

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

In the Matter of

FirstLight Fiber, Inc.,
Transferee,

K & S Communications, Inc.,
Transferor,

and

PrimeLink, Inc.,
Section 214 Authorization Holder,

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

WC Docket No. 20-_____

File No. ITC-T/C-2020-_____

JOINT APPLICATION

Pursuant to Section 214 of the Communications Act of 1934, as amended (“the Act”),¹ and Sections 63.04, 63.18, and 63.24 of the Commission’s Rules,² FirstLight Fiber, Inc. (“Transferee”), K & S Communications, Inc. (“Transferor”), and PrimeLink, Inc. (“PrimeLink”) (collectively the “Applicants”), by their undersigned representatives, request Commission consent to transfer control of PrimeLink, which holds domestic and international Section 214 authorizations. Upon the receipt of all necessary approvals, Transferor will transfer the stock of PrimeLink to Transferee (the “Transaction”). Consent of the Commission is necessary for Transferee to become the direct

¹ 47 U.S.C. § 214.

² 47 C.F.R. §§ 63.04, 63.18 and 63.24.

parent of PrimeLink. Diagrams depicting the pre- and post-Transaction corporate ownership structures of PrimeLink are provided as **Exhibit A**. The Section 214 authorizations currently held by PrimeLink will continue to be held by PrimeLink. A description of how the Transaction will serve the public interest is provided in Section III.

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

I. DESCRIPTION OF THE APPLICANTS

A. Transferor (K & S Communications, Inc.) and Licensee (PrimeLink Inc.)

PrimeLink is a New York corporation and a direct, wholly owned subsidiary of Transferor, also a New York corporation. Transferor is a holding company and does not itself provide service. Transferor is a direct, wholly owned subsidiary of The Champlain Telephone Company (“CTC”), an incumbent local exchange telephone company providing service in northeastern New York State. Additional details regarding the current ownership of PrimeLink is provided in **Exhibit B**.

PrimeLink was established in 1997 and provides various non-telecommunications services as well as competitive telecommunications services in the State of New York. Along with local and long distance telephone service and broadband Internet access for business customers, PrimeLink also offers services to residential customers.³ PrimeLink holds blanket domestic

³ In connection with the Transaction, the residential toll and internet customers of PrimeLink with service locations within the CTC ILEC service territory will be transferred to one or more new entities (collectively, “NewCo”) that will have the same ownership as PrimeLink has in place today (see Exhibit B) and the residential local exchange customers of PrimeLink within the CTC ILEC service territory will be transferred to CTC. Other residential customers of PrimeLink, if any, will remain with PrimeLink. The residential customer transfers will be subject to receipt of all applicable authorizations (including obtaining an international Section 214 authorization from the Commission for NewCo) and approvals as well as compliance with applicable customer transfer rules. While Applicants intend that the customer transfer will be completed before closing of the Transaction, the customer transfer is not a condition to closing of the Transaction and may be completed after closing of the Transaction. Therefore, filings to be submitted in connection

Section 214 authority to provide interstate telecommunications services, and international Section 214 authority to provide global resold and facilities-based international services pursuant to IB File Nos. ITC-214-19970324-00166 and ITC-214-19990924-00588.⁴ PrimeLink also is an eligible telecommunications carrier for purposes of participating in federal universal service support programs with a service area limited to the areas served by Verizon in LATA 134 in the State of New York.

with the customer transfers and applicable authorizations are requested to be considered independently from this Application.

⁴ Although K&S Communications, Inc. was identified as a holding company in PrimeLink's 1997 application for resale international Section 214 authorization (*see*, File No. ITC-214-19970324-00166) filed under PrimeLink's then existing name of "ChampNet Communications", PrimeLink's application for facilities-based international Section 214 authorization filed in 1999 inadvertently omitted its direct holding company – K&S Communications, Inc. – from its ownership structure. *See* File No. ITC-214-19990924-00588 (the "1999 Application"). At the time of the 1999 Application, PrimeLink was a direct, wholly owned subsidiary of K&S Communications, Inc., which was a direct, wholly owned subsidiary of CTC. PrimeLink regrets that its 1999 Application did not fully report its ownership and corrects this record with this additional ownership information. This ownership structure remains in place today. *See* Exhibit B.

For completeness, CTC provides the following information regarding the history of its 10% or greater shareholders. At the time of the submission of the 1997 application, Edith Knapp (United States citizen) and David Southwick (United States citizen) were the two 10% or greater shareholders of CTC. Ms. Knapp, Trent Trahan (United States citizen) and James Kaufman (United States citizen) jointly controlled the voting trust of the ownership held by Ms. Knapp on behalf of her family. At the time of the 1999 Application, Ms. Knapp had died, and Messrs. Trahan and Kaufman had purchased Ms. Knapp's interest and became greater than 10% owners of CTC. Shortly before the submission of the 1999 application noted above, Messrs. Trahan and Kaufman formed Tandem Partners, LLC each owning 50%, resulting in a 50.07% in CTC. In August of 2001, Mr. Trahan purchased Mr. Kaufman 50% interest in Tandem Partners, LLC and, in 2002, Tandem Partners, LLC changed its name to Tandem, LLC, a New York limited liability company. With Mr. Southwick's death in 2008, the sole remaining 10% or shareholder of CTC was Tandem, LLC, which is wholly-owned as noted above by Mr. Trahan. All less than 10% shareholders of CTC are United States citizens.

B. Transferee – FirstLight Fiber, Inc.

FirstLight Fiber, Inc. is a Delaware corporation with corporate headquarters located at 41 State Street, 10th Floor, Albany, New York 12207. FirstLight is a direct, wholly owned subsidiary of FirstLight Holdco, Inc. (“Holdco”),⁵ also a Delaware corporation. FirstLight and Holdco are indirectly owned by the private equity funds: Antin Infrastructure Partners III FPCI (“Antin III France”), Antin Infrastructure Partners III LP (“Antin III UK”), Antin III FinCo SCS (“Antin Finco”) and Flight Co-Invest LP (“Flight Co-Invest”). Antin III France is a fund managed and controlled by Antin Infrastructure Partners S.A.S. (“Antin SAS”). Antin III UK and Flight Co-Invest are funds managed and controlled by Antin Infrastructure Partners UK Limited (“Antin UK”, and together with Antin SAS, “Antin Infrastructure Partners”) and Antin Finco is a fund managed by Antin III Finco GP (“Antin Finco GP”). Antin Finco and Antin Finco GP are each owned and controlled by Antin SAS and Antin UK. Antin Infrastructure Partners is a private equity firm based in New York, Paris, London and Luxembourg that is focused on infrastructure investments in the telecommunications, energy and environment, transportation, and social sectors.

FirstLight provides telecommunications services in Connecticut, Maine, Massachusetts, New Jersey, 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 and wireline carriers, enterprises spanning high tech

⁵ Holdco was formerly known as Flight Bidco Inc. and previously OHCP Northeastern Fiber Buyer, Inc.

manufacturing and research companies, healthcare providers and financial institutions, law firms, secondary schools, colleges and universities, and local and state governments. FirstLight currently operates approximately 15,000 route miles of fiber connecting approximately 9,000 locations throughout the Northeast; it also operates 12 data centers.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to the Purchase Agreement (the “Agreement”), dated February 11, 2020, by and among PrimeLink, Transferor, CTC, and Transferee, Transferee will acquire all of the issued and outstanding shares of capital stock of PrimeLink (the “Transaction”). The Transaction will result in PrimeLink becoming a direct, wholly owned subsidiary of Transferor. Diagrams depicting the pre- and post-Transaction corporate ownership structure of the PrimeLink are included as **Exhibit A**.

III. PUBLIC INTEREST CONSIDERATIONS

A. The Transaction Satisfies 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.⁶ In making such a determination, the Commission, among other matters, assesses “whether the proposed transaction complies with the specific

⁶ 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*”).

provisions of the Act, other applicable statutes, and the Commission’s rules”⁷ 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 the [Communications] Act or related statutes.”⁸ The Applicants respectfully submit that they are not aware of any such public interest harms that should arise from the Commission’s approval of this Transaction.

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 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.

⁷ 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*”).

⁸ 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.

B. The Proposed Transaction Will Serve the Public Interest

The proposed Transaction will serve the public interest, convenience, and necessity. As a subsidiary of FirstLight, PrimeLink will continue to provide high-quality telecommunications services while gaining access to the additional resources and operational expertise of FirstLight and Antin Infrastructure Partners. PrimeLink's business customers also will benefit by being able to obtain services at multiple locations across a larger footprint in combination with FirstLight.

Further, the existing network and systems of PrimeLink will enhance the ability of Transferee to serve its customers. Immediately following the consummation of the proposed Transaction, PrimeLink will continue to provide the same or improved services to its remaining customers.⁹ Subject to the customer transfers described in note 3, the proposed Transaction will have no adverse impact on PrimeLink's remaining customers. Immediately following the proposed Transaction, PrimeLink will continue to provide its services at the same rates, terms, and conditions, as governed by existing contracts and tariffs, as applicable.¹⁰ Further, PrimeLink will be managed by a management team with significant experience in the telecommunications marketplace.

C. The Proposed Transaction Will 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. There are no overlapping or adjacent local exchange service territories between the PrimeLink and Transferee (or any of its Affiliates). In addition, Transferee is not, does not currently control, and is not affiliated with, any

⁹ See *supra*, note 3 regarding the transfer of PrimeLink's residential customers with service location in the CTC certificated service area.

¹⁰ *Id.*

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.

IV. INFORMATION REQUIRED BY SECTION 63.24(e)

Applicants submit the information below in support of the following requests for consent to the following transfers of control:

- Transfer of indirect control of the international Section 214 authorities held by PrimeLink to Transferee. Authorization File Nos. ITC-214-19970324-00166 and ITC-214-19990924-00588; and
- Transfer of indirect control of domestic Section 214 authorization held by PrimeLink to Transferee.

V. INFORMATION REQUIRED BY 47 C.F.R. § 63.18

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

Responses to Section 63.18(a)-(d)

- (a) Name, address, and telephone number of each applicant

Transferee:

FirstLight Fiber, Inc.
41 State Street, 10th Floor
Albany, New York 12207
518-598-0900

FRN: 0006097711

Transferor:

K & S Communications, Inc.
c/o The Champlain Telephone Company
11118 Route 9, PO Box 782
Champlain, NY 12919
518-298-2480

FRN: 0029273638

PrimeLink:

PrimeLink, Inc.

c/o The Champlain Telephone Company
11118 Route 9, PO Box 782
Champlain, NY 12919
518-298-2480

FRN: 0003746724

(b) Place of organization

Transferee: Transferee is a Delaware corporation.

Transferor: Transferor is a New York corporation.

PrimeLink: PrimeLink is a New York corporation.

(c) Name, title, post office address, and telephone number of official and any other contact point (Answer to Question 10)

Correspondence concerning these applications should be directed to:

For Transferee:

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

with a copy to:

Jill Sandford, Chief Legal Officer
FirstLight Fiber, Inc.
41 State Street, 10th Floor
Albany, NY 12207
Fax: (518) 598-0935
jsandford@firstlight.net

For Transferor and PrimeLink:

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 a copy to:

Gregory MacConnell
Vice President
The Champlain Telephone Company
11118 Route 9, PO Box 782
Champlain, NY 12919-0782
518-298-2529
gmacconnell@champlaintelephone.com

(d) Statement as to whether applicants have previously received authority under Section 214

Transferee: Transferee holds blanket domestic Section 214 authority to provide interstate telecommunications services, and holds international Section 214 authorizations to provide global or limited global facilities-based and resale services granted in IB File Nos. ITC-214-1990825-00538 and ITC-214-20010209-00086.

Transferor: Transferor does not hold domestic or international Section 214 authorization.

PrimeLink: PrimeLink holds blanket domestic Section 214 authority to provide interstate telecommunications services, and holds international Section 214 authorizations to provide facilities-based and global resold international services pursuant to IB File Nos. ITC-214-19970324-00166 and ITC-214-19990924-00588.

Responses to Section 63.18(h)-(p)

(h) Post-Transaction Ownership of PrimeLink (Answer to Questions 11 & 12)

Upon consummation of the Transaction, PrimeLink will become a direct, wholly owned subsidiary of Transferee, and indirect owned by Antin III France, Antin III UK, Antin Finco and Flight Co-Invest (collectively, the “Antin III Investor”). The Antin III Investor is ultimately controlled by Antin Infrastructure Partners, which exercises management control of the Antin III Investor pursuant to governance, management and advisory agreements. Information about the entities that are expected to hold or control a 10% or greater direct or indirect ownership interest in the PrimeLink upon completion of the Transaction is set forth in **Exhibit C**.

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

Upon or following completion of the Transaction, PrimeLink is expected to have an interlocking directorate with Transferee, a foreign carrier in Canada.

(i) Foreign Carrier Affiliates (Answer to Question 14)

By its signature below, Transferee certifies that it is a foreign carrier in Canada, holding a license to provide Basic International Telecommunications Services and a registration as a reseller of telecommunications services, and has the following foreign carrier affiliates through common

ownership by Antin III:

- 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.
- Cityfibre is an independent and non-dominant provider of fixed telecommunications services to enterprise customers in the United Kingdom.
- Lyntia is an independent and non-dominant provider of fixed telecommunications services to enterprise customers in Spain.

PrimeLink currently is not a foreign carrier in any country and currently is not affiliated with a foreign carrier in any country. Upon completion of the Transaction, PrimeLink will be affiliated with Transferee and its foreign carrier affiliates listed above.

(j) Operations to Foreign Destinations (Answer to Question 15)

Transferee certifies that it is a foreign carrier in Canada and is affiliated with foreign carriers in the Netherlands and Belgium. Transferee further certifies that, through its acquisition of control of PrimeLink, Transferee does not seek to provide international telecommunications services to any destination country where two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of Transferee 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. Upon completion of the Transaction, Transferee certifies that PrimeLink will be affiliated with multiple non-dominant foreign carriers, as described in (i) above.

(k) Foreign Carrier Certification

Transferee certifies that each country listed in (i) above is a Member of the World Trade Organization (“WTO”). None of the foreign carriers listed in (i) above is on the Commission’s List of Foreign Telecommunications Carriers that are Presumed to Possess Market Power in Foreign Telecommunications Markets, released on January 26, 2007. In addition, each of these foreign carriers offers services in competition with dominant foreign carriers and others.

(m) Presumption of Non-Dominance

Transferee qualifies for a presumption of non-dominance under Section 63.10(a)(1) and (3) of the Commission’s Rules, 47 C.F.R. § 63.10(a)(1,3), because upon completion of the Transaction, Transferee does not, and is affiliated only with foreign carriers that do not, have more than a 50% market share in the international transport and local access markets in the countries they serve. Upon completion of the Transaction, PrimeLink will qualify for a presumption of non-dominance for the same reasons.

(n) No Special Concessions

Applicants certify that they have not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future.

(o) Anti-Drug Abuse Act Certification

Applicants certify that no party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance.

(p) Eligibility for Streamlined Processing

Applicants request streamlined processing pursuant to Section 63.12(c)(1)(ii) of the

Commission’s rules, as they qualify for a presumption of non-dominance based on Transferee’s affiliations with non-dominant carriers as described in (m) above.

VI. INFORMATION REQUIRED BY SECTION 63.04 OF THE COMMISSION’S RULES IN RELATION TO TRANSFER OF DOMESTIC 214 AUTHORIZATION

In support of the Applicants’ request for consent to transfer control to Transferee of the domestic Section 214 authorization held by the PrimeLink, the following information is submitted pursuant to Section 63.04 of the Commission’s Rules.

A. Section 63.04(a)(6) – Description of the transaction

A description of the Transaction is set forth at Section II above and demonstration of how the transaction will serve the public interest is provided in Section III, above.

B. Section 63.04(a)(7) – Description of the geographic area in which the transferor and transferee (and affiliates) offer domestic telecommunications services, and what services are provided in each area

Transferee provides telecommunications services in Connecticut, Maine, Massachusetts, New Hampshire, New York, Pennsylvania, Rhode Island and Vermont. The following subsidiaries of Transferee are providers of domestic telecommunications services:

Licensee	Type	Geographic Areas Served
Oxford Telephone Company	ILEC and Exchange Access	Buckfield, Turner, North Turner, Sumner, Canton and West Paris, Maine
Oxford West Telephone Company	ILEC and Exchange Access	Hebron, Bryant Pond, Bethel, West Bethel, Roxbury Pond, Locke Mills, North Norway, Andover, and Upton, Maine

Transferor does not itself provide telecommunications services. Transferor is a direct wholly owned subsidiary of CTC, an incumbent local exchange carrier that provides telecommunications services in northeastern New York.

PrimeLink provides intrastate, interstate and international telecommunications services in northeastern New York, where it holds New York Public Service Commission (“NYPSC”) authorization to provide facilities-based and resold intrastate telecommunications services, including local exchange service. PrimeLink also is an eligible telecommunications carrier for purposes of participating in federal universal service support programs with a service area limited to the areas served by Verizon in LATA 134. PrimeLink does not operate or hold authorization to provide intrastate telecommunications services in any other state.

PrimeLink’s sister company, K&S #102, Inc. (“102”),¹¹ holds NYPSC authorization to provide facilities-based and resold intrastate telecommunications services, including local exchange service, in New York. 102, however, only provides intrastate non-switched transport service over a single intrastate fiber optic route from Fort Edwards, NY to Glen Falls, New York. PrimeLink is 102’s sole customer and receives service from 102 pursuant to a contract on a private carriage basis. Based on its current operations, 102 does not believe it provides common carrier interstate telecommunications services and therefore does not hold a domestic Section 214 authorization.

There are no overlapping or adjacent local exchange service territories between the PrimeLink and Transferee (or any of its Affiliates).

C. Section 63.04(a)(8) – Statement as to how the Application qualifies for streamlined treatment

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

¹¹ 102 is a New York corporation and direct, wholly owned subsidiary of Transferor. As part of the Transaction, Transferee also will acquire all of the stock of 102 from Transferor.

63.03(b)(2)(ii) because, immediately following the Transaction, (i) Transferee (and its Affiliates, as defined in the Act) will have a market share in the interstate, interexchange market of less than ten percent (10%), and (ii) PrimeLink does not provide telecommunications services in Maine, where Transferee's subsidiaries, Oxford Telephone Company and Oxford West Telephone Company, are incumbent local exchange carriers and serve fewer than two percent (2%) of the nation's subscriber lines in the aggregate nationwide.

D. Section 63.04(a)(9) – Identification of all other Commission applications related to this transaction

Other than its Section 214 authorizations described in this Application, PrimeLink does not hold any other authorizations or licenses from the Commission. As such, and except potentially as provided for in footnote 3, *supra*, no other applications related to this Transaction will be filed with the Commission.

E. Section 63.04(a)(10) – Statement of whether the Applicants request special consideration because either party is facing imminent business failure

The Applicants are not requesting special consideration because no parties to this transaction are facing imminent business failure.

F. Section 63.04(a)(11) – Identification of any separately filed waiver requests being sought in conjunction with this Application

No separately filed waiver requests are sought in conjunction with this application.

G. Section 63.04(a)(12) – Statement showing how grant of the Application will serve the public interest, convenience and necessity

A demonstration of how the Transaction will serve the public interest, convenience, and necessity is provided in Section III, above.

VI. TEAM TELECOM CONSIDERATIONS

Transferee commits to extend the commitments made in FirstLight's 2018 letter of assurances to include PrimeLink upon consummation of the proposed Transaction.¹²

VII. CONCLUSION

For the reasons stated above, the Applicants respectfully request that the Commission grant these applications for consent to transfer direct control of international and domestic Section 214 authorizations of PrimeLink from Transferor to Transferee.

Respectfully submitted,

/s/ Thomas J. Moorman

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Date: March 10, 2020

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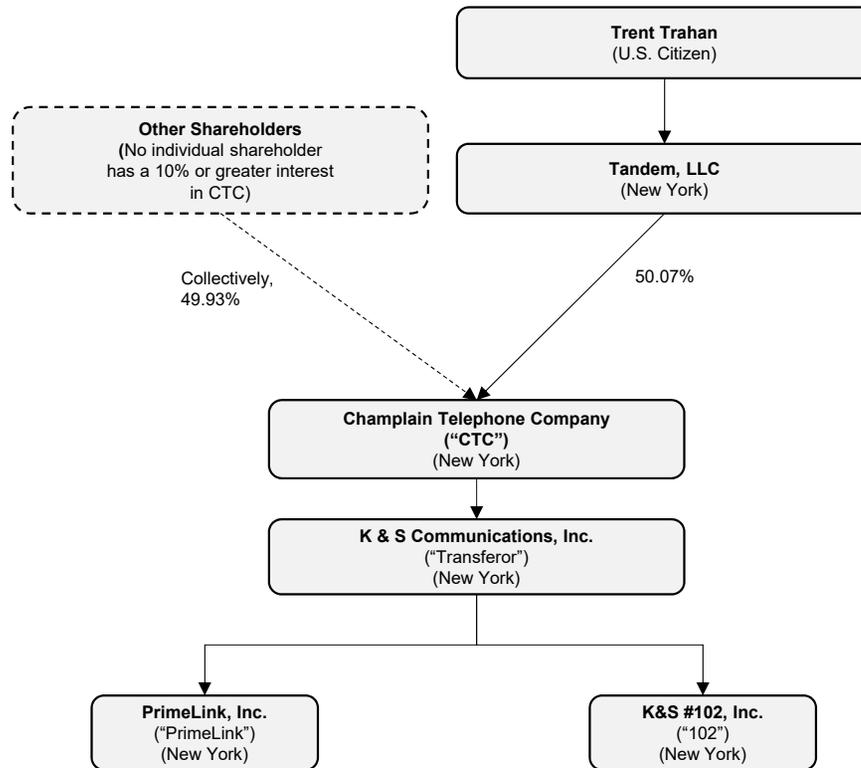
¹² See Letter of Assurances from OHCP Northeastern Fiber Buyer, Inc. *et al.* to the U.S. Department of Justice, WC Docket No. 18-83, File No. ITC-T/C-20180319-00060 (filed Jul. 9, 2018).

EXHIBIT A

Current and Post-Transaction Corporate Ownership Structure Charts

Current Ownership Structure of PrimeLink*

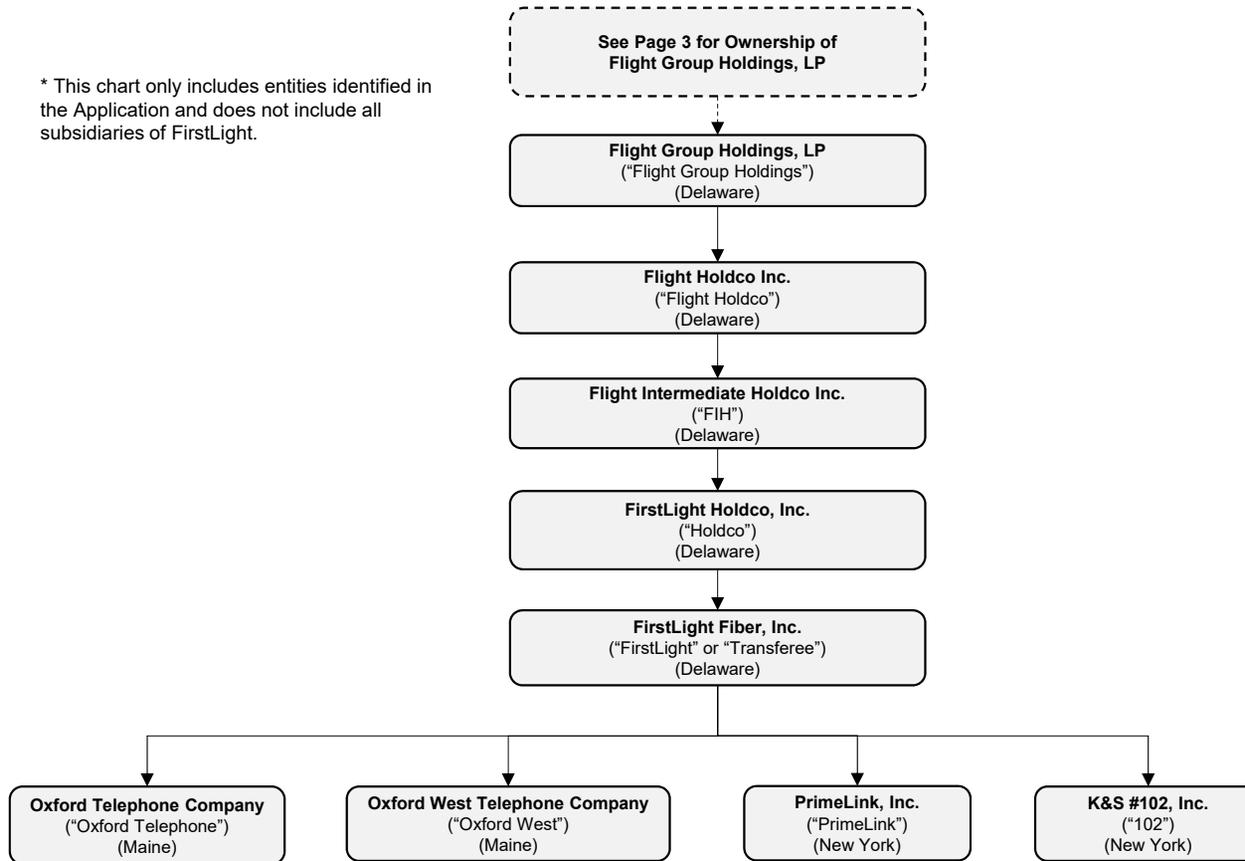
* This chart only includes entities identified in the Application and does not include all subsidiaries of CTC.



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

Post-Transaction Ownership Structure of PrimeLink*

* This chart only includes entities identified in the Application and does not include all subsidiaries of FirstLight.



All ownership percentages are 100%.

Current Ownership Structure of Flight Group Holdings LP

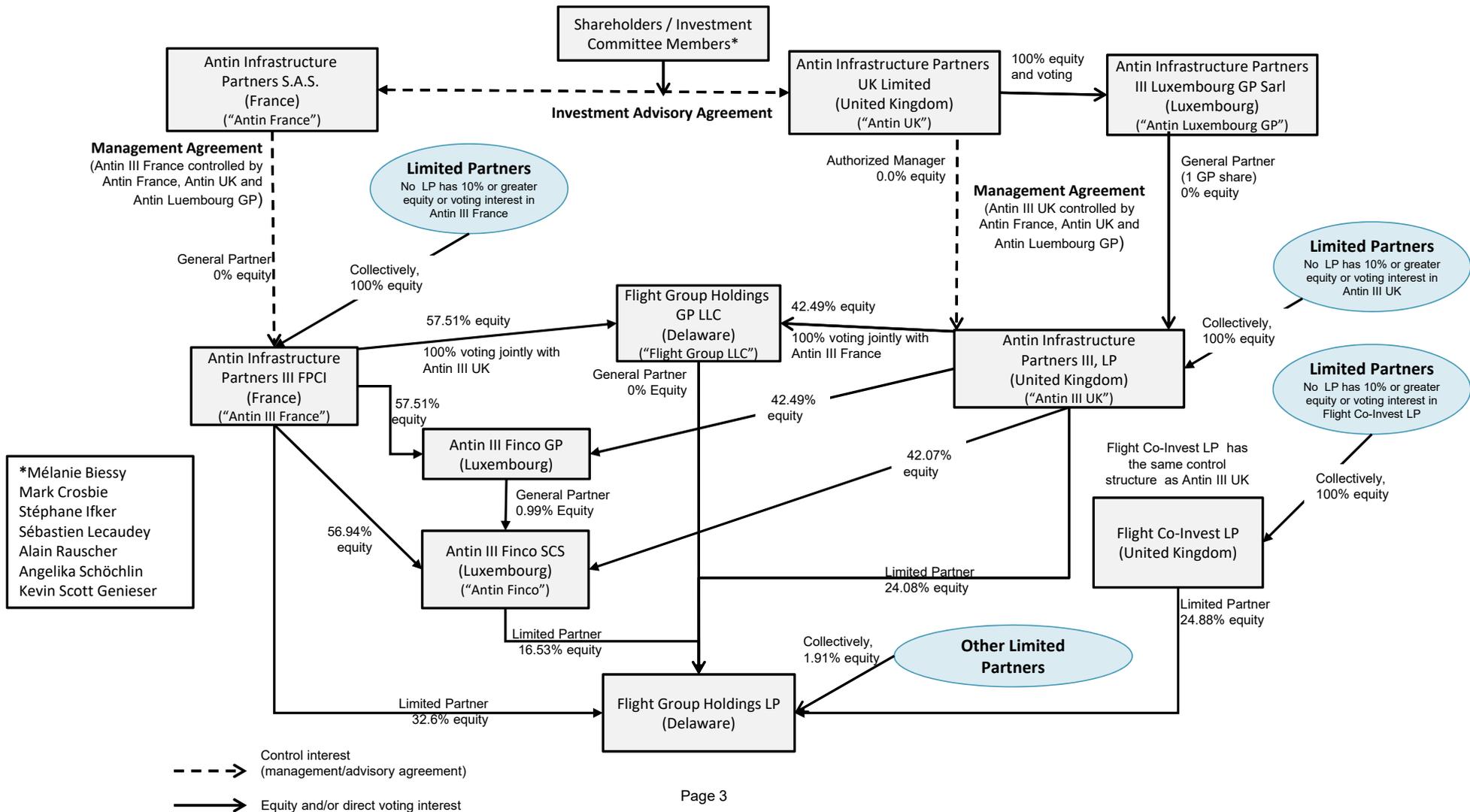


EXHIBIT B

Current Ownership Structure of PrimeLink, Inc.

The following entities currently hold, directly or indirectly, a 10% or greater interest³ in PrimeLink, Inc. (“PrimeLink”).

PrimeLink is a direct, wholly owned subsidiary of K&S Communications, Inc. (“Transferor”), a holding company that is a corporation organized under the laws of the State of New York.

Transferor is a direct, wholly owned subsidiary of Champlain Telephone Company (“CTC”), an incumbent local exchange carrier that is organized under the laws of the State of New York.

CTC is directly, majority owned (50.07%) by Tandem, LLC (“Tandem”), a holding company that is a limited liability company organized under the laws of the State of New York. No other person or entity has a 10% or greater direct interest in CTC.

The sole member of Tandem is Trent Trahan. Mr. Trahan is a citizen of the United States. Mr. Trahan’s principal occupation is a telecommunications executive.

Other than as set forth in this Exhibit, currently no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in PrimeLink.

PrimeLink, Transferor, CTC, Tandem and Mr. Trahan’s address are 11118 Route 9, PO Box 782, Champlain, NY 12919

³ Unless otherwise indicated, the ownership interests provided herein represent voting interests.

EXHIBIT C

Post-Transaction Ownership Structure of PrimeLink, Inc.

The following entities currently hold, directly or indirectly, a 10% or greater interest in PrimeLink, Inc. (“PrimeLink”), as calculated pursuant to the Commission ownership attribution rules for international telecommunications carriers:

FirstLight Fiber, Inc. (“FirstLight”)

Address: 41 State Street, 10th Floor
Albany, New York 12207

Place of Organization: Delaware

Principal Business: Telecommunications

Attributed Interest Held: 100% (directly, as 100% owner of PrimeLink)

FirstLight Holdco, Inc. (“Holdco”)

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

Place of Organization: Delaware

Principal Business: Holding Company

Attributed Interest Held: 100% (indirectly, as 100% owner of FirstLight)

Flight Intermediate Holdco Inc. (“FIH”)

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

Place of Organization: Delaware

Principal Business: Holding Company

Attributed Interest Held: 100% (indirectly, as 100% owner of Holdco)

Flight Holdco Inc. (“Flight Holdco”)

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

Place of Organization: Delaware

Principal Business: Holding Company

Attributed Interest Held: 100% (indirectly, as 100% owner of FIH)

Flight Group Holdings LP (“Flight Group Holdings”)

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

Place of Organization: Delaware

Principal Business: Holding Company

Attributed Interest Held: 100% (indirectly, as 100% owner of 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

Attributed Interest Held: 100% (indirectly, as the general partner (0% equity) of Flight Group Holdings)

As described below, Antin III France and Antin III UK respectively hold 57.51% and 42.49% of the membership interests in Flight Group LLC but Antin III France and Antin III UK jointly hold 100% voting interest in Flight Group LLC.¹

Antin III Finco SCS (“Antin Finco”)

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

Place of Organization: Luxembourg

Principal Business: Investments

Attributed Interest Held: 16.53% (indirectly, holding a 16.53% limited partnership interest in Flight Group Holdings)

As described below, Antin III France and Antin III UK respectively hold a 56.94% and 42.07% equity interest in Antin Finco.

Antin III Finco GP (“Antin Finco GP”)

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

Place of Organization: Luxembourg

Principal Business: Fund Management

Attributed Interest Held: 16.53% (indirectly, as the General Partner (0.99% equity) of Antin Finco)

As described below, Antin III France and Antin III UK respectively hold a 57.51% and 42.49% equity interest in Antin Finco GP.

¹ The voting rights of Antin III France and Antin III UK in Flight Group LLC result from the following facts: (i) the business and affairs of Flight Group LLC are managed by a board of managers (the “Flight Group Board”), which consists of two managers; (ii) decisions of the Flight Group Board are made with the consent of a majority of the members (i.e., unanimous consent); and (iii) 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 III France and Antin III UK.

Flight Co-Invest LP (“Flight Co-Invest”)

Address: 14 St. George Street
W1S 1FE London, United Kingdom
Place of Organization: United Kingdom
Principal Business: Investments
Attributed Interest Held: 24.88% (indirectly, holding a 24.88% limited partnership interest in Flight Group Holdings)

No limited partner of Flight Co-Invest is attributed a 10% or greater interest in Flight Group Holdings. The General Partner of Flight Co-Invest is Antin Infrastructure Partners Luxembourg GP S.a.r.l.

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

Address: 374 Rue Saint Honoré
75001 Paris, France
Place of Organization: France
Principal Business: Investments
Attributed Interest Held: 100% (indirectly, (i) holding a 32.6% limited partnership interest in Flight Group Holdings; (ii) holding a 57.51% membership interest in Flight Group LLC and jointly with Antin III UK holding a 100% voting interest in Flight Group LLC;² and (iii) holding a 56.94% equity interest in Antin Finco).

No limited partner of Antin III France is attributed a 10% or greater interest in Flight Group Holdings. The General Partner of Antin III France is Antin Infrastructure Partners S.A.S.

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
Attributed Interest Held: 100% (indirectly, (i) holding a 24.08% limited partnership interest in Flight Group Holdings; (ii) holding a 42.49% membership interest in Flight Group and jointly with Antin III UK holding a 100% voting interest in Flight Group LLC;³ and (iii) holding a 42.07% equity interest in Antin Finco).

² See *supra* note 1.

³ See *supra* note 1.

No limited partner of Antin III UK is attributed a 10% or greater interest in Flight Group Holdings. The General Partner of Antin III UK is Antin Infrastructure Partners Luxembourg GP S.a.r.l.

Control of Antin Finco, Antin III France, Antin III UK and Flight Co-Invest 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

Attributed Interest Held: 100% (indirectly, (i) as the general partner of Antin III France; and (ii) holding a controlling interest in Antin III (as defined below) as general partner of Antin III France, which control is exercised pursuant to governance, management and advisory agreements)

**Antin Infrastructure Partners III Luxembourg GP, S.a.r.l.
 (“Antin Luxembourg GP”)**

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

Place of Organization: Luxembourg

Principal Business: Fund Management

Attributed Interest Held: 100% (indirectly, (i) holding a controlling interest in Antin III UK as general partner (1 general partner share⁴) of Antin III UK, which control is exercised pursuant to a management agreement; and (ii) as general partner (1 general partner share⁵) of Flight Co-Invest)

⁴ This general partner share only ensures the payment of an annual fixed fee incurred for its General Partner services. This share does not entitle Antin Luxembourg GP to any dividend rights or other equity rights and Antin Luxembourg GP should therefore be regarded as holding a 0% equity interest in Antin III UK.

⁵ This general partner share only ensures the payment of an annual fixed fee incurred for its General Partner services. This share does not entitle Antin Luxembourg GP to any dividend rights or other equity rights and Antin Luxembourg GP should therefore be regarded as holding a 0% equity interest in Antin III UK.

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: 100% (indirectly, (i) as 100% owner of Antin Luxembourg GP; (ii) holding a controlling interest in Antin III as authorized manager of Antin III UK, which control is exercised pursuant to governance, management and advisory agreements; and (iii) holding a controlling interest in Flight Co-Invest as authorized manager of Flight Co-Invest, which control is exercised pursuant to governance, management and advisory agreements)

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

As indicated above, Antin UK and Antin France (collectively, “Antin Infrastructure Partners”) jointly exercise control over 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 Flight Group Holdings 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 seven (7) individual members and must act in concert with respect to matters for both Antin UK and Antin France.⁶ All the Antin Investment Committee’s decisions are made by majority vote, with the vote of each Antin Investment Committee member having equal weight,

⁶ The Antin Investment Committee consists of the following individuals: Mélanie Biessy, a French citizen; Mark Crosbie, a British citizen; Stéphane Ifker, a French citizen; Sébastien Lecaudey, a French citizen; Alain Rauscher, a French citizen; Angelika Schöchlin, a German citizen; and Kevin Scott Genieser, a U.S. citizen.

which majority vote must also have the vote of two founding members and individual shareholders of Antin Infrastructure Partners, Mark Crosbie and Alain Rauscher. Mr. Crosbie, a British citizen, has a 22.68% interest in Antin France and a 27.60% interest in Antin UK. His address is c/o Antin Infrastructure Partners UK Limited, 14 St. George St., London W1S 1FE, United Kingdom. Mr. Rauscher, a French citizen, has a 37.10% interest in Antin France and a 45.16% interest in Antin UK. His address is c/o Antin Infrastructure Partners S.A.S., 374 Rue Saint Honoré, 75001 Paris, France.

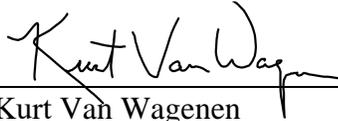
No other individual or entity has the ability to exercise affirmative or negative control over Antin III or, indirectly, FirstLight.

VERIFICATIONS

VERIFICATION

I, Kurt Van Wagenen, hereby declare that I am President and Chief Executive Officer of FirstLight Fiber, Inc. and its subsidiaries (collectively, 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 24th day of February, 2020.

A handwritten signature in black ink that reads "Kurt Van Wagenen". The signature is written in a cursive style with a horizontal line extending from the end of the name.

Kurt Van Wagenen
President and Chief Executive Officer
FirstLight Fiber, Inc.

VERIFICATION

I, Mark T. Webster, hereby declare that I am Secretary and Controller of K & S Communications, Inc. and PrimeLink, 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 10th day of March, 2020.

A handwritten signature in cursive script, appearing to read "Mark Webster", written over a horizontal line.

Mark T. Webster
Secretary and Controller
K & S Communications, Inc.
PrimeLink, Inc.