

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

In the Matter of the Joint Application of)	
)	
Future Fiber Parent, L.P., <i>Transferee</i>)	WC Docket No. 20-_____
)	
Ontario Telephone Company, Inc., <i>Transferor and Section 214 Holder,</i>)	IB File No. ITC-T/C-2020_____
)	
Trumansburg Telephone Company, Inc., <i>Transferor and Section 214 Holder,</i>)	
)	
and)	
)	
Finger Lakes Communications Group Inc., <i>Section 214 Holder,</i>)	
)	
)	
for Grant of Authority Pursuant to Section 214)	
of the Communications Act of 1934, as)	
amended, and Sections 63.04 and 63.24 of the)	
Commission’s Rules to Transfer Control of the)	
Section 214 Holders to Future Fiber Parent,)	
L.P.)	
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JOINT APPLICATION

Future Fiber Parent, L.P. (“FF-Parent” or “Transferee”) and Ontario Telephone Company, Inc., (“OTC”), Trumansburg Telephone Company, Inc. (“TTC” and together with OTC, the “Transferors”), and Finger Lakes Communications Group Inc. (“FLCG”) (OTC, TTC, and FLCG collectively as the “Section 214 Holders”) (the Section 214 Holders and Future Fiber collectively as the “Applicants”), pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.04 & 63.24, request Commission approval for Transferee to acquire ownership and control of the Section 214 Holders.

In support of this Application, Applicants provide the following information:

I. DESCRIPTION OF THE APPLICANTS

A. Transferee

FF-Parent is a Delaware limited partnership that, through subsidiaries created for the purpose of engaging in transactions, invests in telecommunications companies in the United States. As described in more detail below, Transferee is primarily owned and controlled by funds and entities associated with Oak Hill Capital Management, which is a private equity fund based in the United States but whose funds are organized in the Cayman Islands. The equity in the Oak Hill Capital Management funds are held through limited partnership interests held by numerous, primarily U.S.-based investors, including individuals, trusts, institutions and business entities. Control of these funds ultimately rests in U.S. entities or citizens.

B. Section 214 Holders

The Section 214 Holders provide wired telecommunications services to business and residential customers in discrete portions of north central New York. OTC and TTC operate as rural incumbent local exchange carriers (“RLECs”) with eligible telecommunications carrier (“ETC”) status in New York and each provides, for example, exchange access, hosted services to businesses, local exchange, and broadband access services. OTC operates approximately 1429 access lines in portions of Ontario county and TTC operates approximately 3085 access lines in in portions of Seneca, Schuyler and Tompkins counties within New York. The respective service areas of OTC and TTC are not adjacent and do not overlap. FLCG is a resale provider of intrastate, interstate and international long distance within the areas served by OTC and TTC. Although it is not yet providing such services, FLCG has secured authority to operate as a competitive local exchange carrier (“CLEC”) in New York.

The only shareholders of OTC that currently hold 10% or more of the outstanding interests in OTC are Paul H. Griswold, an American citizen who holds 13.69% of such interests in OTC,

and the Estate of Robert H. Griswold (the “Estate”), a trust organized under the laws of the United States that holds 10.14% of such interests in OTC. The Trustee of the Estate (who votes its interest) is Joan Griswold, who is a citizen of the United States. The only shareholder of TTC that currently holds 10% or more of the outstanding interests in TTC is the same Paul H. Griswold, an American citizen, who holds 30.67% of the interest in TTC. No other person or entity holds more a 10% or greater interest in either OTC or TTC. Likewise, Mr. Griswold and the Estate are the only shareholders that derivatively hold more than 10% of the outstanding interest in FLCG, which is jointly owned and controlled by OTC and TTC and with OTC and TTC each owning 50 percent of the outstanding stock of FLCG.

II. DESCRIPTION OF THE TRANSACTIONS

Pursuant to separate Agreements and Plans of Merger (the “Agreements”), both dated as of October 1, 2020, by and among (1) OTC, Future Fiber FinCo, Inc. (“Future Fiber”),¹ Merger Sub 1, Inc. (“Merger Sub 1”), and Paul Griswold (as Securityholder Representative); and (2) TTC, Future Fiber, Merger Sub 2, Inc. (“Merger Sub 2”) and Paul Griswold (as Securityholder Representative), Future Fiber will acquire all of the outstanding equity interests in OTC and TTC (the “Transactions”). Specifically, Merger Sub 1 will merge with and into OTC, whereupon the separate existence of Merger Sub 1 will cease and OTC shall survive; and Merger Sub 2 will merge with and into TTC, whereupon the separate existence of Merger Sub will cease and TTC will survive. Upon completion of the Transactions, OTC and TTC will be direct, wholly owned subsidiaries of Future Fiber and indirect, wholly owned subsidiaries of Transferee, and FLCG will be an indirect, wholly owned subsidiary of Future Fiber and Transferee.

¹ Future Fiber plans to convert to a Delaware limited liability company in the near future.

Diagrams depicting the current and post-Transaction corporate ownership structures of the Section 214 Holders are provided as Exhibit A.

III. PUBLIC INTEREST CONSIDERATIONS

A. The Transactions Satisfy the Commission’s Public Interest Test

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.² In making such a determination, the Commission, among other matters, assesses “whether the proposed transaction complies with the specific provisions of the Act, other applicable statutes, and the Commission’s rules”³ and then, 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

² 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 (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*”).

³ 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*”).

the [Communications] Act or related statutes.”⁴ The Applicants respectfully submit that they are not aware of any such public interest harms that should arise from the Commission’s approval of the Transactions.

Applicants respectfully submit that they do not believe that approval of the instant requests would substantially frustrate or impair the Commission’s implementation or enforcement of the Communications Act of 1934, as amended (the “Act”) or interfere with the objectives of the Act or other statutes. To the contrary, as detailed below, the Applicants believe that the proposed Transactions will offer 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 Transactions Will Serve the Public Interest

The proposed Transactions will serve the public interest. The Transactions will provide the Section 214 Holders with access to Transferee’s financial and operational expertise, permitting the Section 214 Holders to continue to provide high quality telecommunications services to their respective customers, while allowing for increased competition once FLCG begins to offer its CLEC service. Oak Hill Capital Partners have substantial experience investing in communications infrastructure companies including the current portfolio companies of related Oak Hill funds:⁵ (a) Metro FiberNet, LLC (“MetroNet”), CMN-RUS, Inc. (“CMN-RUS”), and Jaguar Communications

⁴ 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.

⁵ Transferee has pending applications to acquire Otelco, Inc. and its subsidiaries. See WC Docket No. 20-275; IB File Nos. ITC-T/C-20200825-00160, ITC-T/C-20200825-00161, ITC-T/C-20200825-00162, ITC-T/C-20200825-00163, and ITC-T/C-20200825-00164; ULS File No. 0009175486.

(“Jaguar”) and (b) Clarity Telecom, LLC (“Clarity”) doing business as Vast Broadband⁶ and its subsidiary NTS Communications, LLC (“NTS”) doing business as Vexus.⁷ The Section 214 Holders’ management will be able to benefit from this financial and operational expertise as the Section 214 Holders’ management under Transferee’s ownership seeks to build on the Section 214 Holders’ existing assets, support investment in new infrastructure, and continue to offer high-quality services to customers.

The Applicants respectfully submit that the Transactions will have no adverse impact on the customers or operations of the Section 214 Holders. Upon consummation of the Transactions, the Section 214 Holders will continue to provide their services at the same rates, terms, and conditions, as governed by existing contracts, as applicable. The Transactions, therefore, are intended to be transparent to customers and should not cause customer confusion or disruption. Further, the managerial, technical and operational standards of the Section 214 Holders will be maintained. Thus, under the Transactions, the only change immediately following the consummation of the Transactions from a customer’s perspective will be the new upstream ownership of the Section 214 Holders.

C. The Proposed Transactions Will Not Create Any Anti-Competitive Effects

The proposed Transactions would create no new combinations that would adversely affect competition in any domestic market or on any U.S.-international route. There are no overlapping or adjacent local exchange service territories between the Section 214 Holders and Transferee (or any of its current or future Affiliates). In addition, Transferee is not a, does not currently control

⁶ Oak Hill maintains 50% control of Vast. Pamlico Capital also holds 50% control of Vast.

⁷ Oak Hill funds also had prior investments in: FirstLight Fiber (previously known as TVC Albany) including Oxford Networks, Sovernet, ION and BayRing; WideOpenWest; Nextwave Wireless; Cincinnati Bell; Atlantic Broadband; and Wave Broadband.

any, and is not affiliated with any, foreign carrier regulated as dominant on any U.S.-international route.

IV. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

(a) Name, address and telephone number of each Applicant:

Transferee:

Future Fiber Parent, L.P.	FRN: 0029860749
c/o Oak Hill Capital Management	
One Stamford Plaza	
263 Tresser Boulevard, 15th Floor	
Stamford, CT 06901	
203-328-1600	

Transferors/Section 214 Holders:

Ontario Telephone Company, Inc.	FRN: 0004315362
Trumansburg Telephone Company, Inc.	FRN: 0003412871
Finger Lakes Communications Group Inc.	FRN: 0011581931
75 Main Street	
Phelps, New York 14532	
315-548-7561	

(b) Jurisdictions of Organization:

Transferee: Transferee is a limited partnership formed under the laws of Delaware.

Section 214 Holders: Each of OTC, TTC and FLCG is a corporation formed under the laws of New York.

(c) (Answer to Question 10) Correspondence concerning this Application should be sent to:

For Transferee:

Catherine Wang
Brett P. Ferenchak
Patricia Cave
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Ave, N.W.
Washington, DC 20004-2541
202-739-3000 (tel)
202-739-3001 (fax)
catherine.wang@morganlewis.com
brett.ferenchak@morganlewis.com
patricia.cave@morganlewis.com

For the Section 214 Holders:

Thomas J. Moorman
Woods Aitken LLP
5335 Wisconsin Avenue N.W., Suite 950
Washington, D.C. 20015
Tel: 202-944-9502
Fax: 202-944-9501
tmoorman@woodsaitken.com

With copies for Transferee to:

Christopher Taylor
c/o Oak Hill Capital Management
One Stamford Plaza
263 Tresser Boulevard, 15th Floor
Stamford, CT 06901
ctaylor@oakhillcapital.com

With copies for the Section 214 Holders to:

James E. Cheney
c/o Ontario Telephone Company, Inc.
Trumansburg Telephone Company, Inc.
Finger Lakes Communications Group Inc.
75 Main Street
Phelps, New York 14532
585-233-3362

(d) Section 214 Authorizations

Transferee: Transferee does not hold any Section 214 authorizations.

Section 214 Holders:

OTC is authorized to provide interstate telecommunications service by virtue of blanket domestic Section 214 authority. *See* 47 C.F.R. § 63.01.

TTC is authorized to provide interstate telecommunications service by virtue of blanket domestic Section 214 authority. *See* 47 C.F.R. § 63.01

FLCG holds international Section 214 authorization pursuant to File No. ITC-214-20041019-00409 granted on November 5, 2004. FLCG is also authorized to provide interstate telecommunications service by virtue of blanket domestic Section 214 authority. *See* 47 C.F.R. § 63.01.

(h) (Answer to Questions 11 & 12) Following completion of the Transactions, FLCG will remain a direct, wholly owned subsidiary of OTC and TTC. As a result of the Transactions, OTC and TTC will become direct, wholly owned subsidiaries of **Future Fiber**.

Name: Future Fiber FinCo, LLC
Address: One Stamford Plaza
263 Tresser Boulevard, 15th Floor
Stamford, CT 06901
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
Interest Held: 100% (directly)

The following entities will hold, directly or indirectly, a ten percent (10%) or greater interest⁸ in Future Fiber as calculated pursuant to the Commission's ownership attribution rules for wireline and international telecommunications carriers:

1. **100% Owners of Future Fiber:** Upon completion of the Transaction, the following entities will directly or indirectly wholly own **Future Fiber**:

Name: Future Fiber Holdings, LLC ("FF-Holdings")
Address: One Stamford Plaza
263 Tresser Boulevard, 15th Floor
Stamford, CT 06901
Citizenship: Delaware
Principal Business: Holding Company
Interest Held: 100% (directly)

Name: Future Fiber Parent, L.P.
Address: One Stamford Plaza
263 Tresser Boulevard, 15th Floor
Stamford, CT 06901
Citizenship: U.S. (Delaware)
Principal Business: Holding Company
Interest Held: 100% (indirectly, as 100% owner of FF-Holdings)

⁸ The ownership interests provided herein represent both equity and voting interests unless otherwise indicated or if the entity is a limited partner. Limited partners only have equity interests and do not have voting interests in the limited partnership unless otherwise indicated.

2. Ownership and Control of FF-Parent: The following entities (collectively, the “OHCP V Entities”) will indirectly, own or control a ten percent (10%) or greater interest in the Section 214 Holders through **FF-Parent**:⁹

Name: Future Fiber GenPar, LLC (“FF-GenPar”)
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: Delaware
Principal Business: Investment Activities
Interest Held: 100% (as the general partner of FF-Parent)

As described below, the sole member of FF-GenPar is OHCP GenPar V, L.P.

Name: Oak Hill Capital Partners V (Onshore), L.P.
 (“OHCP V Onshore”)
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: Cayman Islands
Principal Business: Investment Activities
Interest Held: 45.6% (indirectly, as a 45.6% limited partner in FF-Parent)

No limited partner of OHCP V Onshore is attributed a 10% or greater interest in FF-Parent. As described below, the general partner of OHCP V Onshore is OHCP GenPar V L.P.

Name: Oak Hill Capital Partners V (Offshore), L.P.
 (“OHCP V Offshore”)
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: Cayman Islands
Principal Business: Investment Activities
Interest Held: 26.7% (indirectly, as a 26.7% limited partner in FF-Parent)

No limited partner of OHCP V Offshore is attributed a 10% or greater interest in FF-Parent. As described below, the general partner of OHCP V Offshore is OHCP GenPar V, L.P.

⁹ The OHCP V Funds (as defined below) are still raising funds through the end of 2020. The percentages identified as the interest held are as of the filing date and will adjust as additional funds are raised by the individual funds. The additional funds raised are not expected to result in any unreported person or entity obtaining a direct or indirect ten percent (10%) or greater interest in FF-Parent by closing of the Transaction.

Name: Oak Hill Capital Partners V (Offshore 892), L.P.
("OHCP V 892")
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: Cayman Islands
Principal Business: Investment Activities
Interest Held: 16.3% (indirectly, as a 16.3% limited partner in FF-Parent)

No limited partner of OHCP V 892 is attributed a 10% or greater interest in FF-Parent. As described below, the general partner of OHCP V 892 is OHCP GenPar V, L.P.

Name: OHCP GenPar V, L.P. ("GenPar V")
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: Cayman Islands
Principal Business: Investment Activities
Interest Held: 100% (indirectly, as (a) the sole member of FF-GenPar and (b) the general partner (<1% equity) of the following limited partnerships:
(i) OHCP V Onshore;
(ii) OHCP V Offshore;
(iii) OHCP V 892;
(iv) Oak Hill Capital Partners V (Onshore Tax Exempt), L.P. ("OHCP V Onshore T-E"), an approximately 8.1% limited partner in FF-Parent;
(v) Oak Hill Capital Partners V (Management), L.P. ("OHCP V Management"), an approximately 3.4% limited partner in FF-Parent;
(vi) Oak Hill Capital Partners V (Onshore Feeder), L.P. ("Onshore Feeder"), a limited partner of OHCP V Onshore attributed less than a 10% interest in FF-Parent; and
(vii) Oak Hill Capital Partners V (Offshore Feeder), L.P. ("Offshore Feeder"), a limited partner of OHCP Offshore attributed less than a 10% interest in FF-Parent)¹⁰

Except for OHCP GenPar Holdco, L.P. (see below) and Oak Hill Reserve V (Cayman), L.P., no limited partner of GenPar V is attributed a 10% or

¹⁰ Each of OHCP V Onshore, OHCP V Offshore, OHCP V 892, OHCP V Onshore T-E, OHCP V Management, Onshore Feeder and Offshore Feeder (collectively, the "OHCP V Funds"), is a Cayman Exempt Limited Partnership.

greater interest in FF-Parent. The general partner of GenPar V is OHCP MGP V, Ltd. (see below).

Name: Oak Hill Reserve V (Cayman), L.P. (“Reserve V”)
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: Cayman Islands
Principal Business: Investment Activities
Interest Held: 12.6% (indirectly, as (i) a 10.6% limited partner in GenPar V and (ii) a 5.77% limited partner in OHCP V Management)

Reserve V has three (3) limited partners: Brian Cherry, Steven G. Puccinelli, and Tyler Wolfram. Each limited partner is an individual and U.S. citizen and is included in the list of individuals identified in paragraph 3 below. The general partner of Reserve V is OHCP MGP V, Ltd. (see below).

Name: OHCP MGP V, Ltd. (“MGP V”)
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: Cayman Islands
Principal Business: Investment Activities
Interest Held: 100% (indirectly, as (i) the general partner (<1% equity) of GenPar V and (ii) the general partner (<1% equity) of Reserve V)

The shares in MGP V are distributed equally (100 shares each) among twelve individuals, each of which is a U.S. citizen. The following shareholders are attributed a 10% or greater interest in FF-Parent through his interest in MGP V and/or other Oak Hill V Entities: Scott A. Baker, Brian Cherry, Benjamin Diesbach, Stratton R. Heath, III, John R. Monsky, Steven G. Puccinelli, and Tyler Wolfram. Each shareholder can be reached at c/o Oak Hill Capital Partners, One Stamford Plaza, 263 Tresser Blvd., 15th floor, Stamford, Connecticut 06901.

Name: OHCP GenPar Holdco, L.P. (“GenPar Holdco”)
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: Cayman Islands
Principal Business: Investment Activities
Interest Held: 100% (indirectly, as 82.6% limited partner of GenPar V)

GenPar Holdco has a single limited partner, SR Warehouse LLC with an approximately 14.5 % limited partnership interest. Please see paragraph 3

below for additional information regarding SR Warehouse LLC. The general partner of GenPar Holdco is OHCP GenPar Super Holdco, L.P. (see below), with an approximately 85.5% partnership interest.

Name: OHCP GenPar Super Holdco, L.P.
("GenPar Super Holdco")
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: Cayman Islands
Principal Business: Investment Activities
Interest Held: 100% (indirectly, as general partner (approximately 85.5% equity) of GenPar Holdco)

GenPar Super Holdco has eight (8) limited partners. The limited partners consist of (i) seven (7) individuals, each a U.S. citizen and included in the list of individuals identified in paragraph 3 below and (ii) a Delaware limited liability company (<1% limited partner interest) that is wholly owned by one of the individuals that is a limited partner of GenPar Super Holdco. The individuals that are limited partners of GenPar Super Holdco are: Scott A. Baker, Brian Cherry, Benjamin Diesbach, Stratton R. Heath, III, John R. Monsky, Steven G. Puccinelli, and Tyler Wolfram. Each of these limited partners can be reached at c/o Oak Hill Capital Partners, One Stamford Plaza, 263 Tresser Blvd., 15th floor, Stamford, Connecticut 06901. The general partner of GenPar Super Holdco is OHCP GenPar Super Holdco GP, Ltd.

Name: OHCP GenPar Super Holdco GP, Ltd.
("GenPar Super Holdco GP")
Address: One Stamford Plaza
263 Tresser Blvd., 15th floor
Stamford, CT 06901
Citizenship: Cayman Islands
Principal Business: Investment Activities
Interest Held: 100% (indirectly, as general partner (<1% equity) of GenPar Super Holdco)

GenPar Super Holdco GP has three (3) equal shareholders: Brian Cherry, Steven G. Puccinelli, and Tyler Wolfram. Each shareholder is an individual and U.S. citizen and can be reached at c/o Oak Hill Capital Partners, One Stamford Plaza, 263 Tresser Blvd., 15th floor, Stamford, Connecticut 06901.

3. Additional Information Regarding SR Warehouse LLC: Below is information regarding SR Warehouse LLC and the entities that indirectly control a ten percent (10%) or greater interest in FF-Parent through their ownership or control of SR Warehouse LLC:

Name: SR Warehouse LLC
Address: c/o Jefferies Financial Group, Inc.
520 Madison Avenue
New York, NY 10022
Citizenship: Delaware
Principal Business: Investment Activities
Interest Held: approximately 14.5% limited partnership interest in GenPar Holdco and approximately 14.5% membership interest in OHCM

Name: JFG Funding LLC
Address: c/o Jefferies Financial Group, Inc.
520 Madison Avenue
New York, NY 10022
Citizenship: Delaware
Principal Business: Investment Activities
Interest Held: approximately 14.5% limited partnership interest in GenPar Holdco as sole member of SR Warehouse LLC

Name: Jefferies Financial Group, Inc. (“Jefferies”)
Address: 520 Madison Avenue
New York, NY 10022
Citizenship: Delaware
Principal Business: Investment Activities
Interest Held: approximately 14.5% limited partnership interest in GenPar Holdco as sole member of JFG Funding LLC

Jefferies is a publicly traded company (NYSE: JEF). To the knowledge of Transferee based solely on the Definitive Proxy Statement of Jefferies dated April 17, 2020, no shareholder holds a 10% or greater ownership interest in Jefferies. Therefore, to the knowledge of Transferee no shareholder in Jefferies is attributed a 10% or greater ownership interest in Transferee through its ownership in Jefferies.

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 Section 214 Holders through Transferee.

Transferee does not have and will not have any interlocking directorates with a foreign carrier.

(i) **(Answer to Question 14)** Transferee certifies that it is not a foreign carrier or affiliated (as defined in 47 C.F.R. § 63.09) with any foreign carriers. Currently, neither Transferor nor any Section 214 Holder is a foreign carrier or affiliated with any foreign carrier(s).

(j) **(Answer to Question 15)** Transferee and FLCG (as the only Section 214 Holder that provides international long distance service) certify that they do not seek to provide international telecommunications services to any destination country where (1) an Applicant is a foreign carrier in that country, (2) an Applicant controls a foreign carrier in that country, (3) any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or (4) two or more foreign carriers (or parties that control foreign carriers) own in the aggregate more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

(k) Not applicable.

(m) Not applicable.

(n) Each Applicant 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.

(o) Each Applicant certifies that it is not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

(p) Each Applicant respectfully submits that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. § 63.12(a)-(b). In particular, Section 63.12(c) is inapplicable because none of the Applicants is or is affiliated with

any foreign carriers, and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules applies.

V. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority to transfer indirect control of the Section 214 Holders to Transferee in order to address the requirements set forth in Section 63.04(a)(6)-(12) of the Commission's Rules:

(a)(6) A description of the proposed Transaction is set forth in **Section II** above.

(a)(7) (i) As indicated above in Section I.B, OTC and TTC are RLECs with eligible telecommunications carrier ("ETC") status in the state New of York. OTC and TTC each currently receives cost-based universal service fund ("USF") support through the FCC's Connect America Fund Broadband Loop Support and High Cost Loop Support mechanisms. While FLCG currently holds CLEC authority in New York, FLCG currently provides, as a reseller, only intrastate, interstate and international long distance services. TTC also holds a private communication industrial/business pool wireless license under the call sign, WNKQ340.

(ii) Currently, Transferee does not own or control a 10% or greater, direct or indirect interest in any domestic telecommunications carrier. Transferee, however, is in the process of acquiring Otelco Inc. and its subsidiaries (collectively, "Otelco").¹¹ Otelco provides telecommunications services in Alabama, Maine, Massachusetts, Missouri, New Hampshire, Vermont, and West Virginia through the following subsidiaries:

- Blountsville Telephone LLC is an RLEC in Alabama.
- Brindlee Mountain Telephone LLC is an RLEC in Alabama.

¹¹ See WC Docket No. 20-275; ITC-T/C-20200825-00163.

- CRC Communications LLC is a competitive local exchange carrier and interexchange carrier in Maine, Massachusetts, Missouri, New Hampshire, and Vermont.¹²
- Granby Telephone LLC is an RLEC in Massachusetts.
- Hopper Telecommunications LLC is an RLEC in Alabama.
- Mid-Maine Telecom LLC is an RLEC in Maine.
- Mid-Maine Telplus LLC is a competitive local exchange and interexchange carrier in Maine.
- Otelco Mid-Missouri LLC is an RLEC in Missouri.
- Otelco Telecommunications LLC is a toll reseller in Alabama and an interexchange carrier in Missouri, Vermont, and West Virginia. Otelco Telecommunications LLC also provides cable television services in various localities in Alabama.
- Otelco Telephone LLC is an RLEC in Alabama.
- Pine Tree Telephone LLC is an RLEC in Maine.
- Saco River Telephone LLC is an RLEC in Maine.
- Shoreham Telephone LLC is an RLEC in Vermont.
- War Telephone LLC is an RLEC in West Virginia.

The Otelco RLECs receive model-based USF support through the Alternative Connect America Model. The service territories of the Section 214 Holders are not adjacent to and do not overlap with the service territories of the Otelco-related companies noted above as the Section 214 Holders provide their respective services solely within discrete portions of New York.

(iii) Other related Oak Hill funds currently hold a 10% or greater interest in the following domestic telecommunications carriers:

- Clarity and NTS:

Clarity is authorized to provide competitive local exchange and/or interexchange in Minnesota and South Dakota. Clarity is also an incumbent local exchange carrier in South Dakota. Clarity holds a non-common carrier wireless 3650-3700 MHz license (Call Sign WQKD374) that will expire on October 17, 2020, as part of the

¹² CRC is also a registered Voice over Internet Protocol (VoIP) provider in Connecticut.

Citizens Broadband Radio Service transition. Clarity Telecom, LLC was the winning bidder for four (4) Priority Access Licenses in FCC Auction 105¹³ and has filed a long-form application on Form 601 for these licenses in the Clay, Lincoln, Turner and Union, South Dakota areas. *See* ULS File No. 0009227214. Clarity also operates cable systems in certain communities in Minnesota and South Dakota. In connection with its cable services Clarity holds C-Band receive-only earth station registrations for Vibor and Rapid City, SD (Call Signs E970192 and E180002, respectively).

NTS-Comm is authorized to provide facilities-based and/or resold telecommunications services in Arizona (interexchange only), Louisiana, New Mexico, Oklahoma (interexchange only), and Texas. NTS-Comm also operates cable systems in certain communities in Louisiana and Texas. In connection with these cable services, NTS-Comm holds Cable Television Relay Service Authorizations under Call Signs WLY-648 and WHZ-407, various Antenna Structure Registrations, certain Cable Community Registrations, and applications pending for C-Band Receive-Only Earth Station Authorizations.

- MetroNet, CMN-RUS and Jaguar:

MetroNet provides non-dominant telecommunications services in Florida, Illinois, Indiana, Iowa, Kentucky, Michigan, Minnesota, North Carolina and Ohio.

CMN-RUS provides non-dominant telecommunications services in Indiana and Kentucky.

Jaguar provides competitive local exchange and interexchange telecommunications in certain areas of Minnesota. Jaguar is authorized by the Commission to provide voice and broadband services in certain specified census blocks in the State of Minnesota pursuant to Auction 903 (“CAF II Auction”).¹⁴

The service territories of the Section 214 Holders are not adjacent to and do not overlap with the service territories of Clarity, NTS, Metro FiberNet, CMN-RUS, or Jaguar.

¹³ *Auction of Priority Access Licenses for the 3550-3650 Band (Auction 105)*, AU Docket No. 19-244, Public Notice – Auction of Priority Licenses in the 3550-3650 MHz Band Closes, DA 20-1009 (September 2, 2020).

¹⁴ *See* Public Notice, *Connect America Fund Phase II Auction Support Authorized for 593 Winning Bids*, AU Docket No. 17-182, WC Docket No. 10-90, DA 19-769, Attachment A, at 7-8 (Wir. Comp. Bur., rel. Aug. 12, 2019).

(iv) To Transferee's knowledge after inquires to SR Warehouse, LLC, Jefferies and its subsidiaries, SR Warehouse LLC and JFG Funding LLC, do not have a 10% or greater ownership interest in any entity that provides domestic telecommunications services.

(a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(ii) because, immediately following consummation of the Transactions, (i) Transferee (and its Affiliates) will have a market share in the interstate, interexchange market of less than ten percent (10%), and (ii) Transferee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction.

(a)(9) An application for the transfer of control of the non-common carrier wireless license, call sign WNKQ340, held by TTC also will be submitted.

(a)(10) No party is requesting special consideration because it is facing imminent business failure.

(a)(11) Not applicable.

(a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section III**, above.

VI. FOREIGN OWNERSHIP CONSIDERATIONS

As described in Section IV(h), the OHCP V Entities are primarily entities formed in the Cayman Islands. The OHCP V Entities are passive investment funds or holding companies whose ultimate control lies with U.S. trusts and individuals that are U.S. citizens. No reportable limited partners or shareholder of the OHCP V Entities is a foreign entity or person.

In the Commission’s recent Report and Order,¹⁵ the Commission identified categories of applications that the Commission would not refer to the Executive Branch.¹⁶ One of those categories is international section 214 applications (including joint domestic and international section 214 application) “where the only reportable foreign ownership is through wholly owned intermediate holding companies and the ultimate ownership and control is held by U.S. citizens or entities.”¹⁷ The Commission further explained that “where the only foreign ownership is through passive, offshore intermediary holding companies and 100% of the ultimate control is held by U.S. citizens or entities present a minimal risk and generally should not be referred to the Executive Branch.”¹⁸

As described above, the Transferee respectfully submits that its ownership and control structure meets the requirements of this exclusion. Further, to the knowledge of Transferee, there are no national security, law enforcement, foreign policy, and trade policy concerns that require a referral to the Executive Branch. Therefore, Applicants request that the Commission not refer this Application to the Executive Branch consistent with the exclusion in the *Executive Branch Foreign Ownership Review Order*. Applicants understand that the Commission will notify the Executive Branch of this Application even if it does not refer the Application.¹⁹

¹⁵ *In re Process Reform for Executive Branch Review of Certain FCC Application and Petitions Involving Foreign Ownership*, IB Docket No. 16-155, Report and Order (rel. Oct. 1, 2020) (“*Executive Branch Foreign Ownership Review Order*”).

¹⁶ *Id.* at ¶¶ 29-39.

¹⁷ *Id.* at ¶ 29.

¹⁸ *Id.* at ¶ 32.

¹⁹ *Id.* at ¶30.

VII. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by a grant of this Application to transfer ownership and control of the Section 214 Holders to Transferee.

Respectfully submitted,

/s/ Thomas J. Moorman
Thomas J. Moorman
Woods Aitken LLP
5335 Wisconsin Avenue, N.W., Suite 950
Washington, DC 20015
202-944-9502 (tel)
202-944-9501 (fax)
tmoorman@woodsaitken.com

/s/ Brett P. Ferenchak
Catherine Wang
Brett P. Ferenchak
Patricia Cave
MORGAN, LEWIS & BOCKIUS LLP
1111 Pennsylvania Avenue, N.W.
Washington, DC 20004
202-739-3000 (tel)
202-739-3001 (fax)
catherine.wang@morganlewis.com
brett.ferenchak@morganlewis.com
patricia.cave@morganlewis.com

*Counsel for Ontario Telephone Company,
Inc., Trumansburg Telephone Company, Inc.
and Finger Lakes Communications Group
Inc.*

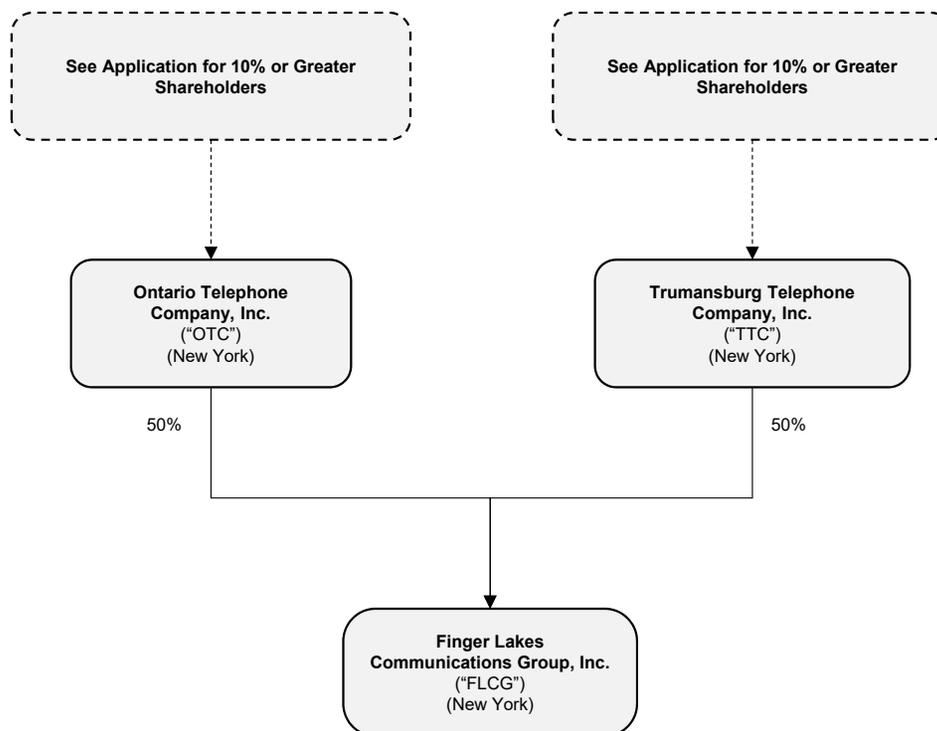
Counsel for Future Fiber Parent, L.P.

Dated: October 30, 2020

EXHIBIT A

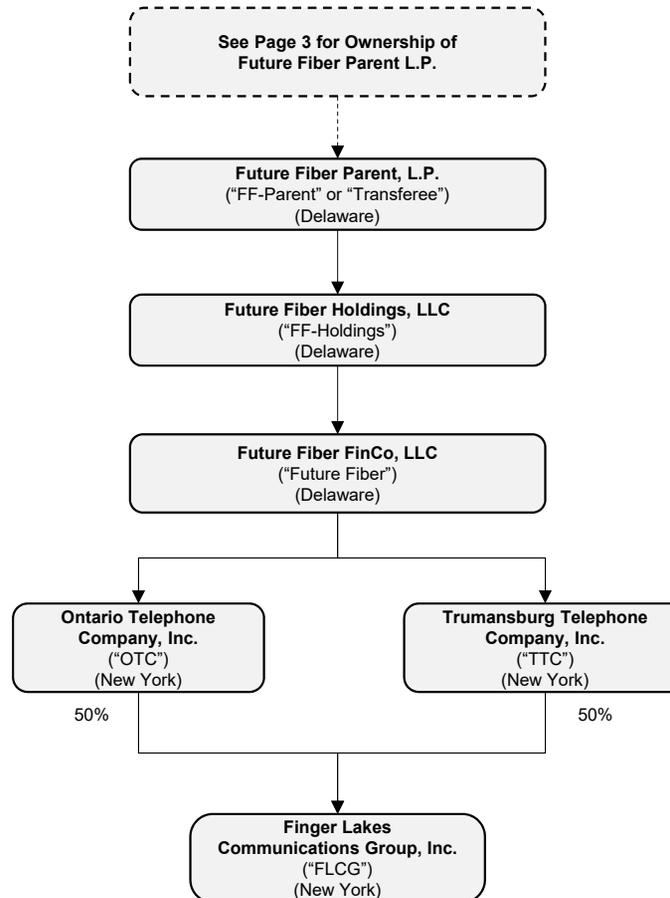
Current and Post Transaction Organizational Structure Charts

Current Ownership Structure of Section 214 Holders



Unless otherwise indicated, all ownership/control percentages are 100%.

Post-Transaction Ownership Structure of Licensees



Unless otherwise indicated, all ownership/control percentages are 100%.

VERIFICATION

I, Christopher Taylor, state that I am an Authorized Person of Future Fiber Parent, L.P. (the “Company”); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company 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 30th day of October, 2020.

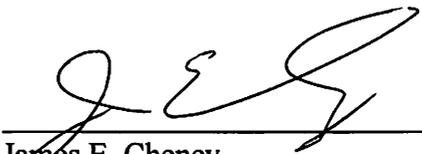


Christopher Taylor
Authorized Person
Future Fiber Parent, L.P.

VERIFICATION

I, James E. Cheney, hereby declare that I am Chief Financial Officer for Ontario Telephone Company, Inc., Trumansburg Telephone Company, Inc. and Finger Lakes Communications Group Inc. (collectively, the “Companies”); that I am authorized to make this Verification on behalf of the Companies; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Companies 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 30th day of October, 2020.



James E. Cheney
Chief Financial Officer
Ontario Telephone Company, Inc.
Trumansburg Telephone Company, Inc.
Finger Lakes Communications Group Inc.