

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

In the Matter of the Joint Application of)	
)	
Tech Valley Holdings, LLC , Transferor,)	
TVC Albany, Inc. , Licensee,)	WC Docket No. 16-_____
segTEL, Inc. , Licensee,)	
)	IB File No. ITC-T/C-2016_____
and)	
)	
OHCP Northeastern Fiber Buyer, Inc. ,)	
Transferee,)	
)	
For Grant of Authority Pursuant to)	
Section 214 of the Communications Act of 1934,)	
as amended, and Sections 63.04 and 63.24 of the)	
Commission’s Rules to Complete a Transfer of)	
Ownership and Control of Licensees to)	
OHCP Northeastern Fiber Buyer, Inc.)	
)	

JOINT APPLICATION

Tech Valley Holdings, LLC (“Transferor”), TVC Albany, Inc. (“TVC”), segTEL, Inc. (“segTEL” and together with TVC, “Licensees” or “FirstLight”), and OHCP Northeastern Fiber Buyer, Inc. (“Transferee”) (collectively, “Applicants”), pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.04 & 63.24, request Commission approval for the transfer of ownership and control of Licensees from Transferor to Transferee.

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

II. DESCRIPTION OF THE APPLICANTS

A. Tech Valley Holdings, LLC

Transferor is a holding company that was formed in 2010 for the purpose of acquiring TVC. Transferor does not have any operations of its own. Transferor is owned by funds affiliated with Riverside Partners, a private equity firm. The specific entities that hold a 10 percent or greater direct or indirect interest in Transferor are provided in Exhibit A.

B. TVC Albany, Inc. and segTEL, Inc.

TVC and its indirect subsidiary, segTEL, operate using the trade name “FirstLight Fiber.” FirstLight provides telecommunications services in Maine, Massachusetts, New Hampshire, New York, and Vermont. FirstLight offers a robust suite of advanced telecommunications products featuring a comprehensive portfolio of high bandwidth connectivity solutions including Ethernet, wavelengths and dark fiber as well as dedicated Internet access solutions, data center services, and voice services such as SIP trunks, virtual PBX, and traditional TDM solutions. FirstLight’s customers include national cellular providers and wireline carriers and enterprise customers, spanning high tech manufacturing and research, hospitals and healthcare, banking and financial, secondary education, colleges and universities, and local and state governments. FirstLight provides service over a combination of owned and leased facilities of other carriers that together comprise a state of the art fiber optic communications network of more than 260,000 fiber miles.

C. OHCP Northeastern Fiber Buyer, Inc.

Transferee is a corporation formed under the laws of Delaware. Transferee was formed for the purpose of acquiring TVC, and, post-closing, will be predominantly owned, and controlled, by various private equity funds formed in the Cayman Islands for investment purposes, specifically Oak Hill Capital Partners IV (Management), L.P., Oak Hill Capital Partners IV (Onshore), L.P., Oak Hill Capital Partners IV (Onshore Tax Exempt), L.P., Oak Hill Capital

Partners IV (Offshore) IV, L.P., and Oak Hill Capital Partners IV (Offshore 892), L.P. (collectively, the “Oak Hill IV Funds”).¹ These funds are all ultimately controlled by OHCP MGP IV, Ltd. (“MGP IV”), the voting members of which are all U.S. citizens. None of the Oak Hill IV Funds or MGP IV owns or operates any other FCC-regulated providers of telecommunications services. The equity in the Oak Hill IV Funds is held by numerous, primarily U.S.-based investors, including individuals, trusts, institutions and business entities.²

III. DESCRIPTION OF THE TRANSACTION

Pursuant to the Securities Purchase Agreement by and among Transferor, TVC and, Transferee, dated as of March 18, 2016 (the “Agreement”), Transferee will purchase 100% of the outstanding securities of TVC from Transferor (the “Transaction”). However, before closing of the Transaction, Transferee will assign its rights under the Agreement to a yet-to-be-formed entity (“Oak Hill Buyer”). Upon completion of the Transaction, therefore, TVC will be a wholly owned subsidiary of Oak Hill Buyer (direct) and Transferee (indirect) and segTEL will be an indirect, wholly owned subsidiary of Oak Hill Buyer and Transferee.

¹ As disclosed further herein, the Oak Hill IV Funds will collectively hold over 90% of the Transferee. It is expected that less than 10% of Transferee will be held by other entities and individuals, including members of TVC management and other existing interest-holders. In addition, it is expected that the Oak Hill IV Funds will implement a new incentive equity plan for management in connection with or following the consummation of the Transaction.

² As disclosed further below, a separate group of funds under the Oak Hill umbrella owns interests in and successfully manages investments in other telecommunications service providers. For example, in November 2012, the FCC approved the transfer of control of Astound Broadband, LLC (“Astound”), a holder of domestic and international Section 214 authorizations, from WaveDivision Holdings, LLC to OH WDH Holdco, LLC, a company 100% owned and controlled by various funds ultimately controlled by OHCP MGP III, Ltd. *See* Public Notice, DA 12-1834, November 14, 2012 (Domestic Section 214); Public Notice, DA No. 12-1842 (International Section 214); *see also* FCC File No. ITC-T/C-20120619-00173. Astound (now d/b/a Wave) offers a variety of telecommunications services, including local exchange, long distance, and wholesale telecommunications services to residential and business customers in California, Oregon, and Washington.

(c) **(Answer to Question 10)** Correspondence concerning this Application should be

sent to:

For Transferor and Licensees:

Catherine Wang
Brett P. Ferenchak
Morgan, Lewis & Bockius LLP
2020 K Street, N.W., Suite 1100
Washington, DC 20006-1806
202-373-6000 (tel)
202-373-6001 (fax)
catherine.wang@morganlewis.com
brett.ferenchak@morganlewis.com

For Transferee:

Patrick S. Campbell
Paul, Weiss, Rifkind, Wharton &
Garrison LLP
2001 K Street, NW
Washington, DC 20006-1047
202-223-7323 (tel)
202-204-7371 (fax)
pcampbell@paulweiss.com

With a copy for Transferor to:

Steven F. Kaplan
Christopher P. Ryan
Riverside Partners
699 Boylston Street, 14th Floor
Boston, MA 02116
skaplan@riversidepartners.com
cryan@riversidepartners.com

With a copy for Transferee to:

John Monsky
Oak Hill Capital
201 Main Street, Suite 1018
Fort Worth, TX 76102
817-390-8503
JMonksy@oakhillcapital.com

With a copy for Licensees to:

Kurt Van Wagenen
Jill Sandford
FirstLight Fiber
41 State Street 10th Floor
Albany, NY 12207
kvanwagenen@firstlight.net
jsandford@firstlight.net

(d) Section 214 Authorizations

Transferor: Transferor does not hold international or domestic Section 214 authority.

Licensees: TVC holds international Section 214 authority for (1) global resale service granted in File No. ITC-214-19990825-00538 and (2) global facilities-based and resale service granted in File No. ITC-214-20010209-00086.³

³ The international Section 214 authorizations granted (1) in File No. ITC-214-19990825-00538 was originally granted to Tech Valley Communications, Inc. and (2) in File No. ITC-214-20010209-00086 was originally granted to Mid-Hudson Communications, Inc. In 2002, these authorizations were transferred to TVC Albany, Inc. in File Nos. ITC-T/C-20020307-00149 and ITC-T/C-20020307-00158, respectively.

TVC also is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

segTEL is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

Transferee: Transferee does not hold international or domestic Section 214 authority.

(h) (*Answer to Questions 11 & 12*) The following entities will hold, directly or indirectly, a ten percent (10%) or greater interest⁴ in Licensees upon completion of the Transaction, as calculated pursuant to the Commission’s ownership attribution rules for wireline and international telecommunications carriers:

Post-Transaction Ownership of Licensees:

The following entity currently holds and, upon completion of the Transaction, will continue to hold a ten percent (10%) or greater direct interest in **segTEL**:

Name:	segNET TECHNOLOGIES, INC. (“segNET”)
Address:	41 State Street, 10th Floor Albany, NY 12207
Citizenship:	U.S. (Delaware)
Principal Business:	Holding Company
Interest Held:	100% (directly in segTEL)

The following entity currently holds and, upon completion of the Transaction, will continue to hold a ten percent (10%) or greater direct interest in **segNET**:

Name:	TVC Albany, Inc.
Address:	41 State Street, 10th Floor Albany, NY 12207
Citizenship:	U.S. (Delaware)
Principal Business:	Telecommunications
Interest Held:	100% (directly in segNET)

⁴ Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

As stated above, before closing of the Transaction the Transferee will assign its rights under the Agreement to a yet-to-be-formed entity, Oak Hill Buyer, which Transferee will wholly own and control.⁵ Oak Hill Buyer will be a Delaware LLC or corporation. Upon completion of the Transaction, therefore, the following entity will hold a ten percent (10%) or greater direct interest in **TVC**:

Name: Oak Hill Buyer (Name To Be Determined)
Address: 201 Main Street, Suite 1018
Fort Worth, TX 76102
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
Interest Held: 100% (directly in TVC)

Upon completion of the Transaction, the following entity will hold a ten percent (10%) or greater direct interest in **Oak Hill Buyer**:

Name: OHCP Northeastern Fiber Buyer, Inc.
Address: 201 Main Street, Suite 1018
Fort Worth, TX 76102
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
Interest Held: 100% (directly in Oak Hill Buyer, indirectly in TVC)

Post-Transaction Ownership of Transferee:

Upon completion of the Transaction, the Oak Hill IV Funds collectively, and Oak Hill Capital Partners IV (Onshore), L.P. individually, will own or control a ten percent (10%) or greater direct interest in **Transferee**.⁶

Name: Oak Hill Capital Partners IV (Onshore), L.P.
("Onshore Fund")
Address: 201 Main Street, Suite 1018
Fort Worth, TX 76102
Citizenship: Cayman Islands
Principal Business: Investment Activities
Interest Held: 55.64% (directly in Transferee, indirectly in TVC)

⁵ See Section III.

⁶ The final structure is not fully established, and there may be one or more additional intervening wholly owned holding companies inserted above Transferee in Exhibit B prior to closing. Any such holding company, however, would not impact the ultimate ownership or control. Transferee and Licensees request that the Commission authorize the addition of one or more intervening wholly owned holding company(ies) prior to, or concurrently with, closing as part of this Application. Transferee and Licensees will notify the Commission of the final ownership structure immediately following closing in the event any such additional holding companies are inserted.

Name: Oak Hill Capital Partners IV (Management), L.P.
("Management Fund")
Address: 201 Main Street, Suite 1018
Fort Worth, TX 76102
Citizenship: Cayman Islands
Principal Business: Investment Activities
Interest Held: 9.47% (directly in Transferee, indirectly in TVC)

Name: Oak Hill Capital Partners IV (Onshore Tax Exempt), L.P.
("Tax Exempt Fund")
Address: 201 Main Street, Suite 1018
Fort Worth, TX 76102
Citizenship: Cayman Islands
Principal Business: Investment Activities
Interest Held: 0.97% (directly in Transferee, indirectly in TVC)

Name: Oak Hill Capital Partners IV (Offshore), L.P.
("Offshore Fund")
Address: 201 Main Street, Suite 1018
Fort Worth, TX 76102
Citizenship: Cayman Islands
Principal Business: Investment Activities
Interest Held: 19.19% (directly in Transferee, indirectly in TVC)

Name: Oak Hill Capital Partners IV (Offshore 892), L.P.
("892 Fund")
Address: 201 Main Street, Suite 1018
Fort Worth, TX 76102
Citizenship: Cayman Islands
Principal Business: Investment Activities
Interest Held: 4.83% (directly in Transferee, indirectly in TVC)

It is currently expected that the remaining 9.90% equity interest in Transferee will be held by other entities and individuals, including members of TVC management and other existing interest-holders. None of these entities or individuals will have a 10% or greater interest in the Transferee.⁷

The equity in the Oak Hill IV Funds is held through limited partnership interests held by numerous, primarily U.S.-based investors, including individuals, trusts, institutions and

⁷ Because the Oak Hill IV Funds described above have not closed and additional investors could still participate, and the equity interests of other investors have not been finalized, the respective ownership percentages in Transferee disclosed above may change. The Oak Hill IV Funds are, however, under common management and control. If any new investment or change in the ownership percentages causes an entity or individual not already disclosed herein to obtain a 10% or greater interest in Transferee, Applicants will update the information in this Application.

business entities. Based on current investment percentages, the following limited partners of the Oak Hill IV Funds will own or control a ten percent (10%) or greater direct or indirect interest in Transferee through their investments in one or more of these funds:

Name: FW Oak Hill Limited IV, L.P. (“FW Limited IV”)
Address: 201 Main Street, Suite 3100
Fort Worth, TX 76102
Citizenship: U.S. (Delaware)
Interest Held: 19.14% (indirectly, through limited partnership investment in the Onshore Fund)

The sole general partner of FW Limited IV is FW Oak Hill Limited Genpar IV, LLC, a Delaware limited liability company. The sole member of FW Oak Hill Limited Genpar IV, LLC is FW GP Holdco, LLC, a Delaware limited liability company. The sole member of FW GP Holdco, LLC is Jay H. Hebert, a U.S. citizen. The address for each of these entities and Mr. Hebert is 201 Main Street, Suite 3100, Fort Worth, TX 76102.

Name: RMB Holdings, LLC (“RMB Holdings”)
Address: 201 Main Street, Suite 3100
Fort Worth, TX 76102
Citizenship: U.S. (Delaware)
Interest Held: 12.20% (indirectly, through direct limited partnership investment in FW Limited IV)

RMB Holdings is controlled by Robert M. Bass and Anne T. Bass, U.S. citizens, as co-Trustees of the Live Oak Trust, a Texas trust that directly wholly owns RMB Holdings.

Control of the Oak Hill IV Funds is vested in the following entities and individuals.

Name: OHCP GenPar IV, L.P. (“GenPar IV”)
Address: 201 Main Street, Suite 1018
Fort Worth, TX 76102
Citizenship: Cayman Islands
Principal Business: Investment Activities
Interest Held: As sole general partner of each of the Oak Hill IV Funds, GenPar IV indirectly controls Transferee. Gen Par IV has less than 1% indirect equity interest in Transferee.

Name: OHCP MGP IV, Ltd. (“MGP IV”)
Address: 201 Main Street, Suite 1018
Fort Worth, TX 76102
Citizenship: Cayman Islands
Principal Business: Investment Activities
Interest Held: As sole general partner of GenPar IV, MGP IV indirectly controls Transferee. MGP IV has less than 1% indirect equity interest in Transferee.

The shares in MGP IV are distributed equally (100 shares each) among thirteen individuals (collectively referred to herein as the “Investment Committee”), each of whom is a U.S. citizen: J. Taylor Crandall, Steven B. Gruber, Tyler J. Wolfram, Scott A. Baker, Brian N. Cherry, Benjamin Diesbach, Stratton R. Heath, III, Scott B. Kauffman, Kevin M. Mailender, John R. Monsky, William J. Pade, Steven G. Puccinelli, and David S. Scott. None of these individuals has a 10% or greater equity interest in Transferee.

To the Transferee’s knowledge, no other person or entity, directly or indirectly, owns or controls a ten percent (10%) or greater interest in Licensees through Transferee.

Transferee does not have any interlocking directorates with a foreign carrier.

(i) **(Answer to Question 14)** Transferee certifies that it is not a foreign carrier and is not currently affiliated, within the meaning of Section 63.09(e) of the Commission’s rules, 47 C.F.R. § 63.09(e), with any foreign carrier.

Out of an abundance of caution, TVC states that it provides, on a private carriage basis, certain telecommunications services between Canada and the U.S. that do not require a Basic International Telecommunications Services license or other authorization from the Canadian Radio and Telecommunications Commission (“CRTC”). Since TVC does not have an authorization from the CRTC and provides services in Canada only on a private carriage basis, it is not “*authorized* within a foreign country to engage in the provision of international telecommunications services *offered to the public*” in Canada and, therefore, is not a “foreign carrier” under the Commission’s Rules. *See* 47 C.F.R. § 63.09(d) (emphasis added). Upon completion of the Transaction, therefore, Transferee will not be affiliated, within the meaning of Section 63.09(e) of the Commission’s rules, 47 C.F.R. § 63.09(e), with a foreign carrier.

(j) **(Answer to Question 15)** Subject to the qualifications in paragraph (i), above, Transferee certifies that, through its acquisition of control of Licensees, Transferee does not seek to provide international telecommunications services to any destination country where:

(1) An Applicant is a foreign carrier in that country; or

- (2) An Applicant controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing or international basic telecommunications services in the United States.

(k) Subject to the qualifications in paragraph (i), above, this question is not applicable. Out of an abundance of caution, Transferee certifies that Canada is a Member of the World Trade Organization (“WTO”) and that TVC is not on the Commission’s List of Foreign Telecommunications Carriers that are Presumed to Possess Market Power in Foreign Telecommunications Markets, released on January 26, 2007.

(m) Transferee qualifies for a presumption of non-dominance under Section 63.10(a)(1) and (3) of the Commission’s rules, 47 C.F.R. § 63.10(a)(1) & (3), for the reasons stated in paragraphs (i)-(k), above.

(n) Transferee and Licensees certify that they 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 will not enter into such agreements in the future.

(o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

(p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission’s rules, 47 C.F.R. § 63.12(a)-(b). Transferee qualifies for streamlined treatment under Section 63.12(c) because Transferee is not a

foreign carrier itself and otherwise qualifies for a presumption of non-dominance under Section 63.10(a)(1) or (3) for the reasons detailed in response to paragraphs (i) through (m) above.

V. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority to transfer control of Licensees to Transferee in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

(a)(6) A description of the proposed Transaction is set forth in **Section III** above.

(a)(7) (i) FirstLight provides telecommunications services in Maine, Massachusetts, New Hampshire, New York, and Vermont. TVC and/or segTEL are authorized to provide intrastate telecommunications services in each of those states.

(ii) Transferee does not itself provide telecommunications. Transferee is currently affiliated (as defined in the Act), through funds under the Oak Hill umbrella ultimately controlled by OHCP MGP III, Ltd., with the following domestic telecommunications services providers:

1. Astound (d/b/a/ Wave), a provider of domestic telecommunications services, including local exchange, long distance, and wholesale telecommunications services, to residential and business customers in California, Oregon, and Washington. *See n. 2 supra.*
2. Metronet Holdings, LLC, a fiber company providing services in Indiana and Illinois.
3. Intermedia.net, Inc., a hosted exchange and PBX company providing services nearly nationwide, including, in terms of the states served by Firstlight, New York, Massachusetts, and Maine.

To Transferee's knowledge, Transferee is not affiliated with any other telecommunications carriers.

(a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the Transaction, (i) Transferee (and its Affiliates, as defined in the Act) will have a market share in the interstate, interexchange market of less than ten percent (10%), (ii) Transferee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the Transaction and (iii) none of the Applicants (or their Affiliates) are dominant with respect to any service.

(a)(9) TVC holds a wireless license (Call Sign WQLH897) that requires prior approval for the Transaction. A separate application for transfer of control of that license is being submitted simultaneously with this Application.

(a)(10) No party is requesting special consideration because it is facing imminent business failure.

(a)(11) Not applicable.

(a)(12) Applicants submit that the Transaction is in the public interest. Licensees will continue to be managed and operated by the same officers and personnel, but will be supplemented by management of Transferee. Further, Licensees will continue to have access to financial resources through their new relationship with Transferee, enabling them to meet the needs of their customers and thus compete in the telecommunications marketplace. At the same time, the Transaction will have no adverse impact on the customers of Licensees. Immediately following the Transaction, Licensees will continue to provide high-quality services at the same rates and on the same terms and conditions as are currently in effect. The only change immediately following

closing of the Transaction from a customer's perspective will be that that Licensees' ownership will change, with Transferee being their ultimate parent.

Moreover, the Applications raise no significant foreign ownership or control issues that would be of interest to the U.S. government with respect to U.S. national security. The Transferee is ultimately controlled entirely by U.S. citizens. Although the Oak Hill IV Funds (and their general partners) are domiciled in the Cayman Islands, they remain part of the Oak Hill U.S.-based private equity funds whose investments are managed entirely by the Oak Hill Investment Committee made up entirely of U.S. citizens and whose investors are primarily U.S. entities or individuals. These investment funds are thus "foreign" solely due to their jurisdiction of formation; they were formed in the Cayman Islands because it is a jurisdiction with which private fund investors are familiar and offers courts and legal advisors with expertise in this area. Furthermore, these Cayman Islands entities do not assert any influence, management or control over the Transferee, independent of oversight and control by the Investment Committee, but are merely intermediary vehicles through which various passive and institutional investors have made their financial investments. Other than these Cayman Islands entities, there are no foreign owners with a 5% or greater direct or indirect ownership interest in the Fund or the Transferee.

In sum, other than through the Investment Committee, none of the Cayman Islands investment funds (and their general partner) or any other foreign entity or government will have any independent management role whatsoever in the Transferee. Accordingly, the Applications should be approved expeditiously without a significant or lengthy review or concern with respect to U.S. national security issues.

VI. 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 for the transfer of ownership and control of Licensees to Transferee.

Respectfully submitted,

/s/ Patrick S. Campbell

Patrick S. Campbell
**Paul, Weiss, Rifkind, Wharton &
Garrison LLP**
2001 K Street, NW
Washington, DC 20006-1047
202-223-7323 (tel)
202-204-7371 (fax)
pcampbell@paulweiss.com

Counsel for Transferee

/s/ Brett P. Ferenchak

Catherine Wang
Brett P. Ferenchak
MORGAN, LEWIS & BOCKIUS LLP
2020 K Street, N.W.
Washington, DC 20006
202-373-6000 (Tel)
202-373-6001 (Fax)
catherine.wang@morganlewis.com
brett.ferenchak@morganlewis.com

Counsel for Transferor and Licensees

Dated: March 29, 2016

EXHIBIT A

Current Ten Percent Ownership of Transferor

The following entities currently hold, directly or indirectly, a ten percent (10%) or greater interest in Transferor,⁸ as calculated pursuant to the Commission's ownership attribution rules for wireline and international telecommunications carriers:

Name: Riverside Fund IV, L.P. ("Riverside")
Address: c/o Riverside Partners, LLC
699 Boylston Street, 14th Floor
Boston, MA 02116
Citizenship: U.S. (Delaware)
Attributable Interest: 58.5%
Principal Business: Investments

Name: Riverside Fund IV Offshore, L.P.
Address: c/o Riverside Partners, LLC
699 Boylston Street, 14th Floor
Boston, MA 02116
Citizenship: U.S. (Delaware)
Attributable Interest: 19.7%
Principal Business: Investments

The general partner of Riverside and Riverside Fund IV Offshore, L.P. is Riverside Partners IV, L.P., whose ownership information is provided below.

To Transferor's knowledge, no U.S. or foreign person or entity owns or controls a 10% or greater attributable indirect ownership interest in TVC through Riverside Fund IV Offshore, L.P.

The following entities currently hold a 10 percent or greater attributable indirect ownership interest in TVC through **Riverside Fund IV, L.P.:**

(1) Name: Riverside Partners IV, L.P.
Address: c/o Riverside Partners, LLC
699 Boylston Street, 14th Floor
Boston, MA 02116
Citizenship: U.S. (Delaware)
Interest Held: General Partner
Principal Business: Investment

⁸ Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

- (2) Name: Yale University
 Address: 55 Whitney Avenue, 5th Floor
 New Haven, Connecticut
 Citizenship: U.S.
 Attributable Interest: 14.81% Limited Partner
 Principal Business: Education

- (3) Name: Arkansas Teacher Retirement System
 Address: 1400 West Third Street
 Little Rock, Arkansas
 Citizenship: U.S.
 Attributable Interest: 13.16% Limited Partner
 Principal Business: Investment

- (4) Name: West Virginia Investment Management Board
 Address: 500 Virginia Street, Suite 200
 Charleston, West Virginia 25301
 Citizenship: U.S.
 Attributable Interest: 13.16% Limited Partner
 Principal Business: Investment

To Transferor's knowledge, no individual or entity holds a 10 percent or greater attributable indirect ownership interest in Transferor through **Yale University**, **Arkansas Teacher Retirement System**, or the **West Virginia Investment Management Board**.

The following individuals or entities currently hold a 10 percent or greater interest in **Riverside Partners IV, L.P.**, the General Partner of Riverside and Riverside Fund IV Offshore, L.P.:

- (1) Name: David Belluck
 Address: c/o Riverside Partners, LLC
 699 Boylston Street, 14th Floor
 Boston, MA 02116
 Citizenship: U.S.
 Interest Held: Less than 50%
 Principal Business: Individual

- (2) Name: Brian Guthrie
 Address: c/o Riverside Partners, LLC
 699 Boylston Street, 14th Floor
 Boston, MA 02116
 Citizenship: U.S.
 Interest Held: Less than 50%
 Principal Business: Individual

- (3) Name: Steven F. Kaplan
 Address: c/o Riverside Partners, LLC
 699 Boylston Street, 14th Floor
 Boston, MA 02116
 Citizenship: U.S.
 Interest Held: Less than 50%
 Principal Business: Individual
- (4) Name: Riverside Partners IV, LLC
 Address: c/o Riverside Partners, LLC
 699 Boylston Street, 14th Floor
 Boston, MA 02116
 Citizenship: U.S. (Delaware)
 Interest Held: General Partner
 Principal Business: Investment

Riverside Partners IV, L.P. is managed by an investment committee composed of six members, who are: David Belluck, Ian Blasco, Brian Guthrie, Steven F. Kaplan, Max Osofsky and Michelle Noon. All members of the investment committee are United States citizens and the business address for each member of the investment committee is:

c/o Riverside Partners, LLC
 699 Boylston Street, 14th Floor
 Boston, MA 02116

The sole members of **Riverside Partners IV, LLC** are:

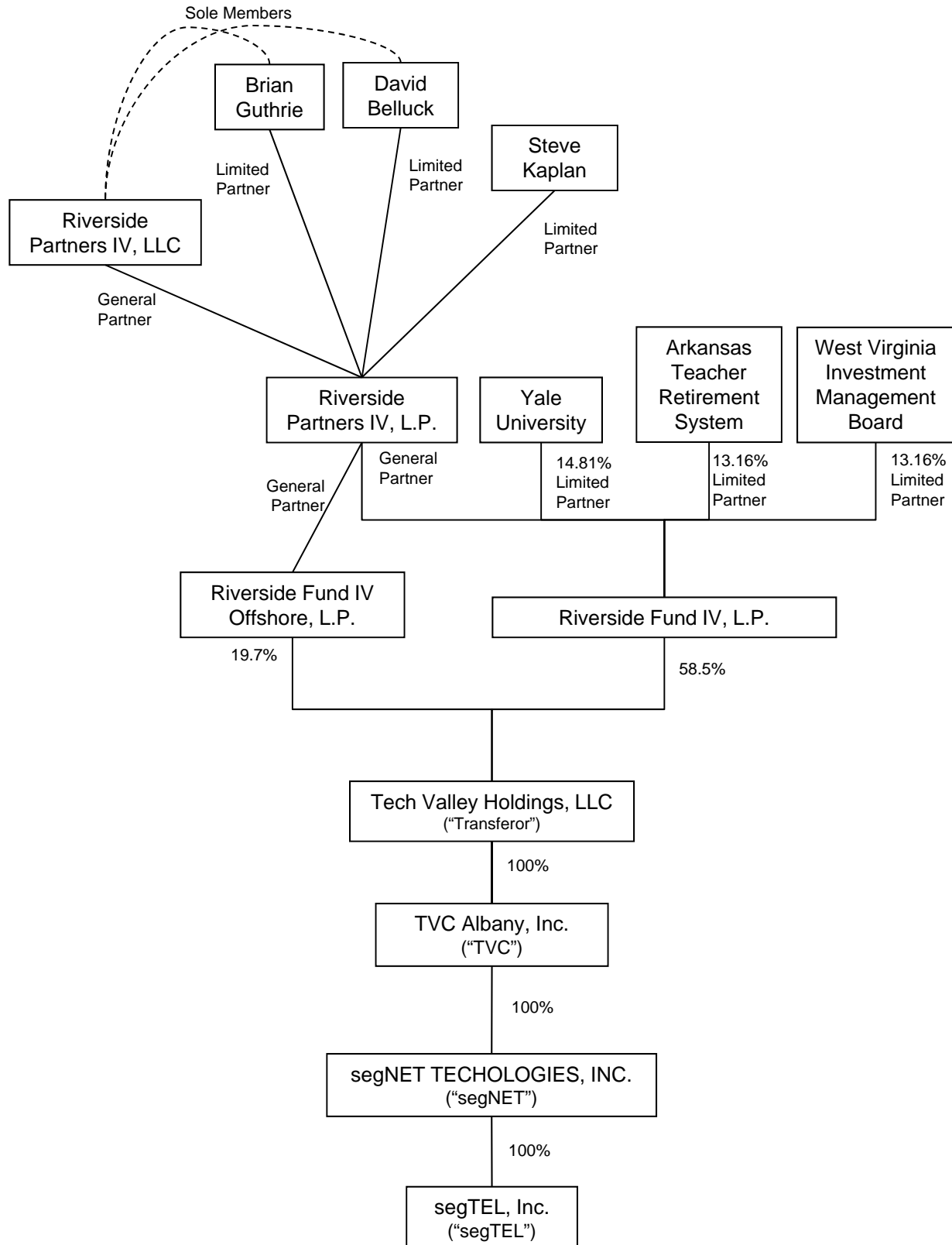
- (1) Name: David Belluck
 Address: c/o Riverside Partners, LLC
 699 Boylston Street, 14th Floor
 Boston, MA 02116
 Citizenship: U.S.
 Interest Held: Greater than 50%
 Principal Business: Individual
- (2) Name: Brian Guthrie
 Address: c/o Riverside Partners, LLC
 699 Boylston Street, 14th Floor
 Boston, MA 02116
 Citizenship: U.S.
 Interest Held: Less than 50%
 Principal Business: Individual

To Transferor's knowledge, no other individual or entity has a 10 percent or greater direct or indirect ownership interest in Transferor.

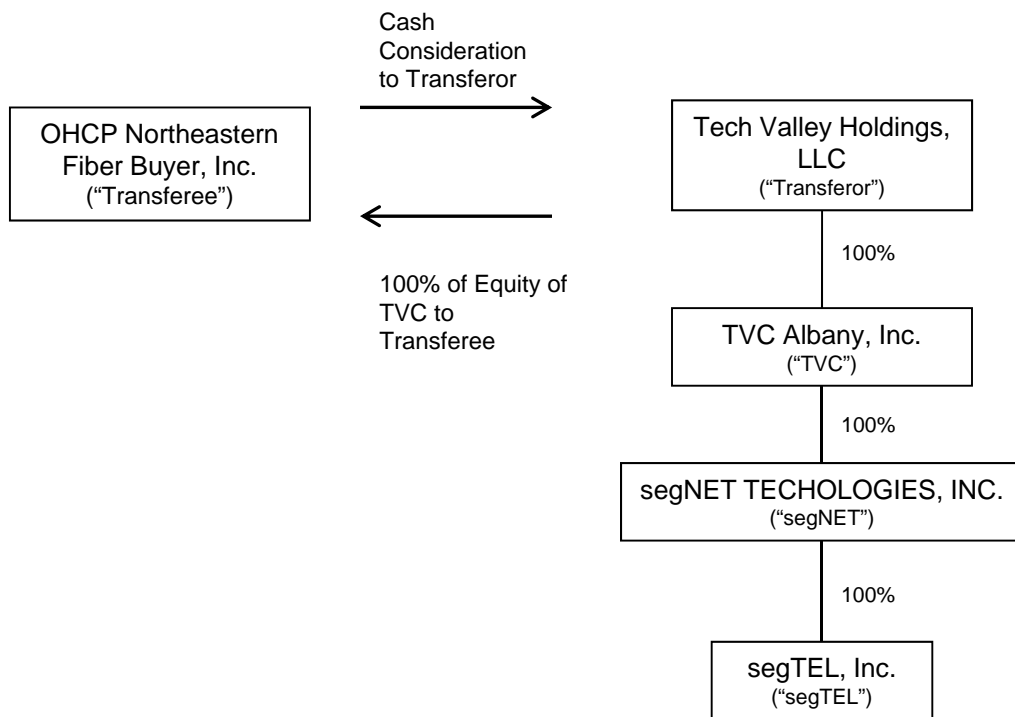
EXHIBIT B

Diagrams of the Pre- and Post-Transaction Corporate Organization Structures

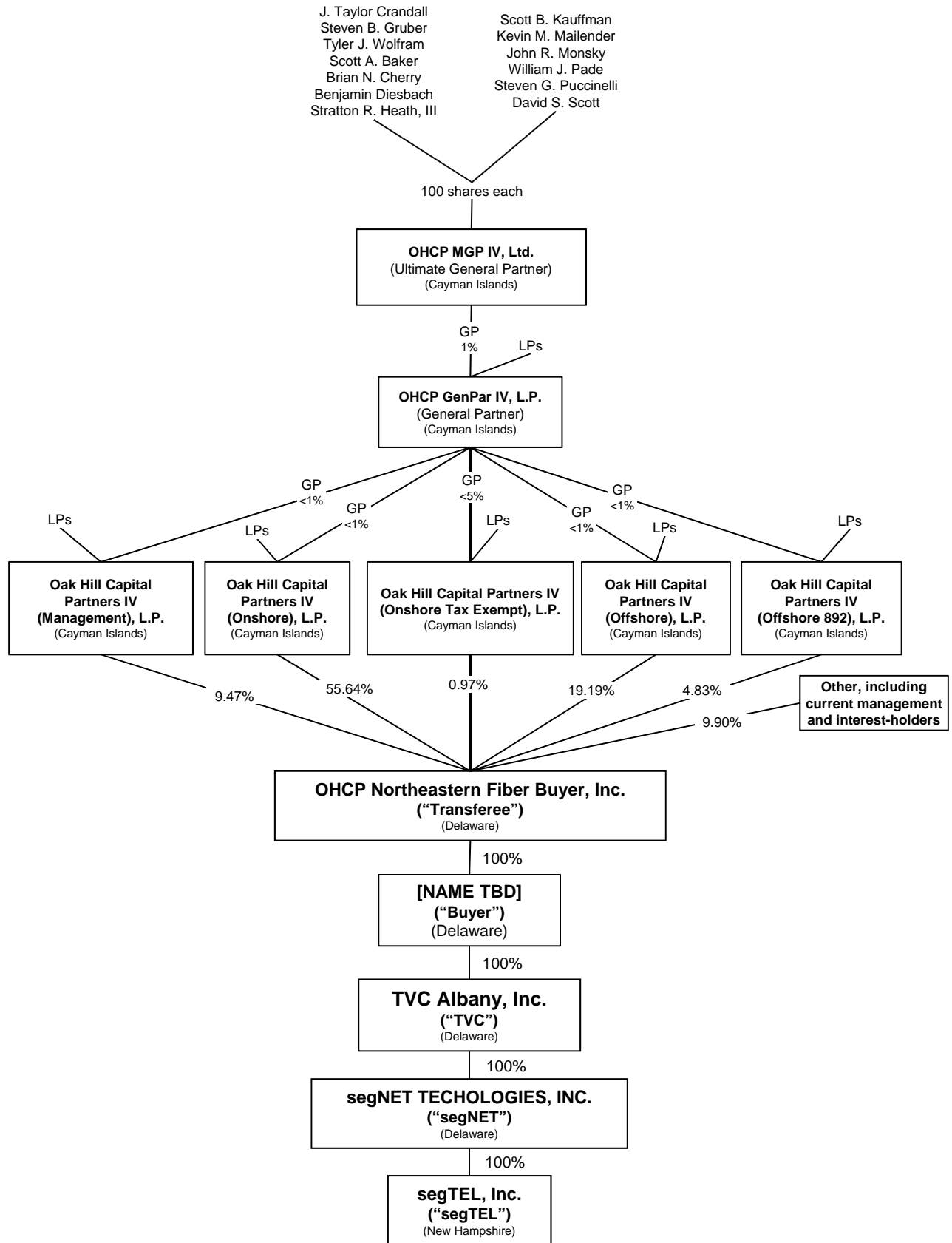
Pre-Closing Ownership Structure of Licensees



Depiction of Transaction



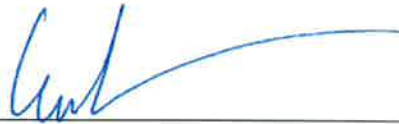
Post-Closing Ownership Structure of Licensees



VERIFICATION

I, Steven F. Kaplan, state that I am Chairman of the Board of Tech Valley Holdings, LLC (“Tech Valley”); that I am authorized to make this verification on behalf of Tech Valley; that the foregoing application was prepared under my direction and supervision; and that the contents of that application with respect to Tech Valley 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 29th day of March, 2016.



Steven F. Kaplan
Chairman of the Board
Tech Valley Holdings, LLC

VERIFICATION

I, Kurt Van Wagenen, state that I am Chief Executive Officer of TVC Albany, Inc. and segTEL, Inc. ("FirstLight"); that I am authorized to make this verification on behalf of FirstLight; that the foregoing application was prepared under my direction and supervision; and that the contents of that application with respect to FirstLight 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 25th day of March, 2016.



Kurt Van Wagenen
Chief Executive Officer
TVC Albany, Inc.
segTEL, Inc.

VERIFICATION

I, Scott A. Baker, state that I am President of OHCP Northeastern Fiber Buyer, Inc. (“Transferee”); that I am authorized to make this verification on behalf of Transferee; that the foregoing application was prepared under my direction and supervision; and that the contents of that application with respect to Transferee are true and correct to the best of my knowledge, information, and belief.

20th I declare under penalty of perjury that the foregoing is true and correct. Executed this
 day of March, 2016.



Name: Scott A. Baker

Title: President

OHCP Northeastern Fiber Buyer, Inc.