



PUBLIC NOTICE

Federal Communications Commission
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Washington, D.C. 20554

News Media Information 202 / 418-0500
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DA 16-799
July 14, 2016

**DOMESTIC SECTION 214 APPLICATION FILED FOR THE
TRANSFER OF CONTROL OF OXFORD NETWORKS HOLDINGS, INC.
TO OHCP NORTHEASTERN FIBER BUYER, INC.**

NON-STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 16-222

Comments Due: July 28, 2016
Reply Comments Due: August 4, 2016

Oxford Networks Holdings, Inc. (Oxford Holdings) and OHCP Northeastern Fiber Buyer, Inc. (OHCP Buyer) (collectively, Applicants) filed an application pursuant to section 214 of the Communications Act of 1934, as amended, and section 63.03 of the Commission's rules, requesting consent to transfer of control of Oxford County Telephone & 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), Revolution Networks, LLC (Revolution), and Freedom Ring Communications, LLC d/b/a BayRing Communications (BayRing) (together, Oxford Companies) from Oxford Holdings to OHCP Buyer.¹

Oxford Holdings, a Delaware corporation, holds the Oxford Companies, which primarily provide telecommunications services in the northeast of the United States. Applicants state that Oxford Telephone provides incumbent local exchange carrier (LEC) services to approximately 3,621 access lines in the exchanges of Buckfield, Turner, North Turner, Sumner, Canton, and West Paris, Maine. Oxford West provides service as an incumbent LEC to approximately 4,563 access lines 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 services to approximately 15,280 access lines located within exchanges of the operating territory of Fairpoint NNE. Revolution is certified to provide competitive local exchange service in New Hampshire and Maine. Oxford T&T d/b/a Oxford Long Distance and Oxford Networks offers interexchange carrier services to the local service subscribers of Oxford Telephone, Oxford West, and Oxford Services. Northeast serves as a carrier's carrier, offering transport services through its fiber facilities from Boston to Bangor and other points in between. BayRing

¹ See 47 U.S.C. § 214; 47 C.F.R. § 63.03. Applicants also filed applications for the transfer of authorizations associated with international services. Any action on this domestic section 214 application is without prejudice to Commission action on other related, pending applications.

provides competitive local exchange, interexchange, colocation and data services primarily in Maine, Massachusetts and New Hampshire.

OHCP Buyer, a Delaware corporation, does not provide telecommunications services, but it is affiliated with the following domestic telecommunications providers: Astound, which provides telecommunications services in California, Oregon and Washington; Metronet Holdings LLC, a fiber company providing services in Indiana and Illinois; and Intermedia.net, Inc., a hosted exchange and PBX company providing services nearly nationwide. Applicants note that OHCP Buyer previously filed a pending domestic 214 application for the transfer of control of TVC Albany, Inc. (TVC) and SegTEL, Inc. (together, FirstLight companies) to OHCP Buyer.² Applicants assert that the FirstLight companies have no service areas that overlap with those of the Oxford Companies. Applicants state that, post-transaction, OHCP Buyer 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, which will hold approximately 85 percent of OHCP Buyer). Applicants state that these funds are all ultimately controlled by OHCP MGP IV, Ltd. (MGP IV), the voting members of which are all U.S. citizens.³

Pursuant to the Securities Purchase Agreement by and among Oxford Holdings, OHCP Buyer, and the current holders of shares in Oxford Holdings and their representative, dated as of June 23, 2016, OHCP Northeastern Fiber Buyer will acquire one hundred percent of the outstanding securities of Oxford Holdings (the Transaction). Applicants state that before closing of the Transaction, assuming the approval and consummation of the FirstLight transaction, OHCP Buyer will assign its rights under the Agreement to TVC. As a result of the proposed Transaction, Oxford Holdings will become a direct, wholly owned subsidiary of TVC, and an indirect, wholly owned subsidiary of OHCP Buyer.

Domestic Section 214 Application Filed for the Transfer of Control of Oxford Networks Holdings, Inc. to OHCP Northeastern Fiber Buyer, Inc., WC Docket No. 16-222 (filed Jul. 8, 2016).

GENERAL INFORMATION

² See *Domestic Section 214 Application Filed for the Transfer of Control of TVC Albany, Inc. and segTEL, Inc. to OHCP Northeastern Fiber Buyer, Inc.*, Public Notice, DA 16-403 (WCB Apr. 14, 2016).

³ Applicants describe that the following entities hold a ten percent or greater interest in the Oak Hill IV Funds: Ohio Public Employees Retirement System (16.6%) and FW Oak Hill Limited IV, L.P. (FW Limited IV) (13.3%). 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. Applicants state that control of the Oak Hill IV Funds is vested in the following Cayman Islands entities: OHCP GenPar IV, L.P. and OHCP MGP IV, Ltd. Applicants describe that the shares in MGP IV are distributed equally among the following thirteen individuals, 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. Monksky, William J. Pade, Steven G. Puccinelli, and David S. Scott. See Application for a complete description of transaction and expected ownership interest of the Oxford Companies and OHCP Buyer

The transfer of control identified herein has been found, upon initial review, to be acceptable for filing as a non-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 July 28, 2016**, and reply comments **on or before August 4, 2016**. 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.

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;
- 2) Dennis Johnson, Competition Policy Division, Wireline Competition Bureau, dennis.johnson@fcc.gov;
- 3) Jim Bird, Office of General Counsel, jim.bird@fcc.gov;
- 4) David Krech, International Bureau, david.krech@fcc.gov;
- 5) Sumita Mukhoty, International Bureau, sumita.mukhoty@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 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 Dennis Johnson at (202) 418-0809.

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