



PUBLIC NOTICE

Federal Communications Commission
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Washington, D.C. 20554

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DA 15-703
June 16, 2015

**DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF
FREEDOM RING COMMUNICATIONS, LLC D/B/A BAYRING COMMUNICATIONS TO
OXFORD COUNTY TELEPHONE & TELEGRAPH COMPANY**

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 15-133

Comments Due: June 30, 2015
Reply Comments Due: July 7, 2015

One June 15, 2015, Utel, Inc. (Utel) and Oxford County Telephone & Telegraph Company (Oxford) (together, Applicants) filed an application pursuant to section 214 of the Communications Act of 1934, as amended (Act),¹ seeking approval to transfer control of Freedom Ring Communications, LLC d/b/a BayRing Communications (BayRing) from Utel to Oxford.

BayRing, a Maine limited liability company and subsidiary of Utel, provides competitive local exchange carrier (LEC) and other services in Maine, Massachusetts, and New Hampshire.² Oxford, a Maine corporation, and its subsidiaries provide incumbent LEC service to approximately 8,184 access lines in multiple exchanges in Maine. Applicants state that BayRing does not provide telecommunications services in any of the Oxford incumbent LEC territories. Oxford's competitive LEC subsidiary, Oxford County Telephone Service Company (Oxford Service), provides service within the exchanges of Fairpoint NNE in Maine. Oxford's other competitive LEC subsidiary, Revolution Networks, LLC (Revolution), is certified to provide service in New Hampshire and Maine. Applicants state that neither Oxford Service nor Revolution offer competitive LEC services within the certified territory of any independent incumbent LEC, including within Oxford's incumbent LEC territory. In addition, Oxford provides interexchange service to the local service subscribers of its incumbent LECs and Oxford Services. Oxford's subsidiary, Northeast Competitive Access Providers, LLC, offers transport services through fiber facilities from Boston, MA to Bangor, Maine.

Applicants state that Oxford Networks Holdings, Inc., a Delaware corporation, owns 100 percent of Oxford. Oxford Networks Holdings, Inc. is ultimately controlled by certain principals of Novacap Management, Inc. The following entities hold a 10 percent or greater equity interest in Oxford Networks

¹ 47 C.F.R § 63.03; *see* 47 U.S.C. § 214.

² ACN, Inc. (ACN), a New Hampshire corporation, owns 100 percent of the membership interests of BayRing. ACN is a wholly-owned subsidiary of Utel. Applicants state that Utel and ACN are holding companies that do not provide telecommunications services.

Holdings, Inc.: BSCP-OX Holdings, LLC, a Delaware entity (15.8 percent), Novacap Technologies III, L.P., a Quebec entity (34.7 percent), Novacap TMT IV, L.P., a Quebec entity (35.9 percent).³ Novacap Partners Technologies III, L.P., a Quebec entity, has a 100 percent voting interest in Novacap Technologies III, L.P.⁴ Novacap Management Technologies III Inc., a Quebec entity, has a 100 percent voting interest in Novacap Partners Technologies III, L.P. The following Canadian citizens own equity and voting interests in Novacap Management Technologies III Inc.: Marc Beauchamp (14.01 percent), Alain Bélanger (25.06 percent), Pascal Tremblay (25.06 percent), Stéphane Tremblay (24.06 percent). Novacap Management, Inc., a Quebec entity, is the general partner of has a 100 percent voting interest in Novacap TMT IV, L.P.⁵ Applicants state that, other than its interest in Oxford, Novacap Management, Inc. does not currently control any other telecommunications entity.

Pursuant to the terms of the proposed transaction, BayRing will become an indirect wholly-owned subsidiary of Oxford through Utel, which will be a direct, wholly-owned subsidiary of Oxford. Applicants assert that the proposed transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(ii) of the Commission's rules and that a grant of the application will serve the public interest, convenience, and necessity.⁶

Domestic Section 214 Application Filed for the Transfer of Control of Freedom Ring Communications, LLC d/b/a BayRing Communications to Oxford County Telephone & Telegraph Company, WC Docket No. 15-133 (filed June 5, 2015).

GENERAL INFORMATION

The transfer of control identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to section 63.03(a) of the Commission's rules, 47 CFR § 63.03(a), interested parties may file comments **on or before June 30, 2015**, and reply comments **on or**

³ BSCP-OX Holdings, LLC is controlled by its sole managing member, Thadeus Mocarski, a U.S. citizen. Applicants state that the limited partners of Novacap Technologies III, L.P. are passive investors, none of which holds an indirect interest of more than 10 percent of the equity of Oxford.

⁴ Applicants state that the limited partners of Novacap Partners Technologies III, L.P. are passive investors, none of which holds an indirect interest of more than 10 percent of the equity of Oxford.

⁵ Applicants state that the limited partners of Novacap TMT IV, L.P. are passive investors, none of which holds an indirect interest of more than 10 percent of the equity of Oxford. Applicants further state that the Board of Directors of Novacap Management, Inc. has delegated to the TMT Investment Committee all of the decision making authority in connection with its role as the general partner of Novacap TMT, IV, L.P. The members of the TMT Investment Committee are as follows, and the majority of the members are also shareholders of Novacap Fund Management, Inc., a Quebec entity and the corporate parent of Novacap Management Inc., which holds 100 percent of the voting interests in Novacap Management Inc.: Pascal Tremblay (21.65 percent), Alain Bélanger (20.06 percent), Stéphane Tremblay (19.40 percent), Thadeus Mocarski (10.56 percent), François Laflamme (10.56 percent). Applicants also state that the following voting interests relate to each individual's voting interest in Novacap Fund Management, Inc. as such interest relates to Novacap Management, Inc.'s role as the general partner of Novacap TMT IV, L.P. in relation to its interest in Oxford Networks Holdings, Inc. All are Canadian citizens, except for Thadeus Mocarski, who is a U.S. citizen, and all hold voting interests of 14.29 percent: Pascal Tremblay, Alain Bélanger, Stéphane Tremblay, Thadeus Mocarski, François Laflamme, Stéphane Blanchet, Marc Beauchamp.

⁶ 47 C.F.R. 63.03(b)(2)(ii).

before July 7, 2015. Pursuant to section 63.52 of the Commission's rules, 47 C.F.R. § 63.52, commenters must serve a copy of comments on the Applicants no later than the above comment filing date. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of this notice.

Pursuant to section 63.03 of the Commission's rules, 47 CFR § 63.03, parties to this proceeding should file any documents in this proceeding using the Commission's Electronic Comment Filing System (ECFS): <http://apps.fcc.gov/ecfs/>.

In addition, e-mail one copy of each pleading to each of the following:

- 1) Margoux Brown, Competition Policy Division, Wireline Competition Bureau, Margoux.brown@fcc.gov;
- 2) Jodie May, Competition Policy Division, Wireline Competition Bureau, jodie.may@fcc.gov;
- 3) David Krech, Policy Division, International Bureau, david.krech@fcc.gov;
- 4) Jim Bird, Office of General Counsel, jim.bird@fcc.gov.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at (202) 418-0530 (voice), 1-888-835-5322 (tty).

The proceeding in this Notice shall be treated as a "permit-but-disclose" proceeding in accordance with the Commission's ex parte rules. Persons making ex parte presentations must file a copy of any written presentation or a memorandum summarizing any oral presentation within two business days after the presentation (unless a different deadline applicable to the Sunshine period applies). Persons making oral ex parte presentations are reminded that memoranda summarizing the presentation must (1) list all persons attending or otherwise participating in the meeting at which the ex parte presentation was made, and (2) summarize all data presented and arguments made during the presentation. If the presentation consisted in whole or in part of the presentation of data or arguments already reflected in the presenter's written comments, memoranda or other filings in the proceeding, the presenter may provide citations to such data or arguments in his or her prior comments, memoranda, or other filings (specifying the relevant page and/or paragraph numbers where such data or arguments can be found) in lieu of summarizing them in the memorandum. Documents shown or given to Commission staff during ex parte meetings are deemed to be written ex parte presentations and must be filed consistent with rule 1.1206(b), 47 C.F.R. § 1.1206(b). Participants in this proceeding should familiarize themselves with the Commission's ex parte rules.

For further information, please contact Margoux Brown at margoux.brown@fcc.gov or Jodie May at (202) 418-0913.

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