra does not seek 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, and none of the other

scenarios outlined in Section 63.12(c) of the Commission's Rules apply (See 47 C.F.R. §§63.12(a)-(c)).

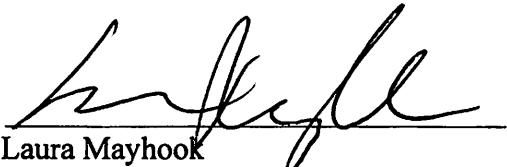
V. **CONCLUSION**

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application.

Respectfully submitted,



By: \_\_\_\_\_  
Douglas Denney  
Vice President, Costs & Policy Integra  
Telecom Holdings, Inc. 18110 SE 34th St.  
Building One, Suite 100  
Vancouver, WA 98683



By: \_\_\_\_\_  
Laura Mayhook  
Counsel for opticAccess  
Mayhook Law, PLLC  
34808 NE 14<sup>th</sup> Avenue  
La Center, WA 98629

## **EXHIBIT A**

### **DOMESTIC SUPPLEMENT TO JOINT INTERNATIONAL AND DOMESTIC APPLICATION FOR CONSENT TO TRANSFER CONTROL**

I. Pursuant to 47 C.F.R. §63.04(b), the following information required by 47 C.F.R. 63.04(a)(6)-(a)(12) is supplied in connection with the attached Joint International and Domestic Application for Consent to Transfer Control.

#### **(6) Description of the transaction**

On August 17, 2015, Integra and opticAccess signed an Equity Purchase Agreement (“Agreement”) providing for the purchase of opticAccess by Integra. Pursuant to the terms of the Agreement Integra will purchase the equity of opticAccess and opticAccess will become a wholly-owned subsidiary of Integra. Thus, following the completion of the transaction, opticAccess will be wholly-owned by Integra Telecom Holdings, Inc., which will continue to be wholly-owned by Integra Telecom, Inc., which will continue to be wholly-owned by Integra Telecom Parent, Inc. Closing of the transaction is contingent upon, among other things, receipt of necessary regulatory approvals from the Federal Communications Commission (“Commission”) and other governmental authorities.

Applicants emphasize that the proposed transaction will be entirely transparent to customers of opticAccess. Because of the nature of this merger, the transfer of control will not result in a change of carrier for any opticAccess customers. Immediately after consummating the transaction, opticAccess will continue to provide the identical end user telecommunications and other services to the affected customers and will continue to

provide these services at the rates and pursuant to the terms and conditions of service these customers currently receive from opticAccess. Any future changes in the rates, terms and conditions of service will be made consistent with applicable law. The transaction is not expected to result in any discontinuance of service for opticAccess customers. In sum, consummation of the transaction will result in no perceivable changes to opticAccess' customers.

**(7) A description of the geographic areas in which the transferor and transferees offer domestic telecommunications services, and what services are provided in each area**

Integra and its subsidiaries primarily provide local and/or long distance voice, data, and internet services, and business telephone systems, in Arizona, California, Colorado, Idaho, Minnesota, Montana, Nevada, North Dakota, Oregon, Utah and Washington. The opticAccess west coast network allows it to offer metro and regional high-capacity fiber-based connectivity solutions to its customers.

**(8) A statement as to how the Application fits into one or more of the presumptive streamlined categories in Section 63.03 or why it is otherwise appropriate for streamlined treatment**

Integra, as transferee, will have less than a ten percent (10%) market share in the interstate, interexchange market as a result of the Transaction and will provide services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to this Transaction. Further, neither Integra nor opticAccess is dominant with respect to any service. Therefore, this Application is appropriate for streamlined treatment pursuant to 47 C.F.R. §63.03(b) (2).

**(9) Identification of all other Commission applications related to the same transaction**

The attached Application for consent to the transfer of control related to the provision of international telecommunications services is being submitted herewith.

**(10) A statement of whether the Applicants are requesting special consideration because either party to the transaction is facing imminent business failure**

Applicants do not seek special consideration in this Application.

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

Applicants do not seek any waivers in conjunction with the transactions discussed in this Application.

**(12) A 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**

The Applicants respectfully submit that the Transaction serves the public interest. Immediately after consummation of the Transaction, opticAccess will continue to operate under its current operating authorities. The Transaction involves no change in the entity providing service to customers or the end user services, rates, terms and conditions of such services. The transfer of control will be entirely transparent to customers and will not have any adverse impact on them. The only change will be in the ultimate ownership of opticAccess.

The Applicants expect that the transaction will enhance competition in the telecommunications market by strengthening Integra's position as an effective and multifaceted facilities-based telecommunications carrier and giving it a greater fiber presence in existing markets. The transaction will allow Integra to combine its financial, technical, sales and market resources and expertise with that of opticAccess, thereby enhancing its ability to provide reliable, competitively-priced services to customers. By permitting Integra to strengthen its competitive position, the proposed transaction will make Integra a more financially-secure, competitive alternative to the incumbents and promote Integra's ability to enter additional markets, thus expanding competitive choices for customers.

As operator of a fiber, facilities-based network, opticAccess focuses on delivering reliable metro and regional high-capacity fiber-based connectivity solutions to its customers. Customers currently served by opticAccess fall squarely within Integra's market niche and therefore make an ideal fit with Integra's long-term expansion goals.

Consummation of the proposed transaction will allow Integra to make its technical, product development, and service resources available to help support and service opticAccess customers. Integra is committed to exceeding customer expectations and understands that service and support are just as important as having the latest technology at competitive prices. That is why Integra supports its products and services with dedicated and skilled account teams. OpticAccess customers can expect the same dedicated attention if the proposed transaction is consummated.

The transfer of control of opticAccess to Integra does not result in any anticompetitive effects. The combined market share, post-closing, in the interstate, interexchange market in the relevant markets, will not exceed ten percent (10%). In all

instances where opticAccess and Integra provide services, the incumbent local exchange carrier (“ILEC”) has a presence, and this transaction will not diminish the ILEC’s dominant market position. Furthermore, other competitive carriers are participants in these markets. Accordingly, the transfer of control of opticAccess to Integra will increase, not degrade, the competitiveness of these markets.

For each of the foregoing reasons, the Applicants respectfully submit that grant of the proposed transaction is in the public interest.

**EXHIBITB**

**DECLARATION OF JESSE SELNICK**

I, Jesse Selnick, Chief Financial Officer for Integra Telecom Parent, Inc., do hereby declare under penalty of perjury that I have read the foregoing "APPLICATION FOR CONSENT FOR TRANSFER OF CONTROL," and the information contained therein is true and accurate to the best of my knowledge, information, and belief.

August 18, 2015  
Date



Jesse Selnick

## **DECLARATION OF BRADY ADAMS**

I, Brady Adams, Chief Executive Officer for opticAccess, LLC, do hereby declare under penalty of perjury that I have read the foregoing "APPLICATION FOR CONSENT FOR TRANSFER OF CONTROL," and the information contained therein is true and accurate to the best of my knowledge, information, and belief.

August 18, 2015  
Date



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Brady Adams

Exhibit C  
Pre-Closing Org Chart

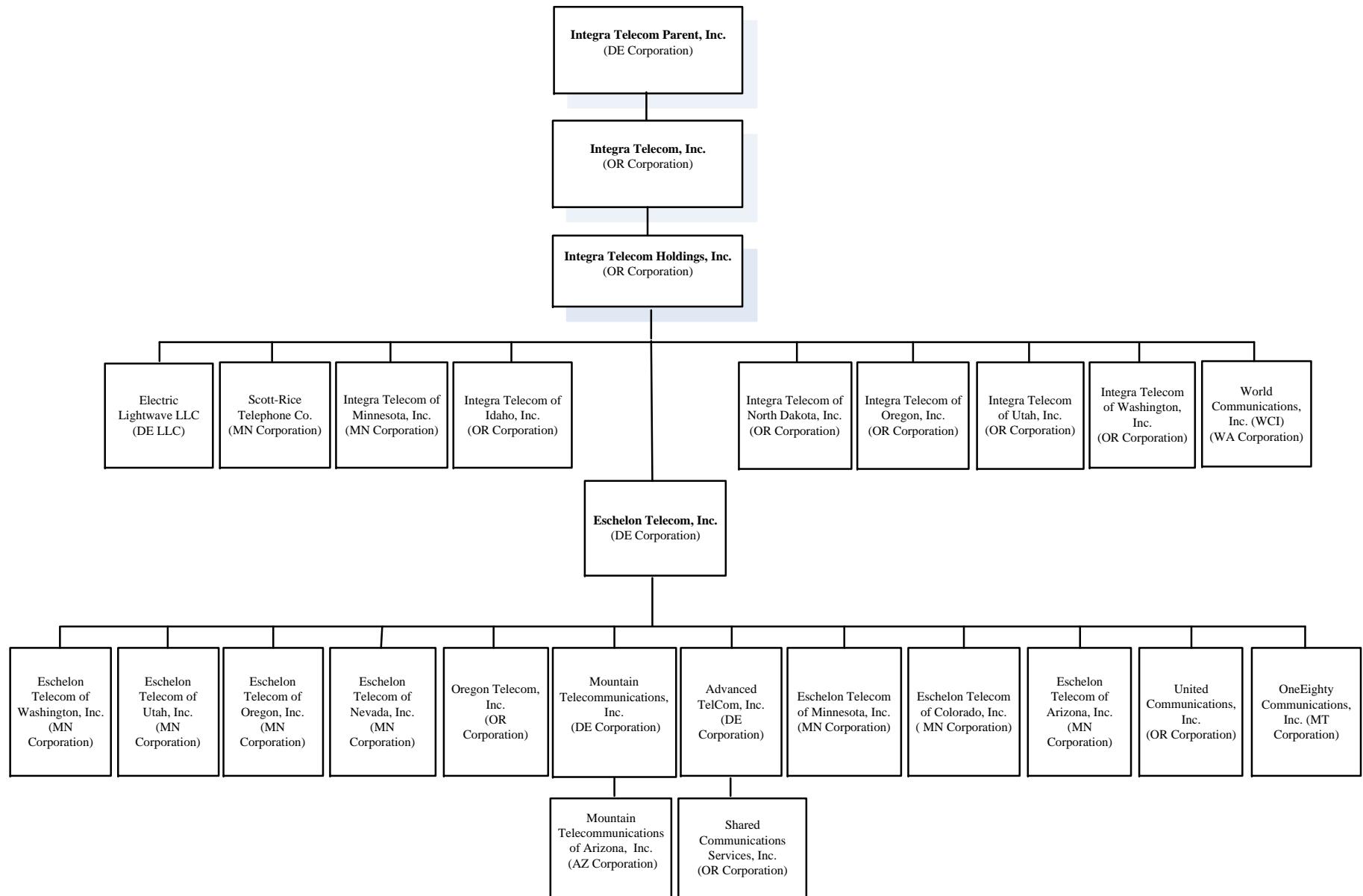


Exhibit D  
Post-Closing Org Chart

