

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

In the Matter of the Joint Application of)	
)	
ATN International, Inc.)	
<i>Transferor,</i>)	WC Docket No. 16- ____
)	
and)	
)	
OHCP Northeastern Fiber Buyer, Inc.,)	IB File No. ITC-T/C-2016__
<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**

ATN International, Inc. (“Transferor”) and OHCP Northeastern Fiber Buyer, Inc. (“Transferee,” and with Transferor, the “Applicants”) hereby request Commission consent to the transfer of indirect control of Sovernet, Inc. (“Sovernet Inc.”), ION Holdco, LLC (“ION Holdco”), Sovernet Fiber Corp. (“Sovernet Fiber”), and National Mobile Communications Corporation (“NMCC”), holders of domestic and international Section 214 authorizations (collectively the “Licensees”), from Transferor to Transferee. Applicants submit that prompt grant of this Application will serve the public interest.

I. Background

All four of the Licensees are owned and controlled by Sovernet Holding Corporation (“Sovernet Holding”), a Delaware corporation. As set forth in greater detail in Section IV, the subsidiaries of Sovernet Holding (collectively the “Sovernet Companies” or more generally “Sovernet”) provide wireline voice and data services to businesses and homes in New England and high capacity communications network

transport services in New York State and Pennsylvania through subsidiary ION Holdco LLC. Sovernet Holding is currently controlled by Transferor, which, separately from Sovernet Holding, provides domestic telecommunications services through affiliates ATN VI Holdings, LLC; Choice Communications, LLC; Commnet Wireless, LLC; and EssexTel, Inc. These separate entities will continue to be controlled by Transferor and are not affected by this Application.

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”).¹ 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 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 wholly-owned subsidiaries (collectively doing business as “FirstLight”, and referred to herein as the “FirstLight Companies”).²

Applications for transfer of control of the FirstLight Companies to Transferee were filed

¹ 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.

² The subsidiaries include FCC-licensee segTEL, Inc. (“segTEL”).

on March 29, 2016,³ and remain pending. The FirstLight purchase, not yet closed, is a wholly separate transaction from, and is in no way contingent upon the outcome of, the Transaction with Transferor and therefore should be considered independently from the instant Application.

In addition, Transferee has signed an agreement to acquire Oxford County Telephone & Telegraph Company (“Oxford T&T”) and its wholly-owned subsidiaries (collectively the “Oxford Companies” or more generally “Oxford”), holders of domestic and international Section 214 authorizations.⁴ Oxford T&T, the parent of the remaining Oxford Companies, is controlled by its sole shareholder, Oxford Network Holdings, Inc. (“Oxford Holdings”). Applications for transfer of control of the Oxford Companies (and Oxford Holdings) to Transferee were filed on July 8, 2016,⁵ and remain pending. Like the FirstLight transaction, the Oxford purchase, not yet closed, is a wholly separate transaction from, and is in no way contingent upon the outcome of, the Transaction with

³ 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; FCC Form 603 Transfer of Control Application, ULS File No. 0007203840; 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 (collectively, the “FirstLight Applications”).

⁴ The subsidiaries are 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 BayRing Communications, Inc. (“BayRing”).

⁵ See Joint Application of Oxford Networks Holdings, Inc., Transferor, and OHCP Northeastern Fiber Buyer, Inc., Transferee, for Transfer of Indirect Control of Holders of Domestic and International 214 Authorizations, ITC-T/C-20160708-00185, ITC-T/C-20160708-00186, WC Docket No. 16-222 (the “Oxford Applications”). In the Oxford Applications, BayRing Communications, Inc. was identified as Freedom Ring Communications, LLC d/b/a BayRing Communications, a wholly-owned subsidiary of Utel, Inc. It was explained that, in December 2015, Freedom Ring Communications, LLC underwent a tax free liquidation into Utel, Inc., which was subsequently renamed BayRing Communications, Inc. The Commission has since granted a *pro forma* assignment to reflect this change. See ITC-ASG-20160802-00231, Public Notice DA No. 16-886, August 4, 2016.

Transferor 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.⁶

II. Description of the Transaction

Pursuant to the Stock Purchase Agreement by and among Transferor and its representative Richard Kendall, Transferee, and Sovernet Holding, dated as of August 4, 2016 (the “Agreement”), Transferee will acquire 100% of the outstanding shares of Sovernet Holding (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, Sovernet Holding 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 and Oxford Applications are being mentioned here in view of their relevance to the post-closing organizational chart, the FirstLight and Oxford purchases are wholly separate transactions and are in no way contingent on the closing of the Transaction proposed herein. Further, subject to

⁶ 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.

completion of the Team Telecom review and the Commission's subsequent approval and satisfaction of other closing conditions, the FirstLight and Oxford purchases are expected to close prior to the Transaction. Accordingly, Transferee requests that the Commission proceed expeditiously with approval of the FirstLight Applications and (separately) the Oxford Applications without regard to any action it might later take on the present Application.⁷ At the same time, Transferee requests that the Commission proceed expeditiously with the approval of the present Application.

For the Commission's reference, a chart depicting the post-Transaction ownership of the Licensees 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 and Oxford purchases described above have closed.

After the proposed Transaction, the Sovernet Companies will continue to operate in the same service territories, and will for 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 Sovernet 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.

⁷ 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").

III. Transfer of Indirect Control of International Section 214 Authorization

ION Holdco and NMCC are authorized to provide global or limited global resale telecommunications service pursuant to international Section 214 authority granted in IB FCC File Nos. ITC-214-20070426-00164 and ITC-214-20050422-00566,⁸ 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:

ATN International, Inc. (FRN: 0002372217)
500 Cummings Center, Suite 2450
Beverly, MA 01915
Phone: (978) 619-1303
Fax: (978) 744-3951

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. Sovernet Inc. is a corporation organized under the laws of the State of Vermont. NMCC is a corporation organized under the laws of Massachusetts. ION Holdco is a limited liability company organized under the laws of the state of Delaware. Sovernet Fiber is a corporation organized under the laws of the State of Delaware.

⁸ See also ITC-ASG-20050404-00134; Public Notice, DA No. 05-1159, April 28, 2005; Public Notice, Report No. TEL-01104S, January 5, 2007.

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:

Leonard Q. Slap
ATN International, Inc.
500 Cummings Center, Suite 2450
Beverly, MA 01915
Phone: (978) 619-1324
Fax: (978) 922-0079
legalnotices@atni.com

With a copy to:

Craig Gilley
Mintz Levin Cohn Ferris Glovsky and Popeo PC
701 Pennsylvania Avenue, NW
Suite 900
Washington, DC 20004
Phone: (202) 434-7459
Fax: (202) 434-7400
cagilley@mintz.com

For Transferee:

Caitlin Melchior
c/o Oak Hill Capital Management, LLC
65 East 55th Street, 32nd Floor
New York, NY 10022
Phone: (212) 527-8409
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cmelchior@oakhillcapital.com

With a copy to:

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Paul, Weiss, Rifkind, Wharton & Garrison LLP
2001 K Street, NW
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pcampbell@paulweiss.com

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

ION Holdco is authorized to provide global or limited global resale telecommunications services pursuant to international Section 214 authority granted in File. ITC-214-20070426-00164. NMCC is authorized to provide global or limited global resale telecommunications services pursuant to international Section 214 authority granted in File No. ITC-214-20050422-00566. ION Holdco, NMCC, Sovernet Inc., and Sovernet Fiber are authorized to 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-214-20010209-00086.⁹ 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.¹⁰

Also as described above, Transferee has sought approval to acquire the Oxford Companies, holders of international and domestic Section 214 authorizations. One such company, Oxford T&T, resells switched international long distance toll service to

⁹ 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.

¹⁰ See *supra* note 3.

residential and business customers pursuant to an international Section 214 authorization granted by the Commission under File No. ITC-214-19970902-00523. Another such company, BayRing, is authorized to provide global facilities-based and resale telecommunications services pursuant to international Section 214 authority granted in File No. ITC-214-19961216-00630. The Oxford Companies also provide domestic interstate telecommunication services pursuant to blanket Section 214 authority. Applications to transfer control of the Oxford Companies to Transferee are pending before the Commission.¹¹

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)

The following entities hold and, upon completion of the Transaction, will continue to hold a ten percent (10%) or greater equity interest in Licensee NMCC:¹²

Name:	Sovernet, Inc.
Address:	5 Canal St. Bellows Falls, VT 05101
Citizenship:	U.S. (Vermont)
Principal Business:	Telecommunications
Percentage Held:	100% (directly in NMCC)

Name:	Sovernet Holding Corporation ¹³
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¹¹ See *supra* note 5.

¹² Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

¹³ The following entities currently hold a ten percent (10%) or greater equity interest in Sovernet Holding, and thus in each Licensee, but will not continue to hold such interest upon completion of the Transaction:

(1) ATN International, Inc. (“ATN”), 500 Cummings Center, Suite 2450, Beverly, MA 01915. ATN is a U.S. (Delaware) corporation, and its principal business is telecommunications. ATN currently holds a 96% interest in Sovernet Holding.

(2) Cornelius B. Prior, Jr., c/o ATN International, Inc., 500 Cummings Center, Suite 2450, Beverly, MA 01915. Mr. Prior is a U.S. citizen, and is Chairman of the Board of ATN. Mr. Prior currently holds a 27.71% interest directly in ATN.

Address: 5 Canal St.
Bellows Falls, VT 05101
Citizenship: U.S. (Vermont)
Principal Business: Telecommunications
Percentage Held: 100% (directly in Sovernet Inc., indirectly in NMCC)

The following entity holds and, upon completion of the Transaction, will continue to hold a ten percent (10%) or greater equity interest in Licensees Sovernet Inc., ION

Holdco and Sovernet Fiber:

Name: Sovernet Holding Corporation
Address: 5 Canal St.
Bellows Falls, VT 05101
Citizenship: U.S. (Vermont)
Principal Business: Telecommunications
Percentage Held: 100% (directly in each of Sovernet Inc., ION Holdco,¹⁴ and Sovernet Fiber)

Pursuant to the proposed Transaction, Transferee will come to indirectly own and control Sovernet Holding. As stated above, before closing of the Transaction, the Transferee will assign its rights under the Agreement to TVC. The entities that will hold a ten percent (10%) or greater equity interest in Sovernet Holding upon completion of the Transaction are as follows:

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 Sovernet Holding)

Name: OHCP Northeastern Fiber Buyer Intermediate, Inc.

¹⁴ In the case of ION Holdco, Sovernet Holding currently holds 86.93% of ION Holdco, but will hold 100% of ION Holdco upon completion of the Transaction. The following entity currently holds a ten percent (10%) or greater equity interest in ION Holdco, but, pursuant to a concurrent transaction, will not continue to hold such interest upon completion of the Transaction:

(1) RLEC Holding Company LLC (“RLEC”), 80 State St., Albany, NY 12207. RLEC is a U.S. (New York) limited liability company, and its principal business is telecommunications. RLEC currently holds a 13.07% interest directly in ION Holdco.

Address: (“TVC Buyer”)
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, indirectly in Sovernet Holding)

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 Sovernet Holding)

The following entities hold, directly or indirectly, a ten percent (10%) or greater equity interest in Transferee:¹⁵

Name: OHCP Northeastern Fiber Buyer Holdco, L.P.
 (“OHCP Holdco”)
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 Northeastern Fiber Buyer Aggregator, L.P.
 (“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, indirectly in Transferee)

¹⁵ The final structure is not fully established, and there may be one or more additional intervening wholly owned holding companies inserted above Transferee in the attached organizational chart 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.

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 Oxford purchase, existing interest-holders in Oxford 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,¹⁶ 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. individually, will own or control a ten percent (10%) or greater indirect interest in Transferee:

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

¹⁶ To be clear, these existing interest holders in Oxford Holdings will not have any interest in the FirstLight Companies unless and until both the FirstLight purchase and the Oxford purchase are completed.

Citizenship: Stamford, CT 06901
Principal Business: Cayman Islands
Interest Held: Investment Activities
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)

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
("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)

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 Sovernet 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)

Transferee certifies that it is not a foreign carrier in any country, nor is it affiliated with any foreign carrier.¹⁷

¹⁷ Transferor is affiliated with carriers in Guyana, Aruba, the Cayman Islands, Bermuda, and the British Virgin Islands. However, the associated authorizations and operations are not under the Sovernet Holding umbrella, are not being transferred to Transferee, and are thus not part of the proposed Transaction.

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(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)

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.

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 does not itself offer any domestic telecommunications services. Transferor's subsidiaries and affiliates offer domestic fixed and mobile wireless voice and consumer broadband Internet access services in the U.S. Virgin Islands, Arizona, California, Colorado, Montana, Nebraska, Nevada, New Mexico, Texas, Utah and Wyoming, and domestic interstate, intrastate, and local exchange services in the U.S. Virgin Islands.

The Sovernet Companies that are subject of the present Application provide the following domestic telecommunications services:

- **ION Holdco** provides wholesale and retail private line services in Vermont, New York and Pennsylvania.
- **Sovernet Fiber** provides private line, wide area networking and data transport services in Vermont, southwestern New Hampshire and northwestern Massachusetts.

- **NMCC** provides fixed local exchange and exchange access services (end-user, and wholesale, respectively) and long-distance voice services in Vermont and New Hampshire using a mix of fiber- and copper-based plant.

Transferee:

Transferee does not itself provide telecommunications. As described above, Transferee currently has an agreement to acquire the FirstLight Companies and the Oxford Companies and their licenses and operations, and the FirstLight Applications and Oxford Applications, cited above, are pending. As described further below, the Oxford Companies operate in Maine, Massachusetts, and New Hampshire. 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 Communications 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 the Sovernet Companies’ customers. The primary purpose of the transaction is to recapitalize Sovernet Holding to assure that it will have a strengthened balance sheet and increased access to capital, which will enhance the ability of the Sovernet Companies to innovate and provide ever-more sophisticated advanced network services to Vermont, New Hampshire, New York,

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

The proposed Transaction, along with the FirstLight and Oxford transactions, will promote competition and enhance communications offerings to customers throughout the northeastern U.S. The fiber networks of the three businesses are complementary and adjacent, with minimal overlap. This 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, Oxford, and Sovernet, 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, Oxford, and Sovernet 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.

The pro-competition and complementary nature of the FirstLight, Oxford, and Sovernet transactions is clear from review of each of the individual company's network coverage areas.

- In New York, Sovernet operates a regional, intercity network across the western and central portions of the state, connecting such large markets as Buffalo, Rochester, Syracuse and Utica. FirstLight serves the eastern part of the state, including a metro network in Albany, where Sovernet has limited presence, and in Westchester County. Oxford has no network presence in New York.
- In Vermont, both FirstLight and Sovernet operate, but with FirstLight's network focused in the northwestern portion of the state that borders New York, and Sovernet's network more broadly dispersed throughout the state, with some presence in New Hampshire where it borders Vermont. Oxford has no network presence in Vermont.

- Both FirstLight and Oxford have significant presence in New Hampshire, but again with largely complementary footprints and limited overlap. Oxford's network and on-net customers are predominantly located in the southern, coastal areas of New Hampshire, near Portsmouth, toward Maine and Massachusetts, while FirstLight's network is more broadly dispersed throughout the state but with few routes or on-net buildings that overlap the Oxford network.
- Finally, Oxford serves Maine and portions of northeastern Massachusetts, with very little presence from FirstLight or Sovernet.

In summary, the complementary and adjacent nature and increased financial flexibility of the combined Sovernet, FirstLight and Oxford networks will promote regional competition and enhance customer offerings in the northeastern U.S.

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 foreign ownership or 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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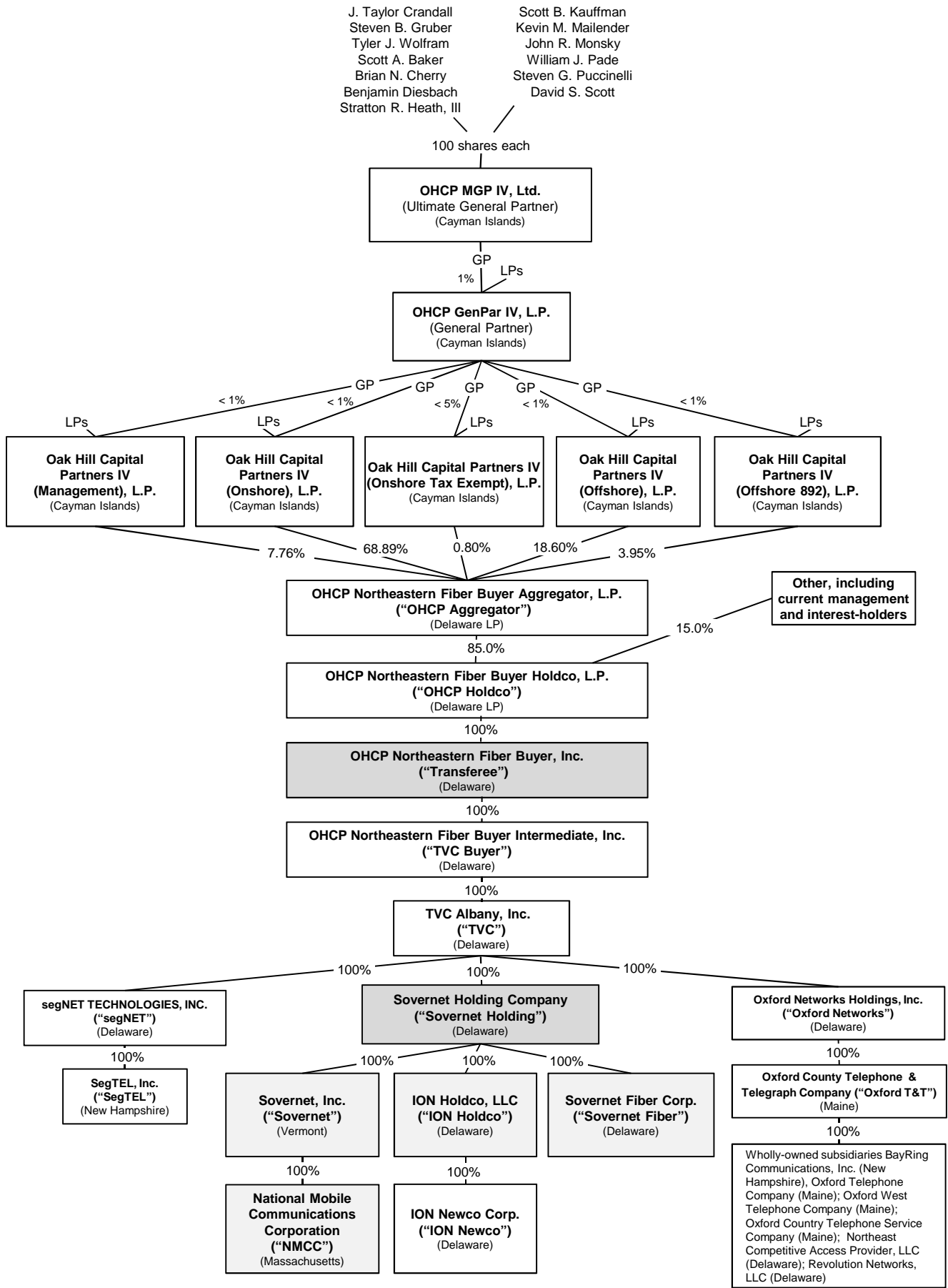
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Date: August 18, 2016

EXHIBIT A

Post-Closing Ownership Structure



VERIFICATION OF ATN INTERNATIONAL, INC.

I, William F. Kreisher, state that I am Senior Vice President, Corporate Development, of ATN International, 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 18th day of August 2016.




William F. Kreisher, Senior Vice President, Corporate Development
ATN International, 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 18th day of August 2016.



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