

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

In the Matter of the Application of	)	
	)	
Trumansburg Telephone Company, Inc.,	)	
<i>Transferor,</i>	)	WC Docket No. 17- _____
	)	
and	)	
	)	
OHCP Northeastern Fiber Buyer, Inc.,	)	
<i>Transferee</i>	)	
	)	
For Consent to Transfer Control	)	
Pursuant to Section 214 of the	)	
Communications Act of 1934, as amended	)	

**APPLICATION FOR TRANSFER OF CONTROL OF  
HOLDER OF DOMESTIC 214 AUTHORIZATION**

Trumansburg Telephone Company, Inc. (“Transferor”) and OHCP Northeastern Fiber Buyer, Inc. (“Transferee,” and with Transferor, the “Applicants”) hereby request Commission consent to the transfer of control of Finger Lakes Technologies Group, Inc. (“FLTG”), holder of an FCC domestic Section 214 authorization (the “Licensee”), from Transferor to Transferee. Applicants submit that prompt grant of this Application will serve the public interest.

**I. Background**

FLTG is a New York corporation, based in Victor, New York, which provides telephone services as a competitive local exchange carrier (“CLEC”) in various areas of upstate New York. FLTG has within the State of New York constructed a state of the art fiber optic network covering approximately 2,500 miles from Rochester to Ithaca and to Syracuse, and then back to Rochester. FLTG also serves a small region in northern

Pennsylvania. FLTG currently provides various voice, data and internet services to its customers.

FLTG is wholly owned by Transferor. FLTG is currently controlled by Transferor, which, separately from FLTG, is a rural incumbent local exchange carrier (“ILEC”) serving customers in portions of the counties of Seneca, Tompkins and Schuyler. These separate operations will continue to be controlled by Transferor and are not affected by this Application. Transferor is a corporation formed under the laws of the State of New York. Transferor’s outstanding stock is held by approximately 105 individuals and trusts. The great majority of Transferor’s shareholders are residents of the areas Transferor serves.<sup>1</sup>

Transferee is a corporation formed under the laws of Delaware. Transferee is 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,

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<sup>1</sup> By virtue of its one hundred percent (100%) ownership interest in FLTG, the only 10% derivative shareholders of FLTG within Transferor are Paul H. Griswold (U.S. Citizen), who owns approximately a 29% derivative interest in FLTG, and the “Trust under Article Third of the Will of Mabel L. Griswold dated May 16, 1957 (New York State Trust)” (the “Trust”), which owns a 13% derivative interest in FLTG. Mr. Robert H. Griswold (U.S. Citizen) is the Trustee for the Trust. FLTG is affiliated with two other telecommunications carriers – Ontario Telephone Company (“OTC”) and Finger Lakes Communications Group, Inc. (“FLCG”). OTC is a rural ILEC serving customers in the towns of Phelps and Clifton in the county of Ontario. OTC serves 1,170 local exchange customers. OTC is a corporation formed under the laws of the State of New York. FLCG is a reseller of long distance services in and around the areas served by Transferor and OTC. FLCG is owned 50% by Transferor and 50% by OTC. By virtue of its fifty percent (50%) ownership interest in FLCG, the only 10% derivative owner of FLCG within Transferor is Paul H. Griswold (U.S. Citizen), who owns approximately a 14.5% derivative interest in FLCG. By virtue of its 50% ownership in FLCG, the only shareholder within OTC with a 10% or greater derivative ownership interest in FLCG is the Trust. The Trust owns a derivative interest in FLCG of approximately 12%. Transferor also notes that Paul H. Griswold (U.S. Citizen) is an 11% owner in OTC and Robert H. Griswold is a 10% owner in OTC. The address for Paul H. Griswold and Robert H. Griswold is 7890 Lehigh Crossing, Victor, New York 14564. Transferor will continue to hold its interest in FLCG, and the ownership and control of FLCG is not affected by this Application.

L.P., and Oak Hill Capital Partners IV (Offshore 892), L.P. (collectively, the “Oak Hill IV Funds”).<sup>2</sup> These funds are all ultimately controlled by OHCP MGP IV, Ltd. (“MGP IV”), the voting members of which are all U.S. citizens. The equity in the Oak Hill IV Funds is held by numerous, primarily U.S.-based investors, including individuals, trusts, institutions and business entities.

Transferee was initially formed for the purpose of acquiring, and is currently the sole, direct owner of 100% of the stock of, TVC Albany, Inc. (“TVC”), an FCC licensee, and its wholly-owned subsidiaries (collectively doing business as “FirstLight”, and referred to herein as the “FirstLight Companies”).<sup>3</sup> Applications for transfer of control of the FirstLight Companies (including TVC) to Transferee were granted on August 26 and 29, 2016,<sup>4</sup> and the transaction closed September 7, 2016. As noted below, TVC will be the direct buyer of FLTG shares in the proposed Transaction.

In addition, Transferee has also recently acquired, through TVC, Oxford County Telephone & Telegraph Company (“Oxford T&T”) and its wholly-owned subsidiaries (collectively the “Oxford Companies” or more generally “Oxford”), holders of domestic

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<sup>2</sup> As disclosed further herein, the Oak Hill IV Funds collectively hold 84.0% of the Transferee indirectly. The remaining 16.0% of Transferee is held by other entities and individuals, including members of management of TVC (described below) and prior interest-holders in TVC and Oxford (described below).

<sup>3</sup> The TVC subsidiaries include FCC-licensee segTEL, Inc. (“segTEL”), as well as other recently-acquired FCC licensee subsidiaries, described below.

<sup>4</sup> See Joint Application of Tech Valley Holdings, LLC, Transferor, TVC Albany, Inc., Licensee, segTEL, Inc., Licensee, and OHCP Northeastern Fiber Buyer, Inc., Transferee, for Grant of Authority to Complete a Transfer of Ownership and Control of Licensees to OHCP Northeastern Fiber Buyer, Inc., ITC-T/C-20160329-00129, WC Docket No. 16-107; FCC Form 603 Transfer of Control Application, ULS File No. 0007203840; Petition of TVC Albany, Inc., Petitioner/Licensee and OHCP Northeastern Fiber Buyer, Inc., Petitioner/Transferee, for Declaratory Ruling Under Section 301(b)(4) of the Communications Action of 1934, as Amended, ISP-PDR-20160329-00005 (collectively, the “FirstLight Applications”).

and international Section 214 authorizations.<sup>5</sup> Oxford T&T, the parent of the remaining Oxford Companies, is controlled by its sole shareholder, Oxford Network Holdings, Inc. (“Oxford Holdings”). Applications for transfer of control of the Oxford Companies (and Oxford Holdings) to Transferee were granted on December 15 and 19, 2016,<sup>6</sup> and the transaction closed December 22, 2016.

Transferee, through TVC, has also recently acquired Sovernet Holding Corporation (“Sovernet Holding”) and its wholly-owned subsidiaries (collectively the “Sovernet Companies” or more generally “Sovernet”), holders of domestic and international Section 214 authorizations.<sup>7</sup> Applications for transfer of control of the Sovernet Companies to Transferee were granted on February 21 and 28, 2017,<sup>8</sup> and the transaction closed March 8, 2017.

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<sup>5</sup> The subsidiaries include FCC licensees 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 BayRing Communications, Inc. (“BayRing”).

<sup>6</sup> See Joint Application of Oxford Networks Holdings, Inc., Transferor, and OHCP Northeastern Fiber Buyer, Inc., Transferee, for Transfer of Indirect Control of Holders of Domestic and International 214 Authorizations, ITC-T/C-20160708-00185, ITC-T/C-20160708-00186, WC Docket No. 16-222 (the “Oxford Applications”). In the Oxford Applications, BayRing Communications, Inc. was identified as Freedom Ring Communications, LLC d/b/a BayRing Communications, a wholly-owned subsidiary of Utel, Inc. It was explained that, in December 2015, Freedom Ring Communications, LLC underwent a tax free liquidation into Utel, Inc., which was subsequently renamed BayRing Communications, Inc. The Commission has since granted a *pro forma* assignment to reflect this change. See ITC-ASG-20160802-00231, Public Notice DA No. 16-886, August 4, 2016.

<sup>7</sup> The subsidiaries include FCC licensees Sovernet, Inc. (“Sovernet Inc.”), ION Holdco, LLC (“ION Holdco”), Sovernet Fiber Corp. (“Sovernet Fiber”), and National Mobile Communications Corporation (“NMCC”).

<sup>8</sup> See Joint Application of ATN International, Inc., Transferor, and OHCP Northeastern Fiber Buyer, Inc., Transferee, for Transfer of Indirect Control of Holders of Domestic and International 214 Authorizations, ITC-T/C-20160818-00248, ITC-T/C-20160818-00249, WC Docket No. 16-266 (the “Sovernet Applications”).

None of the Oak Hill IV Funds or MGP IV owns or operates any other FCC-regulated providers of telecommunications services.<sup>9</sup>

## **II. Description of the Transaction**

Pursuant to a Securities Purchase Agreement by and among Transferor, TVC (as noted above, a wholly owned subsidiary of Transferee), and FLTG, dated as of February 21, 2017 (the “Agreement”), TVC will acquire 100% of the outstanding shares of FLTG (the “Transaction”). As a result of the proposed Transaction, FLTG will become a direct, wholly-owned subsidiary of TVC, and an indirect, wholly-owned subsidiary of Transferee. The Applicants will also make necessary filings with state telecommunications regulators with respect to this Transaction.

For the Commission’s reference, a chart depicting the pre- and post-Transaction ownership of the Licensee is provided as Exhibit A.

After the proposed Transaction, FLTG will continue to operate in the same service territories, and will for the immediate future continue to provide services to its customers under the same rates and on the same terms and conditions following the Transaction as they currently do today. There are no plans in place to transfer any of the FLTG customers to a new carrier, or to change any customer service or billing contact

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<sup>9</sup> As disclosed further below, a separate group of funds managed by Oak Hill Capital owns interests in and successfully manages investments in other telecommunications service providers. For example, in November 2012, the FCC approved the transfer of control of Astound Broadband, LLC (“Astound”), a holder of domestic and international Section 214 authorizations, from WaveDivision Holdings, LLC to OH WDH Holdco, LLC, a company 100% owned and controlled by various funds ultimately controlled by OHCP MGP III, Ltd. See Public Notice, DA 12-1834, November 14, 2012 (Domestic Section 214); Public Notice, DA No. 12-1842 (International Section 214); see also FCC File No. ITC-T/C-20120619-00173. Astound (now d/b/a Wave) offers a variety of telecommunications services, including local exchange, long distance, and wholesale telecommunications services to residential and business customers in California, Oregon, and Washington.

information as a result of the Transaction. Accordingly, the proposed Transaction will be transparent to consumers.

At the closing of the Transaction, Transferor, OTC and FLTG will enter into a transition services agreement, pursuant to which Transferor and OTC will provide certain services to FLTG, and FLTG will provide certain services to Transferor and OTC, in each case during a transition period at no cost to the recipient of the services.<sup>10</sup>

### **III. Transfer of Control of Domestic Section 214 Authorization**

Pursuant to Section 63.04(a) of the Commission's Rules, Applicants submit information required pursuant to Sections 63.04(a)(1) through 63.04(a)(12) of the Commission's Rules:

#### **63.04(a)(1) Name, address and telephone number of each applicant:**

##### **Transferor:**

Trumansburg Telephone Company, Inc. (FRN: 000341287)  
7890 Lehigh Crossing  
Victor, New York 14564  
Phone: (866) 353-7209  
Fax: (585) 924-2619

##### **Transferee:**

OHCP Northeastern Fiber Buyer, Inc. (FRN: 0025420712)  
One Stamford Plaza  
263 Tresser Blvd., 15th floor  
Stamford, CT 06901  
Phone: (203) 328-1600  
Fax: (203) 328-1651

#### **63.04(a)(2) Government, state or territory under the laws of which each corporate or partnership applicant is organized:**

Transferor is a New York corporation.

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<sup>10</sup> This includes FLTG's continued use of Trumansburg/OTC voice switches during the transition period, with migration of these operations to TVC in the longer term.

FLTG is a New York corporation.

Transferee is a Delaware corporation.

**63.04(a)(3) Name, title, post office address, and telephone number of the officer or contact point to whom correspondence concerning the application is to be addressed:**

For Transferor:

Sean Socha, Chief Financial Officer  
Trumansburg Telephone Company, Inc.  
7890 Lehigh Crossing  
Victor, New York 14564  
Phone: (866) 353-7209  
Fax: (585) 924-2619  
SeanS@fltg.com

*With a copy to:*

Thomas J. Moorman  
Woods & Aitken LLP  
5151 Wisconsin Ave., N.W., Suite 310  
Washington, D.C. 20016  
Phone: (202) 944-9502  
Fax: (202) 944-9501  
tmoorman@woodsaitken.com

For Transferee:

Caitlin Melchior  
c/o Oak Hill Capital Management, LLC  
65 East 55<sup>th</sup> Street, 32<sup>nd</sup> Floor  
New York, NY 10022  
Phone: (212) 527-8409  
Fax: (212) 527-8450  
cmelchior@oakhillcapital.com

*With a copy to:*

Patrick S. Campbell  
Paul, Weiss, Rifkind, Wharton & Garrison LLP  
2001 K Street, NW  
Washington, DC 20006-1047  
Phone: (202) 223-7323  
Fax: (202) 204-7371  
pcampbell@paulweiss.com

**63.04(a)(4) Name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten (10) percent of the equity of the applicant entities, and the percentage of equity owned by each of those entities (to the nearest one (1) percent):**

Pursuant to the proposed Transaction, Transferee will come to indirectly own and control FLTG.<sup>11</sup> As noted above, TVC is the direct buyer of FLTG under the Agreement.

The entities that will hold a ten percent (10%) or greater equity interest in FLTG upon completion of the Transaction are as follows:<sup>12</sup>

Name: TVC Albany, Inc.  
Address: 41 State Street, 10th Floor  
Albany, NY 12207  
Citizenship: U.S. (Delaware)  
Principal Business: Telecommunications  
Interest Held: 100% (directly in FLTG)

Name: OHCP Northeastern Fiber Buyer, Inc.  
Address: One Stamford Plaza  
263 Tresser Blvd., 15th floor  
Stamford, CT 06901  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company  
Interest Held: 100% (directly in TVC, indirectly in FLTG)<sup>13</sup>

The following entities hold, directly or indirectly, a ten percent (10%) or greater equity interest in Transferee:<sup>14</sup>

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<sup>11</sup> The ten percent or greater shareholders of Transferor and its telecommunications carrier affiliates are noted in footnote 1, *supra*.

<sup>12</sup> Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

<sup>13</sup> In the FirstLight Applications, Oxford Applications, and Sovernet Applications, OHCP Northeastern Fiber Buyer Intermediate, Inc. (referred to as “TVC Buyer”) directly held 100% of TVC, and Transferee directly held 100% of TVC Buyer. TVC Buyer has subsequently been merged into TVC, and thus no longer appears in the ownership chain or the organizational chart of Exhibit A.

<sup>14</sup> The final structure is not fully established, and there may be one or more additional intervening wholly owned holding companies inserted above Transferee in the attached organizational chart prior to closing. Any such holding company, however, would not impact the ultimate ownership or control. Transferee and Licensee request that the Commission authorize the addition of one or more intervening wholly owned

Name: OHCP Northeastern Fiber Buyer Holdco, L.P.  
("OHCP Holdco")  
Address: One Stamford Plaza  
263 Tresser Blvd., 15th floor  
Stamford, CT 06901  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company  
Interest Held: 100% (directly in Transferee)

Name: OHCP Northeastern Fiber Buyer Aggregator, L.P.  
("OHCP Aggregator")  
Address: One Stamford Plaza  
263 Tresser Blvd., 15th floor  
Stamford, CT 06901  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company  
Interest Held: 84.0% (directly in OHCP Holdco, indirectly in Transferee)

Entities and individuals other than the Oak Hill IV Funds, including members of TVC management and prior interest-holders in TVC and Oxford Holdings, hold, in aggregate, a 16.0% equity interest in OHCP Holdco, while 84.0% is indirectly owned by the Oak Hill IV Funds through OHCP Aggregator, as described above. None of these entities or individuals outside the Oak Hill IV Funds has a 10% or greater interest in the Transferee.

Upon completion of the Transaction, the Oak Hill IV Funds collectively, and Oak Hill Capital Partners IV (Onshore), L.P. and Oak Hill Capital Partners IV (Offshore) L.P. individually, will own or control a ten percent (10%) or greater indirect interest in Transferee:

Name: Oak Hill Capital Partners IV (Onshore), L.P.  
("Onshore Fund")  
Address: One Stamford Plaza  
263 Tresser Blvd., 15th floor

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holding company(ies) prior to, or concurrently with, closing as part of this Application. Transferee and Licensee will notify the Commission of the final ownership structure immediately following closing in the event any such additional holding companies are inserted.

Citizenship: Stamford, CT 06901  
Principal Business: Cayman Islands  
Interest Held: Investment Activities  
57.5% (indirectly in Transferee)

Name: Oak Hill Capital Partners IV (Management), L.P.  
("Management Fund")

Address: One Stamford Plaza  
263 Tresser Blvd., 15th floor  
Stamford, CT 06901

Citizenship: Cayman Islands  
Principal Business: Investment Activities  
Interest Held: 4.8% (indirectly in Transferee)

Name: Oak Hill Capital Partners IV (Onshore Tax Exempt), L.P.  
("Tax Exempt Fund")

Address: One Stamford Plaza  
263 Tresser Blvd., 15th floor  
Stamford, CT 06901

Citizenship: Cayman Islands  
Principal Business: Investment Activities  
Interest Held: 5.5% (indirectly in Transferee)

Name: Oak Hill Capital Partners IV (Offshore), L.P.  
("Offshore Fund")

Address: One Stamford Plaza  
263 Tresser Blvd., 15th floor  
Stamford, CT 06901

Citizenship: Cayman Islands  
Principal Business: Investment Activities  
Interest Held: 13.8% (indirectly in Transferee)

Name: Oak Hill Capital Partners IV (Offshore 892), L.P.  
("892 Fund")

Address: One Stamford Plaza  
263 Tresser Blvd., 15th floor  
Stamford, CT 06901

Citizenship: Cayman Islands  
Principal Business: Investment Activities  
Interest Held: 2.4% (indirectly in Transferee)

The equity in the Oak Hill IV Funds is held through passive limited partnership interests held by numerous, primarily U.S.-based investors, including individuals, trusts, institutions and business entities. Based on current investment percentages, the following

limited partners of the Oak Hill IV Funds own or control a ten percent (10%) or greater direct or indirect interest in Transferee through their investments in one or more of these funds:

Name: Ohio Public Employees Retirement System  
("Ohio Public")  
Address: 277 East Town Street  
Columbus, OH 43215  
Citizenship: U.S. (Ohio)  
Principal Business: Statutorily-created pension plan  
Interest Held: 12.1% (indirectly, through limited partnership invest in the Onshore Fund)

Name: FW Oak Hill Limited IV, L.P.  
("FW Limited IV")  
Address: 201 Main Street, Suite 3100  
Fort Worth, TX 76102  
Citizenship: U.S. (Delaware)  
Principal Business: Investment Activities  
Interest Held: 9.7% (indirectly, through limited partnership investment in the Onshore Fund)

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. The address for each of these entities and Mr. Hebert is 201 Main Street, Suite 3100, Fort Worth, TX 76102.

Control of the Oak Hill IV Funds is vested in the following entities and individuals.

Name: OHCP GenPar IV, L.P. ("GenPar IV")  
Address: One Stamford Plaza  
263 Tresser Blvd., 15th floor  
Stamford, CT 06901  
Citizenship: Cayman Islands  
Principal Business: Investment Activities

Interest Held: As sole general partner of each of the Oak Hill IV Funds, GenPar IV indirectly controls Transferee. Gen Par IV has less than 1% indirect equity interest in Transferee.

Name: OHCP MGP IV, Ltd. (“MGP IV”)  
Address: One Stamford Plaza  
263 Tresser Blvd., 15th floor  
Stamford, CT 06901

Citizenship: Cayman Islands  
Principal Business: Investment Activities  
Interest Held: As sole general partner of GenPar IV, MGP IV indirectly controls Transferee. MGP IV has less than 1% indirect equity interest in Transferee.

The shares in MGP IV are distributed equally (100 shares each) among thirteen individuals (collectively referred to herein as the “Oak Hill Representatives”), 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. Monsky, William J. Pade, Steven G. Puccinelli, and David S. Scott. None of these individuals has a 10% or greater equity interest in Transferee. 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 FLTG through Transferee.

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

**63.04(a)(5) Certification pursuant to 47 C.F.R. §§ 1.2001-1.2003 that no party to the application is subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583.**

Applicants hereby certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of their knowledge, information, and belief, no party to this Application is subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583.

**63.04(a)(6) Description of the transaction**

Please see Section II, above.

**63.04(a)(7) Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area**

**Transferor:**

As noted above, Transferor is a rural ILEC serving customers in portions of the counties of Seneca, Tompkins and Schuyler. Transferor currently serves 2,771 local exchange customers. These separate operations will continue to be controlled by Transferor and are not affected by this Application.

As noted above, FLTG provides telephone services as a competitive local exchange carrier in various areas of upstate New York. FLTG has constructed a state of the art fiber optic network covering approximately 2,500 miles from Rochester to Ithaca and to Syracuse, and then back to Rochester. FLTG also serves a small region in northern Pennsylvania. FLTG currently provides various voice, data and internet services to its customers. FLTG currently serves approximately 1,300 customers and has approximately 14,700 access lines.

**Transferee:**

Transferee does not itself provide telecommunications. As described above, Transferee has recently acquired the FirstLight Companies, the Oxford Companies, and the Sovernet Companies, and their licenses and operations. These companies are now held directly or indirectly by TVC, as shown in Exhibit A.

As described further below, the Sovernet Companies operate in New Hampshire, Vermont, Massachusetts, New York and Pennsylvania. The Oxford Companies operate in Maine, Massachusetts, and New Hampshire. The FirstLight Companies operate in Maine, Massachusetts, New Hampshire, New York, and Vermont (but there is no overlap of service area with the Oxford ILECs in Maine). In addition, Transferee is currently

affiliated (as defined in the Communications Act), through a separate group of funds managed by Oak Hill Capital ultimately controlled by OHCP MGP III, Ltd., with the following domestic telecommunications services providers:<sup>15</sup>

- **Astound** (d/b/a/ Wave), a provider of domestic telecommunications services, including local exchange, long distance, and wholesale telecommunications services, to residential and business customers in California, Oregon, and Washington. *See n. 4 supra.*
- **Metronet Holdings, LLC**, a fiber company providing services in Indiana and Illinois.

To Transferee's knowledge, Transferee is not affiliated with any other telecommunications carriers.

**63.04(a)(8) Statement as to how the application fits into one or more of the presumptive streamlined categories in Section 63.03 of the Commission's Rules or why it is otherwise appropriate for streamlined treatment**

Applicants are not requesting streamlined processing, but for the reasons provided herein, request the expeditious grant of this Application.

**63.04(a)(9) Identification of all other Commission applications related to the same transaction.**

None.

**63.04(a)(10) Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure.**

Neither party to the transaction is facing imminent business failure. Therefore, Applicants are not requesting special consideration for this reason.

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<sup>15</sup> In the FirstLight Applications, Oxford Applications, and Sovernet Applications, this list also included Intermedia.net, Inc. However, this entity was sold and the transaction recently closed.

**63.04(a)(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction.**

No separately filed waiver requests are being sought in conjunction with the transaction.

**63.04(a)(12) Statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets**

Applicants submit that the proposed Transaction is consistent with the public interest. The proposed ownership structure and investment participation will enable the continued provision of high-quality communications services to FLTG customers. Consummation of the proposed Transaction should enhance the ability of FLTG to innovate and provide advanced network services to New York and Pennsylvania customers and businesses, which will in turn advance the telecommunications and information infrastructure of these states and their economic health.

Upon consummation of the proposed Transaction, Transferee's operations of FLTG coupled with the operations associated with the FirstLight, Oxford and Sovernet transactions, will promote competition and enhance communications offerings to customers throughout the northeastern U.S. The fiber networks of the four businesses are complementary and adjacent, with minimal overlap. This means that local business customers will continue to enjoy service from their current network provider, but with the benefit of the complete product portfolio of FLTG, FirstLight, Oxford, and Sovernet as well as the potential for additional network construction to more business locations due to the increased capital available to the combined companies. At the same time, the broader geographic coverage resulting from the combination of FLTG, FirstLight, Oxford, and

Sovernet is expected to allow the combined company to better serve large regional business and national telecommunications carrier customers, increasing competition in this segment of the market.

The pro-competition and complementary nature of the FLTG, FirstLight, Oxford, and Sovernet transactions is clear from review of each of the individual company's network coverage areas.

- In New York, FLTG provides telephone services as a competitive local exchange carrier in various areas of upstate New York. FLTG also operates a fiber optic network from Rochester to Ithaca and to Syracuse, and then back to Rochester. Sovernet operates a regional, intercity network across the western and central portions of the state, connecting such large markets as Buffalo, Rochester, Syracuse and Utica. FirstLight serves the eastern part of the state, including a metro network in Albany, where Sovernet has limited presence, and in Westchester County. Oxford has no network presence in New York. FTLG has only 174 miles of fiber within one mile of Firstlight, Oxford, and Sovernet's combined fiber network, predominantly in the counties of Allegany, Madison, and Chemung.
- In Pennsylvania, FLTG serves a small region connecting Binghamton to Susquehanna and Ulster. Sovernet serves a small region south of Elmira, New York and in the northeastern portion of Pennsylvania, predominantly in Wayne and Pike counties. There is no overlap between the FLTG and Sovernet networks in Pennsylvania.
- FLTG does not provide service in New Hampshire, Vermont, Maine or Massachusetts, and thus does not overlap with any of the services or networks of FirstLight, Oxford and/or Sovernet in these states.

In summary, the complementary and adjacent nature and increased financial flexibility of the combined FLTG, FirstLight, Oxford and Sovernet networks will promote regional competition and enhance customer offerings in the northeastern U.S.

Moreover, the Applications raise no significant foreign ownership or control issues that would be of interest to the U.S. government with respect to U.S. national security. The Transferee is ultimately controlled entirely by U.S. citizens. Although the

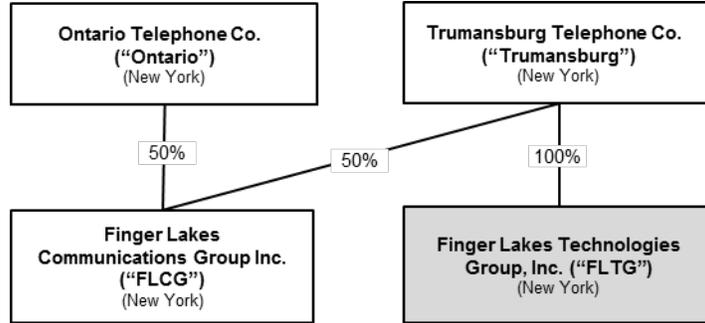
Oak Hill IV Funds (and their general partners) are domiciled in the Cayman Islands, they remain part of the Oak Hill U.S.-based private equity funds whose investments are managed entirely by the Oak Hill Representatives made up entirely of U.S. citizens and whose investors are primarily U.S. entities or individuals. These investment funds are thus “foreign” solely due to their jurisdiction of formation; they were formed in the Cayman Islands because it is a jurisdiction with which private fund investors are familiar and offers courts and legal advisors with expertise in this area. Furthermore, these Cayman Islands entities do not assert any influence, management or control over the Transferee, independent of oversight and control by the Oak Hill Representatives, but are merely intermediary vehicles through which various passive and institutional investors have made their financial investments.

In sum, other than through the Oak Hill Representatives, none of the Cayman Islands investment funds (and their general partner) or any other foreign entity or government will have any independent management role whatsoever in the Transferee. Accordingly, the Applications should be approved expeditiously without a significant or lengthy review or concern with respect to foreign ownership or U.S. national security issues.

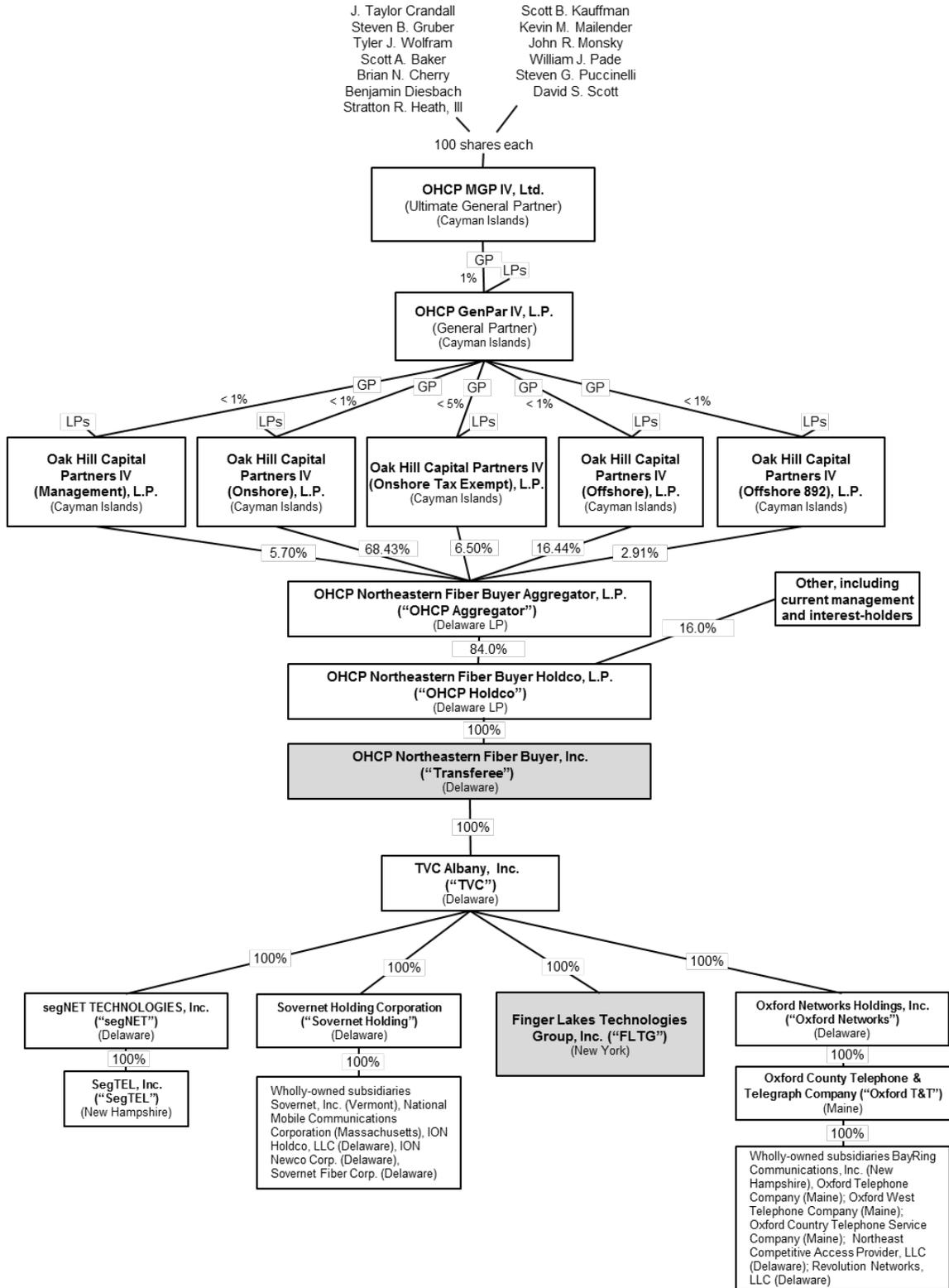


# EXHIBIT A

## Pre-Closing Ownership Structure



## Post-Closing Ownership Structure



**DECLARATION**

I, Sean Socha, Chief Financial Officer of Trumansburg Telephone Company, Inc. and of Finger Lakes Technologies Group, Inc. (the Companies), do hereby declare under penalties of perjury that I have read the foregoing Application, and the information contained therein regarding the Companies is true and accurate to the best of my knowledge, information, and belief.

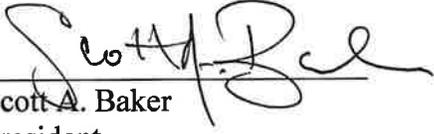


\_\_\_\_\_  
Sean Socha  
Chief Financial Officer  
Trumansburg Telephone Company, Inc.  
Finger Lakes Technologies Group, Inc.

Date: 3/14/17

## DECLARATION

I, Scott A. Baker, President of OHCP Northeastern Fiber Buyer, Inc. (Transferee), do hereby declare under penalties of perjury that I have read the foregoing Application, and the information contained therein regarding the Transferee is true and accurate to the best of my knowledge, information, and belief.

  
\_\_\_\_\_  
Scott A. Baker  
President  
OHCP Northeastern Fiber Buyer, Inc.

Date: March 15, 2017