

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

In the Matter of the Joint Application of	)	
	)	
Oxford Networks Holdings, Inc.	)	
<i>Transferor,</i>	)	WC Docket No. 16- ____
	)	
and	)	
	)	IB File No. ITC-T/C-2016__
OHCP Northeastern Fiber Buyer, Inc.,	)	
<i>Transferee</i>	)	
	)	
For Consent to Transfer Control	)	
Pursuant to Section 214 of the	)	
Communications Act of 1934, as amended	)	

**JOINT APPLICATION FOR TRANSFER OF INDIRECT CONTROL OF  
HOLDERS OF DOMESTIC AND INTERNATIONAL 214 AUTHORIZATIONS**

Oxford Networks Holdings, Inc. (“Holdings” or “Transferor”) and OHCP Northeastern Fiber Buyer, Inc. (“Transferee,” and with Transferor, the “Applicants”) hereby request Commission consent to the transfer of indirect control of Oxford County Telephone & Telegraph Company (“Oxford T&T”), Oxford Telephone Company (“Oxford Telephone”), Oxford West Telephone Company (“Oxford West”), Oxford County Telephone Service Company (“Oxford Service”), Northeast Competitive Access Providers, LLC (“Northeast”), Revolution Networks, LLC (“Revolution”), and Freedom Ring Communications, LLC d/b/a BayRing Communications (“BayRing”)<sup>1</sup> (collectively the “Oxford Companies”), holders of domestic and international Section 214

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<sup>1</sup> In December 2015, Freedom Ring Communications, LLC d/b/a BayRing Communications, a wholly-owned subsidiary of Utel, Inc., underwent a tax free liquidation into Utel, Inc., which was subsequently renamed BayRing Communications, Inc. This disposition did not result in a change in actual control of the licensee — BayRing Communications, Inc. remains a wholly-owned subsidiary of Oxford T&T. To the extent notice of any *pro forma* assignment is necessary, we request that this Application be treated as such notice.

authorizations, from Transferor to Transferee. Applicants submit that prompt grant of this Application will serve the public interest.

### **I. Background**

As set forth in greater detail in Section IV, the Oxford Companies provide their customers with various local exchange, exchange access, interexchange, long distance, resale, global resale, data, colocation and Internet services. Oxford T&T, the parent of the remaining Oxford Companies, is controlled by its sole shareholder, Holdings, an entity that, as discussed below, is ultimately controlled by certain principals of Novacap Management Inc. (“Novacap”). 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 the Oxford Companies, Novacap does not currently control any FCC-regulated telecommunications operations.

Transferee is a corporation formed under the laws of Delaware. Post-closing, Transferee 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”).<sup>2</sup> These funds are all ultimately controlled by OHCP MGP IV, Ltd. (“MGP IV”), the voting members of which are all U.S. citizens. The equity in the Oak

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<sup>2</sup> As disclosed further herein, the Oak Hill IV Funds will collectively hold 85.0% of the Transferee indirectly. It is expected that 15.0% of Transferee will be held by other entities and individuals, including members of management of the FirstLight Companies (described below) 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.

Hill IV Funds is held by numerous, primarily U.S.-based investors, including individuals, trusts, institutions and business entities.

Transferee was initially formed for the purpose of acquiring TVC Albany, Inc. (“TVC”), an FCC licensee, and its subsidiaries, including FCC-licensee segTEL, Inc., (“segTEL”) (collectively doing business as “FirstLight”, and referred to herein as the “FirstLight Companies”). Applications for transfer of control of the FirstLight Companies to Transferee were filed on March 29, 2016,<sup>3</sup> and remain pending. The FirstLight purchase, not yet closed, is a wholly separate transaction from the Transaction with Holdings and therefore should be considered independently from the instant Application. None of the Oak Hill IV Funds or MGP IV owns or operates any other FCC-regulated providers of telecommunications services.<sup>4</sup>

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<sup>3</sup> See Joint Application of Tech Valley Holdings, LLC, Transferor, TVC Albany, Inc., Licensee, segTEL, Inc., Licensee, and OHCP Northeastern Fiber Buyer, Inc., Transferee, for Grant of Authority to Complete a Transfer of Ownership and Control of Licensees to OHCP Northeastern Fiber Buyer, Inc., ITC-T/C-20160329-00129, WC Docket No. 16-107 (“FirstLight Section 214 Applications”); FCC Form 603 Transfer of Control Application, ULS File No. 0007203840 (“FirstLight Wireless Application”); Petition of TVC Albany, Inc., Petitioner/Licensee and OHCP Northeastern Fiber Buyer, Inc., Petitioner/Transferee, for Declaratory Ruling Under Section 301(b)(4) of the Communications Action of 1934, as Amended, ISP-PDR-20160329-00005 (“FirstLight PDR”) (collectively, the “FirstLight Applications”).

<sup>4</sup> As disclosed further below, a separate group of funds managed by Oak Hill Capital 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.

## **II. Description of the Transaction**

Pursuant to the Securities Purchase Agreement by and among Transferor, Transferee, and the current holders of shares in Transferor and their representative, dated as of June 23, 2016 (the “Agreement”), Transferee will acquire 100% of the outstanding securities of Transferor (the “Transaction”). Before closing of the Transaction, assuming the approval and consummation of the FirstLight transaction, Transferee will assign its rights under the Agreement to TVC. As a result of the proposed Transaction, Transferor will become a direct, wholly-owned subsidiary of TVC, and an indirect, wholly-owned subsidiary of Transferee. The Applicants will also make necessary filings with state telecommunications regulators with respect to this Transaction.

To be clear, although the FirstLight Applications are being mentioned here in view of the relevance of TVC to the post-closing organizational chart, the FirstLight purchase is a wholly separate transaction and is in no way contingent on the closing of the Transaction proposed herein. Further, subject to completion of the Team Telecom review and the Commission’s subsequent approval and satisfaction of other closing conditions, the FirstLight purchase is expected to close prior to the Transaction. Accordingly, Transferee requests that the Commission proceed expeditiously with approval of the FirstLight Applications without regard to any action it might later take on the present Application.<sup>5</sup>

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<sup>5</sup> See e.g., In the Matter of Applications Filed by Altice N.V. and Cequel Corporation d/b/a Suddenlink Communications to Transfer Control of Authorizations from Suddenlink Communications to Altice, N.V., Memorandum Opinion and Order, WC Docket No. 15-135 (rel. December 18, 2015), at n.10 (responding to comments urging the Commission to delay review of the Suddenlink applications and to review Altice’s purchase of Suddenlink and announced purchase of Cablevision together, the Commission stated that its review in Suddenlink order “is distinct and independent from, and involves different authorizations, applicants, services, and geographic areas than, the Commission’s review of Altice’s application to purchase Cablevision, which the Commission will consider based on the record developed in that proceeding”).

For the Commission's reference, a chart depicting the post-Transaction ownership of the Oxford Companies is provided as Exhibit A. For purposes of this chart and the ownership information in the remainder of this Application, including the assignment of rights under the Agreement to TVC, it is assumed that the FirstLight purchase described above has closed.

After the proposed Transaction, the Oxford Companies will continue to operate in the same service territories, and will in the immediate future continue to provide services to their customers under the same rates and on the same terms and conditions following the transaction as they currently do today. There are no plans in place to transfer any of the Oxford Companies' customers to a new carrier, or to change any customer service or billing contact information 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**

Oxford T&T and BayRing are authorized to provide global facilities-based and/or resale telecommunications service pursuant to international Section 214 authority granted in IB FCC File Nos. ITC-214-19970902-00523 (Old File No. ITC-97-523) and ITC-214-19961216-00630 (Old File No. ITC-96-678), respectively. 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:**

Oxford Networks Holdings, Inc. (FRN: 0023257173)  
375 Roland-Therrein Blvd  
Suite 210  
Longueuil, Québec, J4H 4A6, Canada  
Phone: (450) 651-5000

Fax: (450) 651-7585

**Transferee:**

OHCP Northeastern Fiber Buyer, Inc. (FRN: 0025420712)  
One Stamford Plaza  
263 Tresser Blvd., 15th floor  
Stamford, CT 06901  
Phone: (203) 328-1600  
Fax: (203) 328-1651

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

Transferor is a corporation organized under the laws of the State of Delaware. Each of Oxford T&T, Oxford Telephone, Oxford West, and Oxford Service is a corporation organized under the laws of the State of Maine. Each of Northeast and Revolution is a limited liability company organized under the laws of the state of Delaware. In December 2015, Freedom Ring Communications, LLC d/b/a BayRing Communications underwent a tax free liquidation into its parent Utel, Inc., a New Hampshire corporation and a wholly-owned subsidiary of Oxford T&T. Utel, Inc. was subsequently renamed BayRing Communications, Inc.<sup>6</sup>

Transferee is a Delaware corporation.

**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. (Answer to Question 10)**

For Transferor:

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

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<sup>6</sup> See *supra* note 1.

Fax: (207) 333-3489

*With a copy to:*

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For Transferee:

Caitlin Melchior  
c/o Oak Hill Capital Management, LLC  
65 East 55<sup>th</sup> Street, 32<sup>nd</sup> Floor  
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*With a copy to:*

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**63.18(d) Statement as to whether the applicants had previously received authority under Section 214 of the Act. (Answer to Question 10)**

Oxford T&T 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. 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.

The Oxford Companies also provide domestic interstate telecommunication services pursuant to blanket Section 214 authority.

As described above, Transferee has sought approval to acquire the FirstLight Companies, holders of international and domestic Section 214 authorizations. One such company, 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.<sup>7</sup> TVC also is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. Another such company, segTEL, is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. Applications to transfer control of the FirstLight Companies to Transferee are pending before the Commission.<sup>8</sup>

**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. (Answers to Questions 11 and 12)**

**Transferor:**

The following entities hold, directly or indirectly, a ten percent (10%) or greater equity interest in Transferor:<sup>9</sup>

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<sup>7</sup> 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 in File Nos. ITC-T/C-20020307-00149 and ITC-T/C-20020307-00158, respectively.

<sup>8</sup> See *supra* note 3.

<sup>9</sup> In August 2015, Oxford T&T obtained FCC consent to the transfer of control of Utel, Inc. See IB File No. ITC-T/C-20150604-00140; WC Docket No. 15-133. As part of Oxford T&T's joint section 214 application seeking this consent, Oxford T&T disclosed interests held by various Novacap entities in Holdings. See Joint Application for Transfer of Indirect Control of a Holder of Domestic and International Section 214 Authorizations, WC Docket No. 15-133 (filed June 12, 2015) ("2015 Application"). Since that time, Novacap has minimally restructured the interests of shareholders in Novacap Management Technologies III Inc., Novacap Management, Inc., and Novacap Fund Management, Inc. Compare *infra* at 5-8 with 2015 Application at 6-9.



### 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 <sup>10</sup> 127 Pratt Street Providence, RI 02906	15.8%	15.8%	Delaware	Investment
Novacap Technologies III, L.P. 375 Roland-Therrien Blvd., Suite 210 Longueuil, Québec J4H 4A6, Canada	34.7%	34.7%	Québec	Investment
Novacap TMT IV, L.P. <sup>11</sup>	35.9%	35.9%	Québec	Investment
Other shareholders, each of whom holds less than a 10% interest	13.6%	13.6%	--	--

### 3. Novacap Technologies III, L.P.

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 <sup>12</sup>	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 <sup>13</sup>	0%	100%	--	--

<sup>10</sup> BSCP-OX Holdings, LLC is controlled by its sole Managing Member, Thadeus Mocarski, a U.S. citizen.

<sup>11</sup> The address of all Novacap entities is 375 Roland-Therrien Blvd., Suite 210, Longueuil, Québec J4H 4A6, Canada.

<sup>12</sup> The limited partners of Novacap Technologies III, L.P. are passive investors, none of which holds an indirect interest in more than 10% of the equity of Oxford T&T.

<b>Name and Address</b>	<b>Voting Interests</b>	<b>Equity Interests</b>	<b>Place of Incorporation</b>	<b>Principal Business</b>
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**5. Novacap Management Technologies III Inc.**

<b>Name and Address</b>	<b>Voting Interests</b>	<b>Equity Interests</b>	<b>Citizenship</b>	<b>Position</b>
Marc Beauchamp	18.95%	18.95%	Canada	Shareholder, Director, President
Pascal Tremblay	33.89%	33.89%	Canada	Shareholder, Director
Stéphane Tremblay	32.54%	32.54%	Canada	Shareholder, Director
Other shareholders, each of whom holds less than a 10% interest in Novacap Management Technologies III Inc.	14.62%	14.62%	--	--

**6. Novacap TMT IV, L.P.**

<b>Name and Address</b>	<b>Voting Interests</b>	<b>Equity Interests</b>	<b>Place of Incorporation</b>	<b>Principal Business</b>
Novacap Management Inc.	100%	0.001 %	Québec	Investment
Limited Partners <sup>14</sup>	0%	99.999%	--	--

**7. Novacap Management Inc.**

For purposes of controlling Novacap TMT IV, L.P.'s interest in Holdings, the Board of Directors of Novacap Management Inc. has delegated to the TMT Investment Committee all decision-making authority in connection with its role as the general partner of Novacap TMT IV, L.P. in relation to its interest in Holdings. 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

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<sup>13</sup> The limited partners of Novacap Partners Technologies III, L.P. are passive investors, none of which holds an indirect interest in more than 10% of the equity of Oxford T&T.

<sup>14</sup> The limited partners of Novacap TMT IV, L.P. are passive investors, none of which holds an indirect interest in more than 10% of the equity of Oxford T&T.

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.

<b>Name and Address</b>	<b>Voting Interests</b>	<b>Equity Interests</b>	<b>Place of Incorporation/ Citizenship</b>	<b>Principal Business / Position</b>
Novacap Fund Management Inc.	100%	0%	Québec	Investment
Pascal Tremblay	0%	27.71%	Canada	Member of TMT Investment Committee
Stéphane Tremblay	0%	24.91%	Canada	Member of TMT Investment Committee
Thadeus Mocarski	0%	13.76%	US	Member of TMT Investment Committee
François Laflamme	0%	13.76%	Canada	Member of TMT Investment Committee
Other TMT Investment Committee Members, each of whom holds less than a 10% voting interest	0%	8.09%	--	--
Other non-TMT Investment Committee Members, each of whom holds less than a 10% equity interest	0%	11.76%	--	--

#### **8. Novacap Fund Management Inc.**

Voting interests expressed below relate to each individual's voting interest in Novacap Fund Management Inc. as such interest relates to Novacap Management Inc.'s role as the general partner of Novacap TMT IV, L.P. in relation to its interest in Holdings:

<b>Name and Address</b>	<b>Voting Interests</b>	<b>Equity Interests</b>	<b>Citizenship</b>	<b>Position</b>
Pascal Tremblay	50%	0%	Canada	Shareholder
Stéphane Tremblay	50%	0%	Canada	Shareholder

**Transferee:**

As stated above, before closing of the Transaction, the Transferee will assign its rights under the Agreement to TVC, which Transferee will indirectly own and control, as follows:<sup>15</sup>

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 Holdings)

Name: Oak Hill Buyer (Name To Be Determined)  
("TVC Buyer")  
Address: One Stamford Plaza  
263 Tresser Blvd., 15th floor  
Stamford, CT 06901  
Citizenship: U.S. (Delaware LLC or corporation)  
Principal Business: Holding Company  
Interest Held: 100% (directly in TVC, indirectly in Holdings)

Name: OHCP Northeastern Fiber Buyer, Inc.  
Address: One Stamford Plaza  
263 Tresser Blvd., 15th floor  
Stamford, CT 06901  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company  
Interest Held: 100% (directly in TVC Buyer, indirectly in Holdings)

The following entities hold, directly or indirectly, a ten percent (10%) or greater equity interest in Transferee:

Name: OHCP Northeastern Fiber Buyer Holdco, L.P.  
("OHCP Holdco")

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<sup>15</sup> Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

Address: One Stamford Plaza  
263 Tresser Blvd., 15th floor  
Stamford, CT 06901

Citizenship: U.S. (Delaware)

Principal Business: Holding Company

Interest Held: 100% (directly in Transferee)

Name: OHCP Aggregator (Name To Be Determined)  
("OHCP Aggregator")

Address: One Stamford Plaza  
263 Tresser Blvd., 15th floor  
Stamford, CT 06901

Citizenship: U.S. (Delaware)

Principal Business: Holding Company

Interest Held: 85.0% (directly in OHCP Holdco)

Upon completion of the FirstLight purchase, entities and individuals other than the Oak Hill IV Funds, including members of TVC management and other existing interest-holders in TVC, are expected to hold, in aggregate, a 9.90% equity interest in OHCP Holdco, while 90.10% will be indirectly owned by the Oak Hill IV Funds through OHCP Aggregator. Upon completion of the instant Transaction, existing interest-holders in Holdings, including Novacap IV funds and BSCP-OX Holdings, LLC will also hold interest in OHCP Holdco such that the non-Oak Hill entities will hold, in aggregate, approximately 15.0% of OHCP Holdco,<sup>16</sup> leaving an 85.0% interest to be indirectly held by the Oak Hill IV Funds through OHCP Aggregator, as described above. It is expected that none of these entities or individuals outside the Oak Hill IV Funds will have a 10% or greater interest in the Transferee.

Upon completion of the Transaction, the Oak Hill IV Funds collectively, and Oak Hill Capital Partners IV (Onshore), L.P. and Oak Hill Capital Partners IV (Offshore) L.P.

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<sup>16</sup> To be clear, these existing interest holders in Holdings will not have any interest in the FirstLight Companies unless and until both the FirstLight purchase and the instant Transaction are completed.

individually, will own or control a ten percent (10%) or greater indirect interest in

Transferee:<sup>17</sup>

Name: Oak Hill Capital Partners IV (Onshore), L.P.  
("Onshore Fund")  
Address: One Stamford Plaza  
263 Tresser Blvd., 15th floor  
Stamford, CT 06901  
Citizenship: Cayman Islands  
Principal Business: Investment Activities  
Interest Held: 58.6% (indirectly in Transferee)

Name: Oak Hill Capital Partners IV (Management), L.P.  
("Management Fund")  
Address: One Stamford Plaza  
263 Tresser Blvd., 15th floor  
Stamford, CT 06901  
Citizenship: Cayman Islands  
Principal Business: Investment Activities  
Interest Held: 6.6% (indirectly in Transferee)

Name: Oak Hill Capital Partners IV (Onshore Tax Exempt), L.P.  
("Tax Exempt Fund")  
Address: One Stamford Plaza  
263 Tresser Blvd., 15th floor  
Stamford, CT 06901  
Citizenship: Cayman Islands  
Principal Business: Investment Activities  
Interest Held: 0.7% (indirectly in Transferee)

Name: Oak Hill Capital Partners IV (Offshore), L.P.  
("Offshore Fund")  
Address: One Stamford Plaza  
263 Tresser Blvd., 15th floor  
Stamford, CT 06901  
Citizenship: Cayman Islands  
Principal Business: Investment Activities  
Interest Held: 15.8% (indirectly in Transferee)

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<sup>17</sup> Because the Oak Hill IV Funds described below 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.

Name: Oak Hill Capital Partners IV (Offshore 892), L.P.  
("892 Fund")  
Address: One Stamford Plaza  
263 Tresser Blvd., 15th floor  
Stamford, CT 06901  
Citizenship: Cayman Islands  
Principal Business: Investment Activities  
Interest Held: 3.4% (indirectly in Transferee)

The equity in the Oak Hill IV Funds is held through passive limited partnership interests held by numerous, primarily U.S.-based investors, including individuals, trusts, institutions and 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: Ohio Public Employees Retirement System<sup>18</sup>  
("Ohio Public")  
Address: 277 East Town Street  
Columbus, OH 43215  
Citizenship: U.S. (Ohio)  
Principal Business: Statutorily-created pension plan  
Interest Held: 16.6% (indirectly, through limited partnership invest in the Onshore Fund)

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)  
Principal Business: Investment Activities  
Interest Held: 13.3% (indirectly, through limited partnership investment in the Onshore Fund)

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<sup>18</sup> As noted above, the Oak Hill IV Funds have not closed. At the time of the FirstLight Applications, Ohio Public had not yet invested, and thus was not listed as a 10% or greater interest holder. The applicants to the FirstLight Applications supplemented the ownership information in the dockets of the FirstLight Applications to reflect this change.

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.

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

Name: OHCP GenPar IV, L.P. (“GenPar IV”)  
Address: One Stamford Plaza  
263 Tresser Blvd., 15th floor  
Stamford, CT 06901  
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: One Stamford Plaza  
263 Tresser Blvd., 15th floor  
Stamford, CT 06901  
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 “Oak Hill Representatives”), 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, will own or control a ten percent (10%) or greater interest in the Oxford Companies through Transferee.

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

**63.18(i) Certification as to whether or not Transferee is, or is affiliated with, a foreign carrier. (Answer to Question 14)**

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

Transferee certifies that it is not a foreign carrier in any country, nor is it affiliated with any foreign carrier.<sup>19</sup>

**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. (Answer to Question 15)**

Transferor 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.

Transferee 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.

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<sup>19</sup> The FirstLight Applications noted, out of an abundance of caution, that TVC 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). Even upon completion of the FirstLight purchase, 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.

**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.**

Applicants are not requesting streamlined processing, but for the reasons provided herein, request the expeditious grant of this Application.

#### **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:**

Transferor is a holding companies that does not provide telecommunications services. The Oxford Companies provide the following domestic telecommunications services:

- **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** 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 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** 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 Telephone and Oxford Wests' incumbent local exchange territory as described above). Each local exchange company also provides broadband services to its local exchange customers.
- **Oxford T&T** (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 T&T currently serves approximately 12,398 interstate customers (and 11,062 intrastate customers).
- **Northeast** serves as a carrier's carrier, offering transport services through its fiber facilities from Boston to Bangor and multiple points in between.

- **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).

No other affiliate of Transferor provides domestic telecommunications services.

**Transferee:**

Transferee does not itself provide telecommunications. As described above, Transferee currently has an agreement to acquire the FirstLight Companies and their licenses and operations, and the FirstLight Applications, cited above, are pending. The FirstLight Companies operate in Maine, Massachusetts, New Hampshire, New York, and Vermont, but there is no overlap of service area with the Oxford ILECs in Maine. In addition, Transferee is currently affiliated (as defined in the Act), through a separate group of funds managed by Oak Hill Capital ultimately controlled by OHCP MGP III, Ltd., with the following domestic telecommunications services providers:

- **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. 4 supra.*
- **Metronet Holdings, LLC**, a fiber company providing services in Indiana and Illinois.
- **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.

**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 are not requesting streamlined processing, but for the reasons provided herein, request the expeditious grant of this Application.

**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 proposed ownership structure and investment participation will enable the continued provision of high-quality communications services to Oxford Companies’ customers. The primary purpose of the transaction is to recapitalize Oxford T&T to assure that it will have a strengthened balance sheet and increased access to capital, which will enhance the ability of Oxford Companies to innovate and provide ever-more sophisticated advanced network services to Maine, Massachusetts, and New Hampshire

customers and businesses, which will in turn advance the telecommunications and information infrastructure of these states and their economic health.

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 Representatives 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 Oak Hill Representatives, 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 Transferee.

In sum, other than through the Oak Hill Representatives, 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.

**V. Conclusion**

For the foregoing reasons, the Applicants respectfully request the expeditious grant of this Application.

Respectfully submitted,

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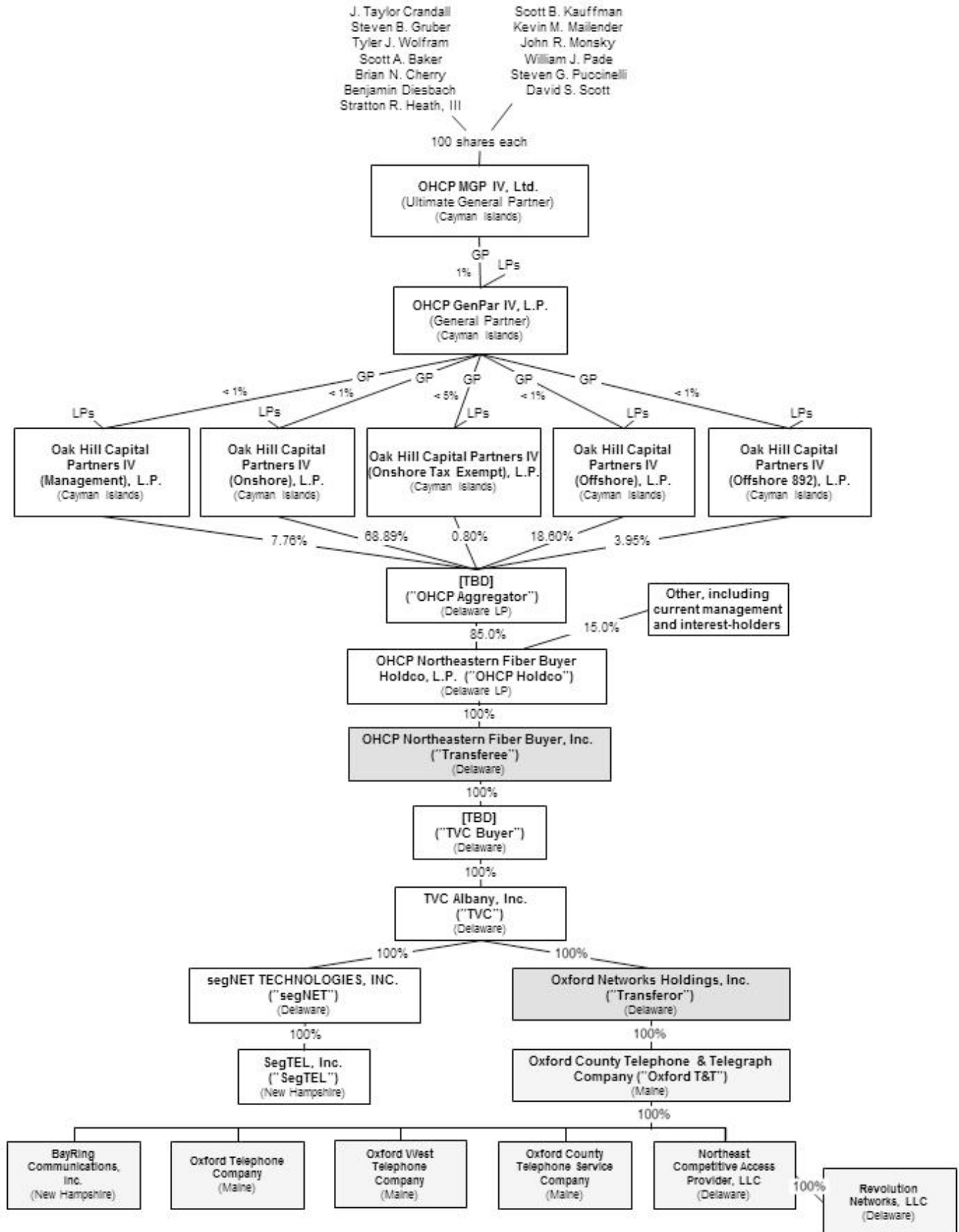
Date: July 8, 2016

**EXHIBIT A**

**Post-Closing Ownership Structure**

*(attached)*





**VERIFICATION OF OXFORD NETWORKS HOLDINGS, INC.**

I, Thadeus MocarSKI, state that I am President of Oxford Networks Holdings, Inc. ("Transferor"); that I am authorized to make this Verification on behalf of Transferor; that the foregoing filing was prepared under my direction and supervision; and that the statements made in the foregoing filing with respect to Transferor 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 8<sup>th</sup> day of July 2016.




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Thadeus MocarSKI, President  
Oxford Networks Holdings, Inc.

**VERIFICATION OF OHCP NORTHEASTERN FIBER BUYER, INC.**

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 filing was prepared under my direction and supervision; and that the statements made in the foregoing filing with respect to Transferee 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 8<sup>th</sup> day of July 2016.



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Scott A. Baker, President  
OHCP Northeastern Fiber Buyer, Inc.