

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C.

In the Matter of

OHCP NORTHEASTERN FIBER BUYER HOLDCO, L.P.
Transferor,

FLIGHT GROUP HOLDINGS LP,
Transferee,

TVC ALBANY, INC.
SEGTEL, INC.
SOVERNET, INC.
SOVERNET FIBER CORP.
ION HOLDCO, LLC
NATIONAL MOBILE COMMUNICATIONS CORPORATION
FINGER LAKES TECHNOLOGY GROUP, INC.
OXFORD COUNTY TELEPHONE AND TELEGRAPH
COMPANY
OXFORD TELEPHONE COMPANY
OXFORD WEST TELEPHONE COMPANY
OXFORD COUNTY TELEPHONE SERVICE COMPANY
NORTHEAST COMPETITIVE ACCESS PROVIDERS, LLC
REVOLUTION NETWORKS, LLC
BAYRING COMMUNICATIONS, INC.

Authority Holders

Application for Consent to Transfer Indirect Control
of Domestic and International Section 214 Authority
Under the Communications Act of 1934, as Amended

WC Docket No. 18-_____

File No. ITC-T/C-2018-_____

**CONSOLIDATED APPLICATION FOR CONSENT TO TRANSFER OF CONTROL OF
DOMESTIC AND INTERNATIONAL SECTION 214 AUTHORITY**

OHCP Northeastern Fiber Buyer Holdco, L.P. (“Transferor”) and Flight Group Holdings LP (“Transferee”) hereby request Commission consent to the transfer of indirect control of telecommunications service providers operating under the FirstLight brand and variously relying on the blanket domestic Section 214 authorization in Section 63.01 of the Commission’s Rules

and/or holding international Section 214 authority to provide facilities-based or resold international telecommunications services (the “Authority Holders”).¹ The Transferor and its subsidiary, OHCP Northeastern Fiber Buyer, Inc. (“NFB”) and Transferee’s indirect, wholly-owned subsidiary, Flight Bidco, Inc., a Delaware corporation (“Flight Bidco”) have executed a purchase agreement pursuant to which Transferee will acquire indirect control of the Authority Holders and their affiliates (the “Proposed Transaction”).

Consummation of the Proposed Transaction will serve the public interest, convenience, and necessity by fostering the continued growth of the Authority Holders and their affiliates (collectively, “FirstLight”) and provision of services by those entities. Transferee and its affiliates will seek to optimize FirstLight’s existing assets, to support investment in new infrastructure, and to continue offering innovative and high-quality services to consumers, enterprise, and carrier customers. FirstLight will benefit from the investment, asset-management, and operational expertise of Transferee and its affiliates.

The Proposed Transaction raises no public-interest concerns that would warrant an extended review or transaction-specific conditions for consent. Indeed, this consolidated application qualifies for presumptive streamlined processing under 47 C.F.R. §§ 63.04(b)(1)(ii) and 63.18(c)(ii). Consummation of the Proposed Transaction would create no new combinations that could adversely affect competition in any geographic market for domestic interstate or

¹ The “Authority Holders” are: TVC Albany, Inc. (“TVC”); segTEL, Inc. (“segTEL”); Sovernet, Inc. (“Sovernet”); Sovernet Fiber Corp. (“Sovernet Fiber”); ION Holdco, LLC (“ION Holdco”); National Mobile Communications Corporation (“NMCC”); Finger Lakes Technology Group, Inc. (“FLTG”); Oxford County Telephone and 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 CAP”); Revolution Networks, LLC (“Revolution”); and BayRing Communications, Inc. (“BayRing”).

international telecommunications services. The parties seek to consummate the Proposed Transaction as soon as possible upon receipt of the required regulatory consents.

In part I, the Applicants provide an overview of the parties and the Proposed Transaction. In part II, the Applicants address the standard of review, how the Proposed Transaction serves the public interest, and the absence of anti-competitive effects. In part III, the Applicants provide the information required by 47 C.F.R. § 63.04 of the Commission’s Rules with respect to domestic Section 214 authority. In part IV, the Applicants provide the information required by 47 C.F.R. § 63.24(e) of the Commission’s Rules with respect to international Section 214 authority. In part V, the Applicants address Team Telecom considerations.

I. BACKGROUND

A. Parties to the Proposed Transaction

1. Transferor

Transferor is a Delaware limited partnership formed for the purpose of investing in FirstLight and is ultimately owned by five funds managed by the private equity sponsor Oak Hill Capital Partners. Over the past few years, Transferor’s subsidiary, NFB, acquired the Authority Holders and their affiliates in a series of transactions designed to build a cohesive, competitive communications network in the Northeast and Mid-Atlantic regions.²

² NFB acquired TVC and segTEL in 2016. *See Domestic Section 214 Application Granted for the Transfer of Control of TVC Albany, Inc. and SegTEL, Inc. to OHCP Northeastern Fiber Buyer, Inc.*, Public Notice, 31 FCC Rcd. 9594 (Wireline Comp. Bur. 2016); *International Authorizations Granted for the Transfer of Control of TVC Albany, Inc.*, Public Notice, 31 FCC Rcd. 9681 (Int’l Bur. 2016).

NFB acquired Oxford Telephone, Oxford West, Oxford T&T, Oxford Service, Northeast CAP, Revolution, and BayRing Communications, Inc. in 2016. *See Domestic Section 214 Application Granted for the Transfer of Control of Oxford Networks Holdings, Inc. to OHCP Northeastern Fiber Buyer, Inc.*, Public Notice, 31 FCC Rcd. 13,265 (Wireline Comp. Bur. 2016); *International Authorizations Granted for the Transfer of Control of*

2. The Authority Holders

FirstLight provides telecommunications services in Connecticut, Maine, Massachusetts, New Hampshire, New York, Pennsylvania, Rhode Island, and Vermont. FirstLight offers advanced telecommunications products featuring a comprehensive portfolio of high bandwidth connectivity solutions including Ethernet, wavelengths and dark fiber as well as dedicated Internet access solutions, data center services, cloud and voice services. FirstLight's customers include national cellular providers, wireline carriers, and enterprises spanning high tech manufacturing and research companies, healthcare providers, financial institutions, law firms, secondary schools, colleges and universities, and local and state governments.³ FirstLight currently operates approximately 14,000 route miles of fiber connecting approximately 8,000 locations across six states; it also operates 12 data centers.

3. Transferee-Related Entities

Transferee is a Delaware limited partnership formed for the purpose of acquiring FirstLight and is owned and jointly controlled by two private equity funds: Antin Infrastructure

Oxford County Telephone and Telegraph Company and Freedom Ring Communications, LLC, Public Notice, 31 FCC Rcd. 13,418 (Int'l Bur. 2016).

NFB acquired Sovernet, Sovernet Fiber, ION Holdco, ION Newco Corp. ("ION Newco"), and NMCC in 2017. *See Domestic Section 214 Application Granted for the Transfer of Control of Sovernet, Inc., ION Holdco, LLC, Sovernet Fiber Corp., and National Mobile Communications Corporation to OHCP Northeastern Fiber Buyer, Inc.*, Public Notice, 32 FCC Rcd. 1463 (Wireline Comp. Bur. 2017); *International Authorization Granted for the Transfer of Control of ION HoldCo, LLC and National Mobile Communications Corporation*, Public Notice, 32 FCC Rcd. 1524 (Int'l Bur. 2017). ION Newco does not provide interstate common carrier services but provides intrastate telecommunications services.

NFB acquired FLTG in 2017. *See Domestic Section 214 Application Granted for the Transfer of Control of Finger Lakes Technologies Group, Inc. to OHCP Northeastern Fiber Buyer, Inc.*, Public Notice, 32 FCC Rcd. 6873 (Wireline Comp. Bur. 2017).

³ In addition, FirstLight serves residential customers in the incumbent local exchange territories of Oxford Telephone Company and Oxford West Telephone Company.

Partners III, FPCI (“Antin III France”) and Antin Infrastructure Partners III, L.P. (“Antin III UK”) (Antin III France and Antin III UK, together, “Antin III”).

Antin III France and Antin III UK are funds jointly controlled and managed by Antin Infrastructure Partners S.A.S., Antin Infrastructure Partners Luxembourg GP Sarl, and Antin Infrastructure Partners UK Limited (collectively, “Antin Infrastructure Partners”), a European private equity firm based in Paris, London and Luxembourg focused on infrastructure investments in the telecommunications, energy and environment, transportation, and social sectors. The Proposed Transaction is being invested in through Antin III, the third fund managed by Antin Infrastructure Partners.

Antin Infrastructure Partners has considerable experience and expertise in owning and operating fiber-optic networks and providing connectivity for business customers. As an example, Antin Infrastructure Partners manages another fund, “Antin II”, which holds a controlling investment in Eurofiber, the largest independent provider of fixed telecom infrastructure dedicated to business customers in Belgium and the Netherlands. Eurofiber’s network spans nearly 18,000 miles and connects more than 30,000 locations.

B. The Proposed Transaction

Pursuant to the Stock Purchase Agreement dated February 16, 2018, by and among Transferor, NFB, and Transferee’s indirect, wholly-owned subsidiary, Flight Bidco, Flight Bidco will acquire from Transferor 100-percent of the outstanding equity securities of NFB, and, immediately following closing, Flight Bidco will merge with and into NFB, with NFB continuing as the surviving entity in the merger. Following the closing of the Proposed Transaction and the post-closing intra-corporate merger, NFB will be directly owned 100-percent by Flight Intermediate Holdco Inc., a Delaware corporation (“FIH”). FIH is directly 100-percent owned by Flight Holdco Inc., a Delaware corporation (“Flight Holdco”), which in turn is directly

owned 100-percent by Transferee. As noted above, Transferee is directly owned and controlled by Antin III: Antin III holds all limited partnership and economic interests in Transferee⁴ and exercises voting control over Transferee through its joint control of the board of managers of Transferee’s General Partner, Flight Group Holdings GP LLC (“Flight Group LLC”). Antin III is ultimately controlled by Antin Infrastructure Partners, which exercises management control of Antin III pursuant to governance, management and advisory agreements.

In Exhibit A, the Applicants provide a diagram illustrating the pre-consummation ownership structure of the Authority Holders. In Exhibit B, the Applicants provide a diagram illustrating the post-consummation ownership structure of the Authority Holders.

II. CONSUMMATION OF THE PROPOSED TRANSACTION WILL SERVE THE PUBLIC INTEREST AND WOULD NOT HARM COMPETITION

A. Standard of Review

Under 47 U.S.C. § 214(a), the Commission must determine whether a proposed transfer of control of a provider of interstate or international telecommunications services is consistent with the public interest, convenience, and necessity.⁵ In making such a

⁴ Subject to (i) the potential rollover of equity interests in NFB held by certain members of the FirstLight management team in connection with the closing of the Proposed Transaction; and (ii) to potential investment by certain existing limited partners of Antin III as co-investors in Transferee on or after closing of the Proposed Transaction. The precise number and value of equity interests to be rolled over or the value of additional co-investment and the structuring required to facilitate such rollover or co-investment have not been finalized yet, but any such participants are not expected to individually or collectively hold a 10-percent or greater interest in Transferee. Should a rollover transaction or co-investment transaction result in any person not already disclosed in this Application obtaining a 10-percent or greater interest in Transferee, the Applicants will update the information in this Application.

⁵ See, e.g., *Applications of Level 3 Communications, Inc. and CenturyLink, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 32 FCC Rcd. 9581, 9585 ¶ 8 (2017) (“*Level 3-CenturyLink Order*”); *Applications of AT&T Inc. and DIRECTV For Consent to Assign or Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 30 FCC Rcd. 9131, 9139-40 ¶ 18

determination, the Commission first assesses “whether the proposed transaction complies with the specific provisions of the Act, other applicable statutes, and the Commission’s rules.”⁶ Second, if a proposed transaction would not violate the Act, any other applicable statute, or any of the Commission’s rules, the Commission then considers whether a proposed transaction “could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the [Communications] Act or related statutes.”⁷ Third, where a transaction raises no public interest harms or where any such harms can be ameliorated by narrowly tailored conditions, the Commission considers the transaction’s public interest benefits, with the applicants bearing the burden of proving those benefits by a preponderance of the evidence.⁸ Finally, if the Commission finds that narrowly tailored, transaction-specific

(2015) (“*AT&T-DIRECTV Order*”); *Applications of XO Holdings and Verizon Communications Inc. For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 31 FCC Rcd. 12,501, 12,504-05 ¶ 7 (Wireline Comp., Int’l, and Wireless Tel. Burs. 2016) (“*Verizon-XO Order*”).

⁶ See *Level 3-CenturyLink Order*, 32 FCC Rcd. at 9585 ¶ 8; *AT&T-DIRECTV Order*, 30 FCC Rcd. at 9139-40 ¶ 18 (citations omitted); *Verizon-XO Order*, 31 FCC Rcd. at 12,504-05 ¶ 7 (citations omitted); *Applications of SoftBank Corp., Starburst II, Inc., Sprint Nextel Corp., and Clearwire Corp.*, Memorandum Opinion and Order, Declaratory Ruling, and Order on Reconsideration, 28 FCC Rcd. 9642, 9650 ¶ 23 (citations omitted) (“*Softbank-Sprint-Clearwire Order*”); *Applications Filed by Qwest Communications International Inc. and CenturyTel, Inc. d/b/a CenturyLink For Consent to Transfer Control*, Memorandum Opinion and Order, 26 FCC Rcd. 4194, 4198-99 ¶ 7 (citation omitted) (“*Qwest-CenturyLink Order*”).

⁷ See *Level 3-CenturyLink Order*, 32 FCC Rcd. at 9585 ¶ 9; *AT&T-DIRECTV Order*, 30 FCC Rcd. at 9140 ¶ 18 (citation omitted); *Verizon-XO Order*, 31 FCC Rcd. at 12,504-05 ¶ 7 (citation omitted); *SoftBank-Sprint-Clearwire Order*, 28 FCC Rcd. at 9651 ¶ 23 (citation omitted); *Qwest-CenturyLink Order*, 26 FCC Rcd. at 4199 ¶ 7.

⁸ See *Level 3-CenturyLink Order*, 32 FCC Rcd. at 9586 ¶ 10. In earlier transactions, the Commission weighed any potential public interest harms of the proposed transaction against any potential public interest benefits. See *AT&T-DIRECTV Order*, 30 FCC Rcd. at 9140 ¶ 18 (citation omitted); *Verizon-XO Order*, 31 FCC Rcd. at 12,504-05 ¶ 7 (citation omitted); *SoftBank-Sprint-Clearwire Order*, 28 FCC Rcd. at 9650-51 ¶ 23 (citation omitted).

conditions would ameliorate any public interest harms for a transaction that is otherwise in the public interest, it may approve the transaction as so conditioned.⁹

The Proposed Transaction would not violate any provision of the Communications Act of 1934, as amended (the “Act”) or any Commission rule, nor would it substantially frustrate or impair the Commission’s implementation or enforcement of the Act or interfere with the objectives of the Act or other statutes. To the contrary, as detailed below, the Proposed Transaction will offer substantial public interest benefits without any material countervailing harms. In the absence of any such harms, the Applicants believe that transaction-specific conditions are unnecessary.

B. The Proposed Transaction Will Serve the Public Interest

Consummation of the Proposed Transaction will serve the public interest, convenience, and necessity by providing FirstLight with access to Transferee and its ultimate parent’s financial and operational expertise, permitting FirstLight to continue to provide connectivity services to its customers. Since its inception, Antin Infrastructure Partners has deployed over €3.6 billion (approx. \$ 4.4 billion) across 18 companies and has further supported these companies by authorizing over €3 billion (approx. \$ 3.7 billion) of capital expenditures over that period. Furthermore, FirstLight will benefit from the operational expertise of Antin Infrastructure Partners, which owns and operates Eurofiber, the largest independent provider of fixed telecom infrastructure dedicated to business customers in Belgium and the Netherlands. Since investing in Eurofiber in 2015, Antin Infrastructure Partners has supported the company in acquiring a nationwide fiber network in Belgium, expanding its regional datacenter footprint in

⁹ See *Level 3-CenturyLink Order*, 32 FCC Rcd. at 9586 ¶ 11.

the Netherlands, and building over 7,000 miles of new unique fiber routes, expanding the provision of services to over 30,000 connected locations.

Similar to its experience with Eurofiber, Transferee and its affiliates will seek to build on FirstLight's existing assets, support investment in new infrastructure and continue to offer innovative and high-quality services to existing customers.

Following the consummation of the Proposed Transaction, FirstLight will continue to operate in the same service territories, providing the same or improved services to its customers. The Proposed Transaction will be transparent to customers and will not alter the manner of service delivery or billing. Immediately following the Proposed Transaction, FirstLight will continue to provide service at the same rates, terms, and conditions, as governed by existing contracts and tariffs, as applicable. Transferee and its affiliates further intend that FirstLight's existing management team will remain in place, ensuring that FirstLight's managerial, technical and operational standards will be maintained.

C. The Proposed Transaction Would Not Create Any Anti-Competitive Effects

The Proposed Transaction would create no new combinations that would adversely affect competition in any domestic market or on any U.S.-international route. Transferee is not, and does not control, and is not affiliated with, any domestic telecommunications providers in the United States. Transferee does not currently control, and is not affiliated with, any foreign carrier regulated as dominant on any U.S.-international route. Transferee is affiliated with foreign carriers providing competitive telecommunications services to business customers in the Netherlands and Belgium.

III. INFORMATION REQUIRED BY 47 C.F.R. § 63.04 OF THE COMMISSION’S RULES

In support of their request for consent to transfer control to Transferee of the Authority Holders, the Applicants submit the following information pursuant to 47 C.F.R. § 63.04:

A. Business-Identifying Information¹⁰

In Table 1 below, the Applicants provide the name, address, telephone number, place of organization, and FCC Registration Number (“FRN”) for each Applicant:

TABLE 1: APPLICANT IDENTIFICATION INFORMATION

Name, Address, and Telephone No.	Place of Organization	FRN
OHCP Northeastern Fiber Buyer Holdco L.P. (“Transferor”) One Stamford Plaza 263 Tresser Blvd., 15 th Floor Stamford, CT 06901 +1 203 328 1600	Delaware	0025420712
Flight Group Holdings LP (“Transferee”) 1114 Avenue of the Americas New York, New York 10036 +1 202 730 1300	Delaware	0027326909
The Authority Holders		
TVC Albany, Inc. 41 State Street, 10th Floor Albany, New York 12207 +1 518 598 0900	Delaware	0006097711
segTEL, Inc. 41 State Street, 10th Floor Albany, New York 12207 +1 518 598 0900	New Hampshire	0006204630

¹⁰ 47 C.F.R. § 63.04(a)(1)-(2).

Name, Address, and Telephone No.	Place of Organization	FRN
Sovernet, Inc. 41 State Street, 10th Floor Albany, New York 12207 +1 518 598 0900	Vermont	0015120850
Sovernet Fiber Corp. 41 State Street, 10th Floor Albany, New York 12207 +1 518 598 0900	Delaware	0020563292
ION Holdco, LLC 41 State Street, 10th Floor Albany, New York 12207 +1 518 598 0900	Delaware	0017845496
National Mobile Communications Corporation 41 State Street, 10th Floor Albany, New York 12207 +1 518 598 0900	Massachusetts	0004965075
Finger Lakes Technologies Group, Inc. 41 State Street, 10th Floor Albany, New York 12207 +1 518 598 0900	New York	0016273229
Oxford County Telephone and Telegraph Company 41 State Street, 10th Floor Albany, New York 12207 +1 518 598 0900	Maine	0005097191
Oxford Telephone Company 41 State Street, 10th Floor Albany, New York 12207 +1 518 598 0900	Maine	0005097134
Oxford West Telephone Company 41 State Street, 10th Floor Albany, New York 12207 +1 518 598 0900	Maine	0005097167

Name, Address, and Telephone No.	Place of Organization	FRN
Oxford County Telephone Service Company 41 State Street, 10th Floor Albany, New York 12207 +1 518 598 0900	Maine	0005004320
BayRing Communications, Inc. 41 State Street, 10th Floor Albany, New York 12207 +1 518 598 0900	New Hampshire	0019004001
Northeast Competitive Access Providers, LLC 41 State Street, 10th Floor Albany, New York 12207 +1 518 598 0900	Delaware	0017600156
Revolution Networks, LLC 41 State Street, 10th Floor Albany, New York 12207 +1 518 598 0900	Delaware	0027345669

B. Points of Contact¹¹

The Commission should address correspondence regarding this application to the persons identified in Table 2 below.

¹¹ *Id.* § 63.04(a)(3).

TABLE 2: APPLICANT CONTACT INFORMATION

Party	Company Contact	Counsel Contact
Transferor	John Monsky c/o Oak Hill Management, LLC 263 Tresser Boulevard 15th Floor Stamford, CT 06901 +1 212 527 8490 jmonsky@oakhillcapital.com	Catherine Wang Brett P. Ferenchak Morgan, Lewis & Bockius LLP 1111 Pennsylvania Ave., N.W. Washington, D.C. 20004 +1 202 739 3000 catherine.wang@morganlewis.com brett.ferenchak@morganlewis.com
Transferee	Mélanie Biessy Flight Group Holdings LP c/o Antin Infrastructure Partners 1114 Avenue of the Americas New York, New York 10036 + 33 1 70 08 13 03 melanie.biessy@antin-ip.com	Kent Bressie Harris, Wiltshire & Grannis LLP 1919 M Street, N.W., Suite 800 Washington, D.C. 20036 +1 202 730 1337 kbressie@hwglaw.com
FirstLight	Jill Sandford Senior Vice President and General Counsel FirstLight Fiber 41 State Street, 10th Floor Albany, New York 12207 +1 518 598 0900 jsandford@firstlight.net	Catherine Wang Brett P. Ferenchak Morgan, Lewis & Bockius LLP 1111 Pennsylvania Ave., N.W. Washington, D.C. 20004 +1 202 739 3000 catherine.wang@morganlewis.com brett.ferenchak@morganlewis.com

C. Direct and Indirect Ownership of Transferee¹²

Upon consummation of the Proposed Acquisition, Flight Bidco will merge into NFB, with NFB surviving. NFB will then have the following 10-percent or greater direct and indirect interest holders:

¹² *Id.* § 63.04(a)(4).

Flight Intermediate Holdco Inc. (“FIH”)

Address: 1114 Avenue of the Americas, New York, New York 10036

Place of Organization: Delaware

Principal Business: holding company

Interest Held: FIH will hold a 100-percent voting and economic interest in NFB.

Flight Holdco Inc. (“Flight Holdco”)

Address: 1114 Avenue of the Americas, New York, New York 10036

Place of Organization: Delaware

Principal Business: holding company

Interest Held: Flight Holdco will hold a 100-percent voting and economic interest in FIH.

Flight Group Holdings LP (“Transferee”)

Address: 1114 Avenue of the Americas, New York, New York 10036

Place of Organization: Delaware

Principal Business: holding company

Interest Held: Transferee will hold a 100-percent voting and economic interest in Flight Holdco.

Flight Group Holdings GP LLC (“Flight Group LLC”)

Address: 1114 Avenue of the Americas, New York, New York 10036

Place of Organization: Delaware

Principal Business: holding company

Interest Held: Flight Group LLC will hold a 100-percent voting interest and no economic interest in Transferee as its general partner.

Antin Infrastructure Partners III, FPCI (“Antin III France”)

Address: 374 Rue Saint Honoré, 75001 Paris, France

Place of Organization: France

Principal Business: investments

Interest Held: Antin III France holds a 57.51-percent economic interest in Flight Group LP and a 57.51-percent economic interest in Transferee as a limited partner.¹³ Jointly with Antin III UK, Antin III France holds a 100-percent voting interest in Flight Group LLC.¹⁴

¹³ Subject to potential rollover transaction by members of FirstLight management or to other co-investment, as described in footnote 4 above.

¹⁴ The voting rights of Antin III France and Antin III UK in each of Flight Group LP and Flight Group LLC result from the following facts: (i) the business and affairs of Flight Group LP are managed by its general partner, Flight Group LLC; (ii) the business and affairs of Flight Group LLC are managed by a board of managers (the “Flight Group Board”), which consists of two managers; (iii) decisions of the Flight Group Board are made with the consent of a majority of the members (i.e., unanimous consent); and (iv) members of the Flight Group Board may be appointed with the unanimous consent of the members of Flight Group LLC, which appointments therefore require the consent of both

Antin Infrastructure Partners III, L.P. (“Antin III UK”)

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

Place of Organization: United Kingdom

Principal Business: investments

Interest Held: Antin III UK holds a 42.49-percent economic in Flight Group LLC and a 42.49-percent economic interest in Transferee as a limited partner.¹⁵ Jointly with Antin III France, Antin III UK holds a 100-percent voting interest in Flight Group LLC.¹⁶

Control of Antin III France and Antin III UK is vested in the following entities:

Antin Infrastructure Partners S.A.S. (“Antin France”)

Address: 374 Rue Saint Honoré, 75001 Paris, France

Place of Organization: France

Principal Business: fund management

Interest Held: Antin France holds a controlling interest in Antin III as the management company (the French equivalent of general partner) of Antin III France, which control is exercised pursuant to governance, management and advisory agreements. Antin France has a 0-percent equity interest in Antin III and Transferee.

Antin Infrastructure Partners Luxembourg GP Sarl (“Antin Luxembourg GP”)

Address: 37a Avenue JF Kennedy, Luxembourg, Grand Duchy of Luxembourg, L-1855

Place of Organization: Luxembourg

Principal Business: fund management

Interest Held: Antin Luxembourg GP holds a controlling interest in Antin III UK as general partner of Antin III UK, which control is exercised pursuant to a management agreement. Antin Luxembourg GP holds one (1) general partner share in Antin III UK and 0-percent equity interest in Antin III UK and Transferee.

Antin Infrastructure Partners UK Limited (“Antin UK”)

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

Place of Organization: United Kingdom

Principal Business: fund management

Interest Held: Antin UK holds a 100-percent equity interest in Antin Luxembourg GP. Antin UK holds a controlling interest in Antin III as authorized manager of Antin III UK, which control is exercised pursuant to governance,

Antin III France and Antin III UK.

¹⁵ Subject to potential rollover transaction by members of FirstLight management or to other co-investment, as described in footnote 4 above.

¹⁶ See footnote 14 regarding the voting control of Antin III France and Antin III UK in Flight Group LP and Flight Group LLC.

management and advisory agreements. Antin UK holds a 0-percent equity interest in Antin III and Transferee.

Economic interest in Antin III UK and Antin III France (Antin III) is broadly held through institutional investors, including pension funds, insurance companies, and asset managers. No single individual or entity has a 10-percent or greater economic or voting interest in Antin III and, indirectly, in Transferee.

As indicated above, Antin UK, Antin Luxembourg GP, and Antin France (Antin Infrastructure Partners) jointly exercise control of Antin III and therefore indirectly jointly control Transferee through governance, management and advisory agreements. Pursuant to such agreements, all investments decisions in relation to Antin III (including with respect to Transferee and, upon closing, NFB and its subsidiaries) are made by Antin UK and Antin France's respective investment committees (together the "Antin Investment Committee"), which are both composed of the same eleven (11) individual members and must act in concert with respect to matters for both Antin UK and Antin France. All the Antin Investment Committee's decisions are made by majority vote, which majority vote must also have the vote of two founding members, Mark Crosbie and Alain Rauscher. Mr. Crosbie, a British citizen, has a 25.59-percent interest in Antin France and a 27.62-percent interest in Antin UK. His address is White Waltham House, Waltham Road-White Waltham, Maidenhead, Berkshire SL6 3SH, United Kingdom. Mr. Rauscher, a French citizen, has a 41.87-percent interest in Antin France and a 45.18-percent interest in Antin UK. His address is 37 Rue Victor Hugo, 92700 Colombes, France.

No other individual or entity has the ability to exercise affirmative or negative control over Antin III or, indirectly, Transferee.

D. Anti-Drug Abuse Act Certification¹⁷

Transferee certifies that no party to this application is subject to a denial of federal benefits under Section 5301 of the Anti-Drug Abuse Act of 1988, as amended.

E. Transaction Description¹⁸

The Applicants set forth a complete description of the Proposed Transaction in part I.B above.

F. Services Provided and Geographic Areas Served¹⁹

Neither Transferor nor Transferee is a telecommunications provider in any U.S. state or territory. The Authority Holders provide domestic telecommunications services as follows:

- **TVC** serves the eastern part of New York, including a metro network in Albany. TVC also provides telecommunications services in Connecticut, Maine, Massachusetts, New Hampshire, New York, Rhode Island and Vermont. TVC also has provisional authority to provide intrastate telecommunications services in Pennsylvania.
- **segTEL** provides telecommunications services in Maine, Massachusetts, New Hampshire, and Vermont.
- **Oxford Telephone** provides incumbent local exchange and exchange access services in the exchanges of Buckfield, Turner, North Turner, Sumner, Canton and West Paris, Maine.

¹⁷ 47 C.F.R. § 63.04(a)(5).

¹⁸ *Id.* § 63.04(a)(6).

¹⁹ *Id.* § 63.04(a)(7).

- **Oxford West** provides incumbent local exchange and exchange access services 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 within the exchange territory of Fairpoint NNE (former Verizon territory within Maine).
- **Revolution** provides competitive local exchange services in New Hampshire and Maine. Revolution does not offer competitive local exchange services within the exchange territories of its affiliated ILECs, Oxford Telephone and Oxford West. Each local exchange company also provides broadband services to its local exchange customers.
- **Oxford T&T** offers domestic interstate and intrastate interexchange services to the local service subscribers of Oxford Telephone, Oxford West, and Oxford Service.
- **Northeast CAP** serves as a carrier's carrier, offering domestic interstate and intrastate interexchange services through its fiber facilities from Boston, Massachusetts to Bangor, Maine.
- **BayRing** provides competitive local exchange, interexchange, collocation and data services primarily in Maine, Massachusetts and New Hampshire.
- **Sovernet** operates a regional, intercity network across the western and central portions of New York, connecting such large markets as Buffalo, Rochester, Syracuse and Utica. Sovernet serves a small region south of Elmira, New York and in the northeastern portion of Pennsylvania, predominantly in Wayne and Pike counties.
- **Sovernet Fiber** provides private line, wide area networking and data transport services in Vermont, southwestern New Hampshire and northwestern Massachusetts.

- **ION Holdco** provides wholesale and retail private line services in Vermont, New York and Pennsylvania. ION Holdco’s subsidiary, ION Newco, is authorized to provide intrastate telecommunications services in New York.
- **NMCC** provides competitive local exchange and exchange access services and long-distance voice services in Vermont and New Hampshire using a mix of fiber- and copper-based plant.
- **FLTG** provides competitive local exchange services in various areas of upstate New York. FLTG also operates a fiber optic network from Rochester to Ithaca and to Syracuse, and then back to Rochester. In Pennsylvania, FLTG serves a small region connecting Binghamton to Susquehanna and Ulster.
- TVC’s indirect subsidiaries, 186 Communications, LLC (“186”) and New Hampshire Optical Systems, Inc. (“NHOS”), do not provide interstate or international common carrier telecommunications services but hold authorization to provide intrastate telecommunications in Massachusetts (186), New Hampshire (186), New York (186) and Vermont (NHOS).

G. Streamlining²⁰

This application qualifies for presumptive streamlined processing pursuant to 47 C.F.R. § 63.03(b)(1)(ii) because Transferee is not a telecommunications provider.

H. Other Applications Filed with the Commission²¹

Concurrent with this application, the Applicants are applying for Commission consent to transfer control to Transferee of TVC’s common-carrier wireless license. TVC and Transferee

²⁰ *Id.* § 63.04(a)(8).

²¹ *Id.* § 63.04(a)(9).

also are petitioning the Commission under Section 310 of the Act for a declaratory ruling regarding indirect foreign ownership in TVC above the statutory benchmarks.

I. Business Necessity²²

The Applicants request expedited consideration of this application to allow for consummation of the Proposed Transaction as soon as possible.

J. Waiver Requests²³

The Applicants have not requested any waivers relating to this application.

K. Public-Interest Benefits²⁴

Regarding the public interest benefits of the Proposed Transaction, see part II above.

IV. INFORMATION REQUIRED BY 47 C.F.R. § 63.24(e)

Pursuant to 47 C.F.R. § 63.24(e), the Applicants provide the following information in support of their request for Commission consent for the Proposed Transaction:

A. Applicant Identification Information²⁵

See response to part III.A above for the names, addresses, telephone numbers, places of organization, and FCC Registration Numbers of the Applicants.

B. Contact Information²⁶

See response to part III.B above for the contact information to whom correspondence concerning this application should be addressed.

²² *Id.* § 63.04(a)(10).

²³ *Id.* § 63.04(a)(11).

²⁴ *Id.* § 63.04(a)(12).

²⁵ *Id.* § 63.18(a)-(b).

²⁶ *Id.* § 63.18(c).

C. Prior International Section 214 Authority²⁷

The Authority Holders identified in Table 3 below (the “FirstLight International Authority Holders”) hold international Section 214 authority:

TABLE 3: INTERNATIONAL AUTHORITY HOLDERS

FirstLight Company	Authorization(s)
BayRing	File No. ITC-214-19961216-00630 (global facilities-based and resale)
ION Holdco	File No. ITC-214-0070426-00164 (global or limited global resale)
NMCC	File No. ITC-214-20050422-00566 (global or limited global resale)
Oxford T&T	File No. ITC-214-19970902-00523 (global resale)
TVC	File No. ITC-214-19990825-00538 (global or limited global resale) File No. ITC-214-20010209-00086 (global or limited global facilities-based and resale)

Transferee does not hold any international Section 214 authority.

D. Certification Regarding Ownership, Place of Organization, Principal Business, and Interlocking Directorates²⁸

See response to part III.C above for a list of persons or entities that hold directly or indirectly a 10-percent-or-greater voting or equity interest in Transferee, and the percentage held by each of those entities. Transferee has no interlocking directorates with any foreign carrier.²⁹

²⁷ *Id.* § 63.18(d).

²⁸ *Id.* § 63.18(h).

²⁹ The composition of the board of managers of Flight Group LLC may change upon

E. Certification Regarding Foreign Carrier Status and Foreign Affiliations³⁰

Transferee certifies that it is not a foreign carrier in any country, and is affiliated with the following foreign carriers (which will become affiliates of the FirstLight International Authority Holders upon consummation of the Proposed Transaction):

- Eurofiber Nederland is an independent and non-dominant provider of fixed telecommunications services to enterprise customers in the Netherlands.
- Eurofiber N.V. is an independent and non-dominant provider of fixed telecommunications services to enterprise customers in Belgium.

F. Certification Regarding Destination Countries³¹

Transferee certifies that upon consummation of the Proposed Transaction (1) it will not be a foreign carrier in any foreign country; (2) it does not control any foreign carrier in any foreign country; and (3) an entity that indirectly controls Transferee controls the foreign carriers in Belgium and the Netherlands identified in part IV.E above.

G. Certification Regarding WTO Status³²

No response is required, as Transferee did not identify any non-WTO markets in response to 47 C.F.R. § 63.18(j).

consummation of the transaction. Transferee will update the Commission if, as a result of such change, Transferee and Eurofiber have interlocking directorates.

³⁰ *Id.* § 63.18(i).

³¹ *Id.* § 63.18(j).

³² *Id.* § 63.18(k).

H. Non-Dominant Status³³

The foreign carrier affiliates identified in part IV.E above each satisfy the requirement of 47 C.F.R. § 63.10(a)(3), as each holds significantly less than a 50-percent market share in the international transport and local access markets in its respective country. Moreover, neither of these foreign-carrier affiliates has any ability to discriminate against unaffiliated U.S. international carriers through the control of bottleneck services or facilities in its respective international market or appears on the Commission's list of foreign telecommunications carriers presumed to possess market power in foreign telecommunications markets.³⁴ Accordingly, these foreign-carrier affiliates are each presumed to lack sufficient market power on the international end of the route to affect competition adversely in the U.S. market.

I. Special Concessions³⁵

Transferee certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

J. Certification Regarding the Anti-Drug Abuse Act of 1988³⁶

See part III.D above for Transferee's Anti-Drug Abuse Act certification.

³³ *Id.* § 63.18(m).

³⁴ *See International Bureau Revises and Reissues the Commission's List of Foreign Telecommunications Carriers that Are Presumed to Possess Market Power in Foreign Telecommunications Markets*, Public Notice, 22 FCC Rcd. 945 (Int'l Bur. 2007).

³⁵ 47 C.F.R. § 63.18(n).

³⁶ *Id.* § 63.18(o).

K. Streamlining³⁷

The Applicants request streamlined processing pursuant to 47 C.F.R. § 63.12(c)(1)(ii), as they qualify for a presumption of non-dominance based on affiliations with two non-dominant carriers as described in part IV.H above.

V. TEAM TELECOM CONSIDERATIONS

Transferee commits to extend the commitments made in Oxford Networks' 2014 letter of assurances upon consummation of the Proposed Transaction.³⁸ These commitments were previously extended as a condition of Transferor's acquisition of Oxford Networks in 2016.³⁹

³⁷ *Id.* § 63.18(p).

³⁸ *See* Letter of Assurances from Oxford Networks Holdings, Inc. to the U.S. Department of Justice, WC Docket No. 14-22, File No. ITC-T/C-20140116-00023 (filed Apr. 28, 2014).

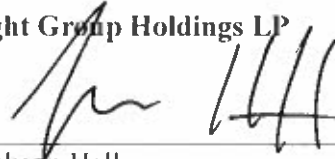
³⁹ *See* U.S. Department of Justice, U.S. Department of Defense and U.S. Department of Homeland Security, Petition to Adopt Conditions to Authorizations and Licenses, WC Docket No. 16-222, File Nos. ITC-T/C-20160708-00185 and ITC-T/C-20160708-00186 (filed Dec. 14, 2016).

CONCLUSION

For the reasons stated above, the Applicants respectfully request that the Commission expeditiously grant consent for the Proposed Transaction.

Respectfully submitted,

Flight Group Holdings LP



Jackson Hall
President, Secretary and Treasurer,
Flight Group Holdings GP LLC, as general
partner of Flight Group Holdings LP

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March 19, 2018

Attachments

Exhibit A
FirstLight Current Ownership Structure

* The entities listed herein only include NFB and its subsidiaries that (1) hold one or more authorization or license to provide intrastate, interstate, international or wireless telecommunications services, or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries of NFB that do not hold an authorization or license to provide intrastate, interstate, international or wireless telecommunications services.

Unless indicated all ownership percentages are 100%.

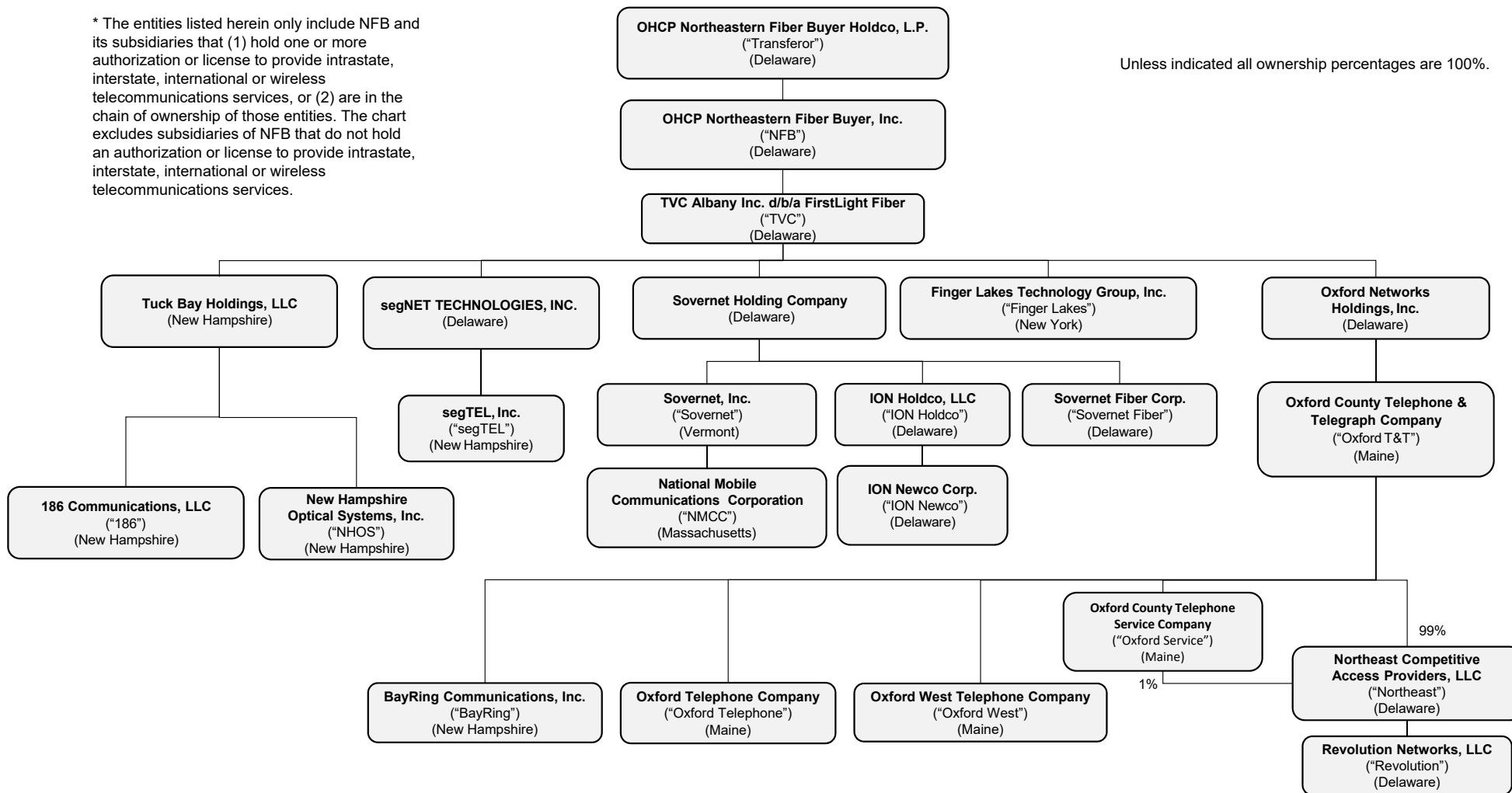


Exhibit B
Post-Close Ownership Structure

