



# PUBLIC NOTICE

**Federal Communications Commission**  
445 12<sup>th</sup> St., S.W.  
Washington, D.C. 20554

News Media Information 202 / 418-0500  
Internet: <http://www.fcc.gov>  
TTY: 1-888-835-5322

**DA 15-973**  
**August 28, 2015**

**DOMESTIC SECTION 214 APPLICATION FILED FOR THE  
TRANSFER OF CONTROL OF  
OPTIC ACCESS, LLC TO INTEGRA TELECOM HOLDINGS, INC.**

**STREAMLINED PLEADING CYCLE ESTABLISHED**

**WC Docket No. 15-202**

**Comments Due: September 11, 2015**  
**Reply Comments Due: September 18, 2015**

On August 18, 2015, opticAccess, LLC (opticAccess) and Integra Telecom Holdings, Inc. (Integra) (together, Applicants) filed an application pursuant to section 214 of the Communications Act of 1934, as amended (Act), and section 63.03 of the Commission's rules, requesting consent to transfer ultimate control of opticAccess to Integra.<sup>1</sup>

opticAccess, a Nevada privately-owned limited-liability company, is authorized to provide resold and facilities-based local exchange carrier (LEC) and interexchange services in California. opticAccess is also authorized as a competitive telecommunications provider in Oregon.

Integra, an Oregon corporation, is a wholly owned subsidiary of Integra Telecom, Inc., an Oregon corporation. Integra Telecom, Inc. is a wholly owned subsidiary of Integra Telecom Parent, Inc. (Integra Parent), a Delaware corporation. Applicants state that Integra has several wholly owned subsidiaries that provide competitive LEC and long distance voice, data, and Internet services in Arizona, California, Colorado, Idaho, Minnesota, Montana, Nevada, North Dakota, Oregon, Utah, and Washington.

Applicants state that the following entities own a 10 percent or greater direct or indirect interest in Integra Parent: (1) Searchlight Capital Partners GP, LP (Searchlight), a Delaware limited partnership, is the general partner to the Searchlight Funds which collectively hold 36.3 percent of the common stock of Integra Parent. The following individual Searchlight Funds, all Delaware limited partnerships, hold equity interests in Integra Parent: Searchlight Capital PV, LP (17.3 percent); Searchlight Capital, LP (9.8 percent); Searchlight Capital (FC) AIV, LP (7.4 percent); and Searchlight/SIP Holdco SPV III (BLZ), LP (1.9 percent). Applicants state that no equity holder in any of the Searchlight Funds will have a 10

---

<sup>1</sup> 47 U.S.C. § 214, 47 C.F.R. § 63.03. Applicants are also filing applications for transfer of control associated with authorization for international services. Any action on this domestic section 214 application is without prejudice to Commission action on other related, pending applications.

percent or greater ownership interest in Integra.<sup>2</sup> (2) Tennenbaum Capital Partners, LLC (Tennenbaum), a Delaware limited liability company, is the investment manager to the Tennenbaum Funds which in aggregate will hold 21.8 percent of the common stock of Integra Parent. The following Tennenbaum Funds, all Delaware entities, hold equity interests in Integra Parent: Special Value Continuation Partners, LP (1.3 percent); Special Value Expansion Fund, LLC (4.8 percent); Special Value Opportunities Fund, LLC (5.7 percent), and Tennenbaum Opportunities Partners V, LP (10.1 percent). Tennenbaum Opportunities Fund V, LLC, a Delaware limited company, owns 100 percent of the limited partnership interests in Tennenbaum Opportunities Partners V, LP. Applicants state that no other equity holders in any of the Tennenbaum Funds will have in aggregate a 10 percent or greater ownership interest in Integra. (3) Farallon Capital Management, LLC (Farallon), a Delaware limited liability company, is the investment manager to the Farallon Funds, which in aggregate will hold 17.7 percent of the common stock of Integra Parent.<sup>3</sup> Applicants state that no equity holders in any of the Farallon Funds will have a 10 percent or greater ownership interest in Integra.

Pursuant to the terms of the proposed transaction, Integra will purchase the equity of opticAccess, and opticAccess will become a wholly owned subsidiary of Integra, which will continue to be wholly owned by Integra Telecom, Inc., which will continue to be wholly owned by Integra Telecom Parent, Inc. Applicants assert that the proposed transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(i) of the Commission's rules and that a grant of the application will serve the public interest, convenience, and necessity.<sup>4</sup>

Domestic Section 214 Application Filed for the Transfer of Control of opticAccess, LLC to Integra Telecom Holdings, Inc., WC Docket No. 15-202 (filed Aug. 18, 2015).

## **GENERAL INFORMATION**

---

<sup>2</sup> Applicants state that Searchlight, through affiliated entities, owns 40 percent of Liberty Cablevision of Puerto Rico, LLC, providing broadband services in Puerto Rico, and Farallon, through affiliated entities, owns 15 percent of TX Communications, LLC d/b/a Affiniti, providing wireless and broadband service in rural areas nationwide. Applicants further state that Searchlight, through affiliated entities, indirectly holds (i) an unsecured promissory note issued by General Communications Inc. (GCI) in the principal amount of \$75 million, (ii) GCI common stock and (iii) GCI stock appreciation rights (SARs) which are not exercisable before February 2019. Upon exercise, these SARs entitle Searchlight to value that is payable at GCI's option in cash or shares of GCI common stock. In addition, the coupon on the promissory note can be paid in cash or in kind at GCI's option with an in kind payment requiring the issuance of SARs. As of the date of the Application, Applicants state that, on a pro-forma fully diluted basis, Searchlight, through affiliated entities, would indirectly own less than 10% of GCI. Applicants assert that GCI and Integra do not compete.

<sup>3</sup> The following Farallon funds hold equity interests in Integra Parent: Farallon Capital AA Investors, LP (FCAAI), a Delaware limited partnership (FCAAI) (0.8 percent); Farallon Capital AM Investors LP (FCAMI), a Delaware limited partnership (0.3 percent); Farallon Capital Institutional Partners, LP (FCIP), a California limited partnership (4.7 percent); Farallon Capital Institutional Partners II, LP (FCIP II), a California limited partnership (0.4 percent); Farallon Capital Institutional Partners III, LP (FCIP III), a Delaware limited partnership (0.3 percent); Farallon Capital Offshore Investors II, LP (FCOI II), a Cayman, B.W.I. exempted limited partnership (7.3%); Farallon Capital Partners, LP (FCP), a California limited partnership (3.7 percent), and Noonday Offshore, Inc. (Noonday), a Cayman Islands corporation (0.2 percent). Farallon AA GP, LLC, a Delaware limited liability company, is the sole general partner for FCAAI. Farallon Partners, LLC, a Delaware limited liability company, is the sole general partner for FCAMI, FCIP, FCIP II, FCIP III, FCOI II, and FCP.

<sup>4</sup> 47 C.F.R. § 63.03(b)(2)(i).

The transfer of control identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to section 63.03(a) of the Commission's rules, 47 CFR § 63.03(a), interested parties may file comments **on or before September 11, 2015**, and reply comments **on or before September 18, 2015**. Pursuant to section 63.52 of the Commission's rules, 47 C.F.R. § 63.52, commenters must serve a copy of comments on the Applicants no later than the above comment filing date. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of this notice.

Pursuant to section 63.03 of the Commission's rules, 47 CFR § 63.03, parties to this proceeding should file any documents in this proceeding using the Commission's Electronic Comment Filing System (ECFS): <http://apps.fcc.gov/ecfs/>.

**In addition, e-mail one copy of each pleading to each of the following:**

- 1) Myrva Freeman, Competition Policy Division, Wireline Competition Bureau, [myrva.freeman@fcc.gov](mailto:myrva.freeman@fcc.gov);
- 2) Gregory Kwan, Competition Policy Division, Wireline Competition Bureau, [gregory.kwan@fcc.gov](mailto:gregory.kwan@fcc.gov);
- 3) David Krech, Policy Division, International Bureau, [david.krech@fcc.gov](mailto:david.krech@fcc.gov); Sumita Mukhoty, Policy Division, International Bureau, [smita.mukhoty@fcc.gov](mailto:smita.mukhoty@fcc.gov);
- 4) Jim Bird, Office of General Counsel, [jim.bird@fcc.gov](mailto:jim.bird@fcc.gov).

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to [fcc504@fcc.gov](mailto:fcc504@fcc.gov) or call the Consumer & Governmental Affairs Bureau at (202) 418-0530 (voice), 1-888-835-5322 (tty).

The proceeding in this Notice shall be treated as a "permit-but-disclose" proceeding in accordance with the Commission's *ex parte* rules. Persons making *ex parte* presentations must file a copy of any written presentation or a memorandum summarizing any oral presentation within two business days after the presentation (unless a different deadline applicable to the Sunshine period applies). Persons making oral *ex parte* presentations are reminded that memoranda summarizing the presentation must (1) list all persons attending or otherwise participating in the meeting at which the *ex parte* presentation was made, and (2) summarize all data presented and arguments made during the presentation. If the presentation consisted in whole or in part of the presentation of data or arguments already reflected in the presenter's written comments, memoranda or other filings in the proceeding, the presenter may provide citations to such data or arguments in his or her prior comments, memoranda, or other filings (specifying the relevant page and/or paragraph numbers where such data or arguments can be found) in lieu of summarizing them in the memorandum. Documents shown or given to Commission staff during *ex parte* meetings are deemed to be written *ex parte* presentations and must be filed consistent with rule 1.1206(b), 47 C.F.R. § 1.1206(b). Participants in this proceeding should familiarize themselves with the Commission's *ex parte* rules.

For further information, please contact Myrva Freeman at (202) 418-1506 or Gregory Kwan at (202) 418-1191.

**- FCC -**