

September 6, 2016

VIA ELECTRONIC FILING

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Room TW-A325
Washington, DC 20554

Re: **WC Docket No. 16-222**
Domestic Section 214 Application Filed for the Transfer of Control of Oxford
Networks Holdings, Inc. to OHCP Northeastern Fiber Buyer, Inc.

IB File No. ITC-T/C-20160708-00185

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International Section 214 Applications Filed for the Transfer of Control of Oxford
Networks Holdings, Inc. to OHCP Northeastern Fiber Buyer, Inc.

Dear Ms. Dortch:

Oxford Networks Holdings, Inc. (“**Transferor**”) and OHCP Northeastern Fiber Buyer, Inc. (“**Transferee**”), pursuant to Section 1.65 of the Commission’s Rules, and at the request of Commission staff, hereby supplement the above-referenced transfer of control Applications to provide additional information on any existing overlap between the competitive local exchange (“CLEC”) operations of TVC Albany, Inc. d/b/a FirstLight and its subsidiaries (collectively, “**FirstLight**”), which will soon be acquired by Transferee in a separate transaction,¹ and Transferor and its subsidiaries (collectively “**Oxford**”).

The fiber networks and businesses of FirstLight and Oxford are complementary and adjacent, with minimal overlap, including with respect to their CLEC operations.

- New Hampshire. Both FirstLight and Oxford have presence in New Hampshire, but with largely complementary footprints and limited CLEC overlap. FirstLight and Oxford generally own and operate fiber networks in different metropolitan areas throughout the state of New Hampshire.
 - Oxford’s owned fiber network and on-net CLEC customers are predominantly located in the southern, coastal areas of New Hampshire, near Portsmouth, toward Maine and Massachusetts.

¹ The Commission recently granted approval for the FirstLight purchase, but the transaction has not yet closed. See ITC-T/C-20160329-00129, WC Docket No. 16-107; ULS File No. 0007203840; ISP-PDR-20160329-00005.

- FirstLight's owned fiber network is more broadly dispersed throughout the state but with few routes or on-net buildings that overlap the Oxford network.
- FirstLight and Oxford have low combined market share in the state of New Hampshire, estimated at around 7.5% in terms of annual communications market spending.
- In addition to this low market share, a low percentage of the companies' existing and near-net buildings overlap. Broadly speaking, there is owned fiber network overlap primarily in the following metro areas: Manchester-Nashua, Concord, Rockingham-Strafford. This includes areas where there is only near-net/near-net overlap, and not necessarily actual overlap. Oak Hill has identified only one "enterprise" or end-customer building that is on both owned networks.
- Fairpoint and either Comcast or Time Warner Cable (now Charter), which are much larger companies than the combined entity, generally are facilities-based competitors in all of FirstLight's and Oxford's New Hampshire markets.
- Maine. Oxford serves Maine with very little presence from FirstLight.
 - There is no material overlap between FirstLight's CLEC operations and Oxford's operations in Maine.
 - FirstLight has very little business presence in Maine, and earns an immaterial amount of revenue in Maine.
 - In particular, as noted in the above referenced Applications, there is no overlap between FirstLight and the Oxford ILECs in Maine.²
 - Fairpoint and either Comcast or Time Warner Cable (now Charter), which are much larger companies than the combined entity, generally are facilities-based competitors in all of FirstLight's and Oxford's Maine markets.
- Massachusetts. Oxford serves portions of northeastern Massachusetts, with very little presence from FirstLight.
 - There is no material overlap between FirstLight's CLEC operations and Oxford's operations in Massachusetts.

² See Joint Application of Oxford Networks Holdings, Inc. and OHCP Northeastern Fiber Buyer, Inc. for Transfer of Indirect Control of Holders of Domestic and International Section 214 Authorizations, WC Docket No. 16-222, at 20 (filed July 8, 2016).

- FirstLight has very little business presence in Massachusetts, does not own any fiber in the state, and earns an immaterial amount of revenue in Massachusetts.
- Verizon and either Comcast or Time Warner Cable (now Charter), which are much larger companies than the combined entity, generally are facilities-based competitors in all of FirstLight's and Oxford's Massachusetts markets.
- New York and Vermont. Oxford does not own fiber in New York or Vermont, markets in which FirstLight operates.

The complementary nature of FirstLight's and Oxford's networks and CLEC operations means that local business customers will continue to enjoy service from their current network provider, but with the benefit of the complete product portfolio of FirstLight and Oxford, as well as the potential for additional network construction to more business locations due to the increased capital available to the combined companies. At the same time, the broader geographic coverage resulting from the combination of FirstLight and Oxford is expected to allow the combined company to better serve large regional business and telecommunications carrier customers, increasing competition in this segment of the market.

Please let us know if you need any additional information.

Respectfully submitted,

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