

June 13, 2018

BY ELECTRONIC FILING

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Re: OHCP Northeastern Fiber Buyer Holdco, L.P., Transferor, Flight Group Holdings LP, Transferee, and TVC Albany, Inc. et al., WC Docket No. 18-83; IB File Nos. ITC-T/C-20180319-00055; ITC-T/C-20180319-00056; ITC-T/C-20180319-00058; ITC-T/C-20180319-00059; and ITC-T/C-20180319-00060 —Supplement to Applications

Dear Ms. Dortch:

Through its counsel, Flight Group Holdings LP (“Transferee”) supplements the above-referenced transfer-of-control applications (the “Applications”) to address clarifications requested by Commission staff with respect to certain planned co-investment in Transferee. Commission staff also requested an updated post-close organizational chart.¹

Accordingly, Transferee supplements part III(C) of the Applications to indicate that the co-investment will occur through a newly formed co-investment vehicle, Flight Co-Invest LP. No Flight Co-Invest LP limited partner will have a 10-percent or greater direct or indirect interest in Transferee. Thus, the second full paragraph on page 16 of the narrative part of the Applications is supplemented to clarify that no limited partner of Antin III France, Antin III UK, or Flight Co-Invest LP has, through its limited partnership interests, an indirect 10-percent or greater economic or voting interest in Transferee. The details for Flight Co-Invest LP are as follows:

¹ Capitalized terms not defined in this supplement have the meanings ascribed to them in the Applications.

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Flight Co-Invest LP

Address: 14 St. George Street, W1S 1FE London, United Kingdom

Place of Organization: United Kingdom

Principal Business: investments

Interest Held: Flight Co-Invest LP will hold a 30.1-percent equity interest in Transferee.

None of its limited partners will have a 10-percent or greater interest in Transferee.

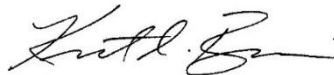
The direct interests of each of Antin Infrastructure Partners III L.P. (“Antin III UK”) and Antin Infrastructure Partners III FPCI (“Antin III France”) are correspondingly reduced to 28.9-percent and 39.1-percent, respectively.

The control structure of Transferee remains unchanged, as Flight Co-Invest LP has the same control structure as Antin III UK, *i.e.*, Flight Co-Invest LP’s general partner is Antin Infrastructure Partners Luxembourg GP, Sarl (“Antin Luxembourg GP”) and its authorized manager is Antin Infrastructure Partners UK Limited (“Antin UK”).

As stated in the narrative part of the Applications at page 16, all investment decisions for Antin III are made by the Antin Investment Committee. Transferee further clarifies that such decisions are made by majority vote, with the vote of each Antin Investment Committee member having equal weight, which majority vote must also have the vote of two founding members and individual shareholders of Antin Infrastructure Partners, Mark Crosbie and Alain Rauscher.

The ownership diagram in Exhibit C is supplemented to (a) depict the co-investment through Flight Co-Invest LP and the reduced direct percentage interests of Antin III UK and Antin III France (collectively, “Antin III”) in Transferee; (b) depict the controlling (voting) interest of Antin III over Transferee through Antin III’s control of Flight Group Holdings GP LLC; and (c) show that Antin France holds 0.00-percent equity in Antin III France, Antin UK holds 0.00-percent equity in Antin III UK, and Antin Luxembourg GP holds one general partner share in Antin III UK. This share only ensures the payment of an annual fixed fee incurred for its General Partner services. This share does not entitle Antin Luxembourg to any dividend rights or other equity rights and Antin Luxembourg should therefore be regarded as holding a 0-percent equity interest in Antin III UK.

Yours sincerely,



Kent Bressie
Colleen Sechrest
Counsel for Flight Group Holdings LP

Attachment

Amended Exhibit B
Post-Close Ownership Structure

