

July 6, 2016

**VIA ELECTRONIC FILING**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Room TW-A325  
Washington, DC 20554

**Re: WC Docket No. 16-107**

Domestic Section 214 Application Filed for the Transfer of Control of TVC Albany, Inc. and segTEL, Inc. to OHCP Northeastern Fiber Buyer, Inc.

**IB File Nos. ITC-T/C-20160422-00145 & ITC-T/C-20160422-00146**

Application Filed for Consent to the Transfer of Control of International Section 214 Authorizations held by TVC Albany, Inc. to OHCP Northeastern Fiber Buyer, Inc.

**IB File No. ISP-PDR-20160329-00005**

TVC Albany, Inc., Petitioner/Licensee, and OHCP Northeastern Fiber Buyer, Inc., Petitioner/Transferee Petition for Declaratory Ruling Under Section 310(b)(4) of the Communications Act of 1934, as Amended

**SECTION 1.65 SUPPLEMENT**

Dear Ms. Dortch:

Tech Valley Holdings, LLC (“Transferor”), TVC Albany, Inc. (“TVC”), segTEL, Inc. (“segTEL” and together with TVC, “Licensees”), and OHCP Northeastern Fiber Buyer, Inc. (“Transferee”) (collectively, “Applicants”), pursuant to Section 1.65 of the Commission’s Rules, supplement the above-referenced Applications to update the current ownership of Transferee. As contemplated in footnote 6 of the Section 214 Applications and footnote 11 of the Petition for Declaratory Ruling, two additional U.S. holding companies, OHCP Northeastern Fiber Buyer Holdco, L.P. (“OHCP Holdco”) and OHCP Aggregator (Name to be Determined) (“OHCP Aggregator”), have been inserted between Transferee and the Oak Hill IV Funds.<sup>1</sup> The insertion of these additional holding companies was entirely *pro forma* in nature and did not affect the ultimate ownership or control of Transferee.

In addition, as contemplated in footnote 7 of the Section 214 Applications and footnote 10 to Exhibit A of the Petition for Declaratory Ruling, Ohio Public Employees Retirement Systems (“Ohio Public”), a U.S. entity, has invested in the Oak Hill IV Funds and therefore holds a greater than 10 percent indirect interest in Transferee. As a result of the entry of Ohio Public and

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<sup>1</sup> As a result, the non-Oak Hill entities and individuals, including members of TVC management and other existing interest-holders (which, at the time of the Section 214 Applications and Petition for Declaratory Ruling, were expected to directly own less than 10% of Transferee) will now directly own less than 10% of OHCP Holdco.

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other new investors, RMB Holdings, LLC (which, at the time of the Section 214 Applications and Petition for Declaratory Ruling, held a greater than 10 percent indirect interest through FW Oak Hill Limited IV, L.P.) now holds less than a 10 percent indirect interest. Therefore, RMB Holdings, LLC has been removed from the ownership information for Transferee in Attachment A.

Attachment A hereto provides updated ownership information for Transferee and Attachment B provides an updated "Post-Closing Ownership Structure of Licensees" reflecting the insertion of the additional holding companies and the investment by Ohio Public. These Attachments replace the corresponding information provided in the Section 214 Applications and Petition for Declaratory Ruling.

Finally, as reflected in Attachment A, the address provided for Transferee and the Oak Hill IV Funds and their related entities has been changed to the following:

One Stamford Plaza  
263 Tresser Blvd., 15th floor  
Stamford, CT 06901  
Phone: 203-328-1600  
Fax: 203-328-1651

Please do not hesitate to contact the undersigned with any questions.

Respectfully submitted,

/s/ Patrick S. Campbell

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Counsel for Transferor and Licensees

## ATTACHMENT A

### Updated Ownership of Transferee

Upon completion of the Transaction, the following entities will own or control a ten percent (10%) or greater direct interest in **Transferee**:

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 Aggregator (Name To Be Determined) ("OHCP Aggregator")
Address:	One Stamford Plaza 263 Tresser Blvd., 15th floor Stamford, CT 06901
Citizenship:	U.S. (Delaware)
Principal Business:	Holding Company
Interest Held:	Approx. 90.10% (directly in OHCP Holdco, indirectly Transferee) <sup>1</sup>

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 direct interest in **OHCP Aggregator**:

Name:	Oak Hill Capital Partners IV (Onshore), L.P. ("Onshore Fund")
Address:	One Stamford Plaza 263 Tresser Blvd., 15th floor Stamford, CT 06901
Citizenship:	Cayman Islands
Principal Business:	Investment Activities
Interest Held:	62.07% (indirectly in Transferee, through OHCP Aggregator)

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<sup>1</sup> Upon completion of the Transaction, the remaining 9.9% of OHCP Holdco will be owned by other entities and individuals including members of TVC management and other existing interest-holders.

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: 6.99% (indirectly in Transferee, through OHCP  
Aggregator)

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: 0.72% (indirectly in Transferee, through OHCP  
Aggregator)

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: 16.76% (indirectly in Transferee, through OHCP  
Aggregator)

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: 3.55% (indirectly in Transferee, through OHCP  
Aggregator)

It is currently expected that the remaining 9.90% equity interest in OHCP Holdco will be held by other entities and individuals, including members of TVC management and other

existing interest-holders. None of these entities or individuals will have a 10% or greater interest in the Transferee.<sup>2</sup>

The equity in the Oak Hill IV Funds is held through 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 will 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 Systems  
("Ohio Public")  
Address: 277 East Town Street  
Columbus, OH 43215  
Citizenship: U.S. (Ohio)  
Principal Business: Statutorily-created pension plan  
Interest Held: 17.64% (indirectly, through limited partnership investment 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: 14.11% (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.

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<sup>2</sup> Because the Oak Hill IV Funds described above have not closed and additional investors could still participate, and the equity interests of other investors have not been finalized, the respective ownership percentages in OHCP Holdco disclosed above may change. The Oak Hill IV Funds are, however, under common management and control. If any new investment or change in the ownership percentages causes an entity or individual not already disclosed herein to obtain a 10% or greater interest in Transferee, Applicants will update the information in this Application.

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 “Investment Committee”), 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, upon completion of the Transaction, no other person or entity will, directly or indirectly, owns or controls a ten percent (10%) or greater interest in Licensees through Transferee.

**ATTACHMENT B**

**Updated Post-Closing Ownership Structure of Licensees**

# Post-Closing Ownership Structure of Licensees

